



**2019**

ANNUAL REPORT

年報



**高瞻遠矚**

Forward thinking -  
today,  
tomorrow,  
together



**JINCHUAN 金川**

**Jinchuan Group International Resources Co. Ltd**  
**金川集團國際資源有限公司**

(Incorporated in the Cayman Islands with limited liability 於開曼群島註冊成立之有限公司)  
(Stock Code 股份代號: 2362)



2

Geographic Location of JCI Mines  
金川國際礦區地理位置分佈

4

Corporate Information  
公司資料



6

Chairman's Statement  
主席報告

9

CEO's Report  
行政總裁報告

13

Financial Highlights  
財務摘要

14

Mining Operational Review  
採礦業務回顧

25

Resources and Reserves  
資源量及儲量

32

Management Discussion and Analysis  
管理層討論及分析

48

Directors and Senior Management  
董事及高級管理層

54

Report of the Directors  
董事會報告

75

Corporate Governance Report  
企業管治報告



95

Sustainability Report  
可持續發展報告

118

Independent Auditor's Report  
獨立核數師報告

## CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表



126

Consolidated Statement of Profit or Loss and Other Comprehensive Income  
綜合損益及其他全面收益表

127

Consolidated Statement of Financial Position  
綜合財務狀況表

129

Consolidated Statement of Changes in Equity  
綜合權益變動表

131

Consolidated Statement of Cash Flows  
綜合現金流量表

133

Notes to the Consolidated Financial Statements  
綜合財務報表附註

245

Five-Year Financial Summary  
五年財務概要

246

Glossary  
詞彙



# Geographic Location of JCI Mines 金川國際礦區地理位置分佈



## Operating Mines 營運礦場

### 1. Kinsenda Mine/Kinsenda 礦場：

As one of the world's highest-grade copper deposits, the mine has an average copper reserve grade of 5.7%; produced 31kt of copper content in concentrates in 2019  
是全球品位最高的銅礦床之一，銅儲量平均品位為5.7%；於二零一九年生產3.1萬噸銅含量精礦



### 2. Ruashi Mine/Ruashi 礦場：

Located in the DRC, the mine consists of 3 open-pit deposits and 1 processing plant, producing copper cathode and cobalt hydroxide for direct sales to international market; copper cathode and cobalt output reached 33.8kt and 5,070t, respectively, in 2019

位於剛果(金)，包括三個露天礦及一個冶煉廠，生產電解銅及氫氧化鈷以直接銷往國際市場；二零一九年電解銅產量為3.38萬噸，鈷產量為5,070噸



### 3. Chibuluma South Mine and Chifupu Deposit/ Chibuluma 南礦場及 Chifupu 礦床：

Located in Zambia, the operation comprises of two underground mines and a concentrator, producing copper concentrates for sale to Zambia smelters; produced 8kt of copper content in concentrates in 2019

位於贊比亞，包括二個地下礦，及一個選礦廠，生產銅精礦銷往贊比亞冶煉廠；二零一九年生產銅含量精礦8千噸



## Development Project 開發項目

### 4. Musonoi Project/Musonoi 項目：

Copper-Cobalt deposit located in the DRC with high grade of cobalt reserve (0.9%), the project is in construction phase with feasibility study and mine design completed

位於剛果(金)之銅鈷礦床，含有高品位鈷儲量(0.9%)，現已完成可研和礦山設計，處於建設階段



## Exploration Project 勘探項目

### 5. Lubembe Project/Lubembe 項目：

The project is located in the DRC. A pre-feasibility study of Lubembe Project was completed in 2018

項目位於剛果(金)，於二零一八年完成預可研



# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. GAO Tianpeng (*Chief Executive Officer*)  
Mr. QIAO Fugui

#### Non-executive Directors

Mr. CHEN Dexin (*Chairman of the Board*)<sup>1</sup>  
Mr. ZHANG Youda (*Chairman of the Board*)<sup>3</sup>  
Mr. LIU Jian<sup>7</sup>  
Mr. ZENG Weibing<sup>6</sup>  
Mr. YANG Jinshan<sup>8</sup>  
Mr. WANG Qiangzhong<sup>4</sup>

#### Independent Non-executive Directors

Mr. WU Chi Keung  
Mr. YEN Yuen Ho, Tony  
Mr. POON Chiu Kwok

### COMPANY SECRETARIES

Mr. WONG Hok Bun Mario (*FCPA, CFA*)  
Ms. SUN Wei<sup>5</sup>

### AUTHORISED REPRESENTATIVES

Mr. GAO Tianpeng  
Mr. WONG Hok Bun Mario

### AUDIT COMMITTEE

Mr. WU Chi Keung (*Chairman*)  
Mr. YEN Yuen Ho, Tony  
Mr. POON Chiu Kwok  
Mr. ZHANG Youda

### REMUNERATION AND NOMINATION COMMITTEE

Mr. WU Chi Keung (*Chairman*)  
Mr. CHEN Dexin<sup>1</sup>  
Mr. QIAO Fugui<sup>1</sup>  
Mr. YEN Yuen Ho, Tony  
Mr. POON Chiu Kwok  
Mr. ZHANG Youda<sup>2</sup>  
Mr. GAO Tianpeng<sup>2</sup>

### RISK MANAGEMENT COMMITTEE

Mr. YEN Yuen Ho, Tony (*Chairman*)  
Mr. CHEN Dexin<sup>1</sup>  
Mr. ZHANG Youda  
Mr. WU Chi Keung  
Mr. GAO Tianpeng  
Mr. POON Chiu Kwok<sup>2</sup>

### STRATEGY AND INVESTMENT COMMITTEE

Mr. CHEN Dexin (*Chairman*)<sup>1</sup>  
Mr. ZHANG Youda (*Chairman*)<sup>3</sup>  
Mr. LIU Jian<sup>7</sup>  
Mr. GAO Tianpeng  
Mr. QIAO Fugui  
Mr. ZENG Weibing<sup>6</sup>  
Mr. YANG Jinshan<sup>8</sup>

- 1 resigned with effect from 19 March 2019 (effective after board meeting)
- 2 appointed with effect from 19 March 2019 (effective after board meeting)
- 3 appointed as Chairman with effect from 19 March 2019 (effective after board meeting)
- 4 appointed with effect from 20 June 2019
- 5 resigned with effect from 18 November 2019
- 6 resigned with effect from 31 December 2019
- 7 appointed with effect from 31 December 2019
- 8 appointed with effect from 19 March 2019 (effective after board meeting) and resigned with effect from 31 December 2019

### 董事會

#### 執行董事

鄒天鵬先生 (*行政總裁*)  
喬富貴先生

#### 非執行董事

陳得信先生 (*董事會主席*)<sup>1</sup>  
張有達先生 (*董事會主席*)<sup>3</sup>  
劉建先生<sup>7</sup>  
曾衛兵先生<sup>6</sup>  
楊金山先生<sup>8</sup>  
王樞忠先生<sup>4</sup>

#### 獨立非執行董事

胡志強先生  
嚴元浩先生  
潘昭國先生

### 公司秘書

黃學斌先生 (*FCPA, CFA*)  
孫蔚女士<sup>5</sup>

### 授權代表

鄒天鵬先生  
黃學斌先生

### 審核委員會

胡志強先生 (*主席*)  
嚴元浩先生  
潘昭國先生  
張有達先生

### 薪酬及提名委員會

胡志強先生 (*主席*)  
陳得信先生<sup>1</sup>  
喬富貴先生<sup>1</sup>  
嚴元浩先生  
潘昭國先生  
張有達先生<sup>2</sup>  
鄒天鵬先生<sup>2</sup>

### 風險管理委員會

嚴元浩先生 (*主席*)  
陳得信先生<sup>1</sup>  
張有達先生  
胡志強先生  
鄒天鵬先生  
潘昭國先生<sup>2</sup>

### 戰略及投資委員會

陳得信先生 (*主席*)<sup>1</sup>  
張有達先生 (*主席*)<sup>3</sup>  
劉建先生<sup>7</sup>  
鄒天鵬先生  
喬富貴先生  
曾衛兵先生<sup>6</sup>  
楊金山先生<sup>8</sup>

- 1 於二零一九年三月十九日辭任(董事會會議後生效)
- 2 於二零一九年三月十九日獲委任(董事會會議後生效)
- 3 於二零一九年三月十九日獲委任為主席(董事會會議後生效)
- 4 於二零一九年六月二十日獲委任
- 5 於二零一九年十一月十八日辭任
- 6 於二零一九年十二月三十一日辭任
- 7 於二零一九年十二月三十一日獲委任
- 8 於二零一九年三月十九日獲委任(董事會會議後生效)及於二零一九年十二月三十一日辭任

**REGISTERED OFFICE**

Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

**註冊辦事處**

Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

**HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS  
IN HONG KONG**

Unit 3101, 31/F  
United Centre  
95 Queensway  
Hong Kong

**總辦事處暨香港主要經營地點**

香港  
金鐘道95號  
統一中心  
31樓3101室

**INDEPENDENT AUDITOR**

Deloitte Touche Tohmatsu  
*Certified Public Accountants*

**獨立核數師**

德勤•關黃陳方會計師行  
*執業會計師*

**CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR  
AND TRANSFER OFFICE**

Conyers Trust Company (Cayman) Limited

**開曼群島主要股份過戶登記處**

Conyers Trust Company (Cayman) Limited

**HONG KONG BRANCH SHARE REGISTRAR  
AND TRANSFER OFFICE**

Boardroom Share Registrars (HK) Limited

**股份過戶登記處香港分處**

寶德隆證券登記有限公司

**COMPANY WEBSITE**

[www.jinchuan-intl.com](http://www.jinchuan-intl.com)

**公司網址**

[www.jinchuan-intl.com](http://www.jinchuan-intl.com)

**STOCK CODE**

2362

**股份代號**

2362

**MAJOR BANKERS**

China Development Bank Corporation  
The Export-Import Bank of China  
Bank of China (Hong Kong) Limited  
Bank of China Limited, Johannesburg Branch  
The Hongkong and Shanghai Banking Corporation Limited  
Bank of Communications Co., Ltd  
DBS Bank Limited  
BNP Paribas  
China Construction Bank  
HengFeng Bank Co., Ltd  
Standard Bank  
First National Bank  
Rawbank  
Trust Merchant Bank  
Banque Commerciale Du Congo (BCDC)  
Banque Internationale Pour l'Afrique Au Congo (BIAC)  
Barclays Bank (Z) Plc  
Stanbic Bank (Z) Plc  
Standard Chartered Bank

**主要往來銀行**

國家開發銀行  
中國進出口銀行  
中國銀行(香港)有限公司  
中國銀行有限公司·約翰內斯堡分行  
香港上海滙豐銀行有限公司  
交通銀行股份有限公司  
星展銀行有限公司  
法國巴黎銀行  
中國建設銀行  
恆豐銀行  
標準銀行  
第一國民銀行  
Rawbank  
信託南業銀行  
剛果商業銀行  
國際非洲銀行剛果(金)  
Barclays Bank (Z) Plc  
Stanbic Bank (Z) Plc  
渣打銀行

# Chairman's Statement 主席報告



Zhang Youda

張有達

Chairman of the Board

董事會主席

## DEAR SHAREHOLDERS,

I would like to sincerely thank the shareholders who have shown their concern and support to JCI over the years. On behalf of the Board, I would like to present to the shareholders the annual report of the Company for the year 2019.

The global trade war has escalated since 2019 with the world economic growth slowing down significantly and fluctuation in the mining market intensifying. While key mineral products have been sought after by many countries, the resources war has quietly taking place and the risks of mineral product supply have increased. Copper price, a major product of the Company, had fluctuated significantly throughout the year, while the price of cobalt continued to fall sharply in the first half of the year but gradually picking up from its trough in the second half of the year. During the year, the Company's production and operation continued its stability with an annual

## 各位尊敬的股東：

衷心感謝各位股東長期以來對金川國際的關注與支持。我謹代表董事會向各位股東呈報公司二零一九年年報。

二零一九年以來，全球貿易戰升級，世界經濟增速明顯減緩，礦業市場動盪加劇，關鍵礦產受多國追捧，資源戰悄然上演，礦產品供應風險增大。公司主要產品銅的價格全年寬幅震盪，鈷金屬價格上半年持續大幅下滑，下半年逐步觸底回升。年內，公司生

output of 73,057 tonnes of copper and 5,070 tonnes of cobalt. The Company achieved a revenue of US\$1,246.9 million in 2019, representing a year-on-year decrease of 11%, and profit of the Company amounted to US\$13.1 million, representing a year-on-year drop of 86%.

In 2019, we saw changes in the Board member composition of the Company. Mr. Chen Dexin, the former Chairman of the Board, and Mr. Yang Jinshan and Mr. Zeng Weibing, both non-executive Directors, tendered their resignations as directors of the Company, while Mr. Wang Qiangzhong and Mr. Liu Jian were appointed as non-executive directors of the Company, and I was re-designated as the Chairman of the Board from board member. The Board would like to express our sincere gratitude to Mr. Chen Dexin, Mr. Yang Jinshan and Mr. Zeng Weibing for their valuable contributions to the Company over the years.

The Board will continue to work relentlessly to achieve the grand objective of building JCG Group's overseas resources flagship platform and developing the Company into a world-class mining company. The Company needs to further deepen our corporate governance mechanism reform and improve the Company's incentive regime; further introduce strategic investors, optimize shareholders structure and stimulate market vitality; strengthen management, reduce costs and increase efficiency, accelerate the construction and development of Musonoi Project, and improve the economic scale of existing projects. We will actively promote internal asset restructuring and integrate JCG Group's overseas resources; and center on our main business, seize market opportunities and select high-quality projects for mergers and acquisitions.

Looking forward into 2020, we remain prudently optimistic about the prospects of the Company. Despite the impact of the novel coronavirus epidemic, risks exposed to the global mining industry, such as geopolitical conflicts and trade wars, and the downward pressure faced by the world economy, we believe that opportunities co-exist with challenges. Under the pressure of economic downturn, monetary policy will continue to ease up, various local governments will introduce measures to stimulate the economy, and the PRC will start a new round of large-scale infrastructure construction, all of which will stimulate the demand for upstream mineral products.

產經營繼續保持平穩，全年產銅73,057噸，鈷5,070噸。全年公司實現收入1,246.9百萬美元，同比減少11%，公司盈利13.1百萬美元，同比減少86%。

二零一九年，本公司董事會成員進行了更迭。原董事會主席陳得信先生，非執行董事楊金山先生及曾衛兵先生辭任本公司董事，王橋忠先生及劉建先生獲委任本公司非執行董事，我本人由董事會成員轉為出任董事會主席。董事會對陳得信先生、楊金山先生及曾衛兵先生多年來對本公司作出的寶貴貢獻表示衷心致謝。

董事會將繼續朝著全力打造金川集團海外資源旗艦平臺，將公司發展成為世界級礦業公司的宏偉目標砥礪前行。公司要進一步深化公司治理機制改革，完善公司激勵機制；進一步引進戰略投資者，優化股東結構、激發市場活力；加強管理、降本增效，加快Musonoi項目的建設開發，提升現有項目的經濟效益；積極推進內部資產重組，整合金川集團海外資源；圍繞公司主業，抓住市場時機，精選優質資源項目開展兼併收購。

展望二零二零年，我們對公司前景保持謹慎樂觀。儘管受新型冠狀病毒疫情衝擊，全球礦業仍然面臨地緣衝突、貿易戰等多重風險，世界經濟面臨下行壓力，但我們相信，危中有機，經濟下行壓力之下，貨幣政策持續寬鬆，各地政府出台經濟刺激措施，中國開啟新一輪大基建，必將刺激對上游礦產品的需求。



# Chairman's Statement

## 主席報告

I and Mr. Gao Tianpeng, our Chief Executive Officer, will continue to lead all employees of the Company to join forces and strive to reform, expand and be innovative with our utmost commitment for the sustainable development of the Company for creating greater value for all our shareholders.

I would like to thank all our shareholders, community and business partners for their tremendous support, and extend my heartfelt gratitude to all employees for their dedicated hard works.

Finally, I would like to thank the People's Government of Gansu Province for their special support to JCG Group and the Company.

**Zhang Youda**  
*Chairman of the Board*

24 March 2020

本人及行政總裁邵天鵬先生將繼續帶領本公司全體員工全力以赴，聚力改革、開拓創新，爭取本公司可持續發展，為全體股東創造更大的價值。

本人謹此感謝各位股東、社區及業務夥伴的大力支持，並對全體員工所作出的辛勤努力表示衷心的感謝。

最後，本人謹此感謝甘肅省人民政府對金川集團及本公司的特別支持。

**張有達**  
*董事會主席*

二零二零年三月二十四日



Gao Tianpeng

郜天鵬

Chief Executive Officer  
行政總裁

DEAR SHAREHOLDERS,

On behalf of the Board of JCI, I am delighted to announce that, for the year ended 31 December 2019, the Group has produced a total of 73,057 tonnes of copper and 5,070 tonnes of cobalt, both JCI's record high. Total revenue for the year ended 31 December 2019 was US\$1,246.9 million and net profit for the year was US\$13.1 million.

Kinsenda's annual copper production has topped 30k tonnes mark for the first time. 2019 is the second full year operation of Kinsenda, and a total of 31,059 tonnes of copper content in concentrates was produced in 2019. This represents an increase of 13% of copper produced as compared to 2018 and the increase was mainly due to the higher ore feed grade and higher recovery rate in 2019.

各位尊敬的股東：

本人有幸代表金川國際董事會宣佈，於截至二零一九年十二月三十一日止年度，本集團共生產73,057噸銅及5,070噸鈷，均創金川國際歷史新高。截至二零一九年十二月三十一日止年度的總收益為1,246.9百萬美元及年內純利為13.1百萬美元。

Kinsenda的年產銅量首次突破3萬噸。二零一九年為Kinsenda的第二個全年運營，二零一九年精礦的總含銅產量為31,059噸，產銅量較二零一八年增加13%，乃主要由於二零一九年的進料礦石品位提高及回收率增加所致。

JCI strived to improve production efficiency through technological advancement, Ruashi has upgraded its cobalt plant cycle and this has led to the increase in cobalt recovery rate and cobalt content grade in the cobalt hydroxide produced. In 2019, despite there was a drop in cobalt feed grade, Ruashi's cobalt production increased by 14% as a result of improved recovery and increase in ore milled volume as compared to 2018.

At the same time, JCI continued to improve on cost management and mine performance. Despite the increase in royalties rate under the new DRC Mining Code which significantly increased the Group's royalties expenses, the Group was able to lower its overall cash cost (before deducting by-product credit) from US\$5,275/t in 2018 to US\$4,098/t in 2019. The Company strives to continuously reduce production costs on the base of 2019, with its strategy of "Improvement on Cobalt and Maintaining Growth on Copper" to increase production and sales and achieve better profitability.

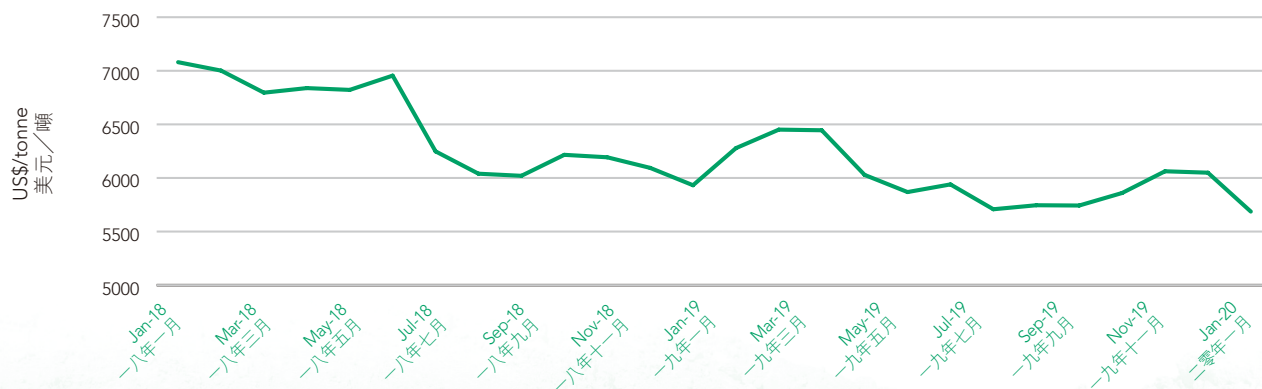
Commodity price risk and macroeconomics risk remain the most significant risk to JCI. The average benchmark LME copper and MB cobalt prices for the year decreased by 8% and 56% respectively as compared to 2018. In line with benchmark market prices changes and due to the drop in pricing coefficient adopted, JCI's average realised copper and cobalt prices for the year (including provisional pricing adjustment) decreased by 11% and 77% respectively, leading to a significant drop in mining segment's result of the year from US\$156.1 million in 2018 to US\$7.0 million in 2019.

金川國際竭力透過技術改進提高生產效率，Ruashi升級其鈷生產線，導致所生產氫氧化鈷的鈷回收率及含鈷量品位均有所增加。二零一九年，儘管進料鈷品位有所下降，惟Ruashi的鈷產量較二零一八年增加14%，乃由於回收率有所改善及礦石處理量增加。

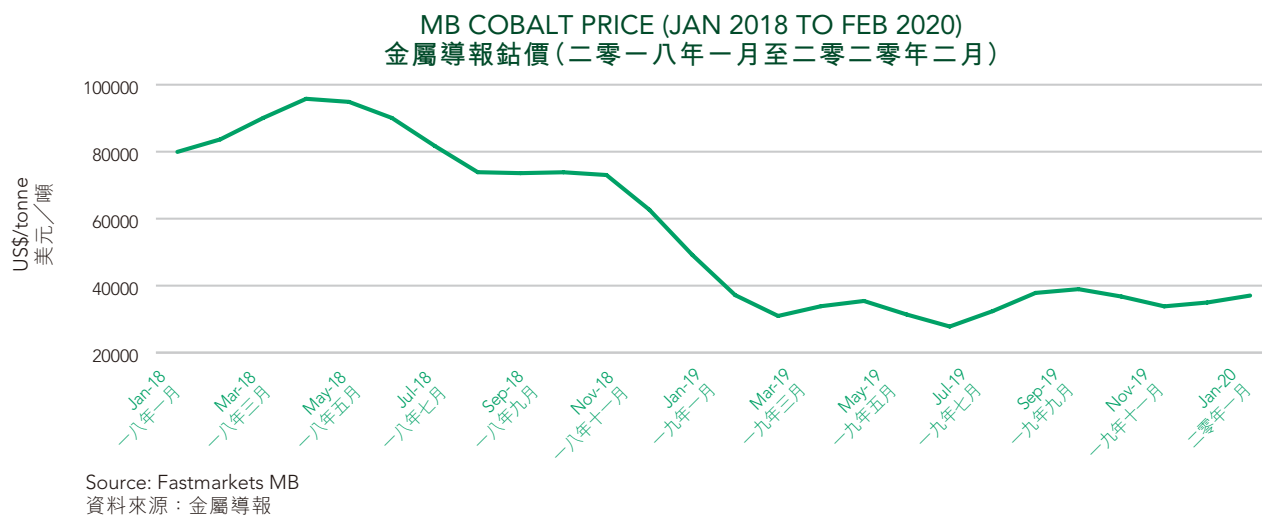
同時，金川國際繼續改善成本管理及礦場表現。儘管剛果(金)新的礦業法令礦權使用費率增加導致本集團的礦權使用費開支大幅增加，惟本集團仍可將其整體現金成本(扣除副產品抵扣前)由二零一八年的5,275美元/噸降減少至二零一九年的4,098美元/噸。在二零一九年的基礎上，本公司致力持續降低生產成本，按照「提鈷保銅」策略，提高產量及銷量，實現更高的盈利能力。

商品價格風險及宏觀經濟風險仍為金川國際的最重大風險。年內，倫金所平均銅基準價及金屬導報鈷價分別較二零一八年減少8%及56%。與基準市場價的變化一致及由於所採用定價係數下降，金川國際的年內平均已實現銅及鈷價(包括臨時定價調整)分別減少11%及77%，導致採礦分類的年內業績由二零一八年的156.1百萬美元大幅減少至二零一九年的7.0百萬美元。

LME COPPER PRICE (JAN 2018 TO FEB 2020)  
倫金所銅價(二零一八年一月至二零二零年二月)



Source: LME  
資料來源：倫金所



Starting the year 2020 on a positive with the entrance of US-China Phase 1 trade deal and the hope that global trade war is ending, copper price and cobalt price have increased to a high of US\$6,300 per tonne and US\$17.0 per pound respectively, representing a 2.3% and 12.6% year-to-date increase as compared to 2019 year end. However, the widespread of coronavirus has greatly disrupted the global commodities market, dragging down short term copper and cobalt prices. As at the date of this Annual Report, copper and cobalt prices have dropped to US\$4,789.5 per tonne and US\$16.15 per pound respectively. The coronavirus has led to deteriorating industrial growth expectations globally and has caused disruption to logistics arrangement. JCI will continuously monitor its exposure to market price movement and will adjust marketing strategies accordingly.

In June 2019, JCI has adopted a more flexible connected transaction framework for sales to JCG Group. As our major products are highly susceptible to swings in global policy and economic uncertainty, market pricing mechanism changed rapidly and is difficult to adopt a single pricing mechanism under the changing environment, the new sales framework provides flexibility to the Group to better deal with market changes and ensure the Group can achieve the best results for the Company and its shareholder as a whole.

自二零二零年起，隨著進入美中第一階段貿易協定的良好開局及對全球貿易戰結束的希望，銅價及鈷價分別升至每噸6,300美元及每磅17.0美元的高位，年初至今較二零一九年末增加2.3%及12.6%。然而，冠狀病毒的廣泛傳播嚴重干擾全球大宗商品市場，拖累短期銅及鈷價。於本年報日期，銅及鈷價分別降至每噸4,789.5美元及每磅16.15美元。冠狀病毒已導致全球工業增長預期轉差及導致物流安排中斷。金川國際將持續監控其所面臨的市場價格變動風險並將相應調整營銷策略。

於二零一九年六月，金川國際採納更加靈活的關聯交易框架向金川集團進行銷售。由於我們的主要產品極易受全球政策波動及經濟不確定因素影響、市場定價機制快速變更且在日益變化的環境中難以採用單一定價機制，新銷售框架為本集團提供更好的靈活性以更好地應對市場變化並確保本集團可為本公司及其股東整體帶來最佳業績。

# CEO'S Report 行政總裁報告

In November 2019, the Group entered into a settlement agreement with Gécamines SA, the mining investment vehicle of the DRC Government and also our partner in Ruashi Mine and Musonoi Project. Details of the settlement agreement is discussed in the section "Details of Contingent Liabilities" of this Annual Report. Closing of the litigation allows the Group to better focus on daily operations, including the further enhancement of operating efficiencies, the construction of Musonoi Project and the possible expansion of Ruashi Mine into underground. The settlement also allows us to foster relationship with our operating partner in the DRC.

The construction of the Musonoi copper-cobalt project's main shaft and main ramp commenced in December 2019 and January 2020 respectively. Musonoi copper-cobalt project contains a total reserves of 595kt of copper and 183kt of cobalt. The average grade of 0.9% cobalt reserves ranks Musonoi Project as one of the highest grade cobalt mines in the world and the addition of Musonoi Project to our operating portfolio will further enhance our production volume and the Group's leading cobalt producer status in the world. With the support from JCG, our parent company, in mine planning, technological design and project financing, and together with our recent successful experience in the construction of Kinsenda Mine in the DRC, we believe Musonoi Project can be completed in a cost effective and timely manner. We are finalizing Musonoi Project's financing plan which is targeted to complete shortly.

More efforts had been put towards new business development and resources upgrading. We have assessed several merger and acquisition opportunities, in particular southern Africa which was close to our existing mines to look for synergy. We will continually, prudently and actively pursue any new business development opportunity.

At last, I would like to take this opportunity to express my deepest gratitude to all the shareholders, my fellow directors, management team and staff of the Group for their support and contributions to the Group throughout the year.

**Gao Tianpeng**  
Chief Executive Officer  
Hong Kong, 24 March 2020

於二零一九年十一月，本集團與剛果(金)政府的礦業投資實體及亦為我們於Ruashi礦場及Musonoi項目的合作夥伴Gécamines SA訂立和解協議。和解協議詳情於本年報「或然負債詳情」一節討論。訴訟結案令本集團更好地專注於日常運營，包括進一步提高運營效率、建設Musonoi項目及可能將Ruashi礦場擴展至地下。和解亦令我們可與剛果(金)的經營夥伴建立關係。

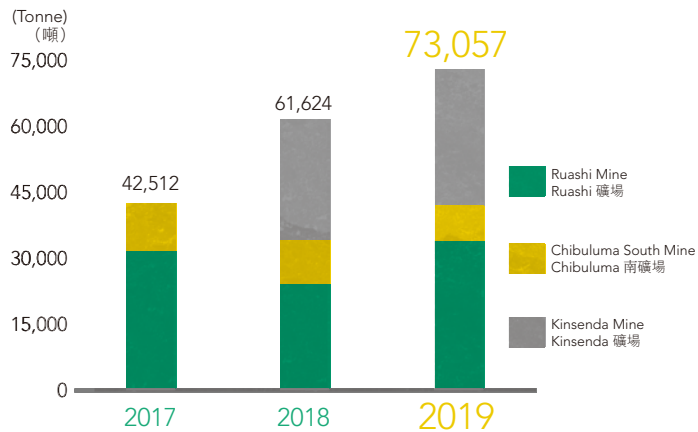
Musonoi銅鈷項目的主軸及主要斜坡道的建設分別於二零一九年十二月及二零二零年一月動工。Musonoi銅鈷項目的總儲量包括595千噸銅及183千噸鈷。Musonoi項目儲量的平均鈷品位為0.9%，為全球品位最高的鈷礦之一，及Musonoi項目納入我們的經營組合後將進一步提高我們的產量並提高本集團在全球鈷生產商的領先地位。憑藉我們母公司金川於礦場規劃、技術設計及項目融資方面的支持，連同我們近期於剛果(金)建設Kinsenda礦場的成功經驗，我們相信，Musonoi項目可以經濟高效且及時地完成。我們正落實Musonoi項目的融資計劃並計劃近期完成。

我們繼續致力發展新業務及資源升級。我們已評估若干併購機會，特別是在靠近我們現有礦場的非洲南部，以尋求協同發展。我們將持續、審慎而積極地尋求任何新的業務發展機會。

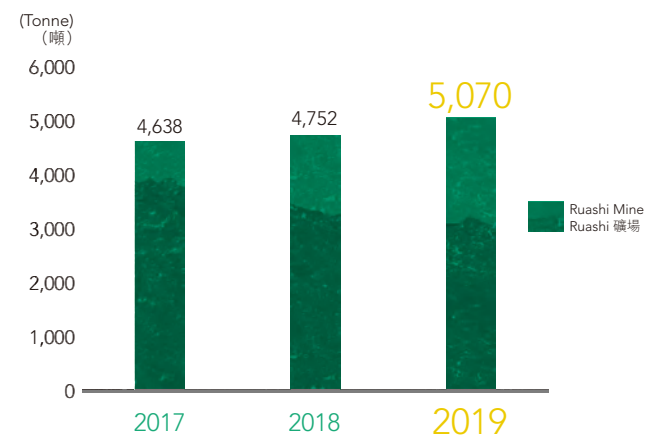
最後，本人藉此機會向全體股東、董事同仝、本集團管理團隊及員工於年內為本集團帶來的鼎力支持及作出的貢獻致以衷心謝意。

**郜天鵬**  
行政總裁  
香港，二零二零年三月二十四日

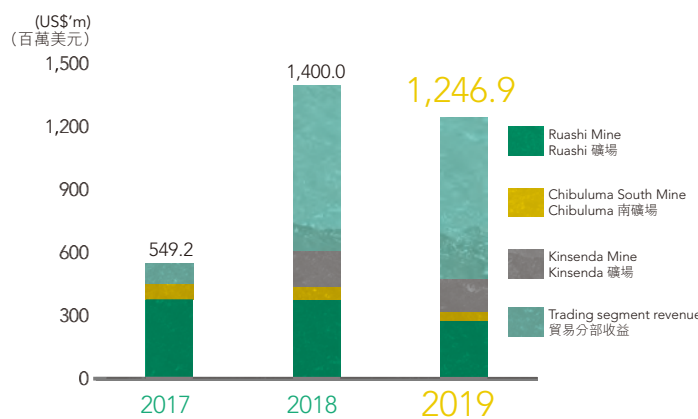
COPPER PRODUCTION  
銅產出量



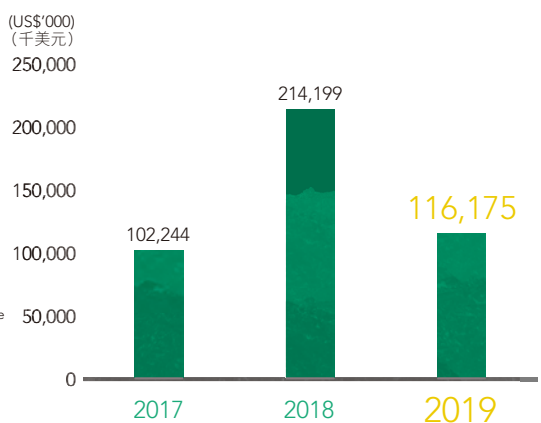
COBALT PRODUCTION  
鈷產出量



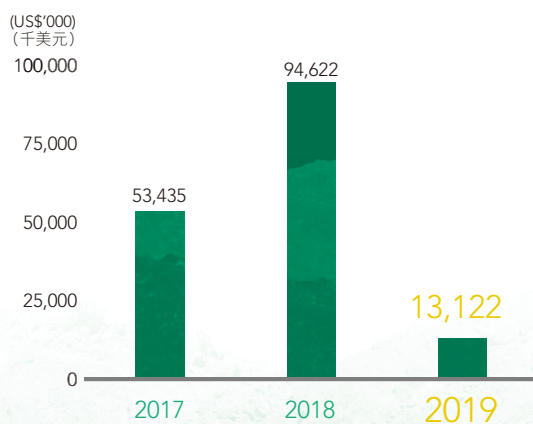
REVENUE  
收益



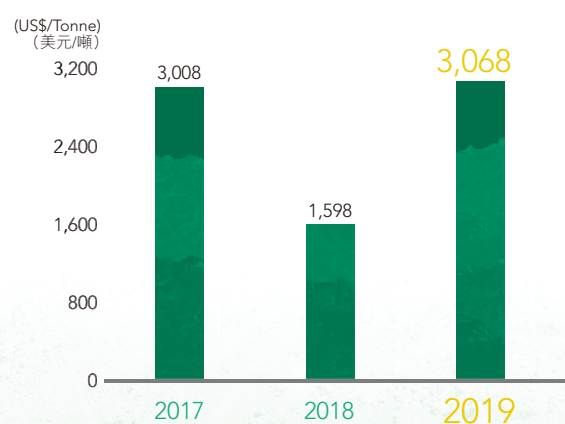
EBITDA  
除息稅折舊攤銷前溢利



PROFIT FOR THE YEAR  
年內溢利



C1 CASH COST PER TONNE OF COPPER  
(including by-product credit)  
每噸銅的 C1 現金成本 (包括副產品抵扣)



# Mining Operational Review

## 採礦業務回顧

The Group's mining operations includes three operating mines (Ruashi Mine, Chibuluma South Mine (including Chifupu Deposit) and Kinsenda Mine), one project at development stage (Musonoi Project) and one exploration project (Lubembe Project).

本集團採礦業務包括三座營運礦場(Ruashi礦場、Chibuluma南礦場(包括Chifupu礦床)及Kinsenda礦場)、一個處於開發階段的項目(Musonoi項目)及一個探礦項目(Lubembe項目)。

### OPERATING MINES

#### Ruashi Mine

### 營運礦場

#### Ruashi 礦場



#### Overview

- Mine type: open-cast oxide copper and cobalt mine with sulphide potential underneath
- Location: Lubumbashi, Katanga Province, the DRC
- Ownership: JCI (75%), Gécamines SA (25%)
- Processing: leach SX-EW processing
- Products: cathode copper, cobalt hydroxide
- LoM: 10 years
- Resources: 678kt Cu, 92kt Co
- Reserves: 268kt Cu, 29kt Co

#### 概覽

- 礦場類型：露天氧化銅及鈷礦，深部有潛在的硫化物
- 地點：剛果(金)加丹加省盧本巴希
- 所有權：金川國際(75%)，Gécamines SA (25%)
- 加工：SX-EW浸出加工
- 產品：電解銅，氫氧化鈷
- 礦場開採期：10年
- 資源：678千噸銅，92千噸鈷
- 儲量：268千噸銅，29千噸鈷

### Operational Review

Ruashi Mine's copper and cobalt production volumes were higher for the year ended 31 December 2019 as compared to 31 December 2018.

The higher production in 2019 was due to higher ore mining activities, higher throughput through the plant and better efficiencies. Ruashi Mine focused on copper production during 2019 as the average market price for copper was stable. The cobalt market price continued its downward spiral from 2018 and remained low during 2019 and recorded an average market price of US\$35,459/t, which was 56% lower than 2018. The cobalt market was over-stocked in 2019 and offtake was lower than expected.

Ruashi Mine continued with higher stripping rates of waste and lower grade ore in 2019.

Production and sales summary for Ruashi Mine:

### 營運回顧

Ruashi礦場於截至二零一九年十二月三十一日止年度的銅及鈷產量較二零一八年十二月三十一日的銅及鈷產量為高。

二零一九年產量增加乃由於礦石開採活動增加、工廠處理量增加及效率提升所致。Ruashi礦場於二零一九年專注於銅生產，原因為銅的平均市價維持穩定。鈷的市價自二零一八年以來持續下滑及於二零一九年維持在低位，錄得平均市價35,459美元／噸，較二零一八年低56%。二零一九年鈷市場庫存過剩及承購量低於預期。

Ruashi礦場於二零一九年持續提高廢石及低品位礦石之剝採率。

Ruashi礦場的生產及銷售概要：

For the year ended 31 December	截至十二月三十一日止年度	2019 二零一九年	2018 二零一八年
PRODUCTION:	產量：		
Copper (t)	銅(噸)	33,824	24,108
Cobalt (t)	鈷(噸)	5,070	4,752
PRODUCT SOLD:	產品銷量：		
Copper (t)	銅(噸)	34,877	23,190
Cobalt (t)	鈷(噸)	4,831	3,369
Revenue (US\$ million) – including provisional pricing adjustment	收入(百萬美元) – 包括臨時定價調整	273.6	371.8
Average copper price realized (US\$/tonne)	平均實現銅價(美元／噸)	5,612	6,102
Average cobalt price realised (US\$/tonne)	平均實現鈷價(美元／噸)	16,116	69,961

\* Ruashi's current products include copper cathode and cobalt hydroxide. The production and sales volume shown in the above table were calculated in metal content, with selling prices equivalent to the metal prices. Pricing coefficients were considered in actual sales volume.

\* Ruashi的目前產品包括電解銅及氫氧化鈷。上表中顯示的產量及銷量以金屬含量計算，而銷售價格相等於金屬價格。於實際銷量中考慮定價係數。



## Mining Operational Review 採礦業務回顧

Copper production for the year ended 31 December 2019 was 33,824t and was 40% higher compared to 31 December 2018 of 24,108t. This was a direct result of higher copper input to the plant, 36% higher as compared to 2018 (41,342t vs 30,254t). The copper feed grade at 2.92% TCu was 10% higher when compared to 2018. Processed tonnages at 1,418,188t were 24% higher as compared to 2018. Copper recoveries was improved during 2019 at 81.82%, which was 3% higher than that in 2018.

Cobalt production for the year ended 31 December 2019 increased by 7% to 5,070t (2018: 4,752t). The improvement was due to a 6% increase in cobalt input to the plant. This was due to 24% higher tonnage processed, offset by 18% lower feed grade. Cobalt recovery also improved as compared to 2018.

The average realized copper and cobalt prices for the year ended 31 December 2019 were US\$5,612/t and US\$16,116/t (2018: US\$6,102/t and US\$69,961/t) respectively. The lower copper and cobalt prices impacted negatively on revenue of 2019 as compared to 2018. Revenue of Ruashi Mine decreased by 26% for the year ended 31 December 2019 as compared to 2018.

The capital expenditure of Ruashi Mine for the year ended 31 December 2019 included projects to improve production and included the replacement of the air heaters at the cobalt dryer and weir pumps in the leaching section. Ruashi Mine replaced the super heater in the acid plant.

截至二零一九年十二月三十一日止年度的銅產量為33,824噸，較截至二零一八年十二月三十一日止年度的24,108噸增加40%。此乃直接由冶煉廠入廠銅礦量較二零一八年提高36%導致（二零一八年：41,342噸對30,254噸）。銅原料品位2.92%全銅量較二零一八年高10%。加工噸位為1,418,188噸較二零一八年增加24%。二零一九年銅回收率提高至81.82%，較二零一八年高3%。

截至二零一九年十二月三十一日止年度的鈷產量增加7%至5,070噸（二零一八年：4,752噸）。該增加乃由冶煉廠的鈷入廠量增加6%所致。此乃由於加工噸位提高24%，抵銷原料品位下降18%所致。鈷回收率較二零一八年亦有所提高。

截至二零一九年十二月三十一日止年度的實現銅及鈷平均價格分別為5,612美元／噸及16,116美元／噸（二零一八年：6,102美元／噸及69,961美元／噸）。與二零一八年相比，二零一九年銅及鈷價格下跌對收入帶來負面影響。Ruashi礦場截至二零一九年十二月三十一日止年度的收入較二零一八年下降26%。

Ruashi礦場截至二零一九年十二月三十一日止年度的資本開支包括提升產量的項目及包括替換鈷乾燥機上的空氣加熱器及替換浸出段的堰泵。Ruashi礦場替換製酸廠的加熱器。

Kinsenda Mine

Kinsenda 礦場



Overview

- Mine type: underground copper mine
- Location: Haut-Katanga Province, the DRC
- Ownership: JCI (77%), Sodimico (23%)
- Product: copper concentrates
- LoM: >10 years
- Resources: 1,085kt Cu
- Reserves: 326kt Cu

概覽

- 礦場類型：地下銅礦
- 地點：剛果（金）上加丹加省
- 所有權：金川國際（77%），Sodimico（23%）
- 產品：銅精礦
- 礦場開採期：>10年
- 資源：1,085千噸銅
- 儲量：326千噸銅

# Mining Operational Review

## 採礦業務回顧

Operational Review

營運回顧

Production and sales summary for Kinsenda Mine:

Kinsenda礦場的生產及銷售概要：

For the year ended 31 December	截至十二月三十一日止年度	2019 二零一九年	2018 二零一八年
PRODUCTION: Copper (t)	產量： 銅(噸)	31,059	27,492
PRODUCT SOLD: Copper (t)	產品銷量： 銅(噸)	32,598	30,913
Revenue (US\$ million) – including provisional pricing adjustment	收入(百萬美元) – 包括臨時定價調整	153.6	170.6
Average copper price realized (US\$/t)	平均實現銅價(美元/噸)	4,713	5,519

Kinsenda Mine ranks one of the world's highest grade copper deposits and has good access to infrastructure, with a single-lane road connecting the mine to the regional highway 20 km to the west of the site. Current mine life is more than 10 years and there exists substantial additional ore resources that could extend the mine life to 20 years and beyond.

Kinsenda礦場是全球最高品位的銅礦床之一，貫接道路基建之情況良好(有一條單行道連接礦場至場地西部20公里的區域高速公路)。現礦場壽命超過10年，而其含大量新增礦石資源可將礦場壽命延長至20年或以上。

Kinsenda Mine managed to produce 31,059t of copper content in concentrates in 2019, 13% higher than 2018 of 27,492t. Higher production was mainly due to higher input and higher average ore grade of 4.9% during 2019. The grade was 5% higher than 2018. Recovery rate was 96.27% in 2019 which was higher as compared to 95.76% in 2018.

Kinsenda礦場於二零一九年生產31,059噸銅含量精礦，較二零一八年的27,492噸高13%。更高的產量乃主要由於二零一九年礦石入廠量較高及平均品位提高4.9%所致。品位較二零一八年高5%。二零一九年的回收率為96.27%較二零一八年的95.76%為高。

Copper revenue for the year ended 31 December 2019 was US\$153.6 million, 10% lower than the year ended 31 December 2018. This was due to the lower copper realized price.

截至二零一九年十二月三十一日止年度錄得銅收入為153.6百萬美元較二零一八年十二月三十一日止年度低10%。此乃由於銅實現價降低所致。

Capital expenditure at Kinsenda Mine for the year ended 31 December 2019 was primarily spent on underground development.

截至二零一九年十二月三十一日止年度，Kinsenda礦場的資本開支主要用於地下開發。

Chibuluma South Mine (including Chifupu Deposit)

Chibuluma南礦場(包括Chifupu礦床)



#### Overview

- Mine type: 2 underground copper mines, 1 open pit for crown pillar mining
- Location: Zambia, located 13km from the town of Kalulushi. The Chifupu Deposit is located approximately 1.7km from the Chibuluma South Mine.
- Ownership: JCI (85%), ZCCM (15%)
- Product: copper concentrates
- LoM: 3 years
- Resources: 56kt Cu
- Reserves: 7kt Cu

#### 概覽

- 礦場類型：2個地下銅礦，1個頂柱開採露天礦
- 地點：贊比亞，距Kalulushi鎮13公里。Chifupu礦床距Chibuluma南礦場約1.7公里。
- 所有權：金川國際(85%)，ZCCM(15%)
- 產品：銅精礦
- 礦場開採期：3年
- 資源：56千噸銅
- 儲量：7千噸銅

# Mining Operational Review

## 採礦業務回顧

### Operational Review

Chibuluma has undertaken a reserve replacement program with development of Chifupu copper deposit. Chifupu Deposit, which is expected to be able to extend the LoM until 2022. Chibuluma acquired three exploration tenements in the Northwestern Province of Zambia in 2018.

Production and sales summary for Chibuluma South Mine (including Chifupu Deposit):

### 營運回顧

Chibuluma已開展儲量置換計劃，並開發Chifupu銅礦床。Chifupu礦床預計可將礦場開採期延長至二零二二年。Chibuluma於二零一八年收購三項位於贊比亞西北省份之勘探礦權證。

Chibuluma南礦場(包括Chifupu礦床)的生產及銷售概要：

For the year ended 31 December	截至十二月三十一日止年度	2019 二零一九年	2018 二零一八年
PRODUCTION: Copper (t)	產量： 銅(噸)	8,174	10,024
PRODUCT SOLD: Copper (t)	產品銷量： 銅(噸)	8,074	9,998
Revenue (US\$ million) – including provisional pricing adjustment	收入(百萬美元) – 包括臨時定價調整	38.2	63.8
Average copper price realized (US\$/t)	平均實現銅價(美元/噸)	4,726	6,381

Copper production for the year ended 31 December 2019 decreased by 18% to 8,174t (2018: 10,024t) as compared to 2018. The crown pillar material showed lower recoveries than anticipated and the material was sold at a coefficient of 24% of LME price, hence the lower realised average copper price.

截至二零一九年十二月三十一日止年度的銅產量較二零一八年下降18%至8,174噸(二零一八年：10,024噸)。頂柱材料的回收率低於預期及材料按倫敦金所價格的24%系數出售，因此低於平均實現銅價。

Copper revenue for the year ended 31 December 2019 decreased by 42% to US\$38.2 million (2018: US\$65.7 million) as compared to 2018. This was due to lower copper volumes and lower prices.

截至二零一九年十二月三十一日止年度的銅收入較二零一八年減少42%至38.2百萬美元(二零一八年：65.7百萬美元)。此乃由於銅銷量及價格下降所致。

Capital expenditure of Chibuluma South Mine (including Chifupu Deposit) for the year ended 31 December 2019 was primarily spent on the underground mine development. In 2019, Chibuluma incurred exploration expenses of US\$917k on Tenement 21836/37-HQ-LEL in the Northwestern Province.

Chibuluma南礦場(包括Chifupu礦床)於截至二零一九年十二月三十一日止年度的資本開支主要用於地下礦場開發。於二零一九年，Chibuluma於西北省的21836/37-HQ-LE礦權的勘探費用為917千美元。

DEVELOPMENT PROJECT

Musonoi Project

開發項目

Musonoi 項目



Overview

- Location: North of Kolwezi town, Lualaba Province, the DRC
- Ownership: JCI (75%), Gécamines SA (25%)
- Progress: Construction stage
- LoM: 19 years according to ENFI Feasibility Study (2018)
- Resources: 1,086kt Cu, 363kt Co
- Reserves: 595kt Cu, 183kt Co

概覽

- 地點：剛果(金)盧阿拉巴省科盧韋齊鎮以北
- 所有權：金川國際(75%)，Gécamines SA (25%)
- 進度：建築階段
- 礦場開採期：19年(按恩菲可研報告(二零一八年))
- 資源：1,086千噸銅，363千噸鈷
- 儲量：595千噸銅，183千噸鈷

## Mining Operational Review 採礦業務回顧

Musonoi Project is a brownfield copper and cobalt project, located on the northern outskirts of Kolwezi, approximately 360km Northwest of Lubumbashi city, capital of Haut-Katanga Province of the DRC.

In 2018, the ENFI Feasibility Study on optimization studies and detailed engineering works was completed and first reserves were declared for Musonoi Project. Musonoi Project has high grade of cobalt content with reserve ore grade of 0.9%. Gécamines SA approved the ENFI Feasibility Study 2018 in May 2019.

A detailed evaluation of the orebody indicates that the mineral resources are SAMREC Code compliant, with sufficient size to support a mining project. The studies indicated that the orebody occurs on the eastern end of the Dilala Syncline and is a blind deposit with high-grade mineralization starting at between 50m and 100m below surface. The orebody has a strike length of 600m to 700m and is open ended at depth below 600m from surface, and will be mined from underground using a long hole stoping mining method and a cut and fill with post pillars mining method.

The project is now in the construction phase. The main shaft construction commenced in December 2019 and the main ramp construction (0ml to 140ml) commenced in January 2020.

As of 31 December 2019, a total of 120 diamond drill holes have been drilled on the Musonoi Project area totaling 34,795m in length, of which 94 drill holes covering 30,041m have been drilled in the Dilala East area while 26 drill holes covering 4,754m in the Dilala West area.

Musonoi項目為一個位於科盧韋齊以外圍的未開發銅及鈷項目，距剛果(金)上加丹加省省會盧本巴希市西北約360公里。

於二零一八年，有關優化研究及詳細工程工作的恩菲可行性研究已完成，並首次確認Musonoi項目儲量。Musonoi項目擁有高品位0.9%的鈷含量。Gécamines SA於二零一九年五月批准恩菲可行性研究(二零一八年)。

對礦體的詳細評估表明，礦產資源符合SAMREC規則標準，且具有足夠規模，可支持採礦項目。研究表明，礦體位於Dilala Syncline的東端，是一個隱伏礦床，高品位成礦開始於地表以下50至100米之間。礦體的走向長度為600至700米，在距地面600米以下的深度處開口，將採用深孔空場採礦法及樁柱充填採礦法，從地下進行開採。

該項目現時正處於施工階段。主礦井施工於二零一九年十二月開始及主要斜坡道施工(0米水平至140米水平)於二零二零年一月開始。

於二零一九年十二月三十一日，已在Musonoi項目區域內合共鑽探120個金剛石鑽孔，總長34,795米；其中，94個覆蓋距離達30,041米的鑽孔位於Dilala東礦區，26個覆蓋距離達4,754米的鑽孔位於Dilala西礦區。

EXPLORATION PROJECT

Lubembe Project

勘探項目

Lubembe 項目



Overview

- Location: Haut-Katanga Province, the DRC
- Ownership: JCI (77%), Sodimico (23%)
- Progress: mining license renewed in 2016 and extended for a further 15 years to 2032. A pre-feasibility study was completed in 2018 and is currently under review.
- Resources: 1,800kt Cu

概覽

- 地點：剛果（金）上加丹加省
- 所有權：金川國際（77%）· Sodimico（23%）
- 進度：採礦許可證於二零一六年重續及進一步延長15年至二零三二年，其於二零一八年已完成預可行性研究，並正審閱有關研究。
- 資源：1,800千噸銅



# Mining Operational Review

## 採礦業務回顧

### MINING EXPLORATION, MINING DEVELOPMENT AND ORE MINING ACTIVITIES

### 採礦勘探、採礦開發及礦石開採活動

Expenses of exploration, development, and mining activities of the Group for the year ended 31 December 2019 are set out below:

本集團截至二零一九年十二月三十一日止年度的勘探、開發及採礦活動開支載列如下：

Unit: US\$'000	單位：千美元	Ruashi Mine Ruashi 礦場	Chibuluma South Mine Chibuluma 南礦場	Northwestern Province Exploration Projects 西北省 勘探項目	Kinsenda Mine Kinsenda 礦場	Musonoi Project Musonoi 項目	Lubembe Project Lubembe 項目	Total 總計
<b>Exploration activities</b>	<b>勘探活動</b>							
Drilling and analysis	鑽探及分析	72	299	-	1,733	2,184	-	4,288
Others	其他	-	16	917	-	-	43	976
<b>Sub-total</b>	<b>小計</b>	72	315	917	1,733	2,184	43	5,264
<b>Development activities (including mine construction)</b>	<b>開發活動 (包括礦場建設)</b>							
Civil work for construction of tunnels and roads	建設隧道及道路的 土木工程	430	6,088	-	6,242	3,270	-	16,030
Others	其他	-	261	-	395	-	-	656
<b>Sub-total</b>	<b>小計</b>	430	6,349	-	6,637	3,270	-	16,686
<b>Mining activities (excluding ore processing)</b>	<b>採礦活動 (不包括礦石加工)</b>							
Staff cost	員工成本	3,734	5,376	-	4,787	-	-	13,897
Blasting	爆破	665	419	-	5	-	-	1,089
Fuel, electricity, water and others services	燃料、電力、水及 其他服務	211	1,500	-	2,454	-	-	4,165
Foreign ore purchase	從外購買礦石	27,011	1,325	-	-	-	-	28,336
Others	其他	1,781	956	-	2,117	-	-	4,854
Sub-contracting charges	分包費用	32,155	4,347	-	14,408	-	-	50,910
Depreciation	折舊	10,884	5,200	-	18,182	-	-	34,266
<b>Sub-total</b>	<b>小計</b>	76,441	19,123	-	41,953	-	-	137,517
<b>Total</b>	<b>總計</b>	76,943	25,787	917	50,323	5,454	43	159,467

## EXECUTIVE SUMMARY

Mineral Resources and Mineral Reserves for the Group are reported on a 100 percent basis and are estimated as at 31 December 2019. All the Group's Mineral Resources and Mineral Reserves are compliant with the SAMREC Code, and are reported according to the requirements of Chapter 18 of the Listing Rules.

Mineral Resources and Mineral Reserves tables are provided on pages 26 to 31, which included the 31 December 2019 and 31 December 2018 estimates for comparison. The Measured and Indicated Mineral Resources are inclusive of Mineral Reserves.

Mineral Reserves have been determined using a long term copper price of US\$7,200/t, and average mining and processing costs. Mineral Resources have been reported within open pit or underground stope design shells using a long-term copper price of US\$10,800/t (1.5 times of the copper price used for reserves).

## COMPETENT PERSON STATEMENT

Mineral Resources and Mineral Reserves information in this statement has been compiled by Mr. Tim Williams, Competent Person under the SAMREC Code. Mr. Tim Williams consents to the inclusion of the relevant information in this report in the form and context in which it appears.

**Mr. Tim Williams**, BSc (Hons), PrSciNat (South African Council for Natural Scientific Professions Registration No 400387/04), FSAIMM (Fellow of the Southern African Institute of Mining and Metallurgy). Mr. Tim Williams is the Mineral Resource Management Executive for Metorex and is a full-time employee of the Group. He is a mining geologist with more than 29 years' experience in exploration, resource development, estimation and mining geology in gold and base metals through West, Central and East Africa.

## 報告摘要

本集團的礦產資源量及礦產儲量乃按於二零一九年十二月三十一日的100%基準呈列。本集團所有礦產資源量及礦產儲量均符合SAMREC規則及根據上市規則第18章中的指引呈報。

礦產資源量及礦產儲量表載於第26至31頁，其中包括二零一九年十二月三十一日及二零一八年十二月三十一日的估計以作比較。探明及控制的礦產資源量包括礦產儲量。

礦產儲量乃按假設長期銅價7,200美元／噸及平均採礦和冶煉成本估算。礦產資源量按照露天礦或地下採礦邊界設計及長期銅價10,800美元／噸（儲量所用銅價之1.5倍）估算。

## 合資格人士聲明

本聲明中的礦產資源及礦產儲量資料由Tim Williams先生所編製，其為SAMREC規則下的合資格人士。Tim Williams先生同意於本報告中將有關資料按其列示的形式及涵義載入本報告。

**Tim Williams**先生，理學士（榮譽），為PrSciNat（南非自然科學專家委員會（South African Council for Natural Scientific Professions）註冊編號：400387/04）及FSAIMM（非洲南部採礦與冶金研究院（Southern African Institute of Mining and Metallurgy）資深會員）。Tim Williams先生為Metorex之礦產資源管理行政人員，並為本集團全職僱員。彼為採礦地質學家，於西非、中非及東非的黃金及基本金屬勘探、資源開發、評估及採礦地質學方面擁有逾29年經驗。

# Resources and Reserves 資源量及儲量

## MINERAL RESOURCES 礦產資源量

		31 December 2019 二零一九年十二月三十一日					31 December 2018 二零一八年十二月三十一日				
		Tonnage 噸數 (Mt) (百萬噸)	Grade 品位		Contained Metals 含金屬量		Tonnage 噸數 (Mt) (百萬噸)	Grade 品位		Contained Metals 含金屬量	
			(% Cu) (%銅)	(% Co) (%鈷)	(kt Cu) (千噸銅)	(kt Co) (千噸鈷)		(% Cu) (%銅)	(% Co) (%鈷)	(kt Cu) (千噸銅)	(kt Co) (千噸鈷)
<b>Copper-Cobalt Resources</b>	<b>銅鈷資源量</b>										
<b>Ruashi Mine (oxide and mixed within ultimate pit shell)</b>	<b>Ruashi 礦場 (設計礦場境界範圍內氧化物及混合礦物)</b>										
- Measured	- 探明	0.1	6.1	0.4	6	0	0.3	3.2	0.3	10	1
- Indicated	- 控制	11.3	2.2	0.2	246	20	7.1	2.9	0.3	205	18
- Inferred	- 推斷	1.1	2.1	0.2	23	2	3.1	1.9	0.1	59	5
<b>Sub-Total</b>	<b>小計</b>	<b>12.4</b>	<b>2.2</b>	<b>0.2</b>	<b>274</b>	<b>23</b>	<b>10.5</b>	<b>2.6</b>	<b>0.2</b>	<b>274</b>	<b>24</b>
<b>Ruashi Mine (oxide stockpile and tailings)</b>	<b>Ruashi 礦場 (氧化物堆及尾礦)</b>										
- Measured	- 探明	-	-	-	-	-	-	-	-	-	-
- Indicated	- 控制	5.0	1.2	0.3	61	14	4.0	1.1	0.3	42	13
- Inferred	- 推斷	-	-	-	-	-	-	-	-	-	-
<b>Sub-Total</b>	<b>小計</b>	<b>5.0</b>	<b>1.2</b>	<b>0.3</b>	<b>61</b>	<b>14</b>	<b>4.0</b>	<b>1.1</b>	<b>0.3</b>	<b>42</b>	<b>13</b>
<b>Ruashi Mine (sulphide within ultimate pit shell)</b>	<b>Ruashi 礦場 (設計礦場境界以內的硫化物)</b>										
- Measured	- 探明	0.0	0.5	0.1	0	0	-	-	-	-	-
- Indicated	- 控制	1.6	2.8	0.3	45	4	-	-	-	-	-
- Inferred	- 推斷	0.4	2.7	0.3	11	1	0.8	3.2	0.3	25	3
<b>Sub-Total</b>	<b>小計</b>	<b>2.0</b>	<b>2.8</b>	<b>0.3</b>	<b>56</b>	<b>5</b>	<b>0.8</b>	<b>3.2</b>	<b>0.3</b>	<b>25</b>	<b>3</b>
<b>Ruashi Mine (oxide and mixed outside of ultimate pit shell – potentially exploitable from underground)</b>	<b>Ruashi 礦場 (設計礦場境界範圍以外氧化物及混合礦物 – 潛在可地下開採礦物)</b>										
- Measured	- 探明	-	-	-	-	-	-	-	-	-	-
- Indicated	- 控制	2.8	2.5	0.3	70	8	-	-	-	-	-
- Inferred	- 推斷	1.0	2.3	0.3	23	3	-	-	-	-	-
<b>Sub-Total</b>	<b>小計</b>	<b>3.8</b>	<b>2.4</b>	<b>0.3</b>	<b>93</b>	<b>11</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

# Resources and Reserves 資源量及儲量

## MINERAL RESOURCES (Continued) 礦產資源量 (續)

		31 December 2019 二零一九年十二月三十一日					31 December 2018 二零一八年十二月三十一日				
		Tonnage 噸數 (Mt) (百萬噸)	Grade 品位		Contained Metals 含金屬量		Tonnage 噸數 (Mt) (百萬噸)	Grade 品位		Contained Metals 含金屬量	
			(% Cu) (%銅)	(% Co) (%鈷)	(kt Cu) (千噸銅)	(kt Co) (千噸鈷)		(% Cu) (%銅)	(% Co) (%鈷)	(kt Cu) (千噸銅)	(kt Co) (千噸鈷)
<b>Ruashi Mine (sulphide outside of ultimate pit shell – potentially exploitable from underground)</b>	<b>Ruashi 礦場 (設計 礦場境界範圍 以外硫化物 – 潛在可地下 開採礦物)</b>										
– Measured	– 探明	–	–	–	–	–	–	–	–	–	–
– Indicated	– 控制	6.9	2.0	0.3	138	24	5.3	1.5	0.4	78	21
– Inferred	– 推斷	4.3	1.3	0.4	56	15	12.3	1.7	0.3	204	31
<b>Sub-Total</b>	<b>小計</b>	<b>11.2</b>	<b>1.7</b>	<b>0.3</b>	<b>194</b>	<b>39</b>	<b>17.3</b>	<b>2.3</b>	<b>0.3</b>	<b>282</b>	<b>52</b>
<b>Musonoi Project (oxide)</b>	<b>Musonoi 項目 (氧化物)</b>										
– Measured	– 探明	4.8	3.1	1.0	146	49	4.5	3.2	1.0	143	47
– Indicated	– 控制	1.2	1.8	0.8	22	10	1.9	1.4	0.7	27	13
– Inferred	– 推斷	1.5	2.0	0.7	30	11	1.6	1.9	0.7	30	11
<b>Sub-Total</b>	<b>小計</b>	<b>7.5</b>	<b>2.6</b>	<b>0.9</b>	<b>199</b>	<b>70</b>	<b>8.0</b>	<b>2.5</b>	<b>0.9</b>	<b>200</b>	<b>71</b>
<b>Musonoi Project (mixed and sulphide)</b>	<b>Musonoi 項目 (混合礦物及 硫化物)</b>										
– Measured	– 探明	12.7	2.7	0.8	337	99	9.0	3.4	0.9	310	83
– Indicated	– 控制	13.0	2.3	0.8	293	107	9.4	2.9	0.9	276	89
– Inferred	– 推斷	11.5	2.2	0.8	257	87	7.9	3.0	0.5	237	39
<b>Sub-Total</b>	<b>小計</b>	<b>37.1</b>	<b>2.4</b>	<b>0.8</b>	<b>887</b>	<b>293</b>	<b>26.3</b>	<b>3.1</b>	<b>0.8</b>	<b>823</b>	<b>211</b>
<b>Summary (Copper-Cobalt Resources)</b>	<b>概要 (銅鈷資源量)</b>										
– Measured	– 探明	17.6	2.8	0.8	489	148	13.8	3.3	0.9	463	131
– Indicated	– 控制	41.9	2.1	0.4	874	187	27.7	2.3	0.6	628	154
– Inferred	– 推斷	19.8	2.0	0.6	400	120	25.7	2.2	0.3	555	89
<b>Total Cu-Co Resources</b>	<b>銅鈷資源量總計</b>	<b>79.2</b>	<b>2.2</b>	<b>0.6</b>	<b>1,763</b>	<b>455</b>	<b>67.2</b>	<b>2.5</b>	<b>0.6</b>	<b>1,646</b>	<b>374</b>

# Resources and Reserves 資源量及儲量

## MINERAL RESOURCES (Continued) 礦產資源量(續)

		31 December 2019 二零一九年十二月三十一日					31 December 2018 二零一八年十二月三十一日				
		Tonnage 噸數 (Mt) (百萬噸)	Grade 品位 (% Cu) (% 銅)		Contained Metals 含金屬量 (kt Cu) (千噸銅)		Tonnage 噸數 (Mt) (百萬噸)	Grade 品位 (% Cu) (% 銅)		Contained Metals 含金屬量 (kt Cu) (千噸銅)	
<b>Copper-only Resources</b>	<b>僅銅資源量</b>										
<b>Kinsenda Mine</b>	<b>Kinsenda 礦場</b>										
- Measured	- 探明	0.7	4.5	-	32	-	1.0	5.9	-	58	-
- Indicated	- 控制	12.1	5.2	-	631	-	10.6	5.2	-	557	-
- Inferred	- 推斷	10.3	4.1	-	422	-	13.3	4.5	-	595	-
<b>Sub-Total</b>	<b>小計</b>	<b>23.1</b>	<b>4.7</b>	<b>-</b>	<b>1,085</b>	<b>-</b>	<b>24.9</b>	<b>4.9</b>	<b>-</b>	<b>1,210</b>	<b>-</b>
<b>Lubembe Project (oxide and sulphide)</b>	<b>Lubembe 項目 (氧化物及 硫化物)</b>										
- Measured	- 探明	-	-	-	-	-	-	-	-	-	-
- Indicated	- 控制	56.5	1.8	-	1,039	-	47.9	1.9	-	920	-
- Inferred	- 推斷	36.6	2.1	-	761	-	45.2	1.8	-	798	-
<b>Sub-Total</b>	<b>小計</b>	<b>93.1</b>	<b>1.9</b>	<b>-</b>	<b>1,800</b>	<b>-</b>	<b>93.1</b>	<b>1.8</b>	<b>-</b>	<b>1,718</b>	<b>-</b>
<b>Chibuluma South Mine</b>	<b>Chibuluma 南礦場</b>										
- Measured	- 探明	0.2	2.9	-	6	-	0.6	4.0	-	23	-
- Indicated	- 控制	-	-	-	-	-	-	-	-	-	-
- Inferred	- 推斷	-	-	-	-	-	-	-	-	-	-
<b>Sub-Total</b>	<b>小計</b>	<b>0.2</b>	<b>2.9</b>	<b>-</b>	<b>6</b>	<b>-</b>	<b>0.6</b>	<b>4.0</b>	<b>-</b>	<b>23</b>	<b>-</b>
<b>Chifupu Deposit</b>	<b>Chifupu 礦床</b>										
- Measured	- 探明	0.2	3.4	-	6	-	0.6	2.7	-	16	-
- Indicated	- 控制	0.4	2.0	-	7	-	0.4	2.0	-	7	-
- Inferred	- 推斷	1.4	2.6	-	37	-	1.4	2.6	-	37	-
<b>Sub-Total</b>	<b>小計</b>	<b>1.9</b>	<b>2.6</b>	<b>-</b>	<b>50</b>	<b>-</b>	<b>2.4</b>	<b>2.5</b>	<b>-</b>	<b>60</b>	<b>-</b>
<b>Summary Copper-only Resources</b>	<b>僅銅資源量概要</b>										
- Measured	- 探明	1.1	4.0	-	45	-	2.2	4.5	-	97	-
- Indicated	- 控制	68.9	2.4	-	1,677	-	58.9	2.5	-	1,484	-
- Inferred	- 推斷	48.3	2.5	-	1,220	-	59.9	2.4	-	1,430	-
<b>Total Cu-only Resources</b>	<b>僅銅資源量總計</b>	<b>118.3</b>	<b>2.5</b>	<b>-</b>	<b>2,942</b>	<b>-</b>	<b>121.0</b>	<b>2.5</b>	<b>-</b>	<b>3,011</b>	<b>-</b>
<b>JCI Total Resources</b>	<b>金川國際總資源量</b>										
- Measured	- 探明	18.7			534	148	16.0			560	131
- Indicated	- 控制	110.8			2,551	187	86.6			2,112	154
- Inferred	- 推斷	68.1			1,620	120	85.6			1,985	89
<b>Grand Total Resources</b>	<b>總資源量匯總</b>	<b>197.5</b>			<b>4,705</b>	<b>455</b>	<b>188.2</b>			<b>4,657</b>	<b>374</b>

# Resources and Reserves 資源量及儲量

## MINERAL RESERVES 礦產儲量

		31 December 2019 二零一九年十二月三十一日					31 December 2018 二零一八年十二月三十一日				
		Tonnage 噸數 (Mt) (百萬噸)	Grade 品位 (% Cu) (% Co) (%銅) (%鈷)		Contained Metals 含金屬量 (kt Cu) (kt Co) (千噸銅) (千噸鈷)		Tonnage 噸數 (Mt) (百萬噸)	Grade 品位 (% Cu) (% Co) (%銅) (%鈷)		Contained Metals 含金屬量 (kt Cu) (kt Co) (千噸銅) (千噸鈷)	
<b>Copper-Cobalt Reserves</b>	<b>銅鈷儲量</b>										
<b>Ruashi Mine (in-pit oxide and mixed)</b>	<b>Ruashi 礦場 (境界範圍內 氧化物及 混合礦物)</b>										
- Proved	- 證實	0.1	6.1	0.4	6	-	0.2	3.6	0.3	7	1
- Probable	- 概略	7.1	2.9	0.2	201	14	4.6	3.0	0.3	139	11
<b>Sub-Total</b>	<b>小計</b>	<b>7.2</b>	<b>2.9</b>	<b>0.2</b>	<b>207</b>	<b>15</b>	<b>4.8</b>	<b>3.0</b>	<b>0.3</b>	<b>146</b>	<b>12</b>
<b>Ruashi Mine (oxide stockpile and tailings)</b>	<b>Ruashi 礦場 (氧化物堆及 尾礦)</b>										
- Proved	- 證實	-	-	-	-	-	-	-	-	-	-
- Probable	- 概略	5.0	1.2	0.3	61	14	4.2	1.0	0.3	44	14
<b>Sub-Total</b>	<b>小計</b>	<b>5.0</b>	<b>1.2</b>	<b>0.3</b>	<b>61</b>	<b>14</b>	<b>4.2</b>	<b>1.0</b>	<b>0.3</b>	<b>44</b>	<b>14</b>
<b>Musonoi Project (oxide)</b>	<b>Musonoi 項目 (氧化物)</b>										
- Proved	- 證實	2.8	3.2	1.1	89	29	3.2	3.3	1.1	107	35
- Probable	- 概略	0.7	2.0	0.7	13	13	0.4	2.8	0.8	11	3
<b>Sub-Total</b>	<b>小計</b>	<b>3.4</b>	<b>3.0</b>	<b>1.2</b>	<b>102</b>	<b>42</b>	<b>3.6</b>	<b>3.2</b>	<b>1.0</b>	<b>118</b>	<b>38</b>
<b>Musonoi Project (mixed and sulphide)</b>	<b>Musonoi 項目 (混合礦物及 硫化物)</b>										
- Proved	- 證實	8.6	3.1	0.9	271	73	7.2	3.4	0.9	246	62
- Probable	- 概略	8.3	2.7	0.8	222	67	7.4	3.0	0.9	226	65
<b>Sub-Total</b>	<b>小計</b>	<b>16.9</b>	<b>2.9</b>	<b>0.8</b>	<b>493</b>	<b>141</b>	<b>14.6</b>	<b>3.2</b>	<b>0.9</b>	<b>472</b>	<b>127</b>
<b>Summary Copper-Cobalt Reserves</b>	<b>銅鈷儲量 概要</b>										
- Proved	- 證實	11.5	3.2	0.9	366	103	10.6	3.4	0.9	360	98
- Probable	- 概略	21.0	2.4	0.5	497	109	16.6	2.5	0.6	420	93
<b>Total Cu-Co Reserves</b>	<b>銅鈷儲量總計</b>	<b>32.5</b>	<b>2.7</b>	<b>0.7</b>	<b>863</b>	<b>212</b>	<b>27.2</b>	<b>2.9</b>	<b>0.7</b>	<b>780</b>	<b>191</b>

# Resources and Reserves 資源量及儲量

## MINERAL RESERVES (Continued) 礦產儲量(續)

		31 December 2019 二零一九年十二月三十一日					31 December 2018 二零一八年十二月三十一日				
		Tonnage 噸數 (Mt) (百萬噸)	Grade 品位 (% Cu) (% Co) (%銅) (%鈷)		Contained Metals 含金屬量 (kt Cu) (kt Co) (千噸銅) (千噸鈷)		Tonnage 噸數 (Mt) (百萬噸)	Grade 品位 (% Cu) (% Co) (%銅) (%鈷)		Contained Metals 含金屬量 (kt Cu) (kt Co) (千噸銅) (千噸鈷)	
<b>Copper-only Reserves</b>	<b>僅銅儲量</b>										
<b>Kinsenda Mine</b>	<b>Kinsenda 礦場</b>										
- Proved	- 證實	0.1	4.9	-	3	-	0.7	5.6	-	38	-
- Probable	- 概略	5.7	5.7	-	323	-	6.7	5.0	-	332	-
<b>Sub-Total</b>	<b>小計</b>	<b>5.7</b>	<b>5.7</b>	<b>-</b>	<b>326</b>	<b>-</b>	<b>7.4</b>	<b>5.0</b>	<b>-</b>	<b>370</b>	<b>-</b>
<b>Chibuluma South Mine</b>	<b>Chibuluma 南礦場</b>										
- Proved	- 證實	0.2	2.7	-	6	-	0.5	2.6	-	12	-
- Probable	- 概略	-	-	-	-	-	-	-	-	-	-
<b>Sub-Total</b>	<b>小計</b>	<b>0.2</b>	<b>2.7</b>	<b>-</b>	<b>6</b>	<b>-</b>	<b>0.5</b>	<b>2.6</b>	<b>-</b>	<b>12</b>	<b>-</b>
<b>Chifupu Deposit</b>	<b>Chifupu 礦床</b>										
- Proved	- 證實	0.02	2.5	-	0.5	-	-	-	-	-	-
- Probable	- 概略	0.03	1.3	-	0.3	-	0.01	1.9	-	0.2	-
<b>Sub-Total</b>	<b>小計</b>	<b>0.05</b>	<b>1.8</b>	<b>-</b>	<b>0.8</b>	<b>-</b>	<b>0.01</b>	<b>1.9</b>	<b>-</b>	<b>0.2</b>	<b>-</b>
<b>Summary Copper-only Reserves</b>	<b>僅銅儲量概要</b>										
- Proved	- 證實	0.3	3.1	-	10	-	1.2	4.4	-	50	-
- Probable	- 概略	5.7	5.7	-	322	-	6.7	5.0	-	332	-
<b>Total Cu-only Reserves</b>	<b>僅銅儲量總計</b>	<b>6.0</b>	<b>5.5</b>	<b>-</b>	<b>333</b>	<b>-</b>	<b>7.9</b>	<b>4.9</b>	<b>-</b>	<b>382</b>	<b>-</b>
<b>JCI Total Reserves</b>	<b>金川國際總儲量</b>										
- Proved	- 證實	11.8			376	103	11.8			410	98
- Probable	- 概略	26.7			820	109	23.3			752	93
<b>Grand Total Reserves</b>	<b>總儲量匯總</b>	<b>38.5</b>			<b>1,196</b>	<b>212</b>	<b>35.1</b>			<b>1,162</b>	<b>191</b>

Note: totals may not add up correctly due to rounding

附註：由於約整，總數未必等於相關數字相加

### Mineral Resources

The Group's Mineral Resources showed a slight increase from 4,657kt of contained copper and 374kt of contained cobalt in December 2018 to 4,705kt of contained copper and 455kt of contained cobalt in December 2019.

Mineral Resource models at Ruashi and Kinsenda were updated during 2019, in addition to a detailed review of the cut-off grades across all mines and projects to ensure that all reported Mineral Resources meet the SAMREC Code reporting criteria of "reasonable and realistic prospects of eventual economic extraction".

Oxide resources at Ruashi below the ultimate pit shell have been included for the first time following encouraging technical studies that these resources can be mined from underground (albeit at a lower mining extraction rate and a higher mining support cost).

At Kinsenda, a portion of inferred mineral resources have been upgraded and reclassified into the indicated category, with a small loss in mineral resources in the conversion process.

There has been no change to Musonoi mineral resource model. Increases in both oxide and sulphide resources at Musonoi are due to a change in the cut-off grade for both oxide and sulphides following a review of costs in the updated feasibility study in May 2019.

The slight increase in the mineral resources for the Lubembe Project are due to changes in the reporting cut-off grade.

### Mineral Reserves

The Group's Mineral Reserves show an increase in contained copper and cobalt content in 2019.

Contained copper reserves increased from 1,162kt in December 2018 to 1,196kt in December 2019, with an increase in cobalt reserves from 191kt to 212kt over the same period.

The increase in copper and cobalt reserves for Ruashi Mine is due to the addition of oxide reserves following the model update, re-optimisation and changes to the life of mine pit design and schedule made during 2019.

The decrease in the Kinsenda copper reserves is due to mining depletions during the year, changes to the Kinsenda mineral resource model and a lower long-term copper price.

The slight increase in Mineral Reserves at Musonoi is due to changes made to the updated feasibility study. There has been no mining depletion at Musonoi during the year as the project remains in development.

Depletions at Chibuluma South Mine and Chifupu Deposit were in line with mining activities for the year.

No Mineral Reserves have been declared for the Ruashi underground or Lubembe Project.

### 礦產資源量

本集團的礦產資源量中的銅儲量從二零一八年十二月的4,657千噸增加到二零一九年十二月的4,705千噸，鈷儲量從二零一八年十二月的374千噸，增加到二零一九年十二月的455千噸。

Ruashi和Kinsenda的礦產資源模型在二零一九年進行了更新，另亦對所有礦山和項目的邊界品位進行詳細審查，以確保所有報告的礦產資源均符合SAMREC守則的報告標準，即「最終經濟開採的合理和真實的預期」。

儘管開採率較低且採礦支持成本較高，Ruashi之技術研究報告表明最終礦場邊界以下的氧化物資源可供從地下開採，因而首次確認該資源量，令人鼓舞。

在Kinsenda，部分推斷礦產資源量已獲升級並重新分類為控制級類別，在轉換過程中只有少數礦產資源量損失。

Musonoi礦產資源模型沒有變更。因為於二零一九年五月對可行性研究中作出優化，對成本進行審查後並更改了氧化物和硫化物的邊界品位，致使Musonoi的氧化物和硫化物資源量皆有所增加。

Lubembe項目的礦產資源量略有增加，是由於報告邊界品位等級變更所致。

### 礦產儲量

本集團二零一九年礦產儲量中的銅和鈷含量皆有所增加。

含銅儲量從二零一八年十二月的1,162千噸增加到二零一九年十二月的1,196千噸，同期的鈷儲量從191千噸增加到212千噸。

於二零一九年，Ruashi礦場基於模型更新，重新優化及更改礦山開採期礦山設計令氧化物儲量增加，致使銅和鈷儲量增加。

Kinsenda的銅儲量減少是由於年內的採礦耗減，Kinsenda的礦產資源模型更改以及下調長期銅價假設所致。

Musonoi項目的儲量略有增加乃由於可行性研究報告更新後所致。由於該項目仍在開發中，因此Musonoi於年內並沒有採礦耗減。

Chibuluma南礦場和Chifupu礦床的耗減與本年度的採礦活動相符。

並無就Ruashi地下項目或Lubembe項目申報礦產儲量。



# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW

JCI and its subsidiaries are principally engaged in (i) the mining of metals, primarily copper and cobalt, in the DRC and Zambia; and (ii) the trading of mineral and metal products in the PRC and Hong Kong.

The drop of copper and cobalt prices in 2019 as compared to 2018 had given rise to negative impact on the overall financial performance for the year. The Group has increased its production volume in the year to compensate part of the negative price impact.

#### Mining Operations

The Group has majority control over three operating mines in Africa which are Ruashi Mine, a copper and cobalt mine located in Lubumbashi, the DRC, Kinsenda Mine, a copper mine located in Katanga Province, the DRC and Chibuluma South Mine (including Chifupu Deposit), a copper mine located in Zambia.

For the year ended 31 December 2019, the Group produced 73,057t of copper (2018: 61,624t) and 5,070t of cobalt (2018: 4,752t), and sold 75,549t of copper (2018: 64,101t) and 4,831t of cobalt (2018: 3,369t) which generated sales of US\$387.6 million and US\$77.9 million respectively (2018: US\$370.5 million and US\$235.7 million respectively). Copper production was 18.6% higher in 2019 as compared to 2018. The increase in copper production was mainly contributed by the increase in copper cathode produced by Ruashi Mine during the year as a result of higher volume of ore mined and milled, higher recovery rate recorded and the shift in focus from cobalt to copper during the year. Cobalt production was 6.7% higher in 2019 as compared to 2018. Lower grade cobalt ore was mined in the year, but the higher volume of ore mined and milled has cancelled out the drop in average grade, maintaining production at similar level as compared to 2018.

The Group also has control over Musonoi Project, a copper and cobalt project at development stage, and Lubembe Project, a copper project in exploration stage. Both projects are located in the DRC.

#### Trading of Mineral and Metal Products

During the year ended 31 December 2019, Shanghai Jinchuan Junhe, a 60% owned subsidiary of the Group, has recorded a turnover of US\$782 million (2018: US\$794 million) via the trading of commodities, including copper cathode, nickel cathode, aluminum ingot, zinc ingot and glycol.

### 業務回顧

金川國際及其附屬公司主要從事(i)於剛果(金)及贊比亞開採金屬，主要為銅及鈷；及(ii)於中國及香港進行礦產品及金屬產品貿易。

與二零一八年相比，銅價及鈷價於二零一九年下行，對本年度的整體財務表現產生負面影響。本集團於本年度增加了產量，以抵銷部份負面價格影響。

#### 採礦業務

本集團對非洲三個營運礦場擁有多數控制權，分別為位於剛果(金)盧本巴希之銅鈷礦Ruashi礦場，位於剛果(金)加丹加省之銅礦Kinsenda礦場及位於贊比亞之銅礦Chibuluma南礦場(包括Chifupu礦床)。

於截至二零一九年十二月三十一日止年度，本集團生產73,057噸銅(二零一八年：61,624噸)及5,070噸鈷(二零一八年：4,752噸)，並出售75,549噸銅(二零一八年：64,101噸)及4,831噸鈷(二零一八年：3,369噸)，產生銷售額分別為387.6百萬美元及77.9百萬美元(二零一八年：分別為370.5百萬美元及235.7百萬美元)。對比二零一八年，銅產量於二零一九年增加18.6%。年內主要因Ruashi礦場生產之電解銅因年內礦石開採及處理量增加、回收率較高及重心由鈷轉移至銅，從而令銅產量提高。於二零一九年，鈷產量較二零一八年提高6.7%。年內開採之礦石之鈷金屬品位較低，惟更高的礦石開採及處理量抵銷平均品位較低之影響，令生產維持與於二零一八年相近的水平。

本集團亦擁有Musonoi項目(一個處於開發階段之銅鈷礦項目)，以及Lubembe項目(一個處於勘探階段之銅礦項目)的控制權。兩個項目均位於剛果(金)。

#### 礦產品及金屬產品貿易

於截至二零一九年十二月三十一日止年度，本集團持股60%的附屬公司上海金川均和透過包括電解銅、電解鎳、鋁錠、鋅錠及乙二醇等商品貿易錄得782百萬美元(二零一八年：794百萬美元)的營業額。

## FINANCIAL REVIEW

The Group's operating results for the year ended 31 December 2019 are a consolidation of the results from the mining operations and the trading of mineral and metal products.

### Revenue

The revenue for the year ended 31 December 2019 was US\$1,246.9 million, representing a decrease of 10.9% compared to US\$1,400.0 million for the year ended 31 December 2018. Revenue decreased during the year mainly due to the significant fall in commodity price during the year which will be further discussed below.

The Group's sales performance from its mining operations and trading of mineral and metal products was as follows:

## 財務回顧

本集團截至二零一九年十二月三十一日止年度之經營業績為綜合採礦業務與礦產品及金屬產品貿易業務之業績。

### 收益

截至二零一九年十二月三十一日止年度之收益為1,246.9百萬美元，較截至二零一八年十二月三十一日止年度之1,400.0百萬美元下降10.9%。年內收益下降主要歸因於年內商品價格大幅下滑，其將進一步於下文論述。

本集團採礦業務與礦產品及金屬產品貿易之銷售表現如下：

For the year ended 31 December	截至十二月三十一日止年度	2019 二零一九年	2018 二零一八年
<b>Mining operations:</b>	<b>採礦業務：</b>		
Volume of copper sold (t)	銅銷售量(噸)	<b>75,549</b>	64,101
Volume of cobalt sold (t)	鈷銷售量(噸)	<b>4,831</b>	3,369
Average price realized per tonne of copper (US\$)	每噸銅平均實現售價(美元)	<b>5,130</b>	5,779
Average price realized per tonne of cobalt (US\$)	每噸鈷平均實現售價(美元)	<b>16,116</b>	69,961
<b>Revenue from sales of copper (US\$'000)</b>	<b>銅銷售收益(千美元)</b>	<b>387,550</b>	370,464
<b>Revenue from sales of cobalt (US\$'000)</b>	<b>鈷銷售收益(千美元)</b>	<b>77,858</b>	235,742
<b>Total revenue from mining operations – including provisional pricing adjustment (US\$'000)</b>	<b>採礦業務總收益 – 包括臨時定價調整(千美元)</b>	<b>465,408</b>	606,206
<b>Trading of mineral and metal products:</b>	<b>礦產品及金屬產品貿易：</b>		
<b>Revenue – trading of externally sourced mineral and metal products (US\$'000)</b>	<b>收益 – 向外採購礦產品及金屬產品貿易(千美元)</b>	<b>781,490</b>	793,764
<b>Total Revenue (US\$'000)</b>	<b>總收益(千美元)</b>	<b>1,246,898</b>	1,399,970

Note: Pricing coefficients were considered in actual sales revenue

附註：定價系數於實際銷售收益中考慮

# Management Discussion and Analysis

## 管理層討論及分析

The average benchmark LME copper and MB cobalt prices for the year ended 31 December 2019 were US\$6,005/t and US\$35,459/t respectively, representing a 8% and 56% decrease as compared to the average benchmark copper and cobalt for the year ended 31 December 2018 of US\$6,525/t and US\$81,097/t respectively.

The significant drop in benchmark copper and cobalt prices impacted negatively on revenue during the year of 2019 as compared to 2018. The average realised copper and cobalt prices (including provisional pricing adjustments) for the year ended 31 December 2019 were US\$5,130/t and US\$16,116/t respectively (2018: US\$5,779/t and US\$69,961/t).

Copper revenue from mining operations for the year ended 31 December 2019 increased by 4.6% as compared to year ended 31 December 2018. While average realized copper price recorded a decrease of 11.2% for the year ended 31 December 2019, the increase in copper sold by 17.9% offset the decrease in copper price, resulting a slight increase in copper revenue. In 2019, cobalt revenue from mining operations decreased by 67.0% when compared to 2018 as a result of the drop in market benchmark cobalt price and the lower pricing coefficient adopted in 2019.

The trading of mineral and metal products segment recorded a slight decrease in revenue on trading of externally sourced commodities of 1.5% from US\$793.8 million for the year ended 31 December 2018 to US\$781.5 million for the year ended 31 December 2019. Shanghai Jinchuan Junhe, the principal trading arm of the Group in the year ended 31 December 2019, has maintained its trading volume in 2019.

截至二零一九年十二月三十一日止年度，倫敦所銅平均基準價及金屬導報鈷平均基準價分別為6,005美元／噸及35,459美元／噸，分別較截至二零一八年十二月三十一日止年度之銅及鈷之平均基準價6,525美元／噸及81,097美元／噸減少8%及56%。

銅價及鈷價之基準價較二零一八年大幅下降對二零一九年之收益產生負面影響。截至二零一九年十二月三十一日止年度，平均實現銅價及鈷價（包括臨時定價調整）分別為5,130美元／噸及16,116美元／噸（二零一八年：5,779美元／噸及69,961美元／噸）。

截至二零一九年十二月三十一日止年度來自採礦業務的銅收益較截至二零一八年十二月三十一日止年度增加4.6%。截至二零一九年十二月三十一日止年度的平均實現銅價錄得減少11.2%，銅銷售量增加17.9%抵銷銅價下降，致銅收益略微增加。二零一九年來自採礦業務的鈷收益較二零一八年減少67.0%，乃由於鈷市場基準價下降及於二零一九年採納較低定價系數所致。

礦產品及金屬產品貿易分部錄得來自向外採購的大宗商品收益從截至二零一八年十二月三十一日止年度之793.8百萬美元略微減少1.5%至截至二零一九年十二月三十一日止年度之781.5百萬美元。本集團的主要貿易分部上海金川均和於截至二零一九年十二月三十一日止年度已維持其於二零一九年的貿易量。

# Management Discussion and Analysis

## 管理層討論及分析

### Cost of Sales

Cost of sales represents the costs associated with the production of copper and cobalt from the Group's mining operations and the purchase cost for the trading of mineral and metal products. The major components of cost of sales are as follows:

### 銷售成本

銷售成本指與本集團採礦業務銅鈷生產有關之成本以及礦產品及金屬產品貿易之採購成本。銷售成本之主要組成部分如下：

For the year ended 31 December	截至十二月三十一日止年度	2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
<b>Mining operations:</b>	<b>採礦業務：</b>		
Realisation costs	變現成本	7,685	9,914
Mining costs	採礦成本	64,797	55,842
Ore purchase	礦石採購	28,336	75,902
Salaries and wages	薪金及工資	51,875	55,205
Processing costs	冶煉成本	86,666	74,996
Engineering and technical costs	工程及技術成本	15,200	29,434
Safety, health, environment and community costs	安全、健康、環境及社區成本	5,236	4,100
Mine administrative expenses	礦山行政開支	33,502	40,769
Other costs	其他成本	366	326
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	80,828	81,200
Depreciation of right-of-use assets	使用權資產之折舊	105	-
Amortisation of mineral rights	礦產權攤銷	18,086	14,954
Movement in inventories	庫存變動	(13,382)	(33,752)
<b>Sub-total</b>	<b>小計</b>	<b>379,300</b>	<b>408,890</b>
<b>Trading of mineral and metal products:</b>	<b>礦產品及金屬產品貿易：</b>		
Purchase of commodities	採購商品	778,534	792,259
<b>Total Cost of Sales</b>	<b>總銷售成本</b>	<b>1,157,834</b>	<b>1,201,149</b>

Cost of mining operations decreased by 7.2% to US\$379.3 million (2018: US\$408.9 million) for the year ended 31 December 2019 principally due to less foreign ore was secured by Ruashi Mine during the year as Ruashi Mine focused on the development of own mine resources and hence resulted in the increase in mineral rights amortisation and mining costs in the year. Increase in processing cost was in line with the increase in refining volume and production volume in the year.

採礦業務之成本於截至二零一九年十二月三十一日止年度減少7.2%至379.3百萬美元(二零一八年：408.9百萬美元)，乃主要由於Ruashi礦場於年內因專注於自有礦場的資源開採而較少從外部採購礦石，惟因此導致於年內礦產權攤銷及採礦成本增加。冶煉成本增加與年內精煉量及產量增加一致。

Cost of trading of mineral and metal products decreased by 1.7% to US\$778.5 million (2018: US\$792.3 million) for the year ended 31 December 2019, in line with the decrease in trading revenue.

礦產品及金屬產品貿易之成本於截至二零一九年十二月三十一日止年度減少1.7%至778.5百萬美元(二零一八年：792.3百萬美元)，與貿易收入減少一致。

# Management Discussion and Analysis

## 管理層討論及分析

### Gross Profit

Gross profit of the Group decreased by 55.2% from US\$198.8 million for the year ended 31 December 2018 to US\$89.1 million for the year ended 31 December 2019. The exceptional high copper and cobalt prices in the first half of 2018 was the main cause of decrease in gross profit where gross profit margin for the first half of 2018 was 22.2%. The gross profit margin in the second half of 2018 and the financial year 2019 was 3.5% and 7.1% respectively.

### Net Finance Costs

The net financing costs decreased by 14.0% from US\$22.1 million for the year ended 31 December 2018 to US\$19.0 million for the year ended 31 December 2019. Decrease in financing cost relates to the gradual repayment of bank borrowings and the decrease in bank loan interest rates, which are mainly floating and denominated in LIBOR.

### Other Gains and Losses

The decrease in other losses for the year ended 31 December 2019 was mainly due to the decrease in unrealised exchange losses from US\$2.0 million in the year ended 31 December 2018 to US\$1.0 million in the year ended 31 December 2019.

### 毛利

本集團毛利由截至二零一八年十二月三十一日止年度的198.8百萬美元減少55.2%至截至二零一九年十二月三十一日止年度的89.1百萬美元。二零一八年上半年異常升高的銅及鈷價格為毛利減少的主要原因，二零一八年上半年毛利率為22.2%。二零一八年下半年及二零一九年財政年度的毛利率分別為3.5%及7.1%。

### 淨財務成本

For the year ended 31 December	截至十二月三十一日止年度	2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Finance income	財務收入	1,755	1,984
Finance costs	財務成本	(20,743)	(24,056)
		<b>(18,988)</b>	<b>(22,072)</b>

淨財務成本由截至二零一八年十二月三十一日止年度之22.1百萬美元減少14.0%至截至二零一九年十二月三十一日止年度之19.0百萬美元。財務成本減少與逐步償還銀行借款及銀行貸款利率下降有關，銀行貸款主要按倫敦銀行同業拆息浮動及計值。

### 其他收益及虧損

截至二零一九年十二月三十一日止年度之其他虧損減少乃主要由於未變現匯兌虧損由截至二零一八年十二月三十一日止年度之2.0百萬美元減少至截至二零一九年十二月三十一日止年度之1.0百萬美元所致。

# Management Discussion and Analysis 管理層討論及分析

## Selling and Distribution Costs

The costs mainly represent the off-mine costs incurred when the Group sells its copper and cobalt products under the mining operations, and they primarily comprise of transportation expenses and custom clearing expenses. The breakdown of selling and distribution costs is as follows:

For the year ended 31 December	截至十二月三十一日止年度	2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Off-mine costs:	礦場外成本：		
Clearing costs of export	出口清關成本	4,617	3,586
Transportation	運輸	23,121	25,037
Others	其他	1,568	2,403
<b>Total Selling and Distribution Costs</b>	<b>總銷售及分銷成本</b>	<b>29,306</b>	<b>31,026</b>

Selling and distribution costs decreased slightly by 5.5% from US\$31.0 million for the year ended 31 December 2018 to US\$29.3 million for the year ended 31 December 2019. Despite an increase in sales volume in the year ended 31 December 2019, the decrease in selling and distribution costs was primarily due to the decrease in transportation cost as part of the copper concentrate previously sold by our DRC operations to refineries in Zambia was now sold to a DRC refinery starting from August 2019.

## Administrative Expenses (include Royalty Expenses)

Administrative expenses decreased by 10.1% from US\$48.7 million for the year ended 31 December 2018 to US\$43.8 million for the year ended 31 December 2019. The decrease in administrative expenses was mainly due to the stricter control on cost in the year, which was offset by the increase in royalties expenses, especially in the DRC. Royalty expenses increased from US\$33.9 million in the year ended 31 December 2018 to US\$36.1 million in the year ended 31 December 2019.

## Income Tax Expense

The Group is subject to taxes in the PRC, Hong Kong, the DRC, Zambia and South Africa due to its business operations in these jurisdictions. An income tax credit of US\$6.7 million was derived for the year ended 31 December 2019 as compared to an income tax expense of US\$54.8 million for the year ended 31 December 2018. The decrease in income tax expense was primarily due to the decrease in taxable profit in 2019 and the recognition of tax deduction on qualified capital expenditures.

## 銷售及分銷成本

該等成本主要指本集團於銷售其採礦業務之銅及鈷產品時所產生之礦場外成本，主要包括運輸開支以及清關開支。銷售及分銷成本之明細如下：

銷售及分銷成本由截至二零一八年十二月三十一日止年度的31.0百萬美元略微減少5.5%至截至二零一九年十二月三十一日止年度的29.3百萬美元。儘管截至二零一九年十二月三十一日止年度銷量增加，惟銷售及分銷成本減少主要是由於部分先前由剛果(金)業務部向贊比亞精煉廠出售的銅精礦自二零一九年八月起改為向一間剛果(金)精煉廠出售，以致運輸成本下降。

## 行政開支(包括礦權使用費開支)

行政開支由截至二零一八年十二月三十一日止年度的48.7百萬美元減少10.1%至截至二零一九年十二月三十一日止年度的43.8百萬美元。行政開支減少乃主要由於本年度更嚴格的成本控制所致，其影響被尤其是剛果(金)的礦權使用費開支增加所抵銷。礦權使用費開支由截至二零一八年十二月三十一日止年度的33.9百萬美元增加至截至二零一九年十二月三十一日止年度的36.1百萬美元。

## 所得稅開支

本集團因其於中國、香港、剛果(金)、贊比亞及南非之業務營運而須繳納該等司法權區之稅項。截至二零一九年十二月三十一日止年度的所得稅抵免為6.7百萬美元，而截至二零一八年十二月三十一日止年度的所得稅開支則為54.8百萬美元。所得稅開支減少主要是由於二零一九年之應課稅溢利減少及確認為合格資本開支稅項減免所致。

# Management Discussion and Analysis

## 管理層討論及分析

### Profit for the Year

As a result of the above, the Group recorded a consolidated profit of US\$13.1 million for the year ended 31 December 2019 as compared to that of US\$94.6 million for the year ended 31 December 2018.

### Profit Attributable to Shareholders

Profit attributable to shareholders of the Company for the year ended 31 December 2019 was US\$8.7 million, representing a decrease of 87% compared to profit attributable to shareholders of the Company for the year ended 31 December 2018 of US\$66.9 million.

The deterioration in the Group's profit attributable to shareholders of the Company in 2019 as compared to 2018 was mainly due to:

1. materially lower prices for benchmark copper and cobalt for the year ended 31 December 2019 as compared to 2018 with average LME copper and MB cobalt prices falling by approximately 8% and 56% respectively from 2018 to 2019;
2. the Group recorded a net reversal of impairment loss of US\$9.7 million in the year ended 31 December 2019, as compared to the net reversal of impairment loss of US\$53.5 million recorded in the year ended 31 December 2018;
3. the significant increase in royalty rate in the DRC on copper and cobalt from 2% to 3.5% since June 2018 and on cobalt from 3.5% to 10% near the end of 2018, leading to a drop in net profit ratio. Royalties expenses have increased from US\$33.9 million in the year ended 31 December 2018 to US\$36.1 million in the year ended 31 December 2019; and
4. the subsidiaries entered into a settlement agreement with the non-controlling shareholder of the subsidiary on 11 November 2019 relating to payment of a settlement sum of US\$25,000,000. For more details, please refer to the "Details of Contingent Liabilities" section.

### 年內溢利

基於上述事項，本集團於截至二零一九年十二月三十一日止年度錄得綜合溢利為13.1百萬美元，而截至二零一八年十二月三十一日止年度則為94.6百萬美元。

### 股東應佔溢利

截至二零一九年十二月三十一日止年度，本公司股東應佔溢利為8.7百萬美元，較截至二零一八年十二月三十一日止年度本公司股東應佔溢利66.9百萬美元減少87%。

與二零一八年比較，二零一九年本公司股東應佔本集團溢利轉差主要是由於：

1. 與二零一八年比較，截至二零一九年十二月三十一日止年度的基準銅價及鈷價顯著下跌，倫敦金所銅價及金屬導報鈷價平均價由二零一八年至二零一九年分別下跌約8%及56%；
2. 本集團於截至二零一九年十二月三十一日止年度錄得減值虧損撥回淨額9.7百萬美元，而截至二零一八年十二月三十一日止年度則錄得減值虧損撥回淨額53.5百萬美元；
3. 自二零一八年六月以來，剛果(金)銅及鈷的礦權使用費率由2%大幅上升至3.5%及於二零一八年接近年底時調升鈷的礦權使用費率由3.5%大幅上升至10%，導致純利率下降。礦權使用費開支由截至二零一八年十二月三十一日止年度的33.9百萬美元增加至截至二零一九年十二月三十一日止年度的36.1百萬美元；及
4. 附屬公司與附屬公司之非控股股東於二零一九年十一月十一日就一筆為數25,000,000美元的和解款項訂立和解協議。有關更多詳情，請參閱「或然負債詳情」一節。

# Management Discussion and Analysis

## 管理層討論及分析

### Non-IFRS Financial Measure

#### C1 cash cost

The term “C1 cash cost” is a non-IFRS performance measure included in this “Management Discussion and Analysis” and is prepared on a per tonne of copper sold basis. The term C1 cash cost does not have any standardized meaning prescribed by IFRS and therefore may not be comparable to similar measures presented by other issuers. C1 cash cost is a common performance measure in the copper industry and is prepared and presented herein on a basis consistent with industry standard definitions. C1 cash costs include all mining and processing costs, mine site overheads, realization costs through to refined metal and off-site costs.

The table below reconciles the Group’s C1 cash costs to the statement of comprehensive income in the financial statements of the Group for the financial periods indicated.

### 非國際財務報告準則財務計量方法

#### C1 現金成本

「C1 現金成本」為本「管理層討論及分析」內呈報的一項非國際財務報告準則的業務表現計量方法，乃按每噸銷售的銅為基準編製。C1 現金成本一詞並無於國際財務報告準則內作出標準化定義，因而該數據未必能與其他發行人所呈列的類似計量方法直接比較。C1 現金成本乃銅行業內普遍採用的業務表現計量方法，且按行內的一貫之標準定義編製及呈列。C1 現金成本包括所有採礦及選冶成本、礦場的經營性開支及直至加工精煉金屬的可變現成本及場外成本。

就所示財政期間而言，下表提供本集團的C1 現金成本與本集團財務報表內全面收益表的對賬。

For the year ended 31 December	截至十二月三十一日止年度	2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Cash costs as reported in the income statement:	於收益表內申報的現金成本：		
Direct and indirect mining cost	直接及間接採礦成本	<b>322,989</b>	371,799
Adjustment for change in inventory	存貨變動的調整	<b>(13,382)</b>	(33,618)
C1 cash costs (excluding by-product credit)	C1 現金成本(不包括副產品抵扣)	<b>309,607</b>	338,181
Less: cobalt (by-product) revenue	減：鈷(副產品)收益	<b>(77,858)</b>	(235,742)
C1 cash costs (including by-product credit)	C1 現金成本(包括副產品抵扣)	<b>231,749</b>	102,439
Copper sold (t)	已出售銅(噸)	<b>75,549</b>	64,101
C1 cash cost per tonne of copper (excluding by-product credit) (US\$/t)	每噸銅的C1 現金成本(不包括副產品抵扣)(美元/噸)	<b>4,098</b>	5,275
C1 cash cost per tonne of copper (including by-product credit) (US\$/t)	每噸銅的C1 現金成本(包括副產品抵扣)(美元/噸)	<b>3,068</b>	1,598



# Management Discussion and Analysis

## 管理層討論及分析

Earnings before interest (net finance costs), income tax, depreciation and amortisation and impairment loss (“**EBITDA**”)

EBITDA is used by the management to evaluate the financial performance of the Group and identify underlying trends in business that could otherwise be distorted if the impact of items that do not consider indicative of the performance of the business and/or which we do not expect to be recurring are not eliminated. Companies may use different methods of depreciating assets. Management considered the impairment loss and fair value gains are non-recurring in nature and are not relevant to our core business operations. Management believes that these measures better reflect the Company’s performance for the current period and are a better indication of its expected performance in future periods. EBITDA is intended to provide additional information, but does not have any standardized meaning prescribed by IFRS.

The EBITDA of the Group is derived as follows:

未計利息(淨財務成本)、所得稅、折舊及攤銷以及減值虧損前盈利(「**EBITDA**」)

EBITDA由管理層用於評估本集團的財務表現並識別相關業務趨勢，倘項目的影響不被視為對業務表現有指示性及／或我們預計不屬經常性的項目並未消除，則相關業務趨勢可能扭曲。本公司可能採用不同的方法對資產進行折舊。管理層認為減值虧損及公平值收益屬非經常性且與我們的核心業務運營無關。管理層認為該等指標更好地反映本公司本期的表現，為未來期間其預計表現的更好指示。EBITDA擬提供額外資料，但並無於國際財務報告準則內作出的標準化定義。

本集團EBITDA源自如下：

<b>For the year ended 31 December</b>	<b>截至十二月三十一日止年度</b>	<b>2019</b> <b>二零一九年</b> <b>US\$'000</b> <b>千美元</b>	<b>2018</b> <b>二零一八年</b> <b>US\$'000</b> <b>千美元</b>
Profit for the year	年內溢利	<b>13,122</b>	94,622
Add: Net finance costs	加：淨財務成本	<b>18,988</b>	22,072
(Less) Add: Income tax (credit) expense	(減)加：所得稅(抵免)開支	<b>(6,697)</b>	54,800
Add: Depreciation of property, plant and equipment	加：物業、廠房及設備折舊	<b>81,010</b>	81,246
Add: Depreciation of right-of-use assets	加：使用權資產之折舊	<b>1,320</b>	–
Add: Amortisation of mineral rights	加：礦產權攤銷	<b>18,086</b>	14,954
Less: Reversal of impairment loss recognised in respect of mineral rights and properties, plant and equipment	減：就礦產權以及物業、廠房及設備撥回已確認之減值虧損	<b>(25,000)</b>	(77,995)
Add: Impairment loss recognised in respect of mineral rights and properties, plant and equipment	加：就礦產權以及物業、廠房及設備確認之減值虧損	<b>15,346</b>	24,500
<b>EBITDA</b>	<b>EBITDA</b>	<b>116,175</b>	214,199

The Company believes that in addition to conventional measures prepared in accordance with IFRS, certain investors will use the above tool and related information to evaluate the Company. It is intended to provide additional information and should not be considered in isolation nor as a substitute for measures of performance prepared in accordance with IFRS.

本公司認為，除根據國際財務報告準則編製的傳統計量方法外，若干投資者將採用上述工具及相關資料評估本公司。其擬提供額外資料，不應單獨考慮或被視為替代根據國際財務報告準則編製的計量方法。

### Issue of New Shares

During the year ended 31 December 2018, various investors including Jinchuan (BVI) Limited, an indirect wholly-owned subsidiary of JCG, which in turn is the controlling shareholder of the Company, exercised the conversion of the PSCS in an aggregate principal amount of US\$996,938,461 into ordinary shares of the Company at the conversion price of HK\$1.00 per share.

As a result of the Conversion and pursuant to the terms of the PSCS, on 6 June 2018, the Company allotted and issued a total of 7,776,120,000 ordinary shares to the investors including Jinchuan (BVI) Limited, representing approximately 61.66% of the number of issued shares of the Company as enlarged by the aforesaid allotment and issue of ordinary shares.

These ordinary shares ranked pari passu with all the existing shares at the date of allotment and among themselves in all respects. The aggregate outstanding principal amount of the PSCS was reduced to US\$88,461,539 immediately after the Conversion. The issued shares of the Company was increased to 12,609,873,051 Shares upon above mentioned allotment and issue of the ordinary shares.

During the year ended 31 December 2019, no new shares have been issued by the Company pursuant to the terms of the PSCS.

### Liquidity, Financial Resources and Capital Structure

As at 31 December 2019, the Group had bank balances and cash of US\$45.2 million as compared to US\$78.9 million as at 31 December 2018.

As at 31 December 2019, the Group had total bank borrowings and overdrafts of US\$238.3 million (31 December 2018: US\$289.3 million) in which the bank borrowings and overdrafts of US\$29.3 million (31 December 2018: US\$165.5 million) are due within one year, bank borrowings of US\$209.0 million (31 December 2018: US\$123.8 million) are due within 2 to 5 years and no bank borrowings due over 5 years.

As at 31 December 2019, the Group had loans from related companies of US\$133.9 million (31 December 2018: US\$131.9 million) which are due within one year.

### 發行新股份

於截至二零一八年十二月三十一日止年度，多名投資者（包括本公司之控股股東金川之間接全資附屬公司金川（BVI）有限公司）按換股價每股股份1.00港元將本金總額為996,938,461美元之永久次級可換股證券轉換為本公司普通股。

由於進行該轉換，根據永久次級可換股證券之條款，本公司於二零一八年六月六日向包括金川（BVI）有限公司在內之投資者配發及發行合共7,776,120,000股普通股，佔經配發及發行上述普通股所擴大之本公司已發行股份數目約61.66%。

該等普通股在所有方面與於配發日期之所有現有股份及彼此之間享有同等地位。緊隨該轉換後，永久次級可換股證券之尚未償還本金總額已減少至88,461,539美元。經配發及發行上述普通股後，本公司之已發行股份已增加至12,609,873,051股股份。

於截至二零一九年十二月三十一日止年度，本公司並無根據永久次級可換股證券之條款發行新股。

### 資金流動性、財務資源及資本結構

於二零一九年十二月三十一日，本集團有銀行結餘及現金45.2百萬美元，而於二零一八年十二月三十一日則為78.9百萬美元。

於二零一九年十二月三十一日，本集團之總銀行借款及透支為238.3百萬美元（二零一八年十二月三十一日：289.3百萬美元），其中為數29.3百萬美元（二零一八年十二月三十一日：165.5百萬美元）之銀行借款及透支於一年內到期，為數209.0百萬美元（二零一八年十二月三十一日：123.8百萬美元）之銀行借款於兩至五年內到期，及概無銀行借款於五年後到期。

於二零一九年十二月三十一日，本集團有為數133.9百萬美元（二零一八年十二月三十一日：131.9百萬美元）於一年內到期之關聯公司貸款。

# Management Discussion and Analysis

## 管理層討論及分析

The gearing ratio of the Group as at 31 December 2019 was 33.0% compared to 34.9% as at 31 December 2018. Gearing ratio is defined as net debt over total equity, and net debt is derived from total borrowings and overdrafts (including amount due to related companies) less bank balances and cash. The slight decrease in the gearing ratio was due to the decrease in bank borrowings as at 31 December 2019 as compared to 31 December 2018 and increase of net asset in year ended 31 December 2019. The Group has repaid part of the bank borrowings by using the cashflow generated from Kinsenda.

For the year ended 31 December 2019, the Group has financed its operations with loan facilities provided by banks, borrowings from related companies and internally generated cash flows.

### Material Acquisitions and Disposals of Investments

During the year ended 31 December 2019, there was no material acquisition or disposal of subsidiaries, associates and joint ventures.

### Significant Events

On 29 March 2019, Metorex, a wholly-owned subsidiary of the Company, and 金誠信礦業管理股份有限公司 (JCHX Mining Management Co., Ltd.\*) ("JCHX") entered into a non-legally binding memorandum of understanding (the "MOU"). Pursuant to the MOU and subject to the entering into of a formal agreement, Metorex shall cause its wholly-owned subsidiary incorporated in South Africa, Ruashi Holdings, to allot new shares in favour of JCHX. If the proposed allotment of shares contemplated under the MOU materializes, and depending on the final terms to be agreed between the parties, Ruashi Holdings will become a non wholly-owned subsidiary of the Group. The proposed allotment of shares will be a deemed disposal of an interest in a subsidiary of the Company for purpose of the Listing Rules.

The MOU merely provides a framework of cooperation between Metorex and JCHX. The terms of cooperation contemplated under the MOU are subject to the terms of any definitive agreement(s) which Metorex and JCHX may subsequently enter into from time to time. The MOU shall be deemed to be terminated if Metorex and JCHX do not sign any legally binding contract within 365 days from the date of the MOU.

本集團於二零一九年十二月三十一日之淨負債比率為33.0%，而於二零一八年十二月三十一日為34.9%。淨負債比率之定義為債務淨額除以總權益，債務淨額乃來自總借貸及透支（包括應付關聯公司款項）減銀行結餘及現金。資產負債比率略微下降，乃由於二零一九年十二月三十一日銀行借款較二零一八年十二月三十一日有所減少及資產淨值於截至二零一九年十二月三十一日止年度增加。本集團已使用 Kinsenda 產生之現金流償還部份銀行借貸。

於截至二零一九年十二月三十一日止年度，本集團以銀行提供之貸款融資、關聯公司提供之借款及內部產生的現金流為本集團之營運提供資金。

### 重大收購及出售投資

於截至二零一九年十二月三十一日止年度，並無重大收購或出售附屬公司、聯營公司及合資企業。

### 重大事件

於二零一九年三月二十九日，本公司之全資附屬公司 Metorex 與金誠信礦業管理股份有限公司（「金誠信」）訂立一項不具法律約束力之諒解備忘錄（「諒解備忘錄」）。根據諒解備忘錄及待訂立正式協議後，Metorex 將促使其於南非註冊成立之全資附屬公司 Ruashi Holdings 以金誠信為受益人配發新股。倘諒解備忘錄項下擬進行之建議配發股份落實及視雙方將予協定之最終條款而定，Ruashi Holdings 將成為本集團之非全資附屬公司。就上市規則而言，建議配發股份將被視為出售於本公司一間附屬公司之權益。

諒解備忘錄僅為 Metorex 與金誠信之合作提供框架。諒解備忘錄項下擬訂立之合作條款須遵守 Metorex 與金誠信其後可能不時訂立之任何具體協議之條款。倘 Metorex 與金誠信自諒解備忘錄之日期起計 365 日內並無訂立任何具法律約束力之合約，則諒解備忘錄將被視為終止。

\* for identification purposes only

\* 僅供識別

### Significant Capital Expenditures

During the year ended 31 December 2019, the Group acquired property, plant and equipment amounting to US\$34.4 million (2018: US\$14.7 million), mineral rights assets amounting to US\$12.4 million (2018: Nil), and incurred expenditures on exploration and evaluation assets amounting to US\$5.2 million (2018: US\$18.4 million) for the Group's mining operations. During the year, the Group recognised US\$2.5 million of right-of-use assets.

### Details of Charges on the Group's Assets

As at 31 December 2019, none of the Group's assets were pledged or subject to encumbrance to secure general banking facilities granted to the Group.

### Details of Contingent Liabilities

Reference is made to the Company's announcements dated 8 May 2019 and 1 August 2019, Interim Report 2019 published on 26 September 2019 and the announcements dated 21 October 2019 and 11 November 2019 regarding a legal dispute with a non-controlling shareholder of a subsidiary of the Group (the "**Non-controlling Shareholder of a Subsidiary**"). As a result, the Non-controlling Shareholder of a Subsidiary initiated arbitration proceedings against Ruashi Holdings, an indirect wholly-owned subsidiary of the Company, and Ruashi, an indirect non wholly-owned subsidiary (in which Ruashi Holdings holds 75% interest and the Non-controlling Shareholder of a Subsidiary holds 25% interest), claiming for, among others, payment of: (i) alleged overdue royalties for the years from 2009 to 2018, together with interests; (ii) an additional pas-de-porte, and (iii) alleged compensation for the non-payment of dividends to the Non-controlling Shareholder of a Subsidiary.

On 11 November 2019, Ruashi Holdings and Ruashi entered into a settlement agreement (the "**Settlement Agreement**") with the Non-controlling Shareholder of a Subsidiary of the Group, pursuant to which, without admitting any fault or liability or damages of either party, Ruashi Holdings and Ruashi agreed to pay to the Non-controlling Shareholder of a Subsidiary a settlement sum of US\$25,000,000 (the "**Settlement Sum**"). The Settlement Sum represented purchase of additional mineral right of an existing mine from the non-controlling shareholder by Ruashi Holdings in an amount of US\$12,400,000 and the remaining amount of US\$12,600,000 represented royalties payments which Ruashi has provided for in the consolidated financial statements in current and prior years. Closing took place in 2019.

### 重大資本開支

截至二零一九年十二月三十一日止年度，本集團購買物業、廠房及設備價值34.4百萬美元（二零一八年：14.7百萬美元）、礦產權12.4百萬美元（二零一八年：無）以及就本集團採礦業務產生勘探及評估資產開支5.2百萬美元（二零一八年：18.4百萬美元）。於本年度，本集團確認使用權資產2.5百萬美元。

### 本集團抵押資產詳情

於二零一九年十二月三十一日，本集團資產概無作為本集團獲授之一般銀行融資之抵押或產權負擔。

### 或然負債詳情

謹此提述本公司日期為二零一九年五月八日及二零一九年八月一日的公告、於二零一九年九月二十六日刊發的二零一九年中期報告以及日期為二零一九年十月二十一日及二零一九年十一月十一日的公告，內容有關與本集團一間附屬公司之非控股股東（「**附屬公司之非控股股東**」）之法律糾紛。因此，附屬公司之非控股股東對本公司的間接全資附屬公司Ruashi Holdings及間接非全資附屬公司Ruashi，當中Ruashi Holdings持有其75%權益及附屬公司之非控股股東持有其25%權益）提起仲裁程序，要求（其中包括）支付：(i) 二零零九年至二零一八年指稱的未付礦權使用費及其利息；(ii) 附加pas-de-porte；及(iii) 指稱未向附屬公司之非控股股東派發股息的賠償。

於二零一九年十一月十一日，Ruashi Holdings及Ruashi與本集團附屬公司之非控股股東訂立和解協議（「**和解協議**」），據此，在不承認任何一方的任何過錯、責任或損失的前提下，Ruashi Holdings及Ruashi同意向附屬公司之非控股股東支付一筆為數25,000,000美元的和解款項（「**和解款項**」）。和解款項指由Ruashi Holdings購買非控股股東現有礦場的其他礦產權為數12,400,000美元及餘下款項為數12,600,000美元指Ruashi於本年度及過往年度於綜合財務報表內計提的礦權使用費開支。訴訟於二零一九年完結。

# Management Discussion and Analysis

## 管理層討論及分析

The Company, Ruashi Holdings and Ruashi have already invested a lot of manpower and resources since participating and defending in the litigation. The Settlement Agreement resolved the above-mentioned legal dispute and risk of material litigation, which will significantly reduce litigation costs and save manpower, material resources, time and energy, and will help the Company, Ruashi Holdings and Ruashi concentrate on carrying out the normal production and operation activities. Save as disclosed hereabove, the Company does not consider that the payment of the above Settlement Sum will have any material adverse impact on the ordinary operations and financial position of the Company, Ruashi Holdings or Ruashi.

The Settlement Agreement entered into by Ruashi Holdings and Ruashi is solely in the interest of avoiding or reducing fees and expenses incurred or to be incurred from the litigation, and should not be interpreted as admission of any liability by any of them in the relevant litigation.

### Foreign Exchange Risk Management

The reporting currency of the Group is US\$ and the functional currencies of subsidiaries of the Group are mainly US\$ and RMB. The Group is also exposed to currency change in HK\$, ZAR, CDF and ZMW. Given the exchange rate peg between HK\$ and US\$, the Group is not exposed to significant exchange rate risk of HK\$. The Group's significant assets are located in the DRC, Zambia, South Africa and the PRC and the Group is exposed to fluctuation in CDF, ZMW, ZAR and RMB. The Group monitors its exposure to foreign currency exchange risk on an on-going basis.

本公司、Ruashi Holdings及Ruashi自出席應訴相關訴訟以來，已投入了大量人力物力。和解協議將解決前述法律糾紛的糾纏，化解重大訴訟的風險，有利於大幅降低訴訟成本，節約人力物力及時間精力，亦有利於本公司、Ruashi Holdings及Ruashi集中精力開展正常生產及經營活動。除上文所披露者外，本公司不認為支付上述和解款項將會對本公司、Ruashi Holdings或Ruashi的正常經營活動及財務狀況造成任何重大不利影響。

Ruashi Holdings及Ruashi簽署之和解協議，僅為避免或減少因訴訟而產生或將產生的費用和支出，不應解釋為彼等任何一方承認在相關訴訟中應承擔法律責任。

### 外匯風險管理

本集團之呈報貨幣為美元，本集團附屬公司之功能貨幣主要為美元及人民幣。本集團亦面臨港元、南非蘭特、剛果法郎及贊比亞克瓦查的貨幣變動。鑒於港元兌美元匯率掛鈎，本集團在以港元進行之交易上並無面臨重大匯率風險。本集團大部分資產位於剛果(金)、贊比亞、南非及中國，本集團面臨剛果法郎、贊比亞克瓦查、南非蘭特及人民幣的波動。本集團持續地監察其所承受之外幣匯兌風險。

## PROSPECT

Global mining industry underwent severe challenges for the past few years. Commodities price has been in a roller coaster in 2018 and 2019, and continued in early 2020. Especially for the case of cobalt where cobalt price started 2018 standing at US\$35/lb, reaching highest point at US\$43.7/lb on 25 April 2018 when market is stocking up cobalt for the rapid development of electric vehicle's battery market, and ended 2018 at US\$26.5/lb owing to the rising supplies produced by artisanal miners in the DRC, and a surplus in supply of cobalt chemicals for the production of rechargeable batteries for electric vehicles in the PRC.

The fall in cobalt price continued in 2019 and reached low point of US\$12.1/lb by the end of July 2019 as supply of cobalt by artisanal miners continued to increase. In August 2019, one of the largest cobalt suppliers in the world announced the partial temporary suspension of production for an expected two years limiting the global cobalt supply in the near future, cobalt price has since rebounded to US\$15.1/lb by the end of 2019 and reached US\$17.0/lb by the end of February 2020.

The Group was able to benefit from the high cobalt price in the first half of 2018 by increasing its cobalt production in the first half of 2018 via processing more high cobalt grade ore in Ruashi Mine. The average cobalt price realized by the Group was US\$33.7/lb in the first half of 2018. Cobalt production remained at a high level in 2019 as a result of higher ore throughput in 2019. But as cobalt price decreased significantly and as a result of the adjustment to previous year's provisional invoice amount recognised, the average realized cobalt price (including provisional pricing adjustment) has dropped to US\$7.3/lb in 2019.

Both the DRC and Zambia government had recently revisited its mining legislations. Copper and cobalt royalties in the DRC were raised from 2% to 3.5% in June 2018 and the DRC government has further declared cobalt as a "strategic" mineral and nearly tripling the royalty rate to 10% near the end of 2018. Crossing the border, the Zambia government has implemented a new 5% import tax on copper concentrates produced in the DRC and exported to Zambia for processing, with effect from 1 January 2019. The implementation of the new DRC Mining Code and Zambia import tax have significantly impacted the Group's sales strategy and cashflow.

Cobalt market will continue to be difficult to operate in 2020. The Group will continue to monitor all factors causing market fluctuation and will ensure the Group is able to respond to any market changes in a prepared and timely manner.

## 展望

過去幾年，全球採礦業面臨嚴峻挑戰。大宗商品價格於二零一八年及二零一九年一直處於起伏狀態並持續至二零二零年年初。特別是對鈷而言，鈷價於二零一八年以每磅35美元的價格開盤，並於二零一八年四月二十五日達至最高點每磅43.7美元，當時市場開始囤積鈷以滿足電動汽車電池市場的快速發展，及由於剛果(金)人工採礦者的供貨量增加，加上中國用於生產電動汽車可充電電池的鈷化學品供應過剩，於二零一八年年末，鈷價回落至每磅26.5美元。

隨著人工採礦者供應鈷持續增加，鈷價於二零一九年繼續下跌並於二零一九年七月底跌至低位每磅12.1美元。於二零一九年八月，世界最大鈷供應商之一宣佈暫停部份生產預計兩年令全球鈷供應減少，鈷價因而於二零一九年年底前反彈至每磅15.1美元及於二零二零年二月底前達至每磅17.0美元。

通過在Ruashi礦場增加處理較高鈷品位礦石，二零一八年上半年鈷產量得以提升，使本集團受益於二零一八年上半年的高鈷價。本集團於二零一八年上半年實現的平均鈷價為每磅33.7美元。由於處理礦石量於二零一九年有所提升，故鈷產量於二零一九年維持高水平。但因鈷價大幅下跌，加上對過往年度已確認之臨時發票金額調整，平均實現鈷價(包括臨時定價調整)於二零一九年跌至每磅7.3美元。

剛果(金)及贊比亞政府近期都重新審視其礦業法例。於二零一八年六月，剛果(金)的銅及鈷礦權使用費從2%提高至3.5%且剛果(金)政府進一步宣佈鈷為「戰略」礦產，並於二零一八年接近年底時將礦權使用費率倍升至10%。於邊界的另一端，贊比亞政府自二零一九年一月一日起對剛果(金)生產並出口至贊比亞進行加工的銅精礦實施新的5%進口稅。剛果(金)新的礦業法及贊比亞進口稅的實施對本集團的銷售策略及現金流量產生重大影響。

二零二零年鈷市場將繼續艱難運作。本集團將繼續監控導致市場波動的所有因素，並確保本集團在充足準備下能夠對任何市場變化及時作出回應。

## Management Discussion and Analysis 管理層討論及分析

We are confident that the demand and supply of cobalt will remain strong and cobalt price will bounce back. Analysts predict that the long term demand for cobalt will grow from 125,000t in 2018, of which the electric vehicle battery sector accounts for 20%, to 185,000t in 2023, of which the electric vehicle battery sector account for 35%. Together with the suspension of production by some miners, global cobalt production growth is expected to slow down in 2020. We also anticipate that as manufacturers and traders drain their stock, the year long downward trend of cobalt price will come to an end, and healthier and more sustainable demand for it will lead the gradual recovery of cobalt price.

Copper demand from the PRC will also remain strong. PRC Custom figures show that the annual copper concentrate import rose to a record high of 21.99 million tonnes in 2019, representing a 11.5% increase compared to 19.72 million tonnes in 2018. According to the International Copper Study Group (ICSG), projections indicate a deficit in world refined copper of approximately 250,000t in 2020.

According to market research, electric vehicle industry worldwide will need 250% more copper by 2030 for charging stations, and each electric vehicle consumes double to triple copper as compared to conventional internal combustion engine-powered vehicle, copper will benefit from the modest growth of the electric vehicle industry.

Copper price is highly susceptible to swings in global policy and economic uncertainty. The fundamental of the copper market is sound and with the entrance of US-China Phase 1 trade deal in January 2020, copper price has rebounded healthily to US\$6,300/t level. However, the widespread of the coronavirus has affected normal logistics arrangement globally and have delayed the resumption of refineries and factories production in the PRC after the Chinese new year, which dragged down short term copper price in February and March 2020. While the precise timing of the coronavirus to be gone is still unknown, a quick rebound is expected from the market after the coronavirus is gone. Chile's Mining Minister predicted that the copper price will surge to US\$6,600/t this year once the coronavirus passed.

With Kinsenda Mine has already been producing at full capacity, the Group's focus in the near future is the construction of the Musonoi copper-cobalt mine in Kolwezi, the DRC and the development of the Ruashi's sulphide deposit. Construction work was started at Musonoi Project in late 2018.

Exploration work will continue in Ruashi's sulphide zone below oxide, Musonoi Project deeper area and Kinsenda Mine infill drilling.

我們有信心鈷的供需將會保持強勁，及鈷價將會出現回升。分析師預測，對鈷的長期需求將由二零一八年的125,000噸（其中電動汽車電池行業佔20%）增長至二零二三年的185,000噸（其中電動汽車電池行業佔35%）。連同若干礦山停產，預計全球鈷產量的增長將於二零二零年有所放緩。我們亦預計，隨著製造商及貿易商的去庫存，鈷價年內下行趨勢將會趨於結束，而對鈷更加穩健及更可持續的需求將會令鈷價逐步回升。

中國的銅需求亦將保持強勁。中國海關數據顯示，二零一九年銅精礦的全年進口量達到21.99百萬噸的有史以來最高水平，較二零一八年的19.72百萬噸增長11.5%。根據國際銅研究集團（ICSG）預測顯示，世界精煉銅於二零二零年出現約250,000噸缺口。

根據市場研究，全球電動汽車行業於二零三零年前用於充電站的銅需求將增加超過250%，每輛電動汽車的銅消耗為傳統內燃發動機汽車的兩至三倍，因此，銅將受益於電動汽車行業的適度增長。

銅價極易受到全球政策及經濟不確定性的波動影響。銅市場基本面穩健，及隨著二零二零年一月中美達成第一階段貿易協議，銅價已穩健反彈至6,300美元／噸的水平。然而，冠狀病毒的廣泛傳播已影響到正常的全球物流安排並於中國新年後延遲精煉廠及工廠生產的恢復，拖累二零二零年二月及三月短期銅價。儘管尚未知道具體冠狀病毒消退時間，惟預計市場將於冠狀病毒消退後迅速反彈。智利礦業部長預測銅價將於冠狀病毒消亡後於今年升至6,600美元／噸。

隨著Kinsenda礦場已達至滿產，本集團於不久將來的重點是在剛果（金）科盧章齊建設Musonoi銅鈷礦以及開發Ruashi的硫化物礦床。Musonoi項目已於二零一八年年末開始建設工程。

勘探工作將繼續在Ruashi的氧化物以下硫化物區、Musonoi項目深層區域及Kinsenda礦場加密鑽井進行。

# Management Discussion and Analysis

## 管理層討論及分析

To be a world-class mineral corporation is the ultimate goal of the Group. Apart from the existing operations in Africa, the Group will actively look into the market and seek for investment opportunities which can provide the Group with growth and synergies while strictly comply with the regional regulation in order to give investors and Shareholders confidence in supporting the Group.

Also, with the continuous support of the JCG and prudent strategic planning of the Board, the Group remains confident that the performance of the Group will overcome the disadvantages and stand out from the crowd under such unfavorable market conditions, and create values for the stakeholders of the Company.

More efforts had been put towards new business development, in particular in identifying opportunities at southern Africa which was close to our existing mines to look for synergy. We will continually, prudently and actively pursue any new business development opportunity.

We will continue to improve quality, efficiency and production. The Company strives to continuously reduce production costs, with its strategy of "Improvement on Cobalt and Maintaining Growth on Copper" to increase production and sales and achieve better profitability.

### EMPLOYEES

As at 31 December 2019, the Group had 1,761 (31 December 2018: 1,867) permanent workers and 2,778 (31 December 2018: 2,453) contractor's employees. Employees of the Group receive competitive remuneration packages including salary and medical and other benefits. Key staff may also be entitled to performance bonuses and grant of option shares of the Company.

本集團的最終目標是致力成為世界級礦產企業，除了非洲現有業務，本集團將積極研究市場及尋求投資機會，在嚴格遵守地區法規的同時，可為本集團帶來增長及協同效應，給予投資者及股東支持本集團發展的信心。

此外，在金川的持續支持及董事會審慎的策略規劃下，本集團有信心本集團的表現將可克服劣勢，並在該等不利的市場條件下脫穎而出，為本公司持份者創造價值。

我們繼續致力發展新業務，特別是在靠近我們現有礦場的非洲南部，以尋求協同發展。我們將持續、審慎而積極地開拓任何新的業務發展機會。

我們將繼續提高質量、效率及產量。本公司致力持續降低生產成本，按照「提鈷保銅」策略，提高產量及銷量，實現更高的盈利能力。

### 僱員

於二零一九年十二月三十一日，本集團有1,761名（二零一八年十二月三十一日：1,867名）長期員工及2,778名（二零一八年十二月三十一日：2,453名）承包商員工。本集團之僱員獲取具競爭力之薪酬，包括薪金及醫療及其他福利。主要職員亦可享有表現花紅及授出本公司購股權。



# Directors and Senior Management

## 董事及高級管理層

### EXECUTIVE DIRECTORS

#### 執行董事

#### GAO Tianpeng (Chief Executive Officer) | 郜天鵬 (行政總裁)

Mr. Gao Tianpeng, aged 48, BEng and EMBA, was appointed as the Chief Executive Officer and an executive director of the Company since August 2017. He was previously the non-executive director of the Company for the period from 30 November 2010 to 21 March 2014. During his 27-year career in JCG, he has been overseeing various matters including cost management, financial management, international trading management, risk management, foreign exchange business, capital operation and equity division reform of JCG and daily affairs of the board of directors. He was also a manager of the Cost Branch of Financial Department of JCG, manager of Financial Department of International Trading, general manager of Risk Management Department, general manager of Capital Operation Department, the general manager of International Department of Resources Capital, vice general manager of China Jinchuan Investment Holding Limited and the director of Metorex (subsidiary of the Company), successively. He has extensive experience in financial cost management, risk management and asset management.

郜天鵬先生，48歲，工學學士、EMBA，自二零一七年八月起獲委任為本公司行政總裁及執行董事。他曾經擔任本公司的非執行董事（由二零一零年十一月三十日至二零一四年三月二十一日期間）。加入金川27年來，他一直監察各項事務，包括成本管理、財務管理、國際貿易管理、風險管理、外匯業務、資本運營、金川股改上市及董事會日常事務等工作。他曾同時擔任金川財務部成本室經理、國際貿易公司財務部經理、集團公司風險管理部總經理、集團公司資產運營部總經理、集團公司資源資本國際部總經理、中國金川投資控股公司副總經理、Metorex（本公司附屬公司）董事等職，具有豐富的財務成本管理、風險管理及資產管理經驗。

#### QIAO Fugui | 喬富貴

Mr. Qiao Fugui, aged 54, was appointed as an Executive Director since August 2017. Mr. Qiao graduated in 1988 from Central South University of Technology (now Central South University) majoring in Mineral Exploration. He then obtained his MSEE in 2005 from Kunming University of Science and Technology majoring in Geological Engineering. Mr. Qiao is currently the assistant of the president of JCG and the chairman and general manager of Metorex (subsidiary of the Company). During his 30-years career, Mr. Qiao has served in various positions in JCG including acting as a non-executive Director of the Company for the period from 30 November 2010 to 1 January 2014, and working as the vice manager of the Mining Area 3 of JCG, vice director of the Mine Department (responsible for the overall work), vice director of the Planning and Development Department, general manager of the Mineral Resources Department, manager of the Mining Area 3 of JCG, Chairman of Gansu Jin Ao Mining Limited (a joint venture of JCG and BHP) (resigned in 2015) and director of GobiMin Inc.\* (resigned on 1 March 2018) successively. He was also a non-executive director of Wesizwe Platinum Limited<sup>Δ</sup> (resigned on 19 March 2020). He is a technical professional with extensive operational management experience in mineral exploration and development.

喬富貴先生，54歲，自二零一七年八月起獲委任為執行董事。喬先生一九八八年畢業於中南工業大學（現稱中南大學）礦產勘查專業，二零零五年畢業於昆明理工大學地質工程專業，工程碩士。現任金川總裁助理及Metorex（本公司附屬公司）董事長兼總經理。參加工作30年來，喬先生一直在金川任職，曾先後擔任本公司非執行董事（由二零一零年十一月三十日至二零一四年一月一日）、金川三礦區副礦長、金川礦山部副主任（負責全面工作）、金川規劃發展部副主任、礦產資源部總經理、金川三礦區礦長、金川與必和必拓公司的合資公司—甘肅金澳礦業公司董事長（於二零一五年辭任）、戈壁礦業公司\*（於二零一八年三月一日辭任）董事等職務。彼亦擔任Wesizwe Platinum Limited<sup>Δ</sup>非執行董事（於二零二零年三月十九日辭任）。彼於礦產勘查及開發領域具有的專業技術水準和豐富的經營管理經驗。

<sup>Δ</sup> The shares of Wesizwe Platinum Limited are listed on the Johannesburg Stock Exchange and the symbol of which is WEZ. Wesizwe Platinum Limited 的股票於約翰內斯堡證券交易所上市，其股票代號為WEZ。

\* The shares of GobiMin Inc. are listed on the TSX Venture Exchange and the symbol of which is GMN. 戈壁礦業公司的股票於TSX Venture Exchange上市，其股票代號為GMN。

**NON-EXECUTIVE DIRECTORS**  
非執行董事

ZHANG Youda | 張有達

Mr. Zhang Youda, aged 46, has been a non-executive Director since August 2017. Mr. Zhang obtained a bachelor's degree from Lanzhou University of Technology in Gansu Province, the PRC, in July 2004, majoring in accounting, and a master's degree from Lanzhou University in Gansu Province, the PRC, in June 2010, majoring in business administration. He is a senior accountant, senior economist, leading talent in accounting both in Gansu Province and in China at large, leading talent in Gansu Province, an associate member of the Association of International Accountants ("AIA") and a chartered Global Management Accountant ("CGMA"). He is currently the vice president and chief financial officer of JCG, the controlling shareholder of the Company, and a director of Gansu Province Materials & Industry Group. He was the finance manager and the cost branch manager of Financial Departments of several business units, the financial manager of construction site of the Pakistan 35km Highway Project, and the deputy general manager and general manager of Finance Department of JCG. He is a finance professional with extensive operational management experience in financial management. He currently serves as a non-executive director of Bank of Gansu Co., Ltd., a company listed on the Main Board of the Stock Exchange (Stock Code: 2139).

張有達先生，現年46歲，自二零一七年八月起擔任非執行董事。張先生於二零零四年七月從位於中國甘肅省的蘭州大學獲得本科學歷，主修會計專業。於二零一零年六月從位於中國甘肅省的蘭州大學獲得碩士學位，主修工商管理專業。彼為正高級會計師，高級經濟師，甘肅省高端會計領軍人才，全國會計領軍人才，甘肅省領軍人才。國際會計師公會（「AIA」）全權會員和全球特許管理會計師（「CGMA」）。現任本公司控股股東金川副總經理兼財務總監，兼任甘肅省物產集團有限責任公司董事，歷任多個業務單位財務經理、財務部成本室經理、巴基斯坦35公里公路專案施工現場財務經理以及金川財務部副總經理及總經理等職務。他在財務管理方面具有較高的專業技術水準和豐富的經營管理經驗。他同時擔任甘肅銀行股份有限公司（一間於聯交所主板上市的公司，股份代號：2139）的非執行董事。

Liu Jian | 劉建

Mr. Liu Jian, aged 47, obtained a bachelor's degree in Accounting from the Lanzhou University of Technology of the PRC in 2005. He is currently the deputy general manager of the Finance Department of JCG, the ultimate shareholder of the Company. Since 1994, he had worked in various positions within JCG and its subsidiaries, including the deputy general manager of costing department, internal audit and risk management department of JCG, deputy general manager and financial controller of Guangxi Jinchuan Nonferrous Metals Co. Ltd\* (廣西金川有色金屬有限公司), the financial controller of Lanzhou Jinchuan Keliyuan Battery Co. Limited\* (蘭州金川科力遠電池有限公司), etc. He has extensive experience in financial reporting and management.

劉建先生，現年47歲，於二零零五年從位於中國的蘭州理工大學獲得本科學歷，主修會計專業。現任本公司控股股東金川財務部副總經理。自一九九四年起，彼於金川及其附屬公司擔任不同崗位，當中包括金川財務部成本科副科長及審計與風險管理部副總經理、廣西金川有色金屬有限公司副總經理及財務總監及蘭州金川科力遠電池有限公司財務總監。彼在財務報告及管理有豐富經驗。

## Directors and Senior Management 董事及高級管理層

### Wang Qiangzhong | 王檣忠

Mr. Wang Qiangzhong, aged 54, with qualification of senior engineer, graduated from Jiangxi Metallurgy Academia (now known as Jiangxi University of Science and Technology) in July 1986, major in mining engineering. He obtained a diploma in financial management for listed companies from Shanghai University of Finance and Economics in June 2001 and his master degree of business administration from Lanzhou University in June 2011. From 2005 to 2014, he served at various positions in Gansu Lantuo Group Limited\* (甘肅蘭駝集團有限責任公司), including general manager and chairman of the board of directors. During his tenure in Gansu Lantuo Group Limited\*, he was also appointed as a researcher of the board of supervisors of the Gansu Provincial State-owned Assets Supervision and Administration Commission. Since July 2015, he has acted as the chairman of the board of directors of Gansu Province Xinye Asset Management Co. Ltd.\* (甘肅省新業資產經營有限責任公司). He currently serves as the director of Baiyin Nonferrous Group Co., Ltd., the shares of which are listed on the Shanghai Stock Exchange (Stock Code: 601212). He has extensive experience in financial management and operation management.

王檣忠先生，54歲，具有高級工程師資格，於一九八六年七月畢業於江西冶金學院（現稱江西理工大學），主修採礦工程。彼於二零零一年六月於上海財經大學獲得有關上市公司財務管理的文憑並於二零一一年六月於蘭州大學獲得工商管理碩士學位。二零零五年至二零一四年間，彼在甘肅蘭駝集團有限責任公司擔任包括總經理、董事長等多個職位。在甘肅蘭駝集團有限責任公司任職期間，彼同時被委任為甘肅省國有資產監督管理委員會監事會的調研員。自二零一五年七月起，彼於甘肅省新業資產經營有限責任公司擔任董事長。彼現時擔任白銀有色集團股份有限公司（其股份於上海證券交易所上市，股份代碼：601212）的董事職務。彼於財務管理及營運管理方面擁有豐富經驗。

### INDEPENDENT NON-EXECUTIVE DIRECTORS 獨立非執行董事

### WU Chi Keung | 胡志強

Mr. Wu Chi Keung, aged 63, was appointed as an independent non-executive director of the Company since January 2011. He graduated from Hong Kong Polytechnic (now known as Hong Kong Polytechnic University) in 1980 with a Higher Diploma in Accountancy. He has more than 40 years of experience mainly in financial audit and specializes in providing auditing and assurance services, financial due diligence reviews, support services for merger and acquisitions, corporate restructuring and fund raising engagements. Mr. Wu's prior experience in finance mainly includes working with international accounting firms until he retired as a partner from Deloitte Touche Tohmatsu in 2008. Mr. Wu is currently the managing director of a family-owned private company in Hong Kong engaging in property and other investment activities. He is an independent non-executive director of China Medical System Holdings Limited, Central Development Holdings Limited (formerly known as Zhong Fa Zhan Holdings Limited), Huabao International Holdings Limited, Huajin International Holdings Limited and Zhou Hei Ya International Holdings Company Limited (the shares of these companies are listed on the Stock Exchange). Mr. Wu was also an independent non-executive director of COFCO Meat Holdings Limited from 23 June 2016 to 12 December 2017 and YuanShengTai Dairy Farm Limited from 7 November 2013 to 28 September 2018 respectively. Mr. Wu is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants in the United Kingdom.

胡志強先生，63歲，自二零一一年一月起獲委任為本公司獨立非執行董事。彼於一九八零年畢業於香港理工學院（現為香港理工大學），獲會計學高級文憑。胡先生擁有逾40年的財務審計經驗，專長提供審計及諮詢服務、財務盡職審查、併購支援服務、企業重組及融資安排。胡先生先前之財務經驗主要包括在國際會計師行工作，直至於二零零八年從德勤•關黃陳方會計師行合夥人崗位退休。胡先生現為一家從物業及其他投資活動的香港家族私人公司的董事總經理。胡先生為聯交所上市公司康哲藥業控股有限公司、中發展控股有限公司、華寶國際控股有限公司、華津國際控股有限公司及周黑鴨國際控股有限公司之獨立非執行董事。胡先生亦曾分別擔任中糧肉食控股有限公司（由二零一六年六月二十三日至二零一七年十二月十二日）及原生態牧業有限公司（由二零一三年十一月七日至二零一八年九月二十八日）的獨立非執行董事。胡先生為香港會計師公會會員及英國特許公認會計師協會資深會員。

YEN Yuen Ho, Tony | 嚴元浩

Mr. Yen Yuen Ho, Tony, aged 72, was appointed as an independent non-executive director of the Company since August 2010. He is a solicitor of Hong Kong and the United Kingdom. He is also a barrister and solicitor of Australia, and was a member of The Law Reform Commission of Hong Kong. Mr. Yen has been practicing law in Hong Kong since 1983 and was the Law Draftsman of the Department of Justice in Hong Kong from 1995 to 2007. Currently, Mr. Yen is an Adjunct Professor of the Beijing Normal University and an Honorary Court Member of the court of the Hong Kong University of Science and Technology. He was an Adjunct Professor of the City University of Hong Kong from July 2011 to June 2014. He is a Director of the Hong Kong Institute for Public Administration and an Honorary Legal Adviser to the Friends of Scouting, Scout Association of Hong Kong. Additionally, Mr. Yen serves as the Director of two secondary schools, the Chairman of the Neighbourhood Advice Action Council and a Member of Heep Hong Society's Executive Council. He is also an Honorary Adviser to the Pok Oi Hospital, Honorary Adviser to the Hong Kong Academy of Nursing and the Honorary Legal Adviser to the Shanghai Fraternity Association. Mr. Yen was appointed as an Honorary Fellow of the School of Education, University of Hong Kong in 2014. In the past years, he was appointed by the HKSAR Government as a member of the Education Bureau's Panel of Review Board on School Complaints and as the Vice-Chairman of the Social Welfare Lump Sum Grant Independent Complaints Handling Committee. Mr. Yen also serves as a guest speaker to various universities in Hong Kong. He is an independent non-executive director of Panda Green Energy Group Limited, Alltronics Holdings Limited and WWPKG Holdings Company Limited (the shares of which are listed on the Stock Exchange). Mr. Yen was in October 2015 appointed by China Minsheng Jiaye Investment Co. Limited as an independent director.

嚴元浩先生，72歲，自二零一零年八月起獲委任為本公司獨立非執行董事。彼乃香港及英國律師。嚴先生亦為澳洲大律師及事務律師，並曾任香港法律改革委員會委員。嚴先生自一九八三年起為香港執業律師，於一九九五年至二零零七年期間，他在香港政府律政司擔任法律草擬專員一職。現時，嚴先生為北京師範大學兼任教授及香港科技大學顧問委員會榮譽委員。彼曾於二零一一年七月至二零一四年六月期間任香港城市大學特聘教授。嚴先生是香港公共行政學院之董事及香港童軍總會童軍之友社之義務法律顧問。此外，嚴先生亦在兩間中學擔任校董，嚴先生同時亦為香港鄰舍輔導會主席及香港協康會的執行委員會委員。他也是香港博愛醫院的名譽顧問、香港護理專科學院的名譽顧問及香港上海總會的名譽法律顧問。嚴先生在二零一四年獲香港大學教育學院頒授為榮譽院士。於過往年度，彼曾獲香港特區政府委任為教育局學校投訴覆檢委員會的委員及社會福利整筆撥款獨立處理投訴委員會的副主席。嚴先生亦在香港多所大學講課。嚴先生為於聯交所上市公司熊貓綠色能源集團有限公司、華訊股份有限公司及縱橫遊控股有限公司之獨立非執行董事。嚴先生於二零一五年十月獲中民嘉業投資有限公司委任為獨立董事。

## Directors and Senior Management 董事及高級管理層

### POON Chiu Kwok | 潘昭國

Mr. Poon Chiu Kwok, aged 57, was appointed as an independent non-executive director of the Company since March 2017, holds a master's degree in international accounting, a post-graduate diploma in laws, a bachelor's degree in laws and a bachelor's degree in business studies. He has years of experience in regulatory affairs, corporate finance, listed companies governance and management. He is an executive director, vice president and company secretary of Huabao International Holdings Limited, whose shares are listed on the Stock Exchange. He currently serves as an independent non-executive director of the following companies listed on the Stock Exchange: AUX International Holdings Limited, Changan Minsheng APLL Logistics Co., Ltd., Greentown Service Group Co. Ltd., Sany Heavy Equipment International Holdings Company Limited, Sunac China Holdings Limited, Tonly Electronics Holdings Limited, TUS International Limited, Yuanda China Holdings Limited, Honghua Group Limited and Yanzhou Coal Mining Company Limited. He also served as a non-executive director of Chong Kin Group Holdings Limited (from 5 January 2018 to 6 June 2018). Mr. Poon is a fellow member of CPA Australia Ltd., The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators), The Hong Kong Institute of Chartered Secretaries and a member of its Technical Consultation Panel, Mainland China Focus Group and Audit Committee. He is also a fellow member and Associate Instructor of the Hong Kong Securities and Investment Institute.

潘昭國先生，57歲，自二零一七年三月起獲委任為本公司獨立非執行董事，持有國際會計學碩士學位、法學深造文憑、法學學士學位和商業學學士學位。彼於規管事宜、企業融資、及上市公司管治及管理方面擁有多年經驗。彼為一間在聯交所上市的公司華寶國際控股有限公司的執行董事、副總裁及公司秘書。彼現時於以下聯交所上市公司擔任獨立非執行董事：奧克斯國際控股有限公司、重慶長安民生物流股份有限公司、綠城服務集團有限公司、三一重裝國際控股有限公司、融創中國控股有限公司、通力電子控股有限公司、啟迪國際有限公司、遠大中國控股有限公司、宏華集團有限公司及兗州煤業股份有限公司。彼也曾擔任創建集團(控股)有限公司的非執行董事(由二零一八年一月五日至二零一八年六月六日)。潘先生為澳洲會計師公會有限公司之資深註冊會計師、特許公司治理公會(原稱為英國特許秘書及行政人員公會)資深會員、以及香港特許秘書公會資深會員以及其技術諮詢小組、中國內地關注小組及審計委員會。彼亦是香港證券及投資學會資深會員及特邀導師。

\* for identification purposes only

\* 僅供識別

# Directors and Senior Management 董事及高級管理層

## SENIOR MANAGEMENT

### CHIEF EXECUTIVE OFFICER

#### GAO Tianpeng

For details of Mr. Gao Tianpeng's biography, please see the sub-section headed "Executive Directors" on page 48.

### CHIEF FINANCIAL OFFICER

#### WONG Hok Bun Mario

Mr. Wong joined the Company in August 2018 and has been acting as, among others, the company secretary and authorised representatives of the Company since 5 September 2018. Mr. Wong holds a Bachelor of Economics and Finance from The University of Hong Kong and is a fellow member of the Hong Kong Institute of Certified Public Accountants (FCPA). He is a CFA charterholder and a member of The Australasian Institute of Mining and Metallurgy (MAusIMM). He has over 17 years of experience in auditing, accounting, financial management and corporate finance. Mr. Wong is currently an independent non-executive director of Good Resources Holdings Limited (Stock Code: 109). Mr. Wong was previously an executive director, chief financial officer, authorised representative (for the period from 31 December 2015 to 12 August 2018) and company secretary (for the period from 14 July 2015 to 12 August 2018) of Theme International Holdings Limited (Stock Code: 990).

### CHAIRMAN OF METOREX

#### QIAO Fugui

For details of Mr. Qiao Fugui's biography, please see the sub-section headed "Executive Directors" on page 48.

### CHIEF FINANCIAL OFFICER OF METOREX

#### YIN Weiwu

Mr. Yin Weiwu was appointed as the CFO of Metorex since January 2018. He joined JCG in July 1997 and his duties involved risk control, auditing and financial management. He was formerly the financial manager of JCG Nickel Smelter and Jinchuan Group Marketing Company.

## 高級管理層

### 行政總裁

#### 郜天鵬

有關郜天鵬先生之詳細履歷，請參閱第48頁「執行董事」分節。

### 首席財務官

#### 黃學斌

黃先生於二零一八年八月加入本公司並於二零一八年九月五日起出任(其中包括)本公司之公司秘書及授權代表。黃先生擁有香港大學經濟金融學學士學位，並為香港會計師公會資深會員(FCPA)。彼為特許財務分析師(CFA)及澳大利亞礦業與冶金學會會員(MAusIMM)。黃先生擁有逾17年的審計、會計、財務管理及企業融資經驗。黃先生現為天成國際集團控股有限公司(股份代號：109)之獨立非執行董事。黃先生亦曾為榮暉國際集團有限公司(股份代號：990)之執行董事、首席財務官、授權代表(於二零一五年十二月三十一日至二零一八年八月十二日期間)及公司秘書(於二零一五年七月十四日至二零一八年八月十二日期間)。

### METOREX主席

#### 喬富貴

有關喬富貴先生之詳細履歷，請參閱第48頁「執行董事」分節。

### METOREX財務總監

#### 尹緯武

尹緯武先生自二零一八年一月起獲委任為Metorex財務總監。一九九七年七月加入金川從事過風險控制、審計、財務管理工作，彼曾任金川鎳冶煉廠及金川集團營銷公司財務經理。

# Report of the Directors

## 董事會報告

The Directors present their report and the audited financial statements of the Company and the Group for the year ended 31 December 2019.

### PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 39 to the consolidated financial statements. During the year, there were no significant changes in the nature of the Group's principal activities.

### BUSINESS REVIEW

A fair review of the Group's business and a description of the principal risks and uncertainties being faced by the Group are provided in the "Chairman's Statement", "CEO's Report" and "Management Discussion and Analysis" sections of this Annual Report. Indication of likely future development in the Group's business can also be found in these sections and this "Report of the Directors". An analysis of the Group's performance during the year using financial key performance indicators is set out on page 13 and in "Management Discussion and Analysis" section. A discussion on the Company's environmental policies and performance can be found in the "Sustainability Report" on pages 95 to 117. An account of the Group's relationship with its shareholders and investors can be found on pages 90 to 94. These discussions form part of this "Report of the Directors".

### COMPLIANCE WITH LAWS AND REGULATIONS

As far as the Board is aware, there was no material breach of or non-compliance with the Cayman Islands Companies Law, Listing Rules, SFO and other applicable laws and regulations that have a significant impact on the Group's business and operation by the Group.

### RESULTS AND DIVIDENDS

The Group's results for the year ended 31 December 2019 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 126 to 244.

The Directors recommend the payment of a 2019 final dividend of HK0.1 cent per share (2018: HK0.1 cent per share), totaling HK\$12,610,000 (2018: HK\$12,610,000). Subject to obtaining the approval at the forthcoming annual general meeting, the final dividend is expected to be paid on or before 14 August 2020.

董事謹提呈截至二零一九年十二月三十一日止年度之董事會報告以及本公司及本集團之經審核財務報表。

### 主要業務

本公司乃一間投資控股公司，其附屬公司之主要業務載於綜合財務報表附註39。於年內，本集團的主要經營業務活動性質並未出現任何重大變動。

### 業務回顧

本集團業務的公允回顧及本集團正面臨的主要風險及不確定因素的概述載於本年報「主席報告」、「行政總裁報告」以及「管理層討論及分析」中。本集團業務的可能未來發展方向亦載於該等章節及本「董事會報告」內。採用財務關鍵績效指標對本集團於年內的表現作出的分析載於第13頁及「管理層討論及分析」一節。就本公司的環保政策及表現的討論載於第95至117頁的「可持續發展報告」。本集團與其股東及投資者的關係論述載於第90至94頁。該等討論構成本「董事會報告」之一部分。

### 遵守法律及法規

就董事會所知，本集團並無嚴重違反或不遵守開曼群島公司法、上市規則、證券及期貨條例，以及其他適用於本集團且對本集團業務及運作構成重大影響的法例及法規。

### 業績及股息

本集團截至二零一九年十二月三十一日止年度之業績以及本公司及本集團於該日之業務狀況載於第126至244頁之財務報表。

董事建議派付二零一九年度末期股息每股0.1港仙（二零一八年：每股0.1港仙），合共12,610,000港元（二零一八年：12,610,000港元）。待於本公司應屆股東週年大會上取得批准後，預期末期股息將於二零二零年八月十四日或之前派付。

## FIVE-YEAR FINANCIAL SUMMARY

A summary of the published results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the Group's audited financial statements and restated as appropriate, is set out on page 245. The summary does not form part of the audited financial statements.

## PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the property, plant and equipment of the Company and the Group during the year are set out in note 16 to the consolidated financial statements.

## BANK BORROWINGS

Particulars of bank borrowings of the Group as at 31 December 2019 are set out in note 26 to the consolidated financial statements.

## DISCLOSURES PURSUANT TO RULE 13.21 OF THE LISTING RULES

On 29 May 2014, Kinsenda (as borrower), a 77% owned subsidiary of the Company, and JCG (as guarantor) entered into a facility agreement ("**Facility Agreement 1**") with China Development Bank ("**CDB**") (as lender) in relation to a term loan facility in an amount of US\$225,000,000. The final repayment date of the term loan facility will be the date falling 10 years from the date of the first drawdown of such facility, which had taken place on 30 May 2014.

Pursuant to the Facility Agreement 1, JCG, the controlling shareholder of the Company, is required, at all times, to (directly or indirectly) own more than 50% of the shares of Kinsenda (the "**Specific Performance Obligation**"). However, for sake of future development, the Group had obtained a waiver from strict compliance with the Specific Performance Obligation from CDB in August 2017.

On 9 November 2016, Metorex (as borrower) entered into a facility agreement ("**Facility Agreement 2**") with CDB (as lender), whereas JCG acted as guarantor, in relation to a loan facility for the purpose of funding the working capital and operations of Metorex Group in an amount of US\$100,000,000. The final repayment date of the loan facility will be the date falling on the last day of a 36-month period from the date of the first drawdown of such facility, which had taken place on 14 November 2016.

## 五年財務概要

本集團過往五個財政年度之已公佈業績及資產、負債及非控股權益概要載於第245頁，摘錄自本集團經審核財務報表及已重新編列(如適用)。有關概要並不構成經審核財務報表之一部份。

## 物業、廠房及設備

本公司及本集團於年內之物業、廠房及設備之變動詳情載於綜合財務報表附註16。

## 銀行借貸

本集團於二零一九年十二月三十一日之銀行借貸詳情載於綜合財務報表附註26。

## 根據上市規則第13.21條規定進行的披露

於二零一四年五月二十九日，本公司持股77%的附屬公司Kinsenda(作為借款人)及金川(作為擔保人)與國家開發銀行(「**國家開發銀行**」)(作為貸款人)訂立一項融資協議(「**融資協議1**」)，內容有關金額為225,000,000美元之有期貸款融資。該筆有期貸款融資之最後還款日期將為首次提取該筆融資當日起計十年，而該筆融資已於二零一四年五月三十日動用。

根據融資協議1，本公司控股股東金川須於所有時候直接或間接擁有Kinsenda超過50%股份(「**特定履約責任**」)。然而，考慮到未來發展，本集團於二零一七年八月從國家開發銀行取得毋須嚴格遵守特定履約責任的豁免。

於二零一六年十一月九日，Metorex(作為借款人)與國家開發銀行(作為貸款人)訂立一項融資協議(「**融資協議2**」)，由金川作為擔保人，內容有關金額為100,000,000美元之貸款融資，以用作撥付Metorex集團之營運資金及業務運作。該筆貸款融資之最後還款日期將為首次提取該筆融資當日起計三十六個月之最後一日，而該筆融資已於二零一六年十一月十四日動用。



# Report of the Directors

## 董事會報告

Pursuant to the Facility Agreement 2, JCG, the controlling shareholder of the Company, is required, at all times, to (directly or indirectly) own not less than 51% of the shares of Metorex. Breach of the specific performance obligation stated in the Facility Agreement 2 will constitute an event of default of the Facility Agreement 1 and Facility Agreement 2. Upon the occurrence of such event of default, the relevant bank may declare the loan facility(ies) to be cancelled and all outstanding amounts may become immediately due and payable. The loan facility was fully repaid during 2019.

### SHARE CAPITAL

The Company issued new ordinary shares during the year ended 31 December 2018 upon conversion of PSCS, details of which are disclosed in the section headed "Issue of New Shares" under "Management Discussion & Analysis" of this Annual Report. Details of movements in the Company's share capital during the years ended 31 December 2019 and 2018 are set out in note 30 to the consolidated financial statements.

### EQUITY-LINKED AGREEMENTS

Save as (i) the Company's share option scheme disclosed in the section headed "Share Option Scheme" and note 31 to the consolidated financial statements, (ii) the Company's share incentive scheme disclosed in the section headed "Share Incentive Scheme", and (iii) the PSCS disclosed in note 32 to the consolidated financial statements and section headed "Issue of New Shares" under "Management Discussion & Analysis", no equity-linked agreements that will or may result in the Company issuing shares were entered into by the Company during the year and subsisted at the end of the year.

### CONTRACT OF SIGNIFICANCE

Apart from disclosed in the sections headed "Connected Transactions" and "Continuing Connected Transactions", no contract of significance has been entered into between the Company or any of its subsidiaries and the controlling shareholder or any of its subsidiaries during the year.

### PURCHASES, SALES OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2019.

根據融資協議2，本公司控股股東金川須於所有時候直接或間接擁有Metorex不少於51%股份。違反融資協議2所訂明之特定履約責任將構成融資協議1及融資協議2違約。一旦違約事件發生，有關銀行可宣告取消貸款融資，而所有未償還金額將即時到期繳付。貸款融資於二零一九年年內悉數償還。

### 股本

本公司於轉換永久次級可換股債券後於截至二零一八年十二月三十一日止年度內發行了新普通股，詳情於本年報「管理層討論及分析」中「發行新股份」一節內披露。本公司於截至二零一九年及二零一八年十二月三十一日止年度內之股本變動詳情載於綜合財務報表附註30。

### 股權掛鈎協議

除(i)於「購股權計劃」一節及綜合財務報表附註31內披露之本公司購股權計劃；(ii)於「股份激勵計劃」一節披露之本公司股份激勵計劃；及(iii)於綜合財務報表附註32及「管理層討論及分析」中「發行新股份」一節內披露之永久次級可換股證券外，並無於年內訂立且於年結日存續之股權掛鈎協議將會或可能令本公司發行股份。

### 重大合約

除「關連交易」及「持續關連交易」章節披露者外，本公司或其任何附屬公司於年內並無與控股股東或其任何附屬公司訂立任何重大合約。

### 購買、出售或贖回本公司上市證券

截至二零一九年十二月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

## RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 40 to the consolidated financial statements and in the consolidated statement of changes in equity, respectively.

## DISTRIBUTABLE RESERVES

The Company's reserves available for distribution to shareholders as at 31 December 2019, representing the aggregate of share premium account, contributed surplus and accumulated losses, amounted to US\$694,467,000 (2018: US\$695,352,000).

## DIRECTORS

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

### Executive Directors:

Mr. GAO Tianpeng (*Chief Executive Officer*)  
Mr. QIAO Fugui

### Non-Executive Directors:

Mr. CHEN Dexin (*Chairman of the Board*)<sup>1</sup>  
Mr. ZHANG Youda (*Chairman of the Board*)<sup>3</sup>  
Mr. ZENG Weibing<sup>2</sup>  
Mr. YANG Jinshan<sup>6</sup>  
Mr. LIU Jian<sup>5</sup>  
Mr. WANG Qiangzhong<sup>4</sup>

### Independent Non-Executive Directors:

Mr. WU Chi Keung  
Mr. YEN Yuen Ho, Tony  
Mr. POON Chiu Kwok

- <sup>1</sup> resigned with effect from 19 March 2019
- <sup>2</sup> resigned with effect from 31 December 2019
- <sup>3</sup> appointed as Chairman with effect from 19 March 2019
- <sup>4</sup> appointed with effect from 20 June 2019
- <sup>5</sup> appointed with effect from 31 December 2019
- <sup>6</sup> appointed with effect from 19 March 2019 and resigned with effect from 31 December 2019

Pursuant to Article 16.18 of the Articles of Association, at every annual general meeting of the Company, one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years.

Pursuant to Article 16.2 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office only until the next following general meeting of the Company and be subject to re-election at such meeting.

## 儲備

本公司及本集團於年內之儲備變動詳情已分別載於綜合財務報表附註40及綜合權益變動表。

## 可供分派儲備

本公司可供分派予股東之儲備相當於股份溢價賬、實繳盈餘及累計虧損之總和，其於二零一九年十二月三十一日為694,467,000美元（二零一八年：695,352,000美元）。

## 董事

年內及截至本報告日期止期間之本公司董事如下：

### 執行董事：

鄧天鵬先生 (*行政總裁*)  
喬富貴先生

### 非執行董事：

陳得信先生 (*董事會主席*)<sup>1</sup>  
張有達先生 (*董事會主席*)<sup>3</sup>  
曾衛兵先生<sup>2</sup>  
楊金山先生<sup>6</sup>  
劉建先生<sup>5</sup>  
王樞忠先生<sup>4</sup>

### 獨立非執行董事：

胡志強先生  
嚴元浩先生  
潘昭國先生

- <sup>1</sup> 於二零一九年三月十九日辭任
- <sup>2</sup> 於二零一九年十二月三十一日辭任
- <sup>3</sup> 於二零一九年三月十九日獲委任為主席
- <sup>4</sup> 於二零一九年六月二十日獲委任
- <sup>5</sup> 於二零一九年十二月三十一日獲委任
- <sup>6</sup> 於二零一九年三月十九日獲委任及於二零一九年十二月三十一日辭任

根據細則第16.18條，於本公司每次股東週年大會，時任董事中之三分之一應輪值退任，惟每名董事須每三年輪值退任至少一次。

根據細則第16.2條，董事會委任以填補臨時空缺之任何董事，其任期將於本公司下屆股東大會舉行時屆滿，並有資格於該大會上重選。

# Report of the Directors

## 董事會報告

### CHANGE IN INFORMATION OF DIRECTORS

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes in the information of the Directors are set out below:

Mr. Qiao Fugui resigned as the non-executive director of Wesizwe Platinum Limited with effect from 19 March 2019. The shares of Wesizwe Platinum Limited are listed on the Johannesburg Stock Exchange and the symbol of which is WEZ.

### DIRECTORS' SERVICE CONTRACTS

None of the Directors being proposed for re-election at the Company's forthcoming annual general meeting has service contracts with the Company or any of its subsidiaries which is not terminable by the Group within one year without payment of compensation (other than statutory compensation).

### DIRECTORS' RIGHTS TO ACQUIRE SHARES AND DEBENTURES

Save as disclosed in the section headed "Share Option Scheme" and "Share Incentive Scheme" below, neither at the end of nor at any time during the year there subsisted any arrangement to which the Company or any of its subsidiaries or its parent companies or its fellow subsidiaries was a party and the objectives of or one of the objectives of such arrangement are/is to enable the Directors, their respective spouse or children under the age of 18 to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

### DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No contracts, transactions or arrangements of significance, to which the Company, its subsidiaries, its holding company or any of its subsidiaries was a party and in which a Director or entity connected with a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or existed during the year ended 31 December 2019.

### 董事資料變動

以下載列根據上市規則第13.51B(1)條有關董事資料之變動：

喬富貴先生自二零一九年三月十九日起辭任Wesizwe Platinum Limited非執行董事。Wesizwe Platinum Limited的股票於約翰尼斯堡證券交易所上市，其股票代號為WEZ。

### 董事服務合約

概無於本公司應屆股東週年大會膺選連任之董事與本公司或其任何附屬公司訂有任何不可由本集團於一年內終止而毋須作出賠償(法定賠償除外)之服務合約。

### 董事購買股份及債券之權利

於年結日及年內任何時間，本公司或其任何附屬公司或其母公司或其同系附屬公司概無訂有任何安排，而有關安排之目的或其中一項目的為使董事、其各自之配偶或十八歲以下之子女能以收購本公司或任何其他法人團體之股份或債券之方式獲得利益。

### 董事於交易、安排或合約之權益

於年結日或年內任何時間，本公司、其附屬公司、其控股公司或其任何附屬公司概無訂有董事或與董事有關連的實體直接或間接擁有重大權益之重大合約、交易或安排。

### 管理合約

截至二零一九年十二月三十一日止年度，本集團並無訂立或存續任何涉及管理及行政管理其全部或任何主要部分業務的合約。

## PERMITTED INDEMNITY PROVISION

The Company's articles of association state that every Director is entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred or sustained by him as a Director in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted. The Company has arranged for appropriate insurance cover for potential liabilities of Directors and officers of the Company to third parties arising out of their corporate activities. All Directors have the benefit of directors' and officers' liability insurance.

This permitted indemnity provision was in force for the benefit of the Directors during the financial year ended 31 December 2019, and remains to be in force as at the date of this "Report of the Directors".

## SHARE OPTION SCHEME

On 19 June 2019, under the approval of its shareholders at extraordinary general meeting, the Company adopted a new share option scheme (the "New Scheme") and terminated the old share option scheme (the "Old Scheme") which was approved by the annual general meeting held on 20 June 2012. The purpose of the New Scheme is to provide incentives and reward to eligible participants for their contribution to, and continuing efforts to promote the interests of, the Group and for such other purposes as the Board may approve from time to time. Eligible participants of the New Scheme include any director (whether executive or non-executive, including any independent non-executive director) or employee (whether full time or part time) of the Group. The New Scheme, unless otherwise terminated or amended, will remain in force for a period of 10 years from 19 June 2019. Further details of the New Scheme are set out in the Company's circular dated 30 May 2019.

No share option was granted or exercised under both the Old Scheme and the New Scheme during the year ended 31 December 2019. The Company had no share option outstanding as at 31 December 2019.

## 獲准許之彌償條文

本公司組織章程細則訂明，每位董事均可獲本公司以其資產彌償其作為董事因就任何民事或刑事訴訟作出抗辯（限於其獲判勝訴或無罪之訴訟）而招致或蒙受之一切損失或負債。本公司已為董事及高級職員安排合適保險保障，針對因進行公司業務而可能需向第三方承擔的責任。所有董事均享有董事及行政人員責任保險保障。

前述准許的彌償條文在截至二零一九年十二月三十一日的財政年度中有效，且在本「董事會報告」刊發日期仍然有效。

## 購股權計劃

於二零一九年六月十九日，經股東於股東特別大會上批准後，本公司採納新購股權計劃（「新計劃」）並終止舊購股權計劃（「舊計劃」），該舊計劃已於二零一二年六月二十日舉行之股東週年大會上批准。新計劃旨在就合資格參與者對提升本集團利益所作之貢獻及持續努力以及對董事會不時批准之其他目的向合資格參與者提供激勵及獎勵。新計劃之合資格參與者包括本集團之任何董事（不論是執行董事或非執行董事，包括任何獨立非執行董事）或僱員（不論全職或兼職）。除非以其他方式予以終止或修訂，否則新計劃將由二零一九年六月十九日起計十年內維持生效。新計劃之進一步詳情載於本公司日期為二零一九年五月三十日之通函。

於截至二零一九年十二月三十一日止年度，概無購股權根據舊計劃及新計劃獲授出或獲行使。本公司於二零一九年十二月三十一日概無尚未行使之購股權。

### SHARE INCENTIVE SCHEME

A share incentive scheme (the “**Share Incentive Scheme**”) was approved by the then shareholders at the annual general meeting of the Company held on 2 June 2015 (the “**Adoption Date**”). The purpose of the Share Incentive Scheme is to provide incentive or reward to Directors or employees of the Group for their contributions to, and continuing efforts to promote the interests of, the Group and its business. Pursuant to the Share Incentive Scheme, performance-based shares of the Company may be granted to eligible persons. The Share Incentive Scheme permits the granting of the performance-based shares to the eligible persons that are either new shares of the Company or existing shares of the Company that are purchased pursuant to the terms of the Share Incentive Scheme.

The aggregate number of the performance-based shares which may be allotted and issued and/or purchased upon vesting of the performance-based shares granted under the Share Incentive Scheme is limited to 10% of the total number of shares of the Company in issue as at the Adoption Date. Pursuant to the Share Incentive Scheme, the maximum aggregate number of shares of the Company which may be allotted and issued or purchased upon the vesting of performance-based shares granted under the Share Incentive Scheme and yet to be vested in relation to shares of the Company or options granted under other long-term incentive schemes of the Company (including the Scheme) must not, in aggregate, exceed 30% of the total number of shares of the Company in issue from time to time.

At the Company’s annual general meeting held on 19 June 2019 (“**2019 AGM**”), a scheme mandate was granted to the Board to exercise the powers of the Company to issue new shares of the Company not exceeding 2% of the issued share capital of the Company as at the date of 2019 AGM. Such mandate has not been used and will lapse at the conclusion of the annual general meeting of the Company in 2020. It is expected that the Company will continue to seek granting of similar scheme mandates from the shareholders at future annual general meetings of the Company during the term of the Share Incentive Scheme so as to enable the Company to allot and issue new shares to satisfy the grant of the performance-based shares under the Share Incentive Scheme.

### 股份激勵計劃

股份激勵計劃(「**股份激勵計劃**」)於二零一五年六月二日(「**採納日期**」)舉行之本公司股東週年大會上獲當時之股東批准。股份激勵計劃之目的是為向本集團董事或員工提供獎勵或獎賞，以嘉獎彼等對提高本集團及其業務之利益作出之貢獻及持續作出的努力。根據股份激勵計劃，本公司可向合資格人士授出本公司之業績股份。股份激勵計劃允許本公司向合資格人士授出本公司之新股份，或本公司根據股份激勵計劃之條款所購買之現有股份作為業績股份。

於根據股份激勵計劃授出之業績股份歸屬時，可能配發及發行及／或購買之業績股份總數以採納日期本公司已發行股份總數10%為限。根據股份激勵計劃，於根據股份激勵計劃授出之業績股份歸屬時可能配發及發行或購買之股份，連同根據本公司其他長期激勵計劃(包括計劃)所授出之股份或購股權之相關未歸屬股份總數，合共最多不得超過本公司不時已發行股份總數之30%。

於二零一九年六月十九日舉行之本公司股東週年大會(「**二零一九年股東週年大會**」)上，董事會獲授予計劃授權，藉此可行使本公司之權力發行不超過於二零一九年股東週年大會日期本公司已發行股本2%之本公司新股份。該授權尚未動用，且將於本公司之二零二零年股東週年大會結束時失效。預期本公司將於股份激勵計劃之年期內，在日後之本公司股東週年大會上繼續尋求股東授出類似之計劃授權，以便本公司配發及發行新股份，從而得以根據股份激勵計劃授出業績股份。

DISCLOSURE OF INTERESTS

- (a) Directors' and chief executive's interests and short positions in shares, underlying shares and debentures of the company or its associated corporations

權益披露

- (a) 董事及最高行政人員於本公司或其相聯法團之股份、相關股份及債券之權益及淡倉

Name of Director	Capacity/nature of interest	Number of Shares interested (Note 1)	Percentage of the total number of Shares in issue (%) (Note 2)
董事名稱	身份／權益性質	擁有權益之股份數目 (附註1)	佔已發行股份總數之百分比 (%) (附註2)
Yang Jinshan 楊金山	Beneficial Owner 實益擁有人	700,000 (L)	0.01%

Notes:

- (1) the letter "L" denotes the long position in such Shares.  
(2) The calculation was based on the total number of issued shares of the Company (i.e. 12,609,873,051 Shares) as at 31 December 2019.

Saved as disclosed, as at 31 December 2019, none of the Directors or chief executive of the Company had any interest or short position in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required: (a) pursuant to section 352 of the SFO, to be entered in the register referred to therein; (b) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code as set out in Appendix 10 to the Listing Rules.

附註：

- (1) 字母「L」代表於有關股份之好倉。  
(2) 佔已發行股份總數之百分比乃根據於二零一九年十二月三十一日本公司已發行股份總數(即12,609,873,051股股份)計算。

除所披露者外，於二零一九年十二月三十一日，概無董事或本公司最高行政人員於本公司或其相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中，擁有任何：(a)須記錄於根據證券及期貨條例第352條所規定存置之登記冊之權益或淡倉；(b)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益或淡倉；或(c)根據上市規則附錄10所載的標準守則須知會本公司及聯交所之權益或淡倉。

# Report of the Directors

## 董事會報告

### (b) Interests and short positions of substantial shareholders in the shares and underlying shares of the company

As at 31 December 2019, so far as is known to the Directors, the following persons (i) had interests or short positions in the shares and/or underlying shares of the Company which were recorded in the register required to be kept by the Company under section 336 of the SFO; or (ii) were, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying the right to vote in all circumstances at general meetings of the Company or any options in respect of such capital.

Long positions and short positions in the shares and underlying shares of the Company:

### (b) 主要股東於本公司股份及相關股份之權益及淡倉

於二零一九年十二月三十一日，就董事所知，下列人士 (i) 於本公司股份及／或相關股份中持有根據證券及期貨條例第336條須登記於本公司所保存登記冊內之權益或淡倉，或 (ii) 直接或間接擁有附有權利可於任何情況下在本公司股東大會投票之任何類別股本面值5%或以上之權益或該等股本之任何相關購股權。

於本公司股份及相關股份之好倉及淡倉：

Name of shareholder 股東名稱	Notes 附註	Capacity/ Nature of interest 身份／權益性質	Number of Shares interested (Note 1) 擁有權益之 股份數目 (附註1)	Number of Shares which may be converted from PSCS (Note 1) 永久次級可換 股證券可轉換之 股份數目(附註1)	Percentage of the total number of Shares in issue (%) (Note 3) 佔已發行股份 總數之百分比 (%) (附註3)
Jinchuan Group Co., Ltd* 金川集團股份有限公司	(2), (4) & (5)	Interest of controlled corporation 受控法團權益	7,593,009,857 (L)	690,000,000(L) 690,000,000(S)	65.69% 5.47%
Jinchuan Group (Hongkong) Resources Holdings Limited 金川集團(香港)資源控股有限公司	(2), (4) & (5)	Interest of controlled corporation 受控法團權益	7,593,009,857 (L)	690,000,000(L) 690,000,000(S)	65.69% 5.47%
Jinchuan (BVI) Limited 金川(BVI)有限公司	(2), (4) & (5)	Interest of controlled corporation/ Beneficial owner 受控法團權益／實益擁有人	7,593,009,857 (L)	690,000,000(L) 690,000,000(S)	65.69% 5.47%
Jinchuan (BVI) 1 Limited 金川(BVI)1有限公司	(2)	Beneficial owner 實益擁有人	1,888,449,377 (L)	-	14.98%
Jinchuan (BVI) 2 Limited 金川(BVI)2有限公司	(2)	Beneficial owner 實益擁有人	583,518,372 (L)	-	4.63%
Jinchuan (BVI) 3 Limited 金川(BVI)3有限公司	(2)	Beneficial owner 實益擁有人	534,922,108 (L)	-	4.24%
Gansu Province Economy Cooperation Corporation* 甘肅省經濟合作總公司		Beneficial owner 實益擁有人	1,090,000,000 (L)	-	8.64%
Gansu Province Xinye Assets Management Co. Ltd.* 甘肅省新業資產經營有限責任公司		Beneficial owner 實益擁有人	1,110,000,000 (L)	-	8.80%

Notes:

1. The letter "L" denotes the long position in such Shares and the letter "S" denotes the short position in such Shares.
2. Jinchuan Group Co., Ltd\* directly owned 100% of the issued share capital of Jinchuan Group (Hongkong) Resources Holdings Limited which in turn owned 100% of the issued share capital of Jinchuan (BVI) Limited which owned 100% of the issued share capital of each of Jinchuan (BVI) 1 Limited, Jinchuan (BVI) 2 Limited and Jinchuan (BVI) 3 Limited. Therefore, Jinchuan Group Co., Ltd\*, Jinchuan Group (Hongkong) Resources Holdings Limited and Jinchuan (BVI) Limited were deemed to be interested in the 1,888,449,377 shares, 583,518,372 shares and 534,922,108 shares of the Company held by Jinchuan (BVI) 1 Limited, Jinchuan (BVI) 2 Limited and Jinchuan (BVI) 3 Limited respectively under the SFO.
3. The calculation is based on the total number of issued shares of the Company (i.e. 12,609,873,051 Shares) as at 31 December 2019.
4. Jinchuan (BVI) Limited directly held 4,586,120,000 Shares and PSCS in the amount of US\$88,461,539 (equivalent to approximately HK\$690,000,000) which may be converted into 690,000,000 shares of the Company at an initial conversion price of HK\$1.00 per share. Based on the relations set out in note 2 above, Jinchuan Group Co., Ltd\* and Jinchuan Group (Hongkong) Resources Holdings Limited were deemed to be interested in the 4,586,120,000 shares of the Company and 690,000,000 underlying shares which may be converted from PSCS of the Company held by Jinchuan (BVI) Limited under the SFO.
5. According to the information available to the Company, Jinchuan (BVI) Limited had entered into agreements to transfer the remaining principal amount of US\$88,461,539 of the PSCS convertible into 690,000,000 conversion shares at an initial conversion price of HK\$1.00 per conversion share.

Save as disclosed above, as at 31 December 2019, so far as is known to the Directors, no other person (i) had interests or short positions in the shares and underlying shares of the Company which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or (ii) were, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying the right to vote in all circumstances at general meetings of the Company or any options in respect of such capital.

\* For identification purposes only

附註：

1. 字母「L」代表於有關股份之好倉，字母「S」代表於有關股份之淡倉。
2. 金川集團股份有限公司直接持有金川集團(香港)資源控股有限公司已發行股本之100%，金川集團(香港)資源控股有限公司持有金川(BVI)有限公司已發行股本之100%，金川(BVI)有限公司持有金川(BVI)1有限公司、金川(BVI)2有限公司及金川(BVI)3有限公司各自己發行股本之100%。因此，根據證券及期貨條例，金川集團股份有限公司、金川集團(香港)資源控股有限公司及金川(BVI)有限公司被視為於金川(BVI)1有限公司、金川(BVI)2有限公司及金川(BVI)3有限公司分別所持之1,888,449,377股、583,518,372股及534,922,108股本公司股份中擁有權益。
3. 佔已發行股份總數之百分比乃根據於二零一九年十二月三十一日本公司已發行股份總數(即12,609,873,051股股份)計算。
4. 金川(BVI)有限公司直接持有4,586,120,000股股份及金額合共88,461,539美元(相當於約690,000,000港元)之永久次級可換股證券，據此可按初步換股價每股1.00港元轉換為690,000,000股本公司股份。基於上述附註2所述的關係，根據證券及期貨條例，金川集團股份有限公司及金川集團(香港)資源控股有限公司被視作於金川(BVI)有限公司所持之4,586,120,000股本公司股份及690,000,000股永久次級可換股證券可轉換之本公司相關股份中擁有權益。
5. 根據本公司所得資料，金川(BVI)有限公司曾訂立協議，以轉讓可按初步換股價每股換股股份1.00港元轉換為690,000,000股換股股份之本金餘額88,461,539美元之永久次級可換股證券。

除上文披露者外，於二零一九年十二月三十一日，就董事所知，概無其他人士(i)於本公司股份及相關股份中擁有須記入本公司根據證券及期貨條例第336條所規定存置之登記冊之權益或淡倉；或(ii)直接或間接擁有附帶權利可於所有情況下在本公司股東大會上投票之任何類別股本面值5%或以上權益，或有關該等股本之任何購股權。

\* 僅供識別



# Report of the Directors

## 董事會報告

### MAJOR CUSTOMERS AND SUPPLIERS

During the year under review, sales to the Group's five largest customers accounted for 39% (2018: 56%) of the total sales for the year and sales to the Group's largest customer accounted for 13% (2018: 17%) of the total sales for the year. Purchases from the Group's five largest suppliers accounted for 50% (2018: 56%) of the total purchases for the year and purchases from the largest supplier accounted for 19% (2018: 19%) of the total purchases for the year.

At no time during the year did a Director, a close associate of a Director, or a shareholder of the Company (which to the knowledge of the Directors own more than 5% of the Company's number of issued shares) had any beneficial interest in any of the Group's five largest customers or suppliers for the year ended 31 December 2019 and 2018, save that a non wholly-owned subsidiary of JCG was the largest customer of the Group in 2018.

### RETIREMENT BENEFIT SCHEMES

The Group strictly complies with the Mandatory Provident Fund Schemes Ordinance in making mandatory contributions for its staff in Hong Kong, and also makes contributions to staff retirement fund for those staff in the PRC, South Africa, the DRC and Zambia. Details of the Group's retirement benefit schemes for the year ended 31 December 2019 are set out in note 36 to the consolidated financial statements.

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association, or the laws of the Cayman Islands, where the Company is incorporated, which oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

### COMPETING INTERESTS

None of the Directors and their respective associates (as defined in the Listing Rules) had an interest in a business which competes or is likely to compete with the business of the Group throughout the year ended 31 December 2019.

### 主要客戶及供應商

於回顧年度，本集團的五大客戶銷售額佔年度銷售總額的39%（二零一八年：56%），而本集團最大客戶銷售額佔年度銷售總額的13%（二零一八年：17%）。本集團的五大供應商採購額佔年度採購總額的50%（二零一八年：56%），而最大供應商採購額佔年度採購總額19%（二零一八年：19%）。

於年內任何時間，除金川旗下一間非全資附屬公司於二零一八年為本集團最大客戶之外，本公司董事、董事之緊密聯繫人士或股東（就董事所知擁有本公司已發行股份數目5%以上）於截至二零一九年及二零一八年十二月三十一日止年度概無於本集團之五大客戶或供應商中擁有任何實益權益。

### 退休福利計劃

本集團嚴格遵照強制性公積金計劃條例，為香港員工作出強制性供款，並為中國、南非、剛果（金）及贊比亞之員工作出員工退休金供款。本集團截至二零一九年十二月三十一日止年度之退休福利計劃詳情載於綜合財務報表附註36。

### 優先購買權

本公司之公司組織章程細則或本公司註冊地點開曼群島之法例並無有關優先購買權之規定，本公司毋須按比例向現有股東提呈新股份。

### 競爭性權益

董事及彼等各自之聯繫人士（定義見上市規則）於截至二零一九年十二月三十一日止整個年度內概無於對本集團之業務構成或可能構成競爭之業務中擁有權益。

## EMOLUMENT POLICY

The emolument policy of the employees of the Group is set out by the Board on the basis of their merit, qualifications and competence.

The emoluments of the Directors are decided by the Board, having regard to the Company's operating results, individual performance and comparable market statistics as well as the recommendations of the Remuneration and Nomination Committee of the Board.

The Company has adopted the New Scheme on 19 June 2019 and a share incentive scheme on 2 June 2015 as an incentive to directors and eligible employees of the Group. Further details of the New Scheme are set out in the Company's circular dated 30 May 2019.

## SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this report, the Company has maintained a sufficient public float of not less than 25% of the Company's total number of issued shares as required under the Listing Rules.

## CONNECTED TRANSACTIONS

During the year under review, the Group had the following connected transactions which were subject to reporting and announcement requirements pursuant to the Listing Rules, but were exempt from the independent shareholders' approval requirement.

### (i) Survey Contract

*Contract Date*

31 December 2018

*Parties*

Service Receiver: Chibuluma, an indirect non wholly-owned subsidiary of the Company.

Service Provider: Jinchuan R&E, a direct wholly-owned subsidiary of JCG.

## 薪酬政策

本集團之僱員薪酬政策乃由董事會按彼等之優點、資歷及能力釐定。

董事之薪酬乃由董事會經考慮本公司經營業績、個別表現、市場可比較公司之數據以及董事會薪酬及提名委員會的建議而定。

本公司已於二零一九年六月十九日採納新計劃及於二零一五年六月二日採納股份激勵計劃，以向本集團董事及合資格僱員提供獎勵。新計劃之進一步詳情載於本公司日期為二零一九年五月三十日之通函。

## 足夠公眾持股量

根據本公司可取得之公開資料及據董事所知悉，於本報告日期，本公司維持根據上市規則之規定不少於本公司已發行股份總數25%之足夠公眾持股量。

## 關連交易

於回顧年度，本集團已進行下列根據上市規則須遵守申報及公告規定但獲豁免遵守獨立股東批准規定之關連交易。

### (i) 勘查合同

*合同日期*

二零一八年十二月三十一日

*訂約方*

服務接收方：Chibuluma，本公司之間接非全資附屬公司。

服務提供方：鎳鈷設計院，金川之直接全資附屬公司。

*Principal Terms*

Chibuluma and Jinchuan R&E entered into the survey contract relating to the provision of geochemical and ground-geophysical surveys in the Northwestern Province Exploration Projects by Jinchuan R&E to Chibuluma. Please refer to the announcement published by the Company on 31 December 2018 for details.

*Consideration*

The basic contract price for geochemical work shall be approximately US\$620,000, whilst the basic contract price for ground-geophysical work shall be approximately US\$120,000. The total contract price shall be subject to adjustments based on actual work to be undertaken. By the end of December 2019, approximately 70% of contracted work was completed by Jinchuan R&E.

(ii) **Exploration Contract**

*Contract Date*

10 July 2019

*Parties*

Service Receiver: Chibuluma, an indirect non wholly-owned subsidiary of the Company

Service Provider: Jinchuan R&E, a direct wholly-owned subsidiary of JCG

*Principal Terms*

Chibuluma and Jinchuan R&E entered into the exploration contract relating to the provision of infill geochemical soil sampling, trenching, ground induced polarization and drilling management works at the Northwestern Province Exploration Projects by Jinchuan R&E to Chibuluma. Please refer to the announcement published by the Company on 10 July 2019 for details.

*Consideration*

The basic contract price for exploration work shall be approximately US\$375,400. All services were completed in the year ended 31 December 2019.

*主要條款*

Chibuluma與鎳鈷設計院訂立勘查合同，內容有關鎳鈷設計院就西北省勘探項目向Chibuluma提供地球化學和地面地球物理勘查服務。有關詳情請參閱本公司於二零一八年十二月三十一日刊發之公告。

*代價*

地球化學工作之基本合同價格將約為620,000美元，而地面地球物理工作之基本合同價格將約為120,000美元。合同總價格將根據實際將予進行之工作予以調整。直至二零一九年十二月底，鎳鈷設計院完成合同工作的約70%。

(ii) **勘探合同**

*合同日期*

二零一九年七月十日

*訂約方*

服務接收方：Chibuluma，本公司之間接非全資附屬公司

服務提供方：鎳鈷設計院，金川之直接全資附屬公司

*主要條款*

Chibuluma與鎳鈷設計院訂立勘探合同，內容有關鎳鈷設計院就西北省勘探項目向Chibuluma提供加密地球化學土壤採樣、挖礦槽、地面激發極化及鑽探管理工作。有關詳情請參閱本公司於二零一九年七月十日刊發之公告。

*代價*

勘探工作之基本合同價格將約為375,400美元。所有服務於截至二零一九年十二月三十一日止年度內完成。

(iii) Design Supervision Contract

*Contract Date*

31 December 2018

*Parties*

Service Receiver: Ruashi, an indirect non wholly-owned subsidiary of the Company

Service Provider: Jinchuan R&E, a direct wholly-owned subsidiary of JCG

*Principal Terms*

Ruashi and Jinchuan R&E entered into the design supervision contract relating to the provision of design supervision services for Musonoi Project by Jinchuan R&E to Ruashi. Please refer to the announcement published by the Company on 31 December 2018 for details.

*Consideration*

The basic contract price for design supervision services shall be approximately US\$242,409. Approximate 80% of the contract work was completed by Jinchuan R&E by the end of 2019.

(iii) 設計監理合同

*合同日期*

二零一八年十二月三十一日

*訂約方*

服務接收方：Ruashi，本公司之間接非全資附屬公司

服務提供方：鎳鈷設計院，金川之直接全資附屬公司

*主要條款*

Ruashi與鎳鈷設計院訂立設計監理合同，內容有關鎳鈷設計院就Musonoi項目向Ruashi提供設計監理服務。有關詳情請參閱本公司於二零一八年十二月三十一日刊發之公告。

*代價*

設計監理服務之基本合同價格將約為242,409美元。直至二零一九年年底，鎳鈷設計院完成合同工作的約80%。

## CONTINUING CONNECTED TRANSACTIONS

During the year under review, the Group had the following continuing connected transactions which were subject to reporting and announcement requirements pursuant to the Listing Rules, but were exempt from the independent shareholders' approval requirement.

### (i) Jin Gang Framework Agreement

#### *Contract Date*

20 November 2019

#### *Parties*

Services Receiver: the Group

Services Provider: Jin Gang, an indirect non wholly-owned subsidiary of JCG

#### *Term*

For a term of three years commencing retrospectively on 1 January 2019 and ending on 31 December 2021 (both days inclusive)

#### *Principal Terms*

On 17 July 2018, Jin Gang and Kinsenda entered into a maintenance contract and a mining contract (as amended by an amendment agreement entered on 31 December 2018). The maintenance contract is related to the provision of maintenance work in the process and backfill plants and the bagging and loading work in Kinsenda Mine and the mining contract is related to the provision of underground mine production service in the Kinsenda Mine.

On 20 November 2019, the Company has entered into the Jin Gang Framework Agreement with Jin Gang to expand the services provided by Jin Gang to other mines of the Group, pursuant to which, Jin Gang as contractor shall provide maintenance, bagging and wide variety mining service to the Group.

Please refer to the announcements published by the Company on 17 July 2018, 31 December 2018 and 20 November 2019 for details.

#### *Consideration*

The Group incurred mining expenses, maintenance of US\$14,985,000 for the year ended 31 December 2019, which did not exceed the annual cap for 2019 of US\$17,500,000.

## 持續關連交易

於回顧年度，本集團已進行下列根據上市規則須遵守申報及公告規定但獲豁免遵守獨立股東批准規定之持續關連交易。

### (i) Jin Gang 框架協議

#### *合同日期*

二零一九年十一月二十日

#### *訂約方*

服務接收方：本集團

服務提供商：Jin Gang，金川之間接非全資附屬公司

#### *年期*

年期追溯至二零一九年一月一日起計及截至二零二一年十二月三十一日止（包括首尾兩日），為期三年

#### *主要條款*

於二零一八年七月十七日，Jin Gang 與 Kinsenda 訂立維護合同及採礦合同（由日期為二零一八年十二月三十一日之修訂協議所修訂）。維護合同有關於 Kinsenda 礦場內提供加工廠及回填廠維護工作及裝袋及貨物裝載工作以及採礦合同有關於 Kinsenda 礦場內提供地下採礦生產服務。

於二零一九年十一月二十日，本公司已與 Jin Gang 訂立 Jin Gang 框架協議以擴展 Jin Gang 提供的服務至本集團的其他礦場。據此，Jin Gang 作為承包商將向本集團提供維護、裝袋及多種採礦服務。

有關詳情請參閱本公司於二零一八年七月十七日、二零一八年十二月三十一日及二零一九年十一月二十日刊發之公告。

#### *代價*

本集團截至二零一九年十二月三十一日止年度產生採礦開支、維護開支約 14,985,000 美元，其並未超過二零一九年之年度上限 17,500,000 美元。

(ii) Leasing of Kinsenda's Equipment

*Contract Date*

17 July 2018

*Parties*

Lessor: Kinsenda, an indirect non wholly-owned subsidiary of the Company

Lessee: Jin Gang, an indirect non wholly-owned subsidiary of JCG

*Principal Terms*

Pursuant to a mining contract entered into between Kinsenda and Jin Gang on 17 July 2018, if Jin Gang shall request Kinsenda to make available to Jin Gang certain equipments belonging to Kinsenda for the performance of its work under the contract and if Kinsenda shall agree to such a request the equipment or facilities may be changed at agreed rental rates. The rental cost shall be deducted from mining expenses payment to Jin Gang by Kinsenda. Please refer to the announcements published by the Company on 17 July 2018 and 20 November 2019 for details.

*Consideration*

The Group received rental income of approximately US\$1,878,000 for the year ended 31 December 2019, which did not exceed the annual cap for 2019 of US\$2,000,000.

(ii) Kinsenda設備租賃

*合同日期*

二零一八年七月十七日

*訂約方*

出租人：Kinsenda，本公司之間接非全資附屬公司

承租人：Jin Gang，金川之間接非全資附屬公司

*主要條款*

根據Kinsenda與Jin Gang於二零一八年七月十七日訂立之採礦合同，倘Jin Gang將要求Kinsenda向Jin Gang出租屬於其的若干設備，以進行合同項下的工作及倘Kinsenda同意設備或設施可按協定租金費率的要求。租賃成本將由Kinsenda向Jin Gang支付的採礦開支付款中扣除。有關詳情請參閱本公司於二零一八年七月十七日及二零一九年十一月二十日刊發之公告。

*代價*

本集團截至二零一九年十二月三十一日止年度收取租金收入約1,878,000美元，其並未超過二零一九年之年度上限2,000,000美元。

# Report of the Directors

## 董事會報告

During the year under review, the Group had the following continuing connected transactions which were subject to reporting, announcement and independent shareholders' approval requirements pursuant to the Listing Rules.

### Trading of Mineral and Metal Products Framework Agreement ("2019 CCT Agreement")

#### Contract and Announcement Date

5 June 2019

#### Parties

Buyer: JCG

Seller: The Company

#### Principal Terms

On 5 June 2019 (after trading hours), the Company and JCG entered into the 2019 CCT Agreement which will replace all previous connected transaction agreement with JCG Group.

Pursuant to the 2019 CCT Agreement, the Company has agreed to cause the Group to sell to JCG Group, and JCG has agreed to cause JCG Group (for the purpose of 2019 CCT Agreement, excluding the Group) to purchase from the Group, the Mineral and Metal Products that the Group may source from third parties or produce by the mines of the Group during the term of the 2019 CCT Agreement.

The quantity of each type of Mineral and Metal Products to be sold to JCG Group is not fixed under the terms of the 2019 CCT Agreement but is to be determined and agreed between the relevant parties from time to time.

Please refer to the announcement dated 5 June 2019 and circular dated 21 June 2019 published by the Company for more details.

於回顧年度，本集團已進行下列根據上市規則須遵守申報、公告及獨立股東批准規定之持續關連交易。

### 買賣礦產品及金屬產品框架協議（「二零一九年持續關連交易協議」）

#### 合同及公告日期

二零一九年六月五日

#### 訂約方

買方：金川

賣方：本公司

#### 主要條款

於二零一九年六月五日（於交易時段後），本公司與金川訂立二零一九年持續關連交易協議，其將取代所有先前與金川集團訂立的關連交易協議。

根據二零一九年持續關連交易協議，於二零一九年持續關連交易協議期間，本公司同意促使本集團向金川集團出售，而金川同意促使金川集團（就二零一九年持續關連交易協議而言，不包括本集團）向本集團購買由本集團向第三方採購或由本集團礦場生產的礦產品及金屬產品。

出售予金川集團之每種礦產品及金屬產品的數量並未於二零一九年持續關連交易協議之條款中訂定，而是不時由有關訂約各方釐定及協商。

有關更多詳情請參閱本公司於二零一九年六月五日刊發之公告以及於二零一九年六月二十一日刊發之通函。

*Basis of the selling prices of the Mineral and Metal Products*

The consideration of the Mineral and Metal Products sold will be determined with reference to the prevailing market price of the Mineral and Metal Products at the time of each specific agreement to be entered into pursuant to the 2019 CCT Agreement, subject to certain adjustments mainly involve the basis coefficient pricing, the moisture content, the percentage of metal content and the impurity element content in the metals. Market prices of copper, cobalt, nickel and other relevant metals refer to (i) the monthly moving average price or the monthly average settlement price of copper quoted on the LME; or (ii) the monthly moving average price of cobalt quoted on the MB; or (iii) the monthly moving average price or the monthly average settlement price of nickel quoted on the LME; or (iv) when the market price of other Mineral and Metal Products could not be adequately reflected through (i), (ii) and (iii) at the place of sale or the receiving market, the price shall be reasonably determined by both parties after making reference to the monthly average selling price of Mineral and Metal Products at the place of sale or the receiving market. Such price will be determined by making reference to the selling price charged by other renowned mining companies at the place of sale or receiving market, and a recognized stock index that is comparable to the LME or the MB, such as SMM Information & Technology Co., Ltd, Shanghai Futures Exchange or Chicago Mercantile Exchange. This mechanism is intended to ensure that the selling prices for the Mineral and Metal Products provided by the Group to JCG Group will be determined on normal commercial terms.

*Consideration*

No Mineral and Metal Products was sold by the Group to JCG Group in the year ended 31 December 2019 and the annual cap for 2019 of US\$490,000,000 was not exceeded.

The transactions contemplated under the agreements between them constituted connected transactions as defined in Listing Rules.

*礦產品及金屬產品之售價基準*

已售礦產品及金屬產品的代價將參考根據二零一九年持續關連交易協議所訂立之各項礦產品及金屬產品協議之當時市價釐定，惟可進行若干調整，主要涉及基本價格系數釐定、水分含量、金屬含量百分比及金屬雜質元素含量。銅、鈷、鎳及其他相關金屬的市價指(i)倫金所所報銅的每月移動平均價格或每月平均結算價格；或(ii)金屬導報所報鈷的每月移動平均價格；或(iii)倫金所所報鎳的每月移動平均價格或每月平均結算價格；或(iv)當其他礦產品及金屬產品的市場價格無法透過(i)、(ii)及(iii)在銷售地或收貨市場予以充分反映時，價格應由雙方經參考礦產品及金屬產品於銷售地或收貨市場的每月平均售價後合理釐定。該價格將參考其他知名礦業公司於銷售地或收貨市場所索之銷售價格，以及與倫金所或金屬導報可資比較的認可商品交易指數(如上海有色網信息科技股份有限公司、上海期貨交易所或芝加哥商品交易所)而釐定。此機制旨在確保本集團向金川集團提供之礦產品及金屬產品售價將按一般商業條款釐定。

*代價*

截至二零一九年十二月三十一日止年度，本集團並無向金川集團出售礦產品及金屬產品，其並未超過二零一九年之年度上限490,000,000美元。

彼等於該等協議項下擬進行之交易構成上市規則界定之關連交易。



# Report of the Directors

## 董事會報告

All the above continuing connected transactions for the year ended 31 December 2019 have been reviewed by the independent non-executive Directors. The independent non-executive Directors have confirmed that the continuing connected transactions have been entered into:

- (a) in the ordinary and usual course of business of the Group;
- (b) either on normal commercial terms or on terms no less favourable to the Group than terms available to or from independent third parties; and
- (c) in accordance with the respective agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The Company's auditors were engaged to report on the Group's continuing connected transactions in accordance with the Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditors have issued an unqualified letter containing their findings and conclusions in respect of the continuing connected transactions for the year ended 31 December 2019 in accordance with Rule 14A.56 of Listing Rules. A copy of the auditors' letter has been provided by the Company to the Stock Exchange.

Save as disclosed above, no contracts, transactions or arrangements of significance to which the Company or any of its subsidiaries was a party and in which a Director or any entity connected with a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

The Directors confirmed that the material related party transactions as disclosed in note 37 to the consolidated financial statements fall under the definition of connected transactions or continuing connected transactions. The Directors confirmed that those transactions complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

上述截至二零一九年十二月三十一日止年度之持續關連交易均已經獨立非執行董事審閱。獨立非執行董事確認，所訂立之持續關連交易：

- (a) 於本集團之日常及一般業務過程中進行；
- (b) 按正常商業條款進行，或對本集團而言按不遜於給予獨立第三方或從獨立第三方取得之條款進行；及
- (c) 按照規管有關交易之各自之協議進行，其條款屬公平合理，並符合本公司股東之整體利益。

本公司的核數師已獲委聘，按照香港會計師公會頒佈之香港鑒證業務準則第3000號(經修訂)[非審核或審閱過往財務資料的鑒證工作]，並參照香港會計師公會頒佈之實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」，就本集團之持續關連交易作出報告。核數師已發出無保留意見函件，內含其按照上市規則第14A.56條就截至二零一九年十二月三十一日止年度之持續關連交易所進行鑒證的結果及結論。本公司已將核數師函件副本交予聯交所。

除上文披露者外，本公司或任何其附屬公司並無訂立其為訂約一方，且董事或與董事有關連的任何實體擁有重大權益(不論直接或間接)而於年結日或本年度任何時間存續之重大合約、交易或安排。

董事確認，於綜合財務報表附註37披露之重大關聯人士交易符合關連交易或持續關連交易之定義。董事確認該等交易已符合上市規則第14A章之披露規定。

## EVENTS AFTER THE REPORTING PERIOD

### (a) The assessment of the impact of the COVID-19

In view of the outbreak of the novel coronavirus pneumonia epidemic (“COVID-19”) in late December 2019 in the PRC and the subsequent widespread worldwide, the PRC authority and government authorities worldwide have taken national prevention and control of the COVID-19. The COVID-19 has certain impacts on the business operation and overall economy in some geographical areas or industries. To a certain extent the outbreak may affect the logistic arrangement and the prospecting and review for new customers and existing customers of the mining business of the Group, and the extent of the impact will depend on the duration of the epidemic and the implementation of regulatory policies and relevant protective measures.

### (b) Voluntary liquidation of Shanghai Jinchuan Junhe

On 24 March 2020, written resolutions were passed by all shareholders of Shanghai Jinchuan Junhe, to voluntarily liquidate Shanghai Jinchuan Junhe. Shanghai Jinchuan Junhe is an indirect non wholly-owned subsidiary of the Company.

As disclosed in the Company’s announcement dated 7 September 2018, with respect to the actual investment amount contributed by GHL in Shanghai Jinchuan Junhe, Junhe Holdings had guaranteed to provide a return of at least 8% per annum on such investment amount (“**GHL’s Investment Return**”) to GHL.

Up to 31 December 2019, the operation results of Shanghai Jinchuan Junhe managed to cover the GHL’s Investment Return, but overall operation, performance and the growth prospect of Shanghai Jinchuan Junhe had not been as promising as originally planned, in particular under the current challenging market conditions impacted by, among others, the spread of COVID-19. After negotiation concerning the way forward, the JV Shareholders agreed unanimously to liquidate Shanghai Jinchuan Junhe by way of shareholders’ voluntary liquidation.

After liquidation, Shanghai Jinchuan Junhe will cease to be a subsidiary of the Company.

## 申報期後事項

### (a) 對新冠肺炎影響的評估

鑒於二零一九年十二月下旬在中國爆發新型冠狀病毒肺炎疫情(「**新冠肺炎**」)以及隨後於全球範圍廣泛傳播，中國當局及世界各地政府部門已採取全國性預防及控制新冠肺炎的措施。新冠肺炎對部分地區或行業的業務營運及整體經濟造成一定的影響。疫情在一定程度上可能會影響物流安排及承接及審查本集團採礦業務新客戶及現有客戶，而有關的影響程度將取決於疫情的持續時間以及監管政策及相關防護措施的實施。

### (b) 上海金川均和的自願清算

於二零二零年三月二十四日，上海金川均和之全體股東通過書面決議案，將上海金川均和自願清算。上海金川均和為本公司間接非全資附屬公司。

誠如本公司於二零一八年九月七日之公告所披露，就金港源向上海金川均和作出之實際投資額，均和控股已保證就該投資額向金港源提供至少每年8%之回報(「**金港源投資回報**」)。

直至二零一九年十二月三十一日，上海金川均和之營運表現足以覆蓋金港源投資回報，但上海金川均和之整體運作及表現乃至增長空間未達原本預期(特別是處於現時包括被新冠肺炎傳播影響等因素而充滿挑戰的市場狀況下)。就上海金川均和的前景，合資股東雙方經商討後一致決定以股東自願清算方式將上海金川均和清算。

於清算後，上海金川均和將不再為本公司之附屬公司。

# Report of the Directors 董事會報告

## AUDITOR

There has been no change to the Company's auditors for the past three years. During the year, Deloitte Touche Tohmatsu ("Deloitte") were the auditor of the Company. A resolution for the re-appointment of Deloitte as auditor of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board

**Zhang Youda**  
*Chairman*

24 March 2020

## 核數師

過去三年公司核數師沒有更換。年內，本公司核數師為德勤•關黃陳方會計師行(「德勤」)。於應屆股東週年大會上將提呈決議案重新委聘德勤為本公司核數師。

代表董事會

**張有達**  
*主席*

二零二零年三月二十四日

The Company is committed to the establishment of good corporate governance practices and procedures. The corporate governance principles of the Company emphasize accountability and transparency to Shareholders. Periodic review will be made to the corporate governance practices to comply with the regulatory requirements.

#### CORPORATE GOVERNANCE CODE

The Company has complied throughout the year ended 31 December 2019 with the code provisions of the CG Code to the Listing Rules. Key corporate governance principles and practices of the Company are summarized below.

#### DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as its own code of conduct regarding the Directors' dealings in the Company's securities. Based on specific enquiry made to the Directors, all of the Directors have confirmed that they had complied with the required standard set out in the Model Code for the year ended 31 December 2019.

本公司致力建立良好的企業管治常規及程序，本公司企業管治原則強調給予股東問責及透明度，對企業管治常規作出定期檢討以遵守監管規定。

#### 企業管治守則

本公司已於截至二零一九年十二月三十一日止年度內一直遵守上市規則企管守則的守則條文。本公司主要企業管治原則及常規於下文概述。

#### 董事進行證券交易

本公司已就董事買賣本公司證券採納標準守則作為其本身的行為守則。在對董事作出特定查詢後，所有董事均已確認，彼等已於截至二零一九年十二月三十一日止年度一直遵守標準守則所載之規定標準。

# Corporate Governance Report 企業管治報告

## BOARD OF DIRECTORS

The main duty of the Board is to act in good faith for the benefit of the Company and the shareholders as a whole with proper delegation to the management of the Company according to the articles of association of the Company.

The Board, as at the date of this report, comprised eight Directors of whom two were executive Directors, three were non-executive Directors and three were independent non-executive Directors. The Company will continuously evaluate its Board structure to ensure sound corporate governance is in place.

The Company has arranged appropriate directors' and officers' liability insurance in respect of legal action against Directors.

The Directors of the Company as at 31 December 2019 and up to the date of this report were:

### Executive directors:

Mr. GAO Tianpeng (*Chief Executive Officer*)  
Mr. QIAO Fugui

### Non-executive directors:

Mr. ZHANG Youda (*Chairman of the Board*)  
Mr. LIU Jian  
Mr. WANG Qiangzhong

### Independent non-executive directors:

Mr. WU Chi Keung  
Mr. YEN Yuen Ho, Tony  
Mr. POON Chiu Kwok

The biographical details of the Directors are set out under the section headed "Directors and Senior Management" in this Annual Report. None of the members of the Board is related to one another.

## 董事會

董事會的主要職責是以本公司及股東整體利益真誠行事，並根據本公司組織章程細則正確地授予管理層職能。

於本報告日期，董事會由八名董事組成，包括兩名執行董事、三名非執行董事及三名獨立非執行董事。本公司將持續評估其董事會結構，以確保存有良好的公司管治。

本公司已就針對董事之法律行動安排適當的董事及高級人員責任保險。

於二零一九年十二月三十一日及截至本報告日期為止，本公司之董事如下：

### 執行董事：

鄧天鵬先生 (*行政總裁*)  
喬富貴先生

### 非執行董事：

張有達先生 (*董事會主席*)  
劉建先生  
王樺忠先生

### 獨立非執行董事：

胡志強先生  
嚴元浩先生  
潘昭國先生

董事履歷載於本年報「董事及高級管理層」一節。董事會成員之間概無任何關連。

## MEETINGS ATTENDANCE

A total of 12 Board meetings, 3 Audit Committee meetings, 4 Remuneration and Nomination Committee meetings, 2 Risk Management Committee meetings, 1 Strategy and Investment Committee meeting, 1 Independent Board Committee meetings, 1 annual general meeting and 2 extraordinary general meetings were held during the year ended 31 December 2019. In addition, the Chairman held a meeting during the year ended 31 December 2019 with independent non-executive Directors without the presence of executive Directors or non-executive Directors. The following is a summary of the attendance of meetings of each Director in 2019:

Directors		Board	Audit Committee	Remuneration and	Risk Management Committee	Strategy and Investment Committee	Independent Board Committee	Annual General Meeting	Extraordinary General Meeting
				Nomination Committee					
董事		董事會	審核委員會	薪酬及提名委員會	風險管理委員會	戰略及投資委員會	獨立董事委員會	股東週年大會	股東特別大會
GAO Tianpeng	鄒天鵬	11/12	-	3/3	2/2	1/1	-	1/1	2/2
QIAO Fugui	喬富貴	6/12	-	0/1	-	0/1	-	1/1	2/2
CHEN Dexin	陳得信	0/2	-	1/1	0/1	0/1	-	-	-
ZHANG Youda	張有達	5/12	1/3	1/3	2/2	1/1	-	1/1	1/2
ZENG Weibing	曾衛兵	0/12	-	-	-	0/1	-	1/1	1/2
YANG Jinshan	楊金山	4/10	-	-	-	-	-	1/1	2/2
WANG Qiangzhong	王樞忠	2/7	-	-	-	-	-	-	1/1
LIU Jian	劉建	-	-	-	-	-	-	-	-
WU Chi Keung	胡志強	10/12	3/3	4/4	2/2	-	2/2	1/1	2/2
YEN Yuen Ho, Tony	嚴元浩	11/12	3/3	3/4	1/2	-	2/2	1/1	2/2
POON Chiu Kwok	潘昭國	12/12	3/3	4/4	1/1	-	2/2	1/1	2/2

The Board met regularly during the year and on an ad hoc basis as required by business needs. The Board's primary focus is to determine and review the overall strategic development of the Company and its subsidiaries and to oversee the achievement of the plans in relation thereto. Daily operational decisions are delegated to the executive Directors and the senior management of the Company. The delegated functions and work tasks are periodically reviewed by the Board. The management needs to provide all necessary information to the Board to enable the Board to make a comprehensive consideration in the meeting. Approval has to be obtained from the Board prior to any significant transactions entered into by the above-mentioned officers.

## 會議出席情況

截至二零一九年十二月三十一日止年度，本公司共舉行十二次董事會會議、三次審核委員會會議、四次薪酬及提名委員會會議、兩次風險管理委員會會議、一次戰略及投資委員會會議、一次獨立董事委員會會議、一次股東週年大會及兩次股東特別大會。此外，主席於截至二零一九年十二月三十一日止年度曾與獨立非執行董事舉行一次會議，當時並無執行董事或非執行董事出席。於二零一九年每位董事之出席情況詳見下表：

董事會於年內定期及按業務所需不時舉行會議。董事會的主要重點為制訂及檢討本公司及其附屬公司的整體策略發展，以及監督有關計劃之達成。日常營運決策權乃授予執行董事及本公司高級管理層。董事會定期檢討所授予之職能及工作任務。管理層須向董事會提供一切所需資料，讓董事會能於會上作出全盤考慮。上述高級管理人員在訂立任何重大交易前，必須取得董事會批准。

## CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER

During the year ended 31 December 2019, the roles of Chairman of the Board (“**Chairman**”) and Chief Executive Officer (“**CEO**”) of the Company were separated and performed by different individuals. As at the date of this report, the Chairman is Mr. Zhang Youda and the CEO is Mr. Gao Tianpeng. The Chairman provides leadership and is responsible for the effective functioning and leadership of the Board. The CEO focuses on the Company’s business development and daily management and operations generally.

## INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

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

The independent non-executive Directors are independent of the management and hence the Company considers that they are free of any relationship that could potentially interfere with the exercise of their independent judgment. None of the independent non-executive Directors has any business or financial interests with the Company nor has any relationship with other Directors. The Company considers all of the independent non-executive Directors are independent.

## TERMS OF APPOINTMENT OF NON-EXECUTIVE DIRECTORS

As at 31 December 2019, all non-executive Directors are appointed for fixed terms: (1) Mr. Zhang Youda entered into letter of appointment with the Company with a term ending 22 August 2020; (2) Mr. Wu Chi Keung, Mr. Yen Yuen Ho, Tony, Mr. Poon Chi Kwok and Mr. Liu Jian entered into letters of appointment with the Company with a term or revised term ending on 31 December 2022; and (3) Mr. Wang Qiangzhong entered into letter of appointment with the Company with a term ending 19 June 2022, or the date on which he shall retire from office in accordance with the articles of association of the Company and the Listing Rules and not having been re-elected or his appointment is terminated before that.

## 董事會主席及行政總裁

截至二零一九年十二月三十一日止年度，董事會主席（「**主席**」）及本公司行政總裁（「**行政總裁**」）之角色已分離並由不同人士履行。於本報告日期，主席為張有達先生，而行政總裁為郇天鵬先生。主席發揮領導作用並負責董事會之有效運作及領導董事會。行政總裁專注於本公司之業務發展、日常管理及一般營運。

## 獨立非執行董事之獨立性

本公司已收取每位獨立非執行董事根據上市規則第3.13條之年度獨立性確認書。

獨立非執行董事獨立於管理層，因此，本公司認為彼等不受可干擾彼等行使其獨立判斷能力之任何關係影響。獨立非執行董事概無擁有本公司任何業務或財務權益，亦與其他董事無任何關係。本公司認為全體獨立非執行董事均為獨立人士。

## 非執行董事之委任條款

於二零一九年十二月三十一日，全體非執行董事之委任均設有固定任期：(1)張有達先生與本公司訂立的委任函年期至二零二零年八月二十二日為止；(2)胡志強先生、嚴元浩先生、潘昭國先生及劉建先生與本公司訂立的委任函，年期或經修訂年期則至二零二二年十二月三十一日為止；及(3)王檣忠先生與本公司訂立的委任函年期至二零二二年六月十九日為止，或其須按照本公司組織章程細則及上市規則退任且並無獲重選或於該日前被終止委任之日為止。

## BOARD COMMITTEES

### (a) Audit Committee

The Company has established an Audit Committee with written specific terms of reference in compliance with the CG Code provisions. As at 31 December 2019, the Audit Committee of the Company comprised a non-executive Director, namely Mr. Zhang Youda, and three independent non-executive Directors, namely Mr. Wu Chi Keung (being the Chairman of Audit Committee), Mr. Yen Yuen Ho, Tony and Mr. Poon Chiu Kwok, who together have the relevant accounting and financial management expertise, industrial knowledge, legal and business experience to discharge their duties. The Audit Committee has held 3 meetings during the year ended 31 December 2019. During the year, the Audit Committee reviewed and approved the interim and annual results of the Company, reviewed and recommended the internal control and risk management matters and internal audit function of the Group, considered and recommended the re-appointment and the remuneration of the external auditors and reviewed the continuing connected transactions of the Group and discussed audit issues with the external auditors.

The principal duties of the Audit Committee are as follows:

- to review the interim and annual financial statements before they are submitted to the Board for approval;
- to make recommendations to the Board on, the appointment, the re-appointment and removal of the external auditors, and approve the remuneration and terms of engagement of the external auditors, and any questions of resignation or dismissal of that auditors;
- to review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standards;
- to review the Company's financial controls, internal controls, and risk management systems;
- to review the Company's financial and accounting policies and practices;
- to report to the Board on the matters set out in the CG Code as required by the Stock Exchange; and
- to review the terms and conditions of continuing connected transactions of the Company.

## 董事會委員會

### (a) 審核委員會

本公司已按照企管守則之條文成立審核委員會，並書面訂明特定職權範圍。於二零一九年十二月三十一日，本公司之審核委員會由一名非執行董事張有達先生以及三名獨立非執行董事胡志強先生（為審核委員會主席）、嚴元浩先生及潘昭國先生組成，彼等共同具備相關之會計及財務管理專業知識、行業知識、法律及業務經驗，以履行彼等職責。審核委員會已於截至二零一九年十二月三十一日止年度舉行三次會議。年內，審核委員會已審閱及批核本公司之中期及全年業績、審查內部監控及風險管理事宜及內部審計職能並提供建議、審議重新委任本集團外聘核數師及其酬金並提供建議、審閱本集團之持續關連交易及與外聘核數師商討審計事項。

審核委員會之主要職務如下：

- 在中期及全年財務報表提呈董事會批核前審閱有關報表；
- 就委任、重新委任及撤換外聘核數師向董事會提出建議，批核外聘核數師的酬金及委聘條款，以及處理任何有關該核數師辭任或解聘的問題；
- 按照適用準則，檢討及監察外聘核數師的獨立及客觀性，以及核數程序的效用；
- 檢討本公司的財務控制、內部監控及風險管理系統；
- 檢討本公司的財務及會計政策及慣例；
- 就聯交所要求之企管守則事項向董事會報告；及
- 審閱本公司持續關連交易的條款及條件。



## (b) Remuneration and Nomination Committee

The Company has established a Remuneration and Nomination Committee with written specific terms of reference in compliance with the CG Code provisions. As at 31 December 2019, the Remuneration and Nomination Committee comprised five members, including one executive Director, namely Mr. Gao Tianpeng, one non-executive Director, namely Mr. Zhang Youda, and three independent non-executive Directors, namely Mr. Wu Chi Keung (being the Chairman of Remuneration and Nomination Committee), Mr. Yen Yuen Ho, Tony and Mr. Poon Chiu Kwok.

The principal duties of the Remuneration and Nomination Committee are to perform the remuneration and nomination functions delegated by the Board.

### Remuneration functions

In terms of the remuneration functions, the duties of the Remuneration and Nomination Committee are as follows:

- to make recommendations with respect to the remuneration of directors and senior management of the Company for approval by the Board;
- to review the remuneration package and recommend salaries, bonuses, including the incentive awards for directors and senior management of the Company;
- to administer and make determinations with regard to the Company's long term incentive schemes, embracing the share option scheme and share incentive scheme (when appropriate); and
- to administer and make determinations with regard to the Group's Key Performance Indicators system for short term incentive purposes.

The Remuneration and Nomination Committee sets out annually its recommendations on the remuneration packages of directors and senior management. In determining the packages for a director and senior management, the Remuneration and Nomination Committee considers various factors, including market comparability, complexity of duties, and performance.

## (b) 薪酬及提名委員會

本公司已按照企管守則之條文成立薪酬及提名委員會，並書面訂明特定職權範圍。於二零一九年十二月三十一日，薪酬及提名委員會由五名成員組成，包括一名執行董事郭天鵬先生、一名為非執行董事張有達先生，另外三名為獨立非執行董事胡志強先生（為薪酬及提名委員會主席）、嚴元浩先生及潘昭國先生。

薪酬及提名委員會之主要職責為執行董事會所授予之薪酬及提名職能。

### 薪酬職能

就薪酬職能而言，薪酬及提名委員會的職責如下：

- 提出有關本公司董事及高級管理層薪酬之建議，待董事會批核；
- 檢討薪酬政策及建議薪金、花紅、包括給予本公司董事及高級管理層之激勵獎勵；
- 管理及就本公司之長期激勵計劃作出決策，包括於適當時候採納購股權計劃及股份激勵計劃；及
- 就本集團為短期激勵目的而採用的關鍵績效指標體系作出管理及決定。

薪酬及提名委員會每年就董事及高級管理層之薪酬待遇作出建議。在決定董事及高級管理層之薪酬待遇時，薪酬及提名委員會考慮不同因素，包括市場之可比較性、職務之複雜性及表現。

In order to attract, retain, and motivate executives and key employees serving the Company, the Company has adopted a share option scheme on 19 June 2019 and a share incentive scheme on 2 June 2015. Such incentive schemes enables the eligible persons to obtain an ownership interest in the Company and thus to reward the participants who contribute to the success of the Company's operation.

#### Nomination functions

In terms of the nomination functions, the duties of the Remuneration and Nomination Committee are as follows:

- to perform evaluation of the Board regarding the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- to identify, select and nominate individuals suitably qualified to become Board members and make recommendations to the Board;
- to assess the independence of independent non-executive Directors on its appointment or when their independence is called into question;
- to review the Board diversity policy, as appropriate, and review the measurable objectives that the Board has set for implementing the Board diversity policy, and the progress on achieving the objectives; and
- to make recommendations to the Board on the appointment or re-appointment of the Directors and their succession plans.

為招攬、挽留及激勵在本公司任職之行政人員及主要僱員，本公司於二零一九年六月十九日採納一項購股權計劃及於二零一五年六月二日採納一項股份激勵計劃。有關激勵計劃使合資格人員可獲得本公司之所有權權益，從而對本公司業務成功作出貢獻之參與者提供獎勵。

#### 提名職能

就提名職能而言，薪酬及提名委員會的職責如下：

- 定期評估董事會的架構、人數及構成（包括技能、知識及經驗方面），並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議；
- 物色具備合適資格可擔任董事會成員的人士，並挑選提名有關人士出任董事及就此向董事會提供意見；
- 於委任獨立非執行董事時或其獨立性受到質疑時，評核其獨立性；
- 在適當情況下檢討董事會成員多元化政策及檢討董事會為執行董事會成員多元化政策而制定的可計量目標和達標進度；及
- 就董事委任或重新委任，以及彼等的繼任計劃向董事會提出建議。

# Corporate Governance Report

## 企業管治報告

The Remuneration and Nomination Committee has held 4 meetings in 2019. During the year ended 31 December 2019, the Remuneration and Nomination Committee reviewed and recommended to the Board on the compensation packages, policy and structure of the Directors and the senior management of the Company, reviewed the management structure of the Company and the composition of the Board, considered and recommended to the Board on the re-election of the retiring Directors at the Company's 2019 AGM, considered and recommended to the Board on the change in compositions of the Board and Board Committees during the year, assessed the independence of the independent non-executive Directors newly appointed during the year, considered and recommended to the Board on the remuneration packages for the directors newly appointed/re-designated during the year.

Pursuant to Code Provision B.1.5 of the CG Code, the annual remuneration of the members of the senior management (excluding Directors) by band for the year ended 31 December 2019 is set out below:

Remuneration band  
薪酬範圍

For the year ended 31 December	截止十二月三十一日止年度	2019 二零一九年 Number of individuals 人數	2018 二零一八年 Number of individuals 人數
HK\$1,000,000 or below (equivalent to US\$128,205 or below)	1,000,000 港元或以下 (相等於 128,205 美元或以下)	1	2
HK\$2,000,001 to HK\$2,500,000 (equivalent to US\$256,411 to US\$320,513)	2,000,001 港元至 2,500,000 港元 (相等於 256,411 美元至 320,513 美元)	1	-
HK\$2,500,001 to HK\$3,000,000 (equivalent to US\$320,513 to US\$384,615)	2,500,001 港元至 3,000,000 港元 (相當於 320,513 美元至 384,615 美元)	-	1
		<b>2</b>	<b>3</b>

Details of the remuneration of each Director for the year ended 31 December 2019 are set out in note 12 to the consolidated financial statements.

薪酬及提名委員會已於二零一九年舉行四次會議。截至二零一九年十二月三十一日止年度，薪酬及提名委員會已審閱本公司董事及高級管理層之補償待遇、政策及架構並向董事會提供建議、檢討本公司之管理架構及董事會的構成、審議有關於本公司二零一九年股東週年大會重選退任之董事並向董事會提供建議、審議有關董事會及董事委員會於年內之人員變動並向董事會提供建議、評估年內新委任之獨立非執行董事之獨立性、審議年內新委任／調任董事之薪酬待遇並向董事會提供建議。

根據企管守則第B.1.5條守則條文，高級管理層成員（董事除外）於截至二零一九年十二月三十一日止年度之年度薪酬範圍載列如下：

各董事於截至二零一九年十二月三十一日止年度之薪酬詳情載於綜合財務報表附註12。

(c) Other Committees

As at 31 December 2019, apart from Audit Committee and Remuneration and Nomination Committee, the Company has 2 other Board Committees, namely Risk Management Committee and Strategy and Investment Committee.

As at 31 December 2019, the Risk Management Committee of the Company comprised an executive Director, namely Mr. Gao Tianpeng, a non-executive Director, namely Mr. Zhang Youda, and three independent non-executive Directors, namely Mr. Wu Chi Keung, Mr. Yen Yuen Ho, Tony (being the Chairman of Risk Management Committee) and Mr. Poon Chiu Kwok.

The function of Risk Management Committee is to oversee the Group's risk management activities and provide recommendations to the Board on risk strategy and control measures to mitigate the overall risk arise from market fluctuation and other external factors.

The Risk Management Committee has held 2 meetings during the year ended 31 December 2019. During the year, the Risk Management Committee reviewed and enhanced the risk management system of the Company, assessed the potential risk of the significant trading contracts and loan agreements, and made relevant recommendations to the Board.

As at 31 December 2019, the Strategy and Investment Committee of the Company comprised two executive Directors, namely Mr. Gao Tianpeng and Mr. Qiao Fugui, and two non-executive Directors, namely Mr. Zhang Youda (being the Chairman of Strategy and Investment Committee) and Mr. Liu Jian.

The functions of Strategy and Investment Committee is to formulate the long term strategic development of the Group and provide recommendations to the Board on the acquisition and disposal of investments, as well as to oversee the Company's overseas assets and provide advice and recommendations to the Board on managing overseas assets in a sustainable manner and enhancing better return.

The Strategy and Investment Committee has held 1 meeting during the year ended 31 December 2019. During the year, the Strategy and Investment Committee discussed the potential investment opportunities, the strategic planning of the Group, and made relevant recommendations to the Board.

(c) 其他委員會

於二零一九年十二月三十一日，除審核委員會以及薪酬及提名委員會外，本公司另外亦有兩個董事會轄下委員會，即風險管理委員會及戰略及投資委員會。

於二零一九年十二月三十一日，本公司之風險管理委員會由一名執行董事鄧天鵬先生，一名非執行董事張有達先生以及三名獨立非執行董事胡志強先生、嚴元浩先生（為風險管理委員會主席）及潘昭國先生組成。

風險管理委員會之職能為監督本集團之風險管理活動及向董事會提供有關風險策略及監控措施之建議，以減低因市場波動及其他外在因素而產生之整體風險。

風險管理委員會已於截至二零一九年十二月三十一日止年度舉行兩次會議。年內，風險管理委員會已檢討並提升本公司之風險管理系統、評估重大交易合約及貸款協議之潛在風險，並向董事會提供相關建議。

於二零一九年十二月三十一日，本公司之戰略及投資委員會由兩名執行董事鄧天鵬先生及喬富貴先生以及兩名非執行董事張有達先生（為戰略及投資委員會主席）及劉建先生組成。

戰略及投資委員會之職能為制定本集團之長遠策略發展及向董事會提供有關收購及出售投資項目之建議，以及監督本公司之海外資產並就可持續性地管理海外資產及提高回報向董事會提供意見及建議。

截至二零一九年十二月三十一日止年度內，戰略及投資委員會舉行了一次會議。年內，戰略及投資委員會已討論潛在投資機會、本集團之戰略規劃並向董事會作出有關推薦建議。

## CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the corporate governance functions with written specific terms of reference in compliance with the CG Code provisions.

The duties of the Board in respect of the corporate governance functions are summarized as follows:

- to develop and review the Company's policies and practices on corporate governance;
- to review and monitor the training and continuous professional development of directors and senior management;
- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- to develop, review and monitor the code of conduct and compliance manual applicable to Directors and employees; and
- to review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report in the Company's annual report.

## BOARD DIVERSITY POLICY AND NOMINATION POLICY

The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. As such, the Board has implemented a board diversity policy in accordance with A.5.6 of the CG Code and nomination policy of the Board. The purpose of the policies are to set out the approach to achieve diversity on the Board and nomination procedure for the Board.

With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In designing the Board's composition as well as the selection of candidates for directorship, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

## 企業管治職能

董事會按照企管守則之條文負責履行企業管治職能，並書面訂明特定職權範圍。

董事會有關企業管治職能之職責概述如下：

- 建立及檢討本公司的企業管治政策及實務；
- 檢討及監督董事及高級管理層之培訓及持續專業發展；
- 檢討及監督本公司在遵守法律及法規條文方面之政策及實務；
- 建立、檢討及監督適用於董事及僱員之行為守則及合規手冊；及
- 檢討本公司遵守企管守則之情況，以及本公司年報企業管治報告內之披露。

## 董事會多元化政策及提名政策

本公司明白並深信董事會成員多元化對提升公司的表現素質裨益良多。因此，董事會根據企管守則第A.5.6條及董事會提名政策，董事會已落實董事會成員多元化政策。該等政策旨在列載董事會為達致成員多元化及董事會提名程序而採取的方針。

為達致可持續的均衡發展，本公司視董事會層面日益多元化為支持其達到戰略目標及維持可持續發展的關鍵元素。本公司在設定董事會成員組合及甄選董事人選時，會從多個方面考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。

### Board Diversity

Diverse board composition ensures a wide range of business and professional experience on the Board, so that the decision-making process includes different perspectives and supports the achievement of the Company's strategic objectives. All Board appointments are merit-based. The Company has adopted a Board Diversity Policy that takes into account, among other aspects, each candidate's age, cultural and educational background, professional and mining field experience, skills, knowledge and length of service. All candidates are considered against these criteria.

The Executive and Non-executive Directors have a diverse background. Each of them possesses the depth of relevant experience and expertise to oversee the businesses of the Group. The current mix of the Board members represents a balance of business, academia and the professions, which helps to deliver sustainable value and safeguard shareholders' interests.

The age group diversity of the Board of Directors as at 31 December 2019 are set out below:

### 董事會多元化

董事會的多元化組成可為董事會帶來廣泛的業務和專業經驗，同時確保決策過程考慮不同觀點，並支持公司實現策略目標。董事會以用人唯才的原則委任董事。本公司採納《董事會多元化政策》，從多個方面考慮董事會的多元性。包括董事人選的年齡、文化及教育背景、專業及採礦領域的經驗、技能、知識及服務年期，並根據這些客觀準則甄選所有董事人選。

我們的執行董事及非執行董事來自不同背景，並具備相關經驗及專業知識的深度。董事會的成員來自商界、學術界和專業界別的代表，組合均衡以監察集團業務，確保締造可持續增值和保障股東權益。

於二零一九年十二月三十一日，董事會的年齡組別分佈載列如下：

Age Group	年齡組別	
41-50	41-50 歲	3
51-60	51-60 歲	3
61-70	61-70 歲	1
Over 70	70歲以上	1
Total	總數	8

## NOMINATION PROCEDURE

All Board appointments will be based on the above-mentioned criteria and meritocracy. Candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

The ultimate decision will be made by Board on merit and contribution that the selected candidates will bring to the Board.

The Director appointed will be subject to re-election by shareholders at the first general meeting after appointment.

During the year, the Board has reviewed its composition under diversified perspectives and considered the Board to be adequately diversified. The Board has also reviewed the Board diversity policy and monitored the implementation of this policy.

## ACCOUNTABILITY AND AUDIT

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 December 2019. The Directors were not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern. Accordingly, the Directors have prepared the financial statements on a going concern basis.

The Audit Committee and the Board have reviewed the consolidated financial statements of the Group for the year ended 31 December 2019.

The responsibilities of the external auditor with respect to financial reporting are set out in the independent auditor's report attached to the consolidated financial statements.

## 提名程序

董事會所有委任均以上述標準及用人唯才為原則。在考慮人選時以客觀條件充分顧及董事會成員多元化的裨益。

董事會將按人選的長處及可為董事會提供的貢獻而作最終決定。

獲委任董事將須由股東於獲委任後首次股東大會上重選。

於本年度，董事會已審閱在多元化層面的組成，並認為董事會多元化達足夠水平。董事會亦審閱董事會多元化政策，並監察本政策的執行。

## 問責性及審核

董事知悉其就編製本公司截至二零一九年十二月三十一日止年度之財務報表所承擔之責任。董事並不知悉任何可能會對本公司持續經營能力造成重大疑慮之事件或情況之重大不確定因素。因此，董事按持續經營基準編製財務報表。

審核委員會及董事會已審閱本集團截至二零一九年十二月三十一日止年度之綜合財務報表。

外聘核數師就財務申報所承擔之責任載於綜合財務報表隨附之獨立核數師報告內。

## DIVIDEND POLICY

The Group adopted a dividend policy which aimed to allow Shareholders to participate in the Group's profits whilst preserving the Group's liquidity to capture future growth opportunities.

Before declaring dividends, the Board shall mainly consider the following aspects of the Group:

(i) actual and expected financial performance of the Group; (ii) general economic conditions, business cycle of the industries and other internal or external factors that may have an impact on the business or financial performance and position; and (iii) other factors that the Board deems relevant.

This policy will be reviewed and amended by the Board from time to time.

## RISK MANAGEMENT AND INTERNAL CONTROLS

### Responsibilities of the Board

The Board acknowledges its responsibility to establish, maintain and review the effectiveness of the Group's risk management and internal control systems. While, it is management's role to set the appropriate tone from the top and take charge of the designing, operating and implementing an appropriate system of internal control and risk management to manage risks.

### Our Risk Management Framework

The Board has established on-going and responsive risk management and internal control systems and processes, which are designed to manage rather than eliminate risks of failure to achieve strategic objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. Such processes involve:

- Understanding organizational objectives;
- Identifying risks associated with achieving or not the organisational objectives and assessing the likelihood and potential impact of particular risks; and
- Developing remedial action plans to address and monitor identified risks.

## 股息政策

本集團採納旨在讓股東分享本集團溢利同時保留本集團流動資金以把握未來增長機遇之股息政策。

於宣派股息前，董事會將主要考慮本集團以下方面：

(i) 本集團實際及預期財務表現；(ii) 整體經濟狀況、行業的商業週期，以及對業務、財務業績及狀況可能有影響的其他內在或外在因素；及(iii) 董事會認為相關的其他因素。

此政策將由董事會不時檢討及修訂。

## 風險管理及內部監控

### 董事會之責任

董事會承擔建立、維持及檢討本集團風險管理及內部監控系統有效健全之責任。管理層之角色則是從上而下確立對公司適宜之業務基調，負責設計、操作及實施合適之內部監控及風險管理系統，以管理各項風險。

### 我們的風險管理框架

董事會已制定持續反饋風險管理及內部監控系統及程序，其設計乃為管理（而非消除）未能達成策略目標之風險，且只能就不會有重大失實陳述或損失提供合理（而非絕對）之保證。有關程序涉及以下步驟：

- 了解企業目標；
- 識別與達致或不達致企業目標所涉及之風險，並評估該等風險之發生機率及潛在影響；及
- 編製多項補救計劃以便處理及監察所識別之風險。



# Corporate Governance Report 企業管治報告

Through the Chief Risk Officer, the Risk Management Committee oversees the day-to-day risks of the major activities across the Group. The business units of the Group, being the risk owners, identify, evaluate, monitor and mitigate their own risks and report to Chief Risk Officer on a monthly basis. The Chief Risk Officer assesses and liaises with the risk owners at each scheduled meeting, the results of their activities during the preceding period pertaining to the adequacy and effectiveness of internal controls, including but not limited to, any indication of failings or material weaknesses in those controls. The Chief Risk Officer is accountable to CEO, where the CEO is accountable to the Board for the Group's performance and the implementation of the Board's strategies and policies, including policies on risk management and internal control.

## Internal Control

The Company has outsourced its internal audit function to independent external consultants. The independent external consultants are responsible for conducting internal control reviews on operational, financial and compliance controls of the major operating entities and key business units in Africa and Shanghai using a risk-based approach. Internal control reviews have been conducted during the year according to the annual internal audit plan approved by the Audit Committee. During the process of internal audit reviews, the independent external consultants identified internal control deficiencies and weaknesses, proposed recommendations for improvements and remedial actions with management and process owners. The management has taken certain remedial actions accordingly. The results of the internal control reviews and the management's remedial actions have been reported to the Audit Committee.

## Review of Risk Management and Internal Control Systems

An overall review of the effectiveness of the risk management and internal control systems is conducted annually. Through the Audit Committee, the Board has conducted an annual review of the effectiveness of the risk management and internal control systems of the Group for the year ended 31 December 2019 and considered the risk management and internal control systems effective and adequate. The review covers all material controls, including financial, operational and compliance controls, risk management functions and making any necessary updates to the systems. The scope and quality of ongoing monitoring of risk management and the internal control systems have been assessed.

The Board has also reviewed and confirmed the adequacy of resources, qualifications and experience of staff of the Group's accounting and financial reporting functions, and their training programmes and budget.

透過風險管控總監執行，風險管理委員會監察本集團各個主要業務層面之日常風險。本集團各業務單位，作為風險責任人，負責識別、評價、監察及減輕自身面對之風險並每月向風險管控總監匯報。風險管控總監評估上期風險管理工作表現並就此召開會議與風險責任人檢討內部監控之充分性及成效，包括但不限於檢討是否有任何跡象顯示有關監控正逐漸失效或存在重大缺陷。風險管控總監向行政總裁負責，而行政總裁就本集團表現及所實施之董事會策略及政策（包括有關風險管理及內部監控之政策），向董事會負責。

## 內部監控

本公司已外判其內部監控職能予獨立外部顧問。該獨立外部顧問須負責對位於非洲及上海之主要營運實體及主要業務單位進行營運、財務及合規方面之內部監控檢討工作。年內，該等獨立外部顧問按照審核委員會批准之年度內部審核計劃，採用以風險為本的監控方法進行內部監控檢討，過程中發現有內部監控缺陷和不足，並向管理層及風險負責人提出改善及補救建議。管理層已就此採取若干補救措施。內部監控之檢討結果及管理層補救措施已向審核委員會匯報。

## 進行風險管理及內部監控系統之檢討

風險管理及內部監控系統之成效每年均作全面檢討。董事會已通過審核委員會對本集團截至二零一九年十二月三十一日止年度之風險管理及內部監控系統成效進行年度檢討，並認為風險管理及內部監控系統有效及完備。該檢討涵蓋所有重大監控，包括財務、營運及合規監控，亦包含多個風險管理功能，並會對系統作出任何必要更新。風險管理監察及內部監控系統之範圍及進行持續監察及內部監控之質素已予評估。

董事會亦已對資源之充足度、本集團會計及財務申報部門之員工的資歷及經驗，以及培訓計劃及預算進行審閱及確認。

## INSIDE INFORMATION

All employees are bound by the Group's Code of Conduct to keep all inside information strictly confidential until the disclosure of such information is appropriately approved and refrain from accepting personal benefits through the power or authority derived from their positions. The Company will continue to review the effectiveness of its internal procedures and internal controls over handling and dissemination of inside information and update its Code of Conduct and/or internal procedures from time to time.

## PROFESSIONAL TRAINING AND DEVELOPMENT

Directors keep abreast of responsibilities as a director of the Company and of the conduct, business activities and development of the Company.

Directors participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. Internally facilitated briefings for Directors are arranged and reading materials on relevant topics are provided to Directors where appropriate. All Directors are encouraged to attend relevant training courses. During the year, the Company has arranged in-house briefings or provided reading materials to all of the Directors, namely Mr. Gao Tianpeng, Mr. Qiao Fugui, Mr. Chen Dexin, Mr. Zhang Youda, Mr. Zeng Weibing, Mr. Yang Jinshan, Mr. Wang Qiangzhong, Mr. Liu Jian, Mr. Wu Chi Keung, Mr. Yen Yuen Ho, Tony and Mr. Poon Chiu Kwok provided update to the Directors on the latest developments regarding the Listing Rules and other applicable regulatory requirements to ensure compliance and enhance the Directors' awareness of good corporate governance practices for the purpose of Code Provision A.6.5 of the CG Code. All Directors have participated in continuous professional development and provided a record of training they received for the financial year ended 31 December 2019 to the Company.

## COMPANY SECRETARY

Ms. Sun Wei has resigned as the joint company secretary of the Company with effect from 18 November 2019. Mr. Wong Hok Bun Mario acts as the sole company secretary of the Company since then.

In compliance with Rule 3.29 of the Listing Rules, Mr. Wong Hok Bun Mario has undertaken no less than 15 hours of relevant professional training during the year ended 31 December 2019.

## 內幕消息

所有員工均受本集團之行為守則約束，在內幕消息獲妥當批准可予披露前，彼等須嚴格保守所有內幕消息，並嚴禁利用職權謀取個人利益。本公司將持續檢討有關處理及發放內幕消息之內部程序及內部監控之成效，並不時更新其行為守則及／或內部程序。

## 專業培訓及發展

董事不斷留意作為本公司董事的責任，以及本公司的行為、業務活動及發展事宜。

董事參與適用的持續專業發展，務求發展及更新彼等的知識及技能，確保其繼續在知情及切合所需情況下對董事會作出貢獻。本公司為董事安排內部籌辦的簡報，於適用情況下向董事提供相關題材的閱讀資料，並鼓勵全體董事出席相關培訓課程。於本年度，就企管守則第A.6.5條守則條文而言，本公司向全體董事（即鄧天鵬先生、喬富貴先生、陳得信先生、張有達先生、曾衛兵先生、楊金山先生、王樞忠先生、劉建先生、胡志強先生、嚴元浩先生及潘昭國先生）安排內部簡報或提供閱讀材料，以向董事提供有關上市規則及其他適用監管規定的最新發展情況，確保合規及提高董事在良好企業管治常規方面的意識。全體董事已參與持續專業發展，並已向本公司提供彼等於截至二零一九年十二月三十一日止財政年度接受培訓之記錄。

## 公司秘書

孫蔚女士已辭任本公司之聯席公司秘書，自二零一九年十一月十八日起生效。自此，黃學斌先生為本公司之唯一公司秘書。

依照上市規則第3.29條，黃學斌先生已於截至二零一九年十二月三十一日止年度完成不少於15個小時之相關專業培訓。

## SHAREHOLDERS' COMMUNICATION AND RIGHTS

The Company is committed to ensuring the Group's compliance with its disclosure obligations under the Listing Rules and other applicable laws and regulations. The Company would ensure all shareholders and potential investors have equal opportunities to receive and obtain the information published by the Company.

The Company welcomes its shareholders to attend the general meetings to express their opinions and encourages all Directors to attend the general meetings to get into direct communications with shareholders. The external auditors are also required to attend the annual general meeting to assist the Directors in answering any pertinent questions from shareholders. The Company regularly releases information to its shareholders such as annual and interim reports, circulars and notices of general meetings in accordance with the Listing Rules.

Set out below are procedures for shareholders of the Company to convene an extraordinary general meeting, put enquiries to the Board and put proposals at shareholders' meetings. These procedures are generally governed by the articles of association of the Company and applicable laws, rules and regulations, which prevail over the below information in case of any inconsistencies.

### (a) Procedures for shareholders of the Company to convene an extraordinary general meeting

1. One or more shareholders of the Company holding, at the date of deposit of requisition, not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all time have the right, by written requisition, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition.
2. The requisition must be deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office.
3. The requisition must specify the objects of the meeting and be signed by the requisitionist(s). The signature(s) of such requisitionist(s) will be verified by the Company's principal share registrars or branch share registrars (where applicable).

## 股東溝通及權利

本公司致力於確保本集團遵守上市規則及其他適用法例及法規下之披露義務。本公司會確保全部股東及潛在投資者有平等機會收取及取得本公司所刊發之資料。

本公司鼓勵其股東出席股東大會發表意見，亦鼓勵全體董事出席股東大會與股東直接溝通。外聘核數師亦須出席股東週年大會，協助董事解答股東提出之有關問題。本公司按上市規則之規定，定期向股東發放資訊，如年報及中期報告、通函及股東大會通告等。

下文載列本公司股東召開股東特別大會、向董事會查詢及於股東大會上提出建議之程序。該等程序一般受本公司組織章程細則及適用法律、法規及規則監管，如與下文有歧義，概以上述法律、法規及規則為準。

### (a) 本公司股東召開股東特別大會的程序

1. 在提交要求當日持有不少於本公司十分之一已繳足股本並有權在股東大會上投票之一名或多名本公司股東，有權隨時以書面方式提出要求，要求董事會召開股東特別大會，處理在要求內所列明之任何事務。
2. 要求必須提交至本公司於香港之主要辦事處，或若本公司停止設立該主要辦事處，則須提交至註冊辦事處。
3. 要求必須列明大會之目的，並由要求者簽署。該要求者之簽署將由本公司之主要股份過戶登記處或股份過戶登記分處（視何者適用）核實。

4. On the condition that the requisition from the requisitioner(s) is proper and in order, the Board will within 21 days from the date of deposit of the requisition proceed to convene an extraordinary general meeting and such meeting for transacting the business specified in the requisition shall be held within 2 months after the deposit of such requisition.
  5. If the Board fails to proceed to convene an extraordinary general meeting within 21 days from the date of deposit of a valid requisition, the requisitioner(s) themselves or any of them may convene an extraordinary general meeting in the same manner as that in which extraordinary general meeting is to be convened by the Board, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to them by the Company.
4. 如要求者所提出之要求妥善而適當，董事會將於提交要求當日起計21日內著手召開股東特別大會，而該處理要求所列明事項之大會須於提交有關要求後兩個月內舉行。
  5. 若董事會未能於提交有效要求當日起計21日內召開股東特別大會，要求者可自行以同一方式召開股東特別大會，該股東特別大會與董事會所召開之股東特別大會無異，而要求者因董事會未能召開大會所致之一切合理開支將由本公司向彼等付還。

(b) Procedures for shareholders to put enquiries to the Board

Shareholders of the Company who have enquiries for the Board are most welcomed to contact the Company at any time and such enquiries will be forwarded to the Board. The contact details are as follows:

Address: Unit 3101, 31/F, United Centre, 95 Queensway, Hong Kong  
Facsimile: (852) 3919 7208  
E-mail: comsec@jinchuan-intl.com

(c) Procedures for shareholders to put proposals at general meetings

Shareholders of the Company are advised to follow article 12.3 of the articles of association of the Company for including a resolution through a valid requisition of an extraordinary general meeting. Details are set out in paragraph (a) above.

(b) 股東向董事會查詢的程序

本公司股東如擬向董事會查詢，敬請隨時與本公司聯繫，有關查詢將轉交董事會處理。聯繫詳情如下：

地址：香港金鐘道95號統一中心31樓3101室  
傳真：(852) 3919 7208  
電郵：comsec@jinchuan-intl.com

(c) 股東在股東大會上提出建議的程序

本公司股東可按照本公司組織章程細則第12.3條之規定，經合理要求下在股東特別大會上加入一項決議案。詳情載於上文(a)段。

## (d) Annual General Meeting

The annual general meeting 2019 was held on 19 June 2019 and the matters resolved are summarised below:

As ordinary resolution:

- Approval of the audited financial statements and reports of the Directors and auditors for the year ended 31 December 2018;
- Approval of an ordinary final dividend of HK0.10 cents per share for the year ended 31 December 2018;
- Re-election of Mr. Zhang Youda, Mr. Yang Jinshan, Mr. Zeng Weibing and Mr. Yen Yuen Ho, Tony as Directors;
- Re-appointment of Deloitte Touche Tohmatsu as auditors of the Company, and authorisation of the Board to fix their remuneration;
- Fixing the remuneration of the Directors;
- Granting of a general mandate to the Board to issue shares;
- Granting of a general mandate to the Board to exercise the powers of the Company to purchase its own shares;
- Extending the share issue mandate granted to the Board; and
- Granting power to the Board to issue shares under the share incentive scheme.

The details and poll voting results of the annual general meeting 2019 were published on the websites of the Company and the Stock Exchange on 19 June 2019.

## (d) 股東週年大會

於二零一九年六月十九日召開的二零一九年股東週年大會，議決的事項概述如下：

作為一般事項：

- 通過截至二零一八年十二月三十一日止年度的經審核財務報表以及董事會與核數師報告；
- 批准截至二零一八年十二月三十一日止年度的普通末期股息每股0.10港仙；
- 重選張有達先生，楊金山先生，曾衛兵先生及嚴元浩先生為董事；
- 重聘德勤•關黃陳方會計師行為本公司核數師，並授權董事會釐定其酬金；
- 釐定董事薪酬；
- 授予董事會發行股份之一般授權；
- 授予董事會行使本公司權力以購回公司股份之一般授權；
- 擴大授予董事會發行股份之授權；及
- 授予董事會根據股份激勵計劃發行股份之權利。

有關二零一九年股東週年大會會議的詳情及投票結果已於二零一九年六月十九日刊載於本公司及聯交所的網站內。

The 2020 Financial Calendar of the Company is set out as follows:

- Announcement of 2019 final results 24 March 2020
- Dispatch of 2019 Annual Report and accompanying circular to shareholders 29 April 2020
- Last day to register transfer to qualify to attend and vote at annual general meeting 2020 12 June 2020
- Book closure for annual general meeting 2020 (both dates inclusive) 15 June 2020 – 18 June 2020
- Date of annual general meeting 2020 18 June 2020
- Last day to register transfer to qualify for 2019 final dividend 24 June 2020
- Book closure for 2019 final dividend (both dates inclusive) 25 June 2020 – 30 June 2020
- Payment of 2019 final dividend On or before 14 August 2020

During the year under review, the Company has not made any changes to its articles of association. An up-to date version of the articles of association of the Company is available on the websites of the Company and the Stock Exchange. Shareholders may refer to the articles of association for further details of the rights of shareholders.

以下為本公司二零二零年度財政紀要：

- 二零一九年全年業績公佈 二零二零年三月二十四日
- 向股東派發二零一九年年報及隨附的通函 二零二零年四月二十九日
- 符合資格出席二零二零年股東週年大會及於會上投票的最後登記過戶日期 二零二零年六月十二日
- 二零二零年股東週年大會的股份過戶停辦日期(首尾兩天包括在內) 二零二零年六月十五日至二零二零年六月十八日
- 二零二零年股東週年大會舉行日期 二零二零年六月十八日
- 符合資格享有二零一九年末期股息的最後登記過戶日期 二零二零年六月二十四日
- 就二零一九年末期股息暫停辦理股份過戶登記(首尾兩天包括在內) 二零二零年六月二十五日至二零二零年六月三十日
- 派發二零一九年末期股息 二零二零年八月十四日或之前

於回顧年度內，本公司並無對其組織章程細則作出任何更改。本公司組織章程細則之最新版本可於本公司及聯交所網站查閱。股東可就有關股東權利之進一步詳情參閱組織章程細則。

## INVESTOR RELATIONS

Updated information of the Company is available to investors via the Company's website [www.jinchuan-intl.com](http://www.jinchuan-intl.com). All material information such as circulars, annual and interim reports and procedures for nomination of directors for election can be accessed via the Company's website.

## AUDITOR'S REMUNERATION

The Group's external auditor is Deloitte Touche Tohmatsu, Certified Public Accountants. The auditor's remuneration for the year ended 31 December 2019 is US\$561,000 out of which US\$486,000 was related to audit services for the consolidated financial statements and US\$75,000 was related to non-audit services regarding the due diligence services and other professional services.

## 投資者關係

投資者可通過本公司網站 [www.jinchuan-intl.com](http://www.jinchuan-intl.com) 得悉本公司最新資訊。通函、年報、中期報告及提名董事參選程序等全部重大資料，均可從本公司網站獲取。

## 核數師酬金

本集團之外聘核數師為執業會計師德勤•關黃陳方會計師行。截至二零一九年十二月三十一日止年度，核數師薪酬為561,000美元，其中486,000美元與綜合財務報表之核數服務有關，另外75,000美元則為與盡職調查服務及其他專業服務有關的非核數服務。

## JCI SUSTAINABILITY REPORT 2019

### A ENVIRONMENTAL PROTECTION

JCI continues to demonstrate its commitment to the implementation and maintenance of SHEC management systems in order to facilitate environmental protection. Ruashi Mine and Chibuluma South Mine updated their ISO14001 certification to ISO14001:2015 during 2019. All companies complied in all material respects with relevant legislation and other environmental requirements in the countries of operation.

The SHEC performance of the Group's mining division is monitored by the Metorex SHEC Committee, which meets at the end of each quarter to assess SHEC performance and to advise on continual improvement strategies. The committee is chaired by Mr. Qiao Fugui (Executive Director and Metorex CEO), and attended by Mr. Lloyd Bradford (Group Metallurgy Executive, Ruashi Mine board representative, Metorex Executive Committee SHEC representative), Mr. Timothy Williams (Group Mineral Resource Executive, Kinsenda Mine board representative), Mr. Tian Yulong (Assistant to CEO, Chibuluma South Mine board representative) and Ms. Colleen Parkins (SHEC Consultant). During 2019, the Mine Deputy General Managers and managers of SHEC disciplines were included in the quarterly meetings by video conference. Information considered includes incident reporting (number and nature of incidents), trends in SHEC performance, hazard identification, risk assessments, natural resource management and community development initiatives. Investigations of serious incidents (e.g. lost time injuries, fatalities, serious potential incidents and Level 3 and above environmental incidents) are also presented to the said SHEC Committee.

SHEC performance is managed on a day-to-day basis through IsoMetrix, the Group's electronic SHEC and risk management system. In addition, the IsoMetrix system is used to manage Group business risks, and any SHEC-related risks are included in the Group risk register.

Impact of legislation change in the Democratic Republic of the Congo

The new DRC Mining Code was published on 28 March 2018, and the regulations were promulgated on 8 June 2018. Additional environmental protection taxes were introduced with the changes to the Mining Code including a forest clearing tax, an establishment tax, annual remuneration tax and pollution tax. The mines are in compliance with the new Mining Code, which requires annual environmental audit reports, rainy and dry season monitoring reports, revision of EIAs (including improvements in aspects of environmental and social performance) and guarantees for environmental rehabilitation.

## 金川國際二零一九年可持續發展報告

### A 環境保護

金川國際持續展現其於促進環保，實施及維護SHEC管理系統的決心。Ruashi礦場及Chibuluma南礦場於二零一九年間均更新ISO14001認證為ISO14001:2015認證。旗下所有公司在各重要方面均已遵守其經營所在國家的相關法例及其他環境規定。

本集團採礦部的SHEC表現由Metorex SHEC委員會負責監察，委員會每季季末舉行會議，以評估SHEC表現及對後續改進策略提出建議。委員會由喬富貴先生（執行董事及Metorex行政總裁）出任主席，並連同Lloyd Bradford先生（集團冶金部行政主管、Ruashi礦場董事會代表、Metorex執行委員會SHEC代表）、Timothy Williams先生（集團礦產資源部行政主管、Kinsenda礦場董事會代表）、田毓龍先生（行政總裁助理、Chibuluma南礦場董事會代表）及Colleen Parkins女士（SHEC顧問）組成。於二零一九年，礦場副總經理及SHEC紀律部門經理透過視頻會議參加季度會議。有關會議的審議資料包括事故報告（事故宗數及性質）、SHEC表現趨勢、危險識別、風險評估、天然資源管理及社區發展措施。對嚴重事故（如損失工時受傷、死亡、嚴重的潛在事故以及3級及以上環境事故）的調查亦有向上述SHEC委員會提呈。

本集團利用其電子SHEC及風險管理系統—IsoMetrix，按日常管理基準管理SHEC表現。此外，本集團亦使用IsoMetrix系統管理其業務風險，並將任何SHEC相關風險載入其風險登記冊。

剛果民主共和國立法變動的影響

剛果（金）新的礦業法已於二零一八年三月二十八日頒佈及規例已於二零一八年六月八日頒佈。礦業法變動引入其他環保稅。該等稅項包括森林砍伐稅、成立時稅項、年度獲利稅及污染稅。該等礦場符合新的礦業法，新的礦業法要求年度環保審核報告、雨季及乾旱季節監測報告、修訂環境影響評估（包括改善環境及社會表現方面）及環境修復保證。



## Fines and Legal Action

The Group and its operations incurred no fines or penalties related to safety, environmental or occupational health transgressions of legal and other requirements during 2019.

## Environmental Incidents

No Level 3 environmental incidents were recorded in 2019.

Chibuluma recorded 22 Level 2 environmental incidents, the majority of which were associated with high levels of total suspended solids ("TSS") in the discharge water. The main cause of the high TSS is the nature of the current mining area, which has a high level of fine material, which takes a long time to settle out of suspension. While an additional settling pond has been constructed on the mine, incidences of the discharge of water containing TSS above Zambian legal limits occur on occasion, particularly during periods of high rainfall. The water is filtered through a reed bed after the discharge point, which also assists with settling of sediment. While the high TSS level constitutes a legal non-compliance, no detrimental environmental impacts have been observed.

Ruashi recorded one Level 2 environmental incident in 2019. Part of the wall of the raffinate pond collapsed during a high rainfall event, leading to a spillage of raffinate solution. The wall was repaired and the spill cleaned up.

Kinsenda recorded two Level 2 environmental incidents during 2019. These included overflow of water from the return water dam during a high rainfall event, and spillage of hydrocarbons due to the incorrect storage of oil. No detrimental environmental impacts were recorded by the spillage of water from the return water dam. Prevention and mitigation measures have been put in place in both areas.

## Environmental Policy

The Group's Environmental Policy is as follows:

JCI is committed to the responsible stewardship of natural resources and the ecological environment. Environmental management is recognised as a high corporate priority, and is a component of "Zero Harm", one of the Company's values.

## 罰金及法律行動

於二零一九年，本集團及其營運並無因違反涉及安全、環境或職業健康的法律及其他規定而被處以罰金或刑罰。

## 環境事故

於二零一九年並無錄得3級環境事故。

Chibuluma錄得22宗2級環境事故，大部分與排放水中的懸浮固體總量（「懸浮固體總量」）偏高有關。懸浮固體總量偏高的主要原因為目前礦區的性質，其精細材料水平高，花費較長時間清理懸浮物。雖然在礦場建造新的澄清池，但排放的水中懸浮固體總量高於贊比亞法律限制的事件時有發生，尤其是於降雨量大的時期。水在排放點出來後經過蘆葦床過濾亦有助於清理沉澱物。儘管懸浮固體總量水平偏高不合法，惟尚未觀察到有害的環境影響。

Ruashi於二零一九年錄得一宗二級環境事故。在強降雨期間提餘液池的部分牆體坍塌，導致提餘液溢出。該牆體已修復及溢出物已清理乾淨。

Kinsenda於二零一九年錄得兩宗二級環境事故。該等事故包括於強降雨期間回水壩水溢出，以及由於不正確的儲油造成的碳氫化合物溢出。回水壩水溢出並無造成不利環境影響。於上述兩個區域均已採取預防及緩解措施。

## 環境政策

本集團環境政策如下：

金川國際致力於就天然資源及生態環境的可持續性進行負責任的管理。環境管理被認為是企業管理的重中之重，並為本公司核心價值之一「零傷害」的其中一環。

JCI is committed to:

- Continually improving the assessment and improvement of environmental performance and the prevention of pollution through the implementation of processes, practices and techniques to avoid, reduce or control the creation, emission or discharge of any type of pollutant or waste and to reduce adverse environmental impacts;
- Conducting environmental impact assessments on all relevant new programmes and projects;
- The integration of environmental management into management practices throughout the company;
- Minimising the use of consumptive resources and promoting the reduction and recycling of waste products where possible;
- Rehabilitating disturbed land and protecting environmental biodiversity;
- Exercising prudence with critical ecological resources, in particular where impacts are unknown or uncertain;
- Managing environmental risk in the workplace and surrounding areas;
- Complying with applicable legal requirements and with other requirements to which the organisation subscribes and which relate to its environmental aspects;
- Training and educating employees in environmental responsibilities; and
- Being transparent and constructive in interactions with stakeholders.

Employees and contractors working at JCI operations play a fundamental role in achieving environmental objectives through:

- Taking ownership of, and participating in, environmental management programmes and initiatives; and
- Setting objective and targets for sound environmental management within the framework of an ISO14001 standard environmental management system.

金川國際致力於：

- 持續優化評估及提高環境績效，並透過執行各種流程、常規及技術防止污染產生，以避免、減少或控制任何種類污染物或廢棄物的產生或排放及降低對環境產生的不利影響；
- 對所有相關新計劃及項目進行環境影響評估；
- 將環境管理融入本公司整體的管理實踐；
- 盡量減少使用消耗性資源，推動減廢及盡量循環再造；
- 復修遭破壞的土地及保護環境生物多樣性；
- 謹慎對待重要生態資源，尤其該等具有未知或不確定影響的資源；
- 管理工作場所及周圍地區的環境風險；
- 遵守適用的法律規定以及組織所接納且與其環境因素有關的其他規定；
- 培訓及教育僱員有關環境責任；及
- 與利益相關者進行透明及具建設性的互動。

金川國際營運業務的僱員及承包商透過以下方式於達成環境目標方面發揮關鍵作用：

- 主導及參與環境管理計劃及措施；及
- 於ISO14001標準環境管理體系框架內確立良好的環境管理目標及指標。

A1 EMISSIONS

The tables below show Scope 1 and Scope 2 emissions for 2017 – 2019 in respect of the mine and Group (including corporate offices)

Scope 1 and Scope 2 (t CO <sub>2</sub> -e) 2017-2019	範圍1及範圍2(每噸二氧化碳當量) 二零一七年至二零一九年	2017 二零一七年	2018 二零一八年	2019 二零一九年
Ruashi	Ruashi	4,374	7,828	1,816
Chibuluma	Chibuluma	5,816	7,417	3,795
Kinsenda	Kinsenda	3,200	8,094	5,811
Corporate offices	公司辦事處	143	179	175
The Group	本集團	13,533	23,518	11,597

Kinsenda operates a maize farm on the mine, which planted approximately 380 hectare of maize in 2019.

Scope 1 emissions (t CO <sub>2</sub> -e) 2017-2019	範圍1排放量(每噸二氧化碳當量) 二零一七年至二零一九年	2017 二零一七年	2018 二零一八年	2019 二零一九年
Ruashi	Ruashi	3,864	7,345	1,276
Chibuluma	Chibuluma	5,738	7,340	3,741
Kinsenda	Kinsenda	3,020	7,848	5,546
Corporate offices	公司辦事處	-	-	-
The Group	本集團	12,622	22,533	10,563

Ruashi's carbon footprint increased in 2018 due to the increased use of diesel for power generation. The power supply in the DRC has since stabilised, leading to an increase in the use of utility-supplied hydropower in the plant. Scope 1 emissions increased at Kinsenda from 2017 to 2018 as the mine started full production in 2018. A change in mining at Chibuluma (open pit mining of the crown pillar and underground mining only at Chifupu) has resulted in a decrease in diesel use at the mine in 2019.

A1 排放物

下表列示礦場及本集團(包括公司辦事處)於二零一七年至二零一九年的範圍1及範圍2排放量

Kinsenda於礦場經營農場，於二零一九年種植約380公頃的玉米。

由於更多使用柴油發電，Ruashi的碳足跡於二零一八年有所增加。此後，剛果(金)的電力供應已穩定下來，導致該廠更多使用公共電網之水電。於二零一七年至二零一八年，Kinsenda範圍1內排放量增加，原因為該礦場於二零一八年開始全面生產。Chibuluma的採礦變化(僅於露天開採頂柱及於Chifupu地下礦場運作)已導致該礦場的柴油使用量減少。

Scope 2 emissions (t CO <sub>2</sub> -e) 2017-2019	範圍2排放量(每噸二氧化碳當量) 二零一七年至二零一九年	2017 二零一七年	2018 二零一八年	2019 二零一九年
Ruashi	Ruashi	510	484	540
Chibuluma	Chibuluma	78	77	55
Kinsenda	Kinsenda	180	246	265
Corporate offices	公司辦事處	143	179	175
The Group	本集團	911	986	1,035

Kinsenda Mine has a larger Scope 2 footprint since the commissioning of the processing plant in 2018.

自二零一八年加工廠投產以來，Kinsenda 礦場於範圍2內佔比更大。

The Ruashi acid plant emits SO<sub>2</sub> gas, emissions in tonnes per annum are shown below.

Ruashi 製酸廠排出二氧化硫氣體每年以噸計列示如下：

Ruashi Acid Plant Emissions	Ruashi 製酸廠排放	2018 二零一八年	2019 二零一九年
SO <sub>2</sub> gas (tonnes)	二氧化硫氣體(噸)	122.5	142

#### A1 Waste

##### Hazardous waste

The main types of hazardous waste generated by the mining operations include waste oil and batteries as well as old reagents and spent catalyst at Ruashi. Medical waste is generated by the hospital at Kinsenda and the mine clinics at Ruashi and Chibuluma. Medical waste from Ruashi and Chibuluma mines is taken to the Baraka hospital and the Kalulushi General Hospital respectively for incineration.

Waste oil generation at all sites is shown in the table below.

Waste oil generation (litres)	廢油量(升)	2017 二零一七年	2018 二零一八年	2019 二零一九年
Ruashi	Ruashi	22,900	23,640	104,840 <sup>(1)</sup>
Chibuluma	Chibuluma	68,310	57,120	38,850
Kinsenda	Kinsenda	9,700	14,300	17,800

Note 1: The figure for Ruashi includes mining contractor in 2019. Ruashi's waste oil generation was 14,440 litres and contractor was 90,400 litres.

#### A1 廢物

##### 危險廢物

採礦業務產生的危險廢物主要包括廢油及廢棄電池等類別，以及於Ruashi產生的舊藥劑及廢棄催化劑。醫療廢物產生自Kinsenda內的醫院以及Ruashi及Chibuluma礦場內的診所。於Ruashi礦場及Chibuluma礦場產生的醫療廢物則分別運往Baraka醫院及Kalulushi綜合醫院(Kalulushi General Hospital)作焚化處理。

下表列示各礦址產生的廢油量。

附註1：Ruashi二零一九年的數字包括採礦承包商。Ruashi的廢油量為14,440升及承包商為90,400升。

Waste oil and used batteries generated at Chibuluma are sold to companies licenced by the Zambia Environmental Management Agency (ZEMA).

Ruashi has implemented an oil recycling programme for waste oil. Other hazardous waste generated at Ruashi includes sulphur ash and vanadium pentoxide catalyst from the acid plant. The hazardous waste is currently stored on site as the DRC does not currently have a licenced hazardous waste disposal facility. The amounts of hazardous waste generated by Ruashi are shown in the table below.

Ruashi hazardous waste generation	於 Ruashi 產生的有害廢物量	2017 二零一七年	2018 二零一八年	2019 二零一九年
Sulphur ash (tonnes)	硫渣 (噸)	151	104	52

Chibuluma and Kinsenda do not use acid in their processes, nor do they run acid plants and therefore do not use sulphur.

#### Non-hazardous waste

Ruashi and Chibuluma dispose of non-hazardous waste generated by the mining operation only, while Kinsenda also assists with the disposal of non-hazardous domestic waste from nearby Kinsenda village. Ruashi has a domestic landfill onsite. The mine also has a plastic recycling programme in place and 182 tonnes was recycled. Chibuluma disposes of its domestic waste in an authorized dumpsite in Kalulushi. 179.9 tonnes of scrap metal were generated, which was initially stored in the salvage yard and then sold to scrap dealers. Kinsenda Mine generated 93.10 tonnes of scrap, which was sold to a scrap processing company in Musoshi. Non-hazardous waste generated by the mines is shown in the table below.

於 Chibuluma 產生的廢油及廢棄電池會售予由贊比亞環境管理局 (ZEMA) 發牌的持牌公司。

Ruashi 已就廢油推行廢油回收計劃。於 Ruashi 礦場產生的其他有害廢物包括製酸廠產生的硫渣及五氧化二釩催化劑。有害廢物目前就地貯存。由於剛果 (金) 境內目前並無經營有害廢物處置的持牌設施。下表列示於 Ruashi 礦場產生的有害廢物量：

Chibuluma 及 Kinsenda 於冶煉中並無使用酸，亦無經營製酸廠，因此不會使用硫磺。

#### 非有害廢物

Ruashi 及 Chibuluma 僅處置自採礦業務產生的非有害廢物，而 Kinsenda 則同時協助處置鄰近 Kinsenda 村莊的非有害生活廢物。Ruashi 自身擁有廢物堆填區。此外，礦場訂有塑料回收計劃，並回收了 182 噸塑料。Chibuluma 於 Kalulushi 的一個授權垃圾場處置其生活廢物。產生的廢金屬則有 179.9 噸，其最初存放於廢棄場並其後售予廢料經銷商。Kinsenda 礦場產生了 93.10 噸廢金屬，並出售給 Musoshi 的廢金屬加工公司。礦場產生的非有害廢物載列於下表。

<b>Non-hazardous waste disposal (tonnes) 處置無害廢物 (噸)</b>		2018 二零一八年	2019 二零一九年
Ruashi	Ruashi	59.90	50.04
Chibuluma	Chibuluma	61.62	60.64
Kinsenda	Kinsenda	60.00	62.80

Recycled waste amounts are shown in the table below.

回收廢棄物數量載列於下表。

<b>Non-hazardous waste recycling (tonnes) 無害廢物回收 (噸)</b>		2018 二零一八年	2019 二零一九年
Ruashi	Ruashi	182	855
Chibuluma	Chibuluma	179.9	74.52
Kinsenda	Kinsenda	93.1	67.6

## A2 RESOURCE USE

### Energy Consumption

The power supplied by the utilities in Zambia and the DRC is largely hydro-electric power. Ruashi's power consumption is shown as kWh per tonne of finished copper. Chibuluma and Kinsenda produce copper concentrate, so the power consumption is reflected as kWh per tonne of copper concentrate produced.

## A2 資源使用

### 能源消耗

於贊比亞及剛果(金)的供電設施以水力發電為主。Ruashi的電力消耗以千瓦時／噸成品銅表示。Chibuluma及Kinsenda生產銅精礦，故電力消耗反映為千瓦時／噸產出銅精礦。

#### Operating Mines

#### 營運礦場

<b>Ruashi's energy use</b>		2017 二零一七年	2018 二零一八年	2019 二零一九年
Power consumption (kWh/t finished copper)	電力消耗 (千瓦時／噸成品銅)	4,692	6,992	4,560
<b>Chibuluma's energy use</b>		2017 二零一七年	2018 二零一八年	2019 二零一九年
Power consumption (kWh/t concentrate)	電力消耗 (千瓦時／噸銅精礦)	888	865	937.78
<b>Kinsenda's energy use</b>		2017 二零一七年	2018 二零一八年	2019 二零一九年
Power consumption (kWh/t concentrate)	電力消耗 (千瓦時／噸銅精礦)	-	1,107	1,111

# Sustainability Report

## 可持續發展報告

The corporate offices have carried out many initiatives to reduce energy consumption, such as, encouraging our employees to switch off unnecessary lights and electronic equipment while not in use. The power consumption is shown as kWh.

公司辦事處已採取許多措施來減少能源消耗，例如鼓勵員工在不使用時關掉不必要的燈及電子設備。電力消耗以千瓦時列示。

Corporate Offices energy use	公司辦事處能源使用	2017 二零一七年	2018 二零一八年	2019 二零一九年
Power consumption (kWh)	電力消耗(千瓦時)	144,387**	177,110	192,829*

\* The power use for the Johannesburg office has been obtained from the power utility account. South Africa has implemented loadshedding at various times to reduce the load on the electricity grid, which has resulted in scheduled power outages. Generator power is used at these times, but it is not possible to obtain the power consumption during this time.

\* 約翰內斯堡辦事處電力使用尚未取得電力公司賬戶。南非在不同時間實施減載以減少電網的負載，其導致計劃斷電。於該等時段使用發電機，惟不可能獲取該時段內的電力消耗。

\*\* As Shanghai Jinchuan Junhe was set up at the end of 2017, no data of Shanghai office's power consumption in 2017 is available.

\*\* 由於上海金川均和於二零一七年底成立，故並無記錄上海辦事處於二零一七年的電力消耗數據。

### Water consumption

### 耗水量

Water at Ruashi is recycled from the return water dams as well as from the stormwater dams for use in the plant. The Ruashi pit is dewatered with the use of boreholes, and water from these boreholes is supplied to REGIDESO S.A, the local water utility, which then supplies water to the local community. pH is monitored on the site on a daily basis.

於Ruashi的水經回流壩及雨水壩循環，轉而供選礦廠使用。Ruashi礦井通過使用鑽井進行脫水，而自該等鑽井流出的水乃供應給當地供水公司REGIDESO S.A，其後將水轉供給當地社區使用。礦場每日監測水的酸鹼度。

Ruashi's water consumption for 2017–2019 is shown in the table below.

下表列示Ruashi於二零一七年至二零一九年的耗水量：

Ruashi's water consumption	Ruashi 耗水量	2017 二零一七年	2018 二零一八年	2019 二零一九年
Copper produced (tonnes)	已生產銅(噸)	31,546	Note 1/附註1	33,824
Water use (m <sup>3</sup> /day)	耗水量(立方米/日)	6,868	Note 1/附註1	10,230
Water use (m <sup>3</sup> /tonne Cu)	耗水量(立方米/噸銅)	79.47	Note 1/附註1	110.39

### Note:

1. The consumption of water during 2018 could not be recorded due to the damage of water meter.

### 附註：

1 由於水錶受到損壞，二零一八年間的用水量未能記錄。

Chibuluma produces copper concentrate, which is transported to a smelter in Zambia, so water consumption is measured per tonne of copper concentrate produced. The mine uses return water and water from underground dewatering in the plant, with make-up water pumped from surface and underground water sources when required. The mine monitors water in accordance with the requirements of its environmental management plan. It must be noted that more than 90% of the water used in the Chibuluma plant is recycled from the tailings dam, and the figure presented therefore reflects actual water use.

Chibuluma's water use is shown in the table below.

<b>Chibuluma's water consumption</b>		<b>Chibuluma 耗水量</b>		2017	2018	2019
				二零一七年	二零一八年	二零一九年
Copper concentrate produced (t)	已生產銅精礦(噸)			10,966	10,024	8,174
Water used (m <sup>3</sup> /day)	耗水量(立方米/日)			732	718	650
Water used (m <sup>3</sup> /t Cu produced)	耗水量(立方米/生產一噸銅)			24.36	26.14	29.02

Kinsenda mine also produces copper concentrate, which is transported to smelters for further processing. The main source of water for the plant is underground dewatering. Approximately 18,428,853 m<sup>3</sup> of water was pumped out of the mine daily in 2019 (2018: 15,020,730 m<sup>3</sup>). The mine is water positive, with water from the return water dam being used in the plant, which then obtains make-up water from underground dewatering.

The mine also draws water from the local spring for domestic consumption, which is treated with chlorine before passing to the local community off-take points. Effluent and drinking water are monitored on a monthly basis.

Chibuluma 生產銅精礦，並將銅精礦運往贊比亞一間冶煉廠，因此，耗水量以每噸已生產銅精礦計量。礦場使用選礦廠排出的回注水及地下水，並於有需要時自地表及地下水源抽水補給。礦場根據其環境管理計劃之規定監測水質。務須注意，Chibuluma 選礦廠所耗超過 90% 的水乃循環自尾礦壩，因此，上述數字反映實際耗水量。

下表列示 Chibuluma 的耗水量：

Kinsenda 礦場亦生產銅精礦，其運往冶煉廠作進一步加工。該工廠的主要水源是地下脫水。於二零一九年，每天約有 18,428,853 立方米（二零一八年：15,020,730 立方米）的水從礦場中抽出。該礦場水資源豐富，選礦廠首先使用回水壩中的水，然後再從地下脫水獲得補給水。

礦場亦從區內地下水源取水，所取出的水於送往地方社區的取出點前均經過氯氣消毒。污水及飲用水均每月進行監察。



# Sustainability Report

## 可持續發展報告

Kinsenda's water use is shown in the table below.

Kinsenda的用水於下表中列示。

Kinsenda's water consumption	Kinsenda的耗水量	2017* 二零一七年*	2018 二零一八年	2019 二零一九年
Copper concentrate produced (t)	已生產銅精礦(噸)	-	27,492	31,059
Water used (m <sup>3</sup> /day)	耗水量(立方米/天)	-	350	420
Water used (m <sup>3</sup> /t Cu produced)	耗水量(立方米/生產一噸銅)	-	4.6	4.17

\* As 2018 was Kinsenda Mine's first full year of operation

\* 由於二零一八年是Kinsenda礦場的首個完整營運年度。

As the offices in Hong Kong and Johannesburg are located in leased office premises where both water supply and discharge and data of water consumption are solely controlled by the property owner/management office of the building, hence data of water consumption are not able to be obtained and calculated. Water consumption by the Shanghai office is considered not significant in our operations. However, corporate offices encourage their employees to reduce their water consumption and monitor the amount of water used so as to implement relevant control measures.

由於香港及約翰尼斯堡的辦事處位於租賃辦公場所，供水及排水以及水消耗數據均由樓宇業主/管理辦公室單獨控制，因此無法獲得及計算水消耗數據。上海辦事處的耗水量於我們的營運中被視為不大。然而，公司辦事處鼓勵員工減少水消耗並監測用水量，以便實施相關的控制措施。

A2 REAGENTS

Ruashi Mine produces finished copper through a solvent extraction and electrowinning process. It is therefore the main user of reagents in the Group. Ruashi's reagent consumption is shown in the table below:

Ruashi's reagent consumption	Ruashi的藥劑使用量	2017 二零一七年	2018 二零一八年	2019 二零一九年
Sulphuric acid (kg/t leached)	硫酸(千克/浸濾噸)	61.5	63.1	65.0
Diluent (kg/t)	稀釋液(千克/噸)	41.09	30.74	14.30
Sulphur (tpd)	硫磺(噸/日)	0.33	89	88
Sodium meta-bisulphide (SMBS) (kg/t leached)	焦亞硫酸鈉(SMBS)(千克/浸濾噸)	10.1	13.2	4.9
Lime (kg/t leached)	石灰(千克/浸濾噸)	26.6	26.1	25.7
Magnesium oxide (t/t cobalt)	氧化鎂(噸/噸鈷)	1.2	1.4	1.1

The Chibuluma plant is a sulphide floatation plant. Reagents in the Chibuluma plant include lime and frother.

Chibuluma's reagent consumption	Chibuluma的藥劑使用量	2017 二零一七年	2018 二零一八年	2019 二零一九年
Frother (g/t)	起泡劑(克/噸)	43.10	34.00	59.57
Lime (g/t)	石灰(克/噸)	145.50	158.00	147.39

Kinsenda operates a concentrator producing an oxide and sulphide floatation product. Xanthate and NaSH are used for oxide production and TLQ2 is used for sulphide production. Frother is used for both oxide and sulphide production.

Kinsenda's reagent consumption	Kinsenda的藥劑使用量	2017 二零一七年	2018 二零一八年	2019 二零一九年
Xanthate (SNPX) g/t	黃原酸鈉(SNPX)(克/噸)	120.00	56.00	67.13
NaSH g/t	硫氫化鈉(克/噸)	350.00	164.00	100.93
Frother g/t	起泡劑(克/噸)	95.00	80.00	54.07
TLQ2	TLQ2	-	1.80	4.34

Ruashi礦場透過溶劑萃取及電解冶煉過程生產成品銅。因此，其為本集團內主要的藥劑使用者。下表列示Ruashi的藥劑使用量：

Chibuluma選礦廠為一座硫化礦物浮選廠。Chibuluma選礦廠使用的藥劑包括石灰及起泡劑。

Kinsenda營運的選礦廠生產氧化及硫化礦物浮選產品。黃原酸鹽和NaSH用於氧化物生產，TLQ2用於硫化物生產。起泡劑用於氧化物及硫化物的生產。

Packaging Materials

Kinsenda's copper concentrate product and Ruashi's cobalt hydroxide product are bagged prior to transport offsite. The number of 1m<sup>3</sup> bags used during the year is shown in the table below.

<b>Kinsenda's Copper Concentrate Bags Used (t)</b>	<b>Kinsenda 銅精礦所使用的袋子 (噸)</b>	2017 二零一七年	2018 二零一八年	2019 二零一九年
Number of 1m <sup>3</sup> bags used	已使用一立方米的袋子數量	-	61,266	49,064
<b>Ruashi's Cobalt Hydroxide Bags Used (t)</b>	<b>Ruashi 氫氧化鈷所使用的袋子 (噸)</b>	2017 二零一七年	2018 二零一八年	2019 二零一九年
Number of 1m <sup>3</sup> bags used	已使用一立方米的袋子數量	2,731	2,641	2,817

Chibuluma and Ruashi's final copper product is loaded directly onto trucks.

包裝材料

Kinsenda的銅精礦產品及Ruashi的氫氧化鈷產品在運輸之前裝袋。於年內，使用了一立方米大小的袋子數量如下表所示。

Chibuluma及Ruashi的最終銅產品直接裝載到卡車上。

### A3 The Environment and Natural Resources

The main environmental aspects of the operations include:

- Rehabilitation of overburden dumps and tailings dams for closure. Concurrent rehabilitation of the Ruashi and Chibuluma tailings dams is in progress. Chibuluma has constructed an extension to the existing tailings dam, and topsoil has been stockpiled for the purpose of rehabilitation. Progressive rehabilitation on the new tailings dam extension began towards the end of 2019. 500 Acacia plants are expected to be planted during the 2019/2020 planting season. The desert grass on the walls of the dam is growing well. The Kinsenda tailings dam is fully operational and operating normally. Day paddocks have been established all the way around the dam and the deposition beach is being profiled. The temporary penstock has been closed off and all water is decanting of the main penstock into the return water dam. Seeding onto the initial side wall slopes has taken well and vegetation protection is good. New penstock sidewalls have started but will not be vegetated yet as they will be under construction for some time. Some dust occurs from the beached material but is being monitored but is not creating a hazard for the local population. The initial berms are well grassed.
- Tailings dam safety: the tailings dam at all three operations were technically audited by external independent engineers specialising in tailing storage facility design and operation, and each operation satisfied the safety criteria deeming the tailing storage facility operations to be considered an acceptable operational risk.
- Rehabilitation of mining pits. Ruashi is an open pit mine, and Chibuluma has recently opened an open pit in order to mine the crown pillar of the underground Chibuluma South Mine. While it is not possible to fill in pits post-closure, they must be secured.
- Dust generation, mainly from vehicle movement on unpaved roads, tailings dam and stockpiles. Fall-out dust is monitored during the dry season, and roads are watered at all sites to reduce dust generation.

### A3 環境與天然資源

針對業務的主要環境問題包括：

- 對將予關閉的排土場及尾礦壩進行的修復工程。現時正同步進行 Ruashi 及 Chibuluma 的尾礦壩修復工程。Chibuluma 擴建了現有尾礦壩，並一直堆存表層土壤以用於復修工程。新的尾礦壩擴建部分於二零一九年底開始逐步修復。預計於二零一九年／二零二零年種植季節期間將種植 500 株金合歡植物。大壩壩體上的沙漠草生長良好。Kinsenda 尾礦壩已完全投入運營並正常運行。已在大壩周圍建立日圍場及剖析沉積灘。臨時壓力管已經關閉及所有水均傾析入主要壓力管注入回水壩。最初側壁斜坡上的播種情況良好及植被保護亦良好。新的壓力側壁已開始使用，但由於將需要一段時間建設，因此尚未種植植被。堆積的物料會產生一些灰塵，但正在受到監控，惟不會對當地居民造成傷害。第一道護堤有足夠草被覆蓋。
- 尾礦壩安全：三家營運的尾礦壩由專門從事尾礦存儲設施設計及運營的外部獨立工程師進行技術審核，及各項運營滿足安全標準，視作尾礦存儲設施業務被認為可接受運營風險。
- 礦坑的修復。Ruashi 為一個露天礦，而 Chibuluma 近期開設了一個露天礦，以挖掘地下 Chibuluma 南礦場的頂柱。雖然不可能在關閉後填充坑，但必須受到保護。
- 灰塵，主要產生自汽車於泥路移動、尾礦壩及庫存。為減少產生灰塵，於旱季期間會監測輻射塵灰狀況，及於所有礦址的道路上灑水。

- Pollution from hydrocarbons and chemicals. Mining operations are heavily mechanised, and pollution control measures are in place in the workshops. Leaks outside of contained areas have the potential to cause pollution, including cumulative pollution where small leaks are involved. Preventive maintenance, remediation of polluted soil, clean-up and training of employees working with chemicals, fuels and lubricants are strategies used to reduce and clean up pollution.
- Impact of mining operations on ground and surface water quality. All of the mining operations have implemented water quality monitoring programmes on ground and surface water as appropriate to their approved environmental management plans.
- In the corporate offices, all wastes were collected and handled in a proper and legal manner so as to avoid detrimental impacts to the environment. The power and water consumption are controlled and reduced by the mentioned initiatives.
- 碳氫化合物及化學物污染。採礦業務屬高度機械化作業，而各作業場所均訂有污染管制措施。任何於控制區外發生的洩漏均有可能造成污染，包括自輕微洩漏累積而成的污染。透過預防性維護、修復污染土壤、清洗掃除及給予在工作環境中接觸化學物、燃料及潤滑劑的員工培訓等策略，降低及清除污染。
- 採礦業務對地下及地表水質量的影響。所有採礦業務均已按彼等的經批准環境管理計劃，對地下及地表水實施適當的水質監測計劃。
- 於公司辦事處，所有廢物均以適當及合法的方式收集及處理，以避免對環境造成不利影響。通過上述舉措控制及減少電力及水消耗。

B SOCIAL

B1 Employment

The Group operates within the labour laws of the country of operation. In Zambia and the DRC, the mines are required to comply with the Labour Code, Ministerial Decrees and the Collective Agreements, which include working hours, rest periods, equal opportunity, anti-discrimination, work conditions, vocational qualifications and output. Apart from complying to the law and regulation of different countries, the Group operates under internal policies on different aspects but not limited to recruitment, remuneration, leave and conditions of employment.

Statistical table of employee gender and age as of 31 December 2019

Gender

Operation	運作	Male 男性	Female 女性	Total 總數
Corporate Offices	公司辦事處	18	24	42
Chibuluma	Chibuluma	194	27	221
Kinsenda	Kinsenda	404	36	440
Musonoi	Musonoi	23	5	28
Ruashi	Ruashi	975	55	1,030
<b>Total</b>	<b>總數</b>	<b>1,614</b>	<b>147</b>	<b>1,761</b>

Age

Operation	運作	Under 25 25歲以下	25 to 35 25至35歲	36 to 40 36至40歲	41 to 45 41至45歲	46 to 50 46至50歲	51 to 54 51至54歲	55 and above 55歲及以上	Total 總數
Corporate Offices	公司辦事處	2	12	8	5	10	3	2	42
Chibuluma	Chibuluma	1	46	60	51	25	26	12	221
Kinsenda	Kinsenda	10	67	48	37	53	51	174	440
Musonoi	Musonoi	4	6	4	3	6	4	1	28
Ruashi	Ruashi	-	174	246	238	176	85	111	1,030
<b>Total</b>	<b>總數</b>	<b>17</b>	<b>305</b>	<b>366</b>	<b>334</b>	<b>270</b>	<b>169</b>	<b>300</b>	<b>1,761</b>

B 社會

B1 僱傭

本集團根據其營運所在國家的勞動法運作。贊比亞及剛果(金)兩地的礦場必須遵守勞工守則、部長法令及集體協議，當中涉及工作時間、休息時段、平等機會、反歧視、工作條件、職業資格及生產力。除遵守不同國家的法律及法規外，本集團根據其於不同方面(但不限於)招聘、薪酬、假期及僱傭條件方面的內部政策運作。

截至二零一九年十二月三十一日的僱員性別及年齡統計表

性別

年齡

Statistical table of employment category

僱傭類別統計表

Operation	運作	Community and Social Services 社區及社會服務	Administration 行政	Engineering 工程	Finance 財務	Human Capital 人力資本	Management 管理	Medical 醫療	Mining 採礦	Processing 冶煉	Projects 項目	Safety, Health & Environment 安全、健康及環境	Security 保安	Technical Services 技術服務	Total 總數
Corporate Offices	公司辦事處	-	2	-	24	3	10	-	-	-	3	-	-	-	42
Chibuluma	Chibuluma	4	-	73	21	2	3	4	23	54	6	7	8	16	221
Kinsenda	Kinsenda	13	-	170	51	11	8	12	30	108	-	8	7	22	440
Musonoi	Musonoi	2	-	5	3	1	9	-	2	-	1	1	-	4	28
Ruashi	Ruashi	16	-	167	103	59	16	12	45	537	2	18	10	45	1,030
<b>Total</b>	<b>總數</b>	<b>35</b>	<b>2</b>	<b>415</b>	<b>202</b>	<b>76</b>	<b>46</b>	<b>28</b>	<b>100</b>	<b>699</b>	<b>12</b>	<b>34</b>	<b>25</b>	<b>87</b>	<b>1,761</b>

## B2 Health and Safety

### Safety

As work safety is the foundation for the sustainable development of the Group, we comply with regional laws and regulations and use international standards as best practice guidelines with satisfactory results.

Two fatalities occurred during 2019, one at Ruashi and one at Kinsenda. Both of the incidents were investigated and measures identified and implemented to prevent the recurrence of such incidents.

The fatality at Kinsenda occurred on 25 June 2019. Contractor miners working underground in Kinsenda Mine were loading explosives into the mining end when a fall of ground occurred. After investigation the cause of the incident was determined to be a failure of the operator to follow the correct barring down procedures. An increased emphasis has been placed on the importance of risk assessments and following procedures by both employees and contractors to prevent such incidents from happening in the future.

The fatality at Ruashi occurred on 28 June 2019. A forklift did not follow the usual start procedure, so when the machine was started, it swivelled, pinning him against a container which resulted in the fatality. After investigation the cause of the incident was determined to be a failure of the operator to follow correct start procedures for the equipment. Vehicle maintenance and operator training were in place. The importance of following procedures has been highlighted at the mine to prevent the recurrence of such an incident.

Ruashi and Chibuluma each recorded two lost time injuries (LTIs), and four were recorded at Kinsenda.

## B2 健康及安全

### 安全

由於工作安全是本集團可持續發展的基礎，我們遵守地區法律法規並採用國際準則實踐作為最佳指引，而結果令人滿意。

於二零一九年內，發生兩宗死亡事故，一宗於 Ruashi 及另一宗於 Kinsenda。我們已對兩宗事故作出調查，並制定及採取措施防止有關事故再次發生。

Kinsenda 死亡事故發生於二零一九年六月二十五日。Kinsenda 礦場的承包商礦工在於礦坑底部裝填炸藥時發生地面塌陷。於調查後，事故的原因被定性為操作人員未遵守正確的程序作業。員工及承包商均被要求要更重視風險評估及遵循流程的重要性，以防止日後發生此類事故。

Ruashi 死亡事故發生於二零一九年六月二十八日。一輛叉車並無按照通常啟動程序啟動，所以當機器啟動時，機器旋轉把作業員壓倒至一容器上導致其死亡。於調查後，事故的原因被定性為作業員未按照設備的正確啟動程序操作。本集團已經對車輛進行維修及對作業員進行培訓。為防止再次發生此類事故，於礦場強調遵循流程的重要性。

Ruashi 及 Chibuluma 分別錄得兩宗損失工時意外，而 Kinsenda 則錄得四宗損失工時意外。

Safety statistics for the Group

本集團的安全統計數據

<b>Fatality Frequency Rate per million man-hours worked</b>		2017 二零一七年	2018 二零一八年	2019 二零一九年
Ruashi	Ruashi	-	-	0.30
Chibuluma	Chibuluma	-	-	-
Kinsenda	Kinsenda	-	-	0.35
The Group	本集團	-	-	0.25

<b>Lost Time Injury Frequency Rate per million man-hours worked</b>		2017 二零一七年	2018 二零一八年	2019 二零一九年
Ruashi	Ruashi	1.80	0.23	0.60
Chibuluma	Chibuluma	1.97	0.50	1.07
Kinsenda	Kinsenda	1.34	0.38	1.38
The Group	本集團	1.71	0.35	0.99

Health

All of the mining operations fall within areas where malaria is a significant health risk. Malaria cases at each operation are shown in the table below. Prevention measures include indoor residual spraying in Zambia as well as malaria prevention programs at the sites. These programs involve the donation of mosquito nets, removal of stagnant water and improvement of drainage, and support to existing government and non-governmental organisation programs and education of the workforce and community. It is of concern that the number of malaria cases occurring at the mines is not decreasing, and further awareness and intervention is required.

健康

所有採礦業務所處區域均受瘧疾影響，並構成重大健康風險。下表顯示各作業區的瘧疾案例。預防措施包括於贊比亞進行的室內殘留噴灑，以及於各礦址實行的瘧疾預防計劃。該等計劃涉及捐獻蚊帳、掃除積水及改善排水系統，以及支持政府和非政府組織現行計劃及對勞工和社區進行的教育。由於各礦場的瘧疾個案宗數一直維持不下，故須加強關注及干預。



# Sustainability Report

## 可持續發展報告

<b>Malaria cases</b>	<b>瘧疾個案宗數</b>	2017 二零一七年	2018 二零一八年	2019 二零一九年
Ruashi	Ruashi	1,331	1,175	1,256
Chibuluma	Chibuluma	57	29	31
Kinsenda	Kinsenda	916	754	679

The Company actively promotes HIV/AIDS prevention programs aimed at employees, their families and the communities in which we operate. Voluntary counselling and testing for HIV is encouraged amongst employees and support systems are in place for employees who test positive for HIV.

本公司為僱員、僱員家屬及我們營運所在社區積極推動愛滋病病毒／愛滋病預防計劃，鼓勵僱員自願諮詢及進行愛滋病病毒檢查，並已制定支援制度幫助該等在愛滋病病毒測試中呈陽性的僱員。

<b>VCT for HIV/AIDS</b>	<b>愛滋病病毒／愛滋病自願諮詢檢查</b>	2017 二零一七年	2018 二零一八年	2019 二零一九年
Ruashi	Ruashi	1,011	1,408	1,272
Chibuluma	Chibuluma	200	380	394
Kinsenda	Kinsenda	799	782	592

Kinsenda operates a hospital and primary health care facility on site which treats employees and their dependents, and provides a limited service to the local population. Ruashi Mine and Chibuluma Mine have clinics on site.

Kinsenda 於礦址內經營一座醫院及初級護理醫療設施，負責治療僱員、彼等家眷，及為當地人提供有限度服務。Ruashi 礦場及 Chibuluma 礦場內均設有診所。

### B3 Development and Training

The Company recognises that development and training of employees is a continuing process for every employee at every level of the organisation, therefore training is perceived as a necessary investment in order to enhance productivity and attain the company's business goals. Critical needs and affordability are taken into account.

All employees, contractors, consultants and visitors receive site induction of various levels, depending on the duration of stay, area to visit and previous visits to site. The Group is committed to ensure that employees are competent in their roles and therefore possess necessary permits, licences and the like in order to carry out work safely and in accordance with the laws of the countries in which we operate.

In addition, the training departments on the mines identify training needs through advice from supervisors, comparing the skills and knowledge of employees to their job profiles, analysing the performance appraisals, information from the individual development plans and training and development required by law in the countries of operation.

Both Ruashi and Chibuluma are certified to the international standard ISO14001:2005 for environmental management systems. One of the requirements of the management system is environmental training for all employees and contractors, as well as job-specific training for employees whose activities have a direct impact on the environment. Training in pollution prevention and remediation is also given.

### B4 Labour Standards

All employees of the Group are employed in accordance with the requirements of relevant laws and regulations. During the recruitment process, the Group verifies the age of the applicants by checking documents such as identity card to avoid hiring child labour. Based on the data currently available, the Group does not hire candidates who are under the age of 18 years, and no forced labour is employed.

Mine workers' unions are present on all of the mining operations to protect the mine workers' rights, and to prevent exploitation.

### B3 發展及培訓

本公司意識到，對企業各層面的每一位僱員而言，發展及培訓為一項持續過程，因此，培訓被視為提高生產力及實現本公司業務目標的所需投資。重大需求及可負擔能力均已作考慮。

所有僱員、承包商、顧問及訪客可獲得不同程度的礦場實地介紹，這取決於停留時間、所走訪區域及過往的探訪。本集團致力確保僱員勝任其崗位，取得必要許可及牌照等資格，從而符合我們營運所在國家的法律進行安全生產。

此外，各礦場的培訓部門經參考主管建議、比較僱員相對其工作崗位的技能及知識、分析表現評核，以及自個別發展計劃的資料及營運所在國家法律所規定的培訓及發展要求，識別培訓需求。

Ruashi及Chibuluma均獲國際標準ISO14001:2005環境管理系統認證。管理系統的其中一項要求是為所有僱員及承包商提供環保相關培訓，以及為該等從事於對環境有直接影響之活動的僱員提供特定職業培訓。此外亦有提供有關預防污染及修復的培訓。

### B4 勞動標準

本集團所有僱員均按照相關法律法規的要求受僱。在招聘過程中，本集團通過核實身份證等文件來核實申請人的年齡，以避免僱用童工。根據現時可得數據，本集團並無僱用未滿18歲的求職者，亦未僱用強迫勞工。

在所有採礦作業中均設有礦工工會，以保障礦工權利及防止礦工權利受損。

B5 Supply Chain Management

The Group's contracts specify that all contractors are required to comply with the Group's SHEC policies.

Suppliers by geographic region

Suppliers for the operating mines are located in the following regions:

<b>Ruashi's suppliers by geographical region</b>	<b>Ruashi 供應商 (按地理區域劃分)</b>	2017 二零一七年	2018 二零一八年	2019 二零一九年
The DRC	剛果(金)	403	465	449
South Africa	南非	153	161	218
Zambia	贊比亞	22	25	14
Switzerland	瑞士	4	2	2
United Kingdom	英國	4	4	4
United Arab Emirates	阿拉伯聯合酋長國	4	4	3
Australia	澳洲	2	3	4
Mauritius	毛里求斯	4	5	6
Canada	加拿大	2	2	2
The PRC	中國	5	11	10
Germany	德國	2	2	2
India	印度	1	2	2
Portugal	葡萄牙	1	1	1
Singapore	新加坡	1	1	1

<b>Kinsenda's suppliers by geographical region</b>	<b>Kinsenda 供應商 (按地理區域劃分)</b>	2017 二零一七年	2018 二零一八年	2019 二零一九年
The DRC	剛果(金)	91	191	210
South Africa	南非	74	120	132
Zambia	贊比亞	17	59	70
Others	其他	-	15	17

<b>Chibuluma's suppliers by geographical region</b>	<b>Chibuluma 供應商 (按地理區域劃分)</b>	2017 二零一七年	2018 二零一八年	2019 二零一九年
Zambia	贊比亞	520	520	276
South Africa	南非	112	112	31
United Kingdom	英國	2	2	1
Australia	澳洲	1	1	-
The PRC	中國	5	5	3
India	印度	1	1	-
Hong Kong	香港	1	1	-

<b>Corporate offices' suppliers by geographical region</b>	<b>公司辦事處供應商 (按地理區域劃分)</b>	2017 二零一七年	2018 二零一八年	2019 二零一九年
South Africa	南非	182	190	142
The PRC	中國	-	20	28
Other	其他	7	9	9

B5 供應鏈管理

本集團合約訂明所有承包商均必須遵守本集團之SHEC政策。

按地理區域劃分的供應商

各營運礦場的供應商所在地區如下：

## B6 Product Responsibility

To safeguard customers' data and the confidential information of the Group, the Group requests the employees and consultants to undertake confidentiality obligations during their continuation or after termination of employment and engagement.

The Group also takes steps to upgrade the security features of computer system regularly and change their password on a regular basis so as to prevent customers' personal information from being stolen or misused. In order to continuously protect the privacy of customers, ongoing measures such as risk identification and monitoring are also implemented and strengthened.

## B7 Anti-Corruption

An anti-fraud policy was adopted to the Group.

In order to minimise the possibility of fraud, the Board is determined to establish an effective control environment where the importance of the efficiency in operation and the effectiveness in fraud prevention can be well-balanced.

The Board requires all employees of the Group to adhere the code of conduct of the Company and conducts periodic and systematic fraud risk assessments so as to assure the effectiveness of current preventive measures. At the same time, the Board reviews and modifies the procedures and policies from time to time by constant communication with all level of employees to remain the controls in full force while giving sufficient flexibility to the operation of the Group.

## B6 產品責任

為保障客戶的資料及本集團的機密資料，本集團要求僱員及顧問在本集團繼續僱傭及委聘期間或終止僱傭及委聘後承擔保密責任。

本集團亦採取措施定期升級電腦系統的安全功能及定期更換密碼，以防止客戶的個人資料被盜或被濫用。為了不斷保護客戶的隱私，亦實施及增強了風險識別及監察等持續性措施。

## B7 反貪污

本集團已採納反欺詐政策。

為了盡量減少欺詐的可能性，董事會決定建立一個有效的監控環境，使運營效率的重要性與預防欺詐的有效性可取得良好平衡。

董事會要求本集團所有僱員遵守本公司的行為準則，並定期進行系統的欺詐風險評估，以確保現行預防措施的成效。同時，董事會不時檢討及修改程序及政策，與各級僱員持續溝通，以在為本集團營運提供充分靈活性的同時，維持全面有效監控。

## B8 Community Investment

The Group has a Community Policy in place as follows:

### Community Policy

The Group strives to minimise potential negative social impacts while promoting opportunities and benefits for host communities. The Group engages in a range of sustainable development and community relations activities and encourages staff to join various volunteer works. Community management and development is recognised as a high corporate priority, and is a component of Zero Harm, one of the company's values.

The Group is committed to:

- Continually improving community development and community investment programmes through monitoring, measuring and managing our social and economic impacts;
- Developing programmes that ensure the sustainable welfare of communities;
- Upholding and promoting the human rights of our employees and contractors, our suppliers, and the communities in which we operate;
- Recognising and respecting indigenous people's culture, heritage and traditional rights and supporting the identification, recording, management and protection of indigenous cultural heritage;
- Building and maintaining stakeholder relationships with people who are directly affected or interested in our operations; and
- Managing the risk of public health threats amongst employees, contractors and local communities.

## B8 社區投資

本集團制定的社區政策如下：

### 社區政策

本集團在致力為所處社區大力促進機遇及謀求福祉的同時，會盡量減少可能對社區造成之負面影響。本集團參與不同種類的可持續發展及社區關係活動。社區管理及發展被認為是企業管理的重中之重，「零傷害」管理是本公司企業價值之一。

本集團致力於：

- 透過監察、測量及管理我們造成的社會及經濟影響，持續改善社區發展及社區投資計劃；
- 制定可確保社區永續福祉的計劃；
- 維護及提升我們僱員、承包商、供應商及經營所在社區的人權水平；
- 承認及尊重原居民的文化、遺產及傳統權利及支持鑑定、記載、管理及保護原居民的文化遺產；
- 與直接受我們業務影響或於我們業務中擁有權益的人民建立及維持利益相關者關係；及
- 管理僱員、承包商及地方社區之公眾健康威脅風險。

Community investment at the mining operations in 2019 was undertaken as follows:

於二零一九年在採礦業務中進行的社區投資如下：

<b>Ruashi Community Investment (US\$)</b>	<b>Ruashi的社區投資 (美元)</b>	2017 二零一七年	2018 二零一八年	2019 二零一九年
HIV/AIDS awareness and prevention	提升對愛滋病病毒/愛滋病的意識及預防	10,000	10,000	-
Health	健康	-	-	95,000
Improve community water volume	改善社區水量	-	35,000	80,000
Education	教育	10,000	20,000	225,000
Community feeding Schemes (orphans and widows)	社區糧食供給計劃 (孤兒及寡婦)	-	10,000	-
Agriculture projects	農業項目	250,000	200,000	350,000
Ward offices – Ruashi township	病房 – Ruashi 社區	-	-	80,000
<b>TOTAL</b>	<b>總計</b>	<b>270,000</b>	<b>275,000</b>	<b>830,000</b>

Community projects undertaken by Ruashi included the provision of school fees for children in need, as well as the construction of the Bwakia Secondary School (including a science laboratory), a mortuary for the Hakika Reference Hospital and ward offices in Ruashi Town.

Ruashi所承接的社區項目包括為有需要的兒童提供學費以及建造Bwakia中學(包括一間科學實驗室)、Hakika Reference Hospital的停屍房及Ruashi鎮的病房。

<b>Kinsenda Community Investment (US\$)</b>	<b>Kinsenda的社區投資 (美元)</b>	2017 二零一七年	2018 二零一八年	2019 二零一九年
Agriculture	農業	10,495	17,588	1,132
Community electricity	社區電力	149,935	246,130	293,789
Community feeding schemes (orphans and widows)	社區糧食供給計劃 (孤兒及寡婦)	28,691	30,889	3,370
Education	教育	72,786	2,225	6,559
Sport and recreation	體育與休閒	4,098	2,583	17,805
Community sanitation	社區衛生	5,148	2,866	475
Community relations	社區關係	51,680	3,552	1,281
<b>TOTAL</b>	<b>總計</b>	<b>322,833</b>	<b>305,833</b>	<b>324,441</b>

<b>Chibuluma Community Investment (US\$)</b>	<b>Chibuluma的社區投資 (美元)</b>	2017 二零一七年	2018 二零一八年	2019 二零一九年
Education	教育	8,199	6,834	6,928
Health	健康	25,506	14,518	4,080
Corporate Social Responsibility – other	企業社會責任 – 其他	-	15,553	7,561
Skills Development	技能培訓	17,620	-	-
Sport and Recreation	體育與休閒	27,534	14,780	21,929
Community Road Repair and Maintenance	社區道路維修及保養	-	2,317	2,928
<b>TOTAL</b>	<b>總計</b>	<b>78,859</b>	<b>54,002</b>	<b>43,426</b>



TO THE SHAREHOLDERS OF  
JINCHUAN GROUP INTERNATIONAL RESOURCES CO. LTD  
(incorporated in the Cayman Islands with limited liability)

## OPINION

We have audited the consolidated financial statements of Jinchuan Group International Resources Co. Ltd (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 126 to 244, which comprise the consolidated statement of financial position as at 31 December 2019, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

## BASIS FOR OPINION

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



致金川集團國際資源有限公司股東

(於開曼群島註冊成立之有限公司)

## 意見

本核數師(以下簡稱「我們」)已審計列載於126至244頁的金川集團國際資源有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表，此財務報表包括於二零一九年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據國際會計準則委員會(「國際會計準則委員會」)頒佈之《國際財務報告準則》真實而中肯地反映了貴集團於二零一九年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露要求妥為擬備。

## 意見基礎

我們已根據香港會計師公會(「香港會計師公會」)頒佈的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

## KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### Key audit matter 關鍵審計事項

#### ***Depreciation/amortisation of property, plant and equipment and mineral rights for mining operations ("Mining Assets")***

採礦業務所用物業、廠房及設備以及礦產權（「採礦資產」）的折舊／攤銷

We identified the depreciation/amortisation of the Mining Assets calculated using the unit of production ("UOP") method as a key audit matter due to the significance of the balance to the consolidated statement of profit or loss and other comprehensive income, combined with the significant management judgement and estimation associated with determining the mineral reserves.

由於採礦資產結餘為綜合損益及其他全面收益表的重項，加上釐定礦產儲量涉及管理層的重大判斷及估計，故我們認為採礦資產的折舊／攤銷（按產量單位（「UOP」）法計算）屬於關鍵審計事項。

As explained in Note 4 to the consolidated financial statements, the depreciation and amortisation of the Mining Assets for the year ended 31 December 2019 amounted to US\$80,828,000 and US\$18,086,000 respectively. The management of the Group assesses the UOP rates against the estimated reserve base and operating and development plan regularly, taking into account the recent economic production and technical information about each mine from the Group's experts. The UOP rates of depreciation and amortisation can fluctuate from initial estimates when there are significant changes in any of the factors or assumptions used in estimating mineral reserves.

如綜合財務報表附註4所解釋，採礦資產的折舊及攤銷額於截至二零一九年十二月三十一日止年度分別為80,828,000美元及18,086,000美元。貴集團管理層參考貴集團專家就各礦場所提供的近期經濟生產及技術信息，定期評估估計儲量基礎及經營開發計劃的UOP比率。倘用以估計礦產儲量的任何因素或假設出現重大變動，折舊及攤銷的UOP比率可能較初步估計有所變動。

## 關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

### How our audit addressed the key audit matter 我們的審計如何對關鍵審計事項進行處理

Our procedures in relation to depreciation/amortisation of the Mining Assets included:

我們針對採礦資產的折舊／攤銷執行的程序包括：

- Working with our internal industry expert to examine the mining plan prepared by the Group's experts on extraction of estimated proved and probable ore reserves throughout the life of the mines, and checking the consistency of estimated mineral reserves, notably changes in the geology of the reserves and assumptions used in determining the economic feasibility of the reserves used in the mining plan to these reserves estimates.  
與我們內部的行業專家協作審查由貴集團專家就於礦場開採期內開採證實及概約礦石估計儲量而編製的採礦計劃，並檢查於該等礦石估計儲量採礦計劃中所述的儲量估計方法的一致性、儲量的地質狀況及用以釐定儲量的經濟可行性所用的假設。
- Assessing the Group's ability to achieve the production level by reference to the Group's historical performance and future outlook of the mining industry.  
參考貴集團的過往歷史表現及採礦業的未來前景而評估貴集團達致生產水平的能力。
- Assessing the reasonableness of the management's UOP rates and recalculating the depreciation and amortisation of the Mining Assets.  
評估管理層所定的UOP比率的合理性並重新計算採礦資產的折舊及攤銷額。



# Independent Auditor's Report

## 獨立核數師報告

### Key audit matter 關鍵審計事項

#### **Impairment assessment of property, plant and equipment, mineral rights and exploration and evaluation assets for mining operations ("Non-current Assets")**

採礦業務的物業、廠房及設備、礦產權以及勘探及評估資產(「非流動資產」)的減值評估

We identified impairment assessment of Non-current Assets as a key audit matter due to the significance of the balances to the consolidated financial statements as a whole, combined with the significant management judgement and estimation associated with determining the recoverable amounts in the impairment assessment. 由於非流動資產結餘為整體綜合財務報表的重大項目，加上釐定減值評估的可收回金額涉及管理層的重大判斷及估計，故我們認為非流動資產的減值評估為關鍵審計事項。

The carrying amount of property, plant and equipment, minerals rights and exploration and evaluation assets for mining operations as at 31 December 2019 amounted to US\$688,518,000, US\$489,389,000 and US\$146,161,000 respectively and are allocated to five cash generating units ("CGUs") in respect of the Group's mining operations in Zambia and the Democratic Republic of Congo as per Note 4 to the consolidated financial statements.

採礦業務的物業、廠房及設備、礦產權以及勘探及評估資產於二零一九年十二月三十一日的賬面值分別為688,518,000美元、489,389,000美元及146,161,000美元，如綜合財務報表附註4所述，有關項目已分配至貴集團於贊比亞及剛果民主共和國的採礦業務下的五個現金產生單位(「現金產生單位」)。

### How our audit addressed the key audit matter 我們的審計如何對關鍵審計事項進行處理

Our procedures in relation to impairment assessment of Non-current Assets included:

我們針對非流動資產的減值評估執行的程序包括：

- Understanding the Group's impairment assessment process, including the impairment assessment model adopted, CGUs allocation and assumptions used.  
了解貴集團的減值評估過程，包括採納的減值評估模型、現金產生單位的分配及所用假設。
- Evaluating the qualification of the independent external competent persons.  
評估獨立外界合資格人士之資格。
- Working with our internal industry expert to carry out, among others, the following procedures:  
與我們內部的行業專家協作執行(其中包括)下列程序：
  - evaluating the appropriateness of the model used to calculate the recoverable amounts;  
對用以計算可收回金額的模型的恰當性作出評價；
  - reviewing the reasonableness of the economic and technical assumptions in the resource and reserve report prepared by the external competent persons;  
審閱由外界合資格人士所編製的資源量及儲量報告中經濟及技術假設的合理性；
  - assessing the reasonableness of the discount rates by benchmarking against independent data;  
以獨立所得數據為基準評估貼現率的合理性；
  - evaluating if the management's estimate of future production level is consistent with the resource and reserve report prepared by the independent external competent persons; and  
對管理層就未來生產水平的估計與由獨立外界合資格人士編製的資源量及儲量報告的一致性作出評價；及
  - assessing the appropriateness of estimate of future copper and cobalt prices by reference to entity-specific historical information and market data.  
參考實體的特定過往信息及市場數據來評估於未來估計之銅價及鈷價的恰當性。

**Key audit matter**  
關鍵審計事項

**How our audit addressed the key audit matter**  
我們的審計如何對關鍵審計事項進行處理

***Impairment assessment of property, plant and equipment, mineral rights and exploration and evaluation assets ("Non-current Assets") (Continued)***

**物業、廠房及設備、礦產權以及勘探及評估資產(「非流動資產」)的減值評估(續)**

During the year ended 31 December 2019, the management of the Group performed an impairment assessment of these CGUs due to the fluctuation in copper and cobalt prices, details of which are set out in Note 9 to the consolidated financial statements. The management also engaged an independent external competent person to prepare a resource and reserve report as at 31 December 2019. The recoverable amounts of these CGUs are determined using value in use calculations based on the management's cash flow forecasts in which key assumptions on future production level, future copper and cobalt prices and discount rates can significantly affect the discounted cash flows.

截至二零一九年十二月三十一日止年度，由於銅價及鈷價波動，故貴集團管理層對該等現金產生單位執行減值評估，詳情載於綜合財務報表附註9。於二零一九年十二月三十一日，管理層亦委聘獨立外界合資格人士編製資源及儲量報告。該等現金產生單位的可收回金額乃基於管理層的現金流量估算(當中涉及對未來生產水平、未來銅價及鈷價及貼現率作出關鍵假設，其可對貼現現金流量構成重大影響)按使用價值計算釐定。

Based on the impairment assessment on each of the CGUs, as described in Note 9 to the consolidated financial statements, the management of the Group reversed impairment losses of US\$16,977,000 and recognised impairment losses US\$7,323,000 on mineral rights and property, plant and equipment, respectively, during the year ended 31 December 2019.

根據綜合財務報表附註9所述的各項現金產生單位的減值評估，於截至二零一九年十二月三十一日止年度，貴集團管理層就礦產權及物業、廠房及設備分別錄得減值虧損撥回16,977,000美元及確認減值虧損7,323,000美元。

- Evaluating the historical accuracy of the management's cash flow forecasts by comparing the historical cash flow forecasts with the actual performance.

透過對歷史現金流量預測與實際表現的比較，對管理層過往的現金流量預測準確度作出評價。

- Re-performing the sensitivity analysis on the key inputs performed by the Group to evaluate the magnitude of impact on the recoverable amounts.

重新執行貴集團對主要輸入數據進行的敏感度分析，以評估可收回金額的受影響程度。

# Independent Auditor's Report

## 獨立核數師報告

### OTHER INFORMATION

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

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

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

### RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRSs issued by the IASB and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of 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.

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

### 其他資訊

貴公司董事需對其他資訊負責。其他資訊包括刊載於年報內的資訊，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他資訊，我們亦不對該等其他資訊發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他資訊，在此過程中，考慮其他資訊是否與綜合財務報表或我們在審計過程中所瞭解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他資訊存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

### 董事及治理層就綜合財務報表須承擔的責任

貴公司董事須負責根據國際會計準則委員會頒佈的《國際財務報告準則》及香港《公司條例》的披露要求擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，董事負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際的替代方案時停止使用。

治理層須負責監督 貴集團的財務報告過程。

## 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 solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's 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 HKSA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

## 核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並按照我們商定的業務約定條款僅向全體股東出具包括我們意見的核數師報告。除此以外，我們的報告不可用作其他用途。本行並不就本行報告之內容對任何其他人士承擔任何責任或接受任何義務。合理保證是高水準的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 瞭解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

# Independent Auditor's Report

## 獨立核數師報告

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

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

### 核數師就審計綜合財務報表承擔的責任(續)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務資訊獲取充足、適當的審計憑證，以對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與治理層溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向治理層提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our 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 the independent auditor's report is Mak Chun Bon.

**Deloitte Touche Tohmatsu**  
*Certified Public Accountants*  
Hong Kong  
24 March 2020

**核數師就審計綜合財務報表承擔的責任(續)**

從與治理層溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計專案合夥人是麥振邦。

**德勤•關黃陳方會計師行**  
*執業會計師*  
香港  
二零二零年三月二十四日

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

		Notes 附註	2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Revenue	收益	5	1,246,898	1,399,970
Cost of sales	銷售成本		(1,157,834)	(1,201,149)
Gross profit	毛利		89,064	198,821
Other gains and losses	其他收益及虧損	7	(480)	(1,342)
Other income	其他收入	8	281	286
Selling and distribution costs	銷售及分銷成本		(29,306)	(31,026)
Administrative expenses	行政開支		(43,800)	(48,740)
Reversal of impairment loss, net	減值虧損撥回，淨額	9	9,654	53,495
Finance income	財務收入		1,755	1,984
Finance costs	財務成本	10	(20,743)	(24,056)
Profit before tax	除稅前溢利	11	6,425	149,422
Income tax credit (expense)	所得稅抵免(開支)	13	6,697	(54,800)
Profit for the year	年內溢利		13,122	94,622
Other comprehensive expense: <b>Item that may be reclassified subsequently to profit or loss:</b> Exchange differences arising on translation of foreign operations	其他全面開支： 其後可能重新分類至損益之項目： 換算海外業務產生之匯兌差額		(525)	(1,290)
Other comprehensive expense for the year	本年度其他全面開支		(525)	(1,290)
Total comprehensive income for the year	本年度全面收入總額		12,597	93,332
Profit for the year attributable to: Owners of the Company Non-controlling interests	下列人士應佔年內溢利： 本公司擁有人 非控股權益		8,745 4,377	66,931 27,691
			13,122	94,622
Total comprehensive income attributable to: Owners of the Company Non-controlling interests	下列人士應佔全面收入總額： 本公司擁有人 非控股權益		8,430 4,167	66,157 27,175
			12,597	93,332
Earnings per share Basic (US cents)	每股盈利 基本(美仙)	14	0.07	0.72
Diluted (US cents)	攤薄(美仙)	14	0.07	0.51

# Consolidated Statement of Financial Position

## 綜合財務狀況表

At 31 December 2019  
於二零一九年十二月三十一日

		Notes 附註	2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	16	688,850	742,807
Right-of-use assets	使用權資產	17	2,704	-
Mineral rights	礦產權	18	489,389	478,098
Exploration and evaluation assets	勘探及評估資產	19	146,161	140,990
Other non-current assets	其他非流動資產	20	13,639	14,209
			<b>1,340,743</b>	1,376,104
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	21	201,988	186,110
Trade and other receivables	貿易及其他應收款項	22	156,468	212,065
Tax recoverable	可收回稅項		209	-
Bank balances and cash	銀行結餘及現金	23	45,215	78,919
			<b>403,880</b>	477,094
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項	24	70,626	73,958
Tax payable	應繳稅項		-	37,713
Amount due to an intermediate holding company	應付中間控股公司款項	25	128,284	125,453
Amount due to a fellow subsidiary	應付同系附屬公司款項	25	5,134	6,199
Amount due to a non-controlling shareholder of a subsidiary	應付附屬公司非控股股東款項	25	482	200
Bank borrowings	銀行借款	26	28,365	165,521
Lease liabilities	租賃負債	27	1,371	-
Short-term provisions	短期撥備	28	7,049	9,325
Bank overdrafts	銀行透支	23	944	-
			<b>242,255</b>	418,369
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>161,625</b>	58,725
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>1,502,368</b>	1,434,829
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Deferred tax liabilities	遞延稅項負債	29	268,805	300,210
Bank borrowings	銀行借款	26	209,000	123,771
Lease liabilities	租賃負債	27	1,367	-
Long-term provisions	長期撥備	28	33,007	32,053
			<b>512,179</b>	456,034
<b>Net assets</b>	<b>資產淨值</b>		<b>990,189</b>	978,795



# Consolidated Statement of Financial Position

## 綜合財務狀況表

At 31 December 2019  
於二零一九年十二月三十一日

		Notes 附註	2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
<b>Capital and reserves</b>	<b>股本及儲備</b>			
Share capital	股本	30	16,166	16,166
Perpetual subordinated convertible securities	永久次級可換股證券	32	88,462	88,462
Reserves	儲備		759,985	753,194
Equity attributable to owners of the Company	本公司擁有人應佔權益		864,613	857,822
Non-controlling interests	非控股權益		125,576	120,973
<b>Total equity</b>	<b>權益總額</b>		<b>990,189</b>	<b>978,795</b>

The consolidated financial statements on pages 126 to 244 were approved and authorised for issue by the board of directors on 24 March 2020 and are signed on its behalf by:

載於第126至244頁的綜合財務報表已經董事會於二零二零年三月二十四日批准及授權刊發，並由以下人士代為簽署：

**ZHANG Youda**  
張有達  
DIRECTOR  
董事

**GAO Tianpeng**  
郜天鵬  
DIRECTOR  
董事

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔							Non-controlling interests		Total
		Share capital	Perpetual subordinated convertible securities	Share premium	Translation reserve	Statutory reserve	Other reserves	Accumulated losses	Total	Non-controlling interests	Total
		股本	永久次級可換股證券	股份溢價	換算儲備	法定儲備	其他儲備	累計虧損	總計	非控股權益	總權益
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元
At 1 January 2018	於二零一八年一月一日	6,197	1,089,084	343,080	(23,844)	-	(400,721)	(222,086)	791,710	78,772	870,482
Profit for the year	年內溢利	-	-	-	-	-	-	66,931	66,931	27,691	94,622
Other comprehensive expense for the year	年內其他全面開支	-	-	-	(774)	-	-	-	(774)	(516)	(1,290)
Total comprehensive (expense) income for the year	年內全面(開支)收入總額	-	-	-	(774)	-	-	66,931	66,157	27,175	93,332
Conversion of perpetual subordinated convertible securities (Note 32)	轉換永久次級可換股證券(附註32)	9,969	(1,000,622)	990,653	-	-	-	-	-	-	-
Transaction costs attributable to conversion of perpetual subordinated convertible securities	轉換永久次級可換股證券產生之交易成本	-	-	(45)	-	-	-	-	(45)	-	(45)
Capital injection by a non-controlling shareholder	非控股股東注資	-	-	-	-	-	-	-	-	15,026	15,026
Transfer to statutory reserve	轉撥至法定儲備	-	-	-	-	79	-	(79)	-	-	-
At 31 December 2018	於二零一八年十二月三十一日	16,166	88,462	1,333,688	(24,618)	79	(400,721)	(155,234)	857,822	120,973	978,795
Adjustments (Note 2)	調整(附註2)	-	-	-	-	-	-	(22)	(22)	-	(22)
At 1 January 2019 (restated)	於二零一九年一月一日(經重列)	16,166	88,462	1,333,688	(24,618)	79	(400,721)	(155,256)	857,800	120,973	978,773
Profit for the year	年內溢利	-	-	-	-	-	-	8,745	8,745	4,377	13,122
Other comprehensive expense for the year	年內其他全面開支	-	-	-	(315)	-	-	-	(315)	(210)	(525)
Total comprehensive (expense) income for the year	年內全面(開支)收入總額	-	-	-	(315)	-	-	8,745	8,430	4,167	12,597
Dividends recognised as distribution (Note 15)	確認為分派的股息(附註15)	-	-	(1,617)	-	-	-	-	(1,617)	-	(1,617)
Capital injection by a non-controlling shareholder	非控股股東注資	-	-	-	-	-	-	-	-	436	436
Transfer to statutory reserve	轉撥至法定儲備	-	-	-	-	199	-	(199)	-	-	-
At 31 December 2019	於二零一九年十二月三十一日	16,166	88,462	1,332,071	(24,933)	278	(400,721)	(146,710)	864,613	125,576	990,189

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### Notes:

- i. Other reserves comprised (i) the excess of the nominal value of the shares of the subsidiaries acquired pursuant to a group reorganisation (“**Combination**”) in 2013 over the nominal value of the Company’s shares issued in exchange therefor and (ii) the issue of 1,595,880,000 shares of the Company with a fair value of US\$206,646,000 and the issue of perpetual subordinated convertible securities (“**Convertible Securities**”) of the Company with a fair value of US\$1,089,084,000 on 14 November 2013 in exchange for the entire equity interests in Jin Rui Mining Investment Limited (“**Jin Rui**”) and the settlement of all shareholder’s loans outstanding by Jin Rui to Jintai Mining Investment Limited amounting to the principal amount of South African Rand (“**ZAR**”) 9,193,369,000 (equivalent to US\$895,000,000).
- ii. The statutory reserve is non-distributable and the transfer to this reserve is determined according to the relevant laws in The People’s Republic of China (the “**PRC**”) and by the board of directors of the PRC subsidiary in accordance with the Articles of Association of the PRC subsidiary. The PRC subsidiary is not required to transfer to this reserve when the balance of this reserve reaches 50% of the registered capital of the PRC subsidiary. It can be used to make up for previous year’s losses or convert into additional capital of the PRC subsidiary of the Company.

### 附註：

- i. 其他儲備包括(i)於二零一三年度根據集團重組(「**合併**」)所收購附屬公司股份之面值，超過本公司作為收購代價所發行股份之面值的差額及(ii)於二零一三年十一月十四日發行1,595,880,000股公平值為206,646,000美元的本公司股份以及發行公平值為1,089,084,000美元的本公司永久次級可換股證券(「**可換股證券**」)，以收購Jin Rui Mining Investment Limited(「**Jin Rui**」)之全部股本權益，以及結清Jin Rui結欠金泰礦業投資有限公司的所有未償還股東貸款本金額9,193,369,000南非蘭特(「**南非蘭特**」)(相當於895,000,000美元)。
- ii. 法定儲備不可分派及向此儲備之轉撥乃根據中華人民共和國(「**中國**」)有關法律及由中國附屬公司董事會根據中國附屬公司之組織章程細則釐定。當此儲備結餘達中國附屬公司註冊資本之50%時，中國附屬公司毋須轉撥至此儲備。其可用於彌補上年度之虧損或轉為本公司中國附屬公司之額外資本。

# Consolidated Statement of Cash Flows 綜合現金流量表

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
<b>OPERATING ACTIVITIES</b>			
Profit before tax	經營活動 除稅前溢利	6,425	149,422
Adjustments for:	經調整：		
Finance income	財務收入	(1,755)	(1,984)
Finance costs	財務成本	20,743	24,056
Provisions for rehabilitation and environmental expenditure	復修及環保開支的撥備	905	683
Depreciation of property, plant and equipment	物業、廠房及設備折舊	81,010	81,246
Depreciation of right-of-use assets	使用權資產折舊	1,320	-
Amortisation of mineral rights	礦產權攤銷	18,086	14,954
Reversal of impairment loss recognised in respect of mineral rights, net	已確認礦產權減值虧損撥回，淨額	(16,977)	(4,995)
Impairment loss (reversal of impairment loss) recognised in respect of property, plant and equipment	就物業、廠房及設備確認之減值虧損(減值虧損撥回)	7,323	(48,500)
Impairment loss on inventories	存貨減值虧損	-	22,809
Decrease in royalty prepayment	礦權使用費預付款項減少	575	640
Operating cash flows before movements in working capital	未計營運資金變動前之經營現金流量	117,655	238,331
Increase in inventories	存貨增加	(15,878)	(36,826)
Decrease (increase) in trade and other receivables	貿易及其他應收款項減少(增加)	54,352	(66,822)
Decrease in trade and other payables	貿易及其他應付款項減少	(3,332)	(13,874)
(Increase) decrease in rehabilitation trust fund	復修信託基金(增加)減少	(5)	7
(Decrease) increase in provisions excluding rehabilitation and environmental provision	撥備(不包括復修及環境撥備)(減少)增加	(2,227)	2,402
Cash generated from operations	經營業務所得現金	150,565	123,218
Income tax paid	已付所得稅	(62,630)	(10,464)
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>經營活動所得現金淨額</b>	<b>87,935</b>	<b>112,754</b>

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
<b>INVESTING ACTIVITIES</b>	<b>投資活動</b>		
Repayment from loan to a Democratic Republic of Congo ("DRC") state-owned power company	自剛果民主共和國(「剛果(金)」)國有電力公司貸款之還款	1,065	2,681
Interest received	已收利息	1,755	1,614
Expenditure on exploration and evaluation assets	勘探及評估資產開支	(5,171)	(18,415)
Purchase of property, plant and equipment	購買物業、廠房及設備	(34,376)	(14,719)
Payment made on rehabilitation and environmental provision	復修及環保撥備款項	-	(479)
Purchase of mineral right	購買礦產權	(12,400)	-
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>投資活動所用現金淨額</b>	<b>(49,127)</b>	<b>(29,318)</b>
<b>FINANCING ACTIVITIES</b>	<b>融資活動</b>		
Dividend paid	已付股息	(1,617)	-
New bank borrowings raised	新增銀行借款	114,365	51,500
Decrease in trade invoices discounting facility	貿易發票貼現融資減少	(36,850)	(11,683)
Advance from an intermediate holding company	來自一間中間控股公司之墊款	2,831	5,638
Advance from a non-controlling shareholder of a subsidiary	來自附屬公司之非控股股東之墊款	282	-
Repayment to a non-controlling shareholder of a subsidiary	來自附屬公司之非控股股東之還款	-	(218)
Repayment to a fellow subsidiary	來自同系附屬公司之還款	(1,065)	-
Advance from a fellow subsidiary	來自同系附屬公司之墊款	-	225
Repayment of bank borrowings	償還銀行借款	(129,442)	(115,821)
Repayment of lease liabilities	償還租賃負債	(1,282)	-
Interest paid	已付利息	(20,743)	(24,056)
Capital injected from a non-controlling shareholder of a subsidiary	一間附屬公司非控股股東注資	436	15,026
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>融資活動所用現金淨額</b>	<b>(73,085)</b>	<b>(79,389)</b>
<b>NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值項目(減少)增加淨額</b>	<b>(34,277)</b>	<b>4,047</b>
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES</b>	<b>外匯匯率變動的影響</b>	<b>(371)</b>	<b>(290)</b>
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>	<b>年初現金及現金等值項目</b>	<b>78,919</b>	<b>75,162</b>
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>	<b>年終現金及現金等值項目</b>	<b>44,271</b>	<b>78,919</b>
<b>ANALYSIS OF CASH AND CASH EQUIVALENTS,</b> represented by	<b>現金及現金等值項目分析</b>		
Bank balances and cash	銀行結餘及現金	45,215	78,919
Bank overdrafts	銀行透支	(944)	-
		<b>44,271</b>	<b>78,919</b>

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 1. GENERAL

Jinchuan Group International Resources Co., Ltd. (the “**Company**”) is a public limited company incorporated in the Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited. Its ultimate holding company is 金川集團股份有限公司 (Jinchuan Group Co., Ltd) (“**JCG**”), a state-owned enterprise established in the PRC. The addresses of registered office and principal place of business of Company are disclosed in the “Corporate Information” section in the annual report.

The Company is an investment holding company. The principal activities of the Company and its subsidiaries (collectively referred to as the “**Group**”) are mining operations and trading of mineral and metal products.

The consolidated financial statements are presented in United States dollars (“**US\$**”), which is also the functional currency of the Company.

## 1. 一般資料

金川集團國際資源有限公司(「**本公司**」)於開曼群島註冊成立為公眾有限公司，其股份於香港聯合交易所有限公司上市。其最終控股公司為金川集團股份有限公司(「**金川**」)(於中國成立的國有企業)。本公司的註冊辦事處及主要營業地點的地址於年報的「公司資料」部分披露。

本公司為投資控股公司。本公司及其附屬公司(統稱「**本集團**」)之主要業務為採礦業務與礦產品及金屬產品貿易。

綜合財務報表以美元(「**美元**」)呈列，美元亦為本公司功能貨幣。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”)

New and amendments to IFRSs that are mandatorily effective for the current year

The Group has applied the following new and amendments to IFRSs issued by the International Accounting Standards Board for the first time in the current year:

IFRS 16	Leases
IFRIC 23	Uncertainty over Income Tax Treatments
Amendments to IFRS 9	Prepayment Features with Negative Compensation
Amendments to IAS 19	Plan Amendment, Curtailment or Settlement
Amendments to IAS 28	Long-term Interests in Associates and Joint Ventures
Amendments to IFRSs	Annual Improvements to IFRSs 2015–2017 Cycle

Except as described below, the application of the new and amendments to IFRSs in the current year has had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

### 2. 應用新訂國際財務報告準則（「國際財務報告準則」）及其修訂

於本年度強制生效之新訂國際財務報告準則及其修訂

本集團已於本年度首次應用以下國際會計準則委員會頒佈新訂國際財務報告準則及其修訂：

國際財務報告準則第16號	租賃
國際財務報告詮釋委員會第23號	所得稅處理之不確定性
國際財務報告準則第9號之修訂	具有負補償之提前還款特性
國際會計準則第19號之修訂	計劃修訂、削減或結算
國際會計準則第28號之修訂	於聯營公司及合資企業之長期權益
國際財務報告準則之修訂	國際財務報告準則二零一五年至二零一七年週期的年度改進

除下文所述者外，於本年度應用新訂國際財務報告準則及其修訂不會對本集團於本年度及過往年度之財務狀況及表現及／或於該等綜合財務報表所載列之披露造成重大影響。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

### 2.1 IFRS 16 “Leases”

The Group has applied IFRS 16 for the first time in the current year. IFRS 16 superseded IAS 17 “Leases” (“IAS 17”), and the related interpretations.

#### Definition of a lease

The Group has elected the practical expedient to apply IFRS 16 to contracts that were previously identified as leases applying IAS 17 and IFRIC 4 “Determining whether an Arrangement contains a Lease” and not apply this standard to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after 1 January 2019, the Group applies the definition of a lease in accordance with the requirements set out in IFRS 16 in assessing whether a contract contains a lease.

#### As a lessee

The Group has applied IFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 January 2019.

As at 1 January 2019, the Group recognised additional lease liabilities and measured right-of-use assets at the carrying amounts as if IFRS 16 had been applied since commencement dates, but discounted using the incremental borrowing rates of the relevant group entities at the date of initial application by applying IFRS 16.C8(b)(i) transition. Any difference at the date of initial application is recognised in the opening accumulated losses and comparative information has not been restated.

## 2. 應用新訂國際財務報告準則（「國際財務報告準則」）及其修訂（續）

### 2.1 國際財務報告準則第16號「租賃」

本集團已於本年度首次應用國際財務報告準則第16號。國際財務報告準則第16號已取代國際會計準則第17號「租賃」（「國際會計準則第17號」）及相關詮釋。

#### 租賃的定義

本集團選用可行權宜方法，就先前應用國際會計準則第17號及國際財務報告詮釋委員會第4號「釐定安排是否包括租賃」識別為租賃的合同應用國際財務報告準則第16號，而對於先前並非識別為包含租賃的合同，則不會應用該準則。因此，本集團不會重新評估於首次應用日期前已存在的合同。

就二零一九年一月一日或之後訂立或修訂的合同而言，本集團根據國際財務報告準則第16號所載的規定應用租賃的定義，以評估合同是否包含租賃。

#### 作為承租人

本集團已追溯應用國際財務報告準則第16號，並於首次應用該準則日期二零一九年一月一日確認累計影響。

於二零一九年一月一日，本集團按照自租賃開始之日起應用國際財務報告準則第16號確認了額外的租賃負債並按賬面值計量使用權資產，但使用在初始應用國際財務報告準則第16號.C8(b)(i)過渡時期的規定之日相關集團實體的增量借款利率進行折現。初始應用日期的任何差額於期初累計虧損中確認，且並無重列比較資料。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

#### 2.1 IFRS 16 "Leases" (Continued)

As a lessee (Continued)

When applying the modified retrospective approach under IFRS 16 at transition, the Group applied the following practical expedients to leases previously classified as operating leases under IAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts:

- (i) relied on the assessment of whether leases are onerous by applying IAS 37 "Provisions, Contingent Liabilities and Contingent Assets" as an alternative of impairment review; and
- (ii) excluded initial direct costs from measuring the right-of-use assets at the date of initial application.

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average incremental borrowing rates applied by the relevant group entities range from 2.75% to 10%.

### 2. 應用新訂國際財務報告準則(「國際財務報告準則」)及其修訂(續)

#### 2.1 國際財務報告準則第16號「租賃」(續)

作為承租人(續)

當於過渡時採用國際財務報告準則第16號項下之經修訂追溯法時，本集團已在逐項租賃之基礎上，對之前根據國際會計準則第17號分類為經營租賃且與各租賃合約相關之租賃，採用以下簡便實務操作方法：

- (i) 依靠應用國際會計準則第37號「撥備、或然負債及或然資產」所作出之租賃是否屬於虧損合約之評估，作為減值審閱之替代方法；及
- (ii) 於首次應用日期將初始直接成本排除於使用權資產之計量外。

於確認先前分類為經營租賃的租賃負債時，本集團應用了首次應用日期相關集團實體的增量借款利率。相關集團實體應用的加權平均增量借款利率介乎2.75%至10%。

		At 1 January 2019 於二零一九年 一月一日 US\$'000 千美元
Operating lease commitments disclosed as at 31 December 2018	於二零一八年十二月三十一日披露之 經營租賃承擔	1,713
Lease liabilities discounted at relevant incremental borrowing rates as at 1 January 2019	於二零一九年一月一日按相關遞增借款利率 貼現之租賃負債	1,543
Analysed as:	分析為：	
Current	流動	695
Non-current	非流動	848
		1,543

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

### 2.1 IFRS 16 "Leases" (Continued)

As a lessee (Continued)

The carrying amount of right-of-use assets for own use as at 1 January 2019 comprises the following:

		Right-of-use assets 使用權資產 US\$'000 千美元
Right-of-use assets relating to operating leases recognised upon application of IFRS 16	於應用國際財務報告準則第16號時與已確認經營租賃相關之使用權資產	1,521
By class: Leased properties	按類別： 租賃物業	1,521

The following table summarises the impact of transition to IFRS 16 on accumulated losses at 1 January 2019.

下表概述過渡至國際財務報告準則第16號對於二零一九年一月一日累計虧損的影響。

		Impact of adoption of IFRS 16 at 1 January 2019 於二零一九年 一月一日 採納國際財務 報告準則 第16號的影響 US\$'000 千美元
<b>Accumulated losses</b>	<b>累計虧損</b>	
Difference of right-of-use assets and lease liabilities at the date of initial application, 1 January 2019	於二零一九年一月一日初步應用日期使用權資產及租賃負債的差額	22

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

#### 2.1 IFRS 16 "Leases" (Continued)

As a lessee (Continued)

The following adjustments were made to the amounts recognised in the consolidated statement of financial position at 1 January 2019. Line items that were not affected by the changes have not been included.

### 2. 應用新訂國際財務報告準則(「國際財務報告準則」)及其修訂(續)

#### 2.1 國際財務報告準則第16號「租賃」(續)

作為承租人(續)

於二零一九年一月一日之綜合財務狀況表中已確認金額之調整如下。概不包括未受有關變動影響之項目。

		Carrying amounts previously reported at 31 December 2018 於二零一八年十二月三十一日 曾呈報的賬面值 US\$'000 千美元	Adjustments 調整 US\$'000 千美元	Carrying amounts at 1 January 2019 於二零一九年一月一日的 賬面值 US\$'000 千美元
<b>Non-current assets</b>	<b>非流動資產</b>			
Right-of-use assets	使用權資產	–	1,521	1,521
<b>Current liability</b>	<b>流動負債</b>			
Lease liabilities	租賃負債	–	695	695
<b>Non-current liability</b>	<b>非流動負債</b>			
Lease liabilities	租賃負債	–	848	848
<b>Capital and reserve</b>	<b>資本及儲備</b>			
Accumulated losses	累計虧損	155,234	22	155,256

Note: For the purpose of reporting cash flows from operating activities under indirect method for the year ended 31 December 2019, movements in working capital have been computed based on opening consolidated statement of financial position as at 1 January 2019 as disclosed above.

附註：就截至二零一九年十二月三十一日止年度以間接方法呈報之經營活動現金流量而言，營運資金的變動乃根據上文所披露的二零一九年一月一日的期初綜合財務狀況表計算。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

### New and amendments to IFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to IFRSs that have been issued but are not yet effective:

IFRS 17	Insurance Contracts <sup>1</sup>
Amendments to IFRS 3	Definition of a Business <sup>2</sup>
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>3</sup>
Amendments to IAS 1	Classification of Liabilities as Current or Non-current <sup>5</sup>
Amendments to IAS 1 and IAS 8	Definition of Material <sup>4</sup>
Amendments to IFRS 9, IAS 39 and IFRS 7	Interest Rate Benchmark Reform <sup>4</sup>

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2021.
- <sup>2</sup> Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020.
- <sup>3</sup> Effective for annual periods beginning on or after a date to be determined.
- <sup>4</sup> Effective for annual periods beginning on or after 1 January 2020.
- <sup>5</sup> Effective for annual periods beginning on or after 1 January 2022.

In addition to the above new and amendments to IFRSs, a revised Conceptual Framework for Financial Reporting was issued in 2018. Its consequential amendments, “the Amendments to References to the Conceptual Framework in IFRS Standards”, will be effective for annual periods beginning on or after 1 January 2020.

Except for the new and amendments to IFRSs mentioned below, the directors anticipate that the application of all other new and amendments to IFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

## 2. 應用新訂國際財務報告準則(「國際財務報告準則」)及其修訂(續)

### 已頒佈但尚未生效之新訂國際財務報告準則及其修訂

本集團並無提早應用下列已頒佈但尚未生效的新訂國際財務報告準則及其修訂：

國際財務報告準則第17號	保險合約 <sup>1</sup>
國際財務報告準則第3號之修訂	業務定義 <sup>2</sup>
國際財務報告準則第10號及國際會計準則第28號之修訂	投資者及其聯營公司或合資企業間之資產出售或注入 <sup>3</sup>
國際會計準則第1號之修訂	負債分類為即期或非即期 <sup>5</sup>
國際會計準則第1號及國際會計準則第8號之修訂	重大性之定義 <sup>4</sup>
國際財務報告準則第9號、國際會計準則第39號及國際財務報告準則第7號之修訂	利率基準改革 <sup>4</sup>

- <sup>1</sup> 於二零二一年一月一日或之後開始之年度期間生效。
- <sup>2</sup> 於業務合併及資產收購之收購日期為於二零二零年一月一日或之後開始之首個年度期間開始或之後生效。
- <sup>3</sup> 於待釐定日期或之後開始之年度期間生效。
- <sup>4</sup> 於二零二零年一月一日或之後開始之年度期間生效。
- <sup>5</sup> 於二零二二年一月一日或之後開始之年度期間生效。

除上述新訂國際財務報告準則及其修訂外，經修訂財務報告概念框架於二零一八年發佈。其後續修訂「國際財務報告準則中對概念框架的提述的修訂」將於二零二零年一月一日或之後開始的年度期間生效。

除下文所述新訂國際財務報告準則及其修訂之外，董事預期應用所有其他新訂國際財務報告準則及其修訂於可見將來不會對綜合財務報表產生重大影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

#### Amendments to IAS 1 and IAS 8 “Definition of Material”

The amendments provide refinements to the definition of material by including additional guidance and explanations in making materiality judgments. In particular, the amendments:

- include the concept of “obscuring” material information in which the effect is similar to omitting or misstating the information;
- replace threshold for materiality influencing users from “could influence” to “could reasonably be expected to influence”; and
- include the use of the phrase “primary users” rather than simply referring to “users” which was considered too broad when deciding what information to disclose in the financial statements.

The amendments also align the definition across all IFRSs and will be mandatorily effective for the Group’s annual period beginning on 1 January 2020. The application of the amendments is not expected to have significant impact on the financial position and performance of the Group but may affect the presentation and disclosures in the consolidated financial statements.

### 2. 應用新訂國際財務報告準則（「國際財務報告準則」）及其修訂（續）

#### 國際會計準則第1號及國際會計準則第8號之修訂「重大性之定義」

該等修訂透過載入作出重大判斷時的額外指引及解釋，對重要的定義進行修訂。尤其是有關修訂：

- 包含「掩蓋」重要資料的概念，其與遺漏或誤報資料有類似效果；
- 就影響使用者重要性的範圍以「可合理預期影響」取代「可影響」；及
- 包含使用詞組「主要使用者」，而非僅指「使用者」，於決定於財務報表披露何等資料時，該用語被視為過於廣義。

該等修訂與各國際財務報告準則的定義一致，並將在本集團於二零二零年一月一日開始的年度期間強制生效。預期應用該等修訂不會對本集團的財務狀況及表現造成重大影響，惟可能影響於綜合財務報表中的呈列及披露。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

Conceptual Framework for Financial Reporting 2018 (the “New Framework”) and the amendments to Reference to the Conceptual Framework in IFRS Standards

The New Framework:

- reintroduces the terms stewardship and prudence;
- introduces a new asset definition that focuses on rights and a new liability definition that is likely to be broader than the definition it replaces, but does not change the distinction between a liability and an equity instrument;
- discusses historical cost and current value measures, and provides additional guidance on how to select a measurement basis for a particular asset or liability;
- states that the primary measure of financial performance is profit or loss, and that only in exceptional circumstances other comprehensive income will be used and only for income or expenses that arise from a change in the current value of an asset or liability; and
- discusses uncertainty, derecognition, unit of account, the reporting entity and combined financial statements.

Consequential amendments have been made so that references in certain IFRSs have been updated to the New Framework, whilst some IFRSs are still referred to the previous versions of the framework. These amendments are effective for the Group’s annual period beginning on or after 1 January 2020. Other than specific standards which still refer to the previous versions of the framework, the Group will rely on the New Framework on its effective date in determining the accounting policies especially for transactions, events or conditions that are not otherwise dealt with under the accounting standards.

## 2. 應用新訂國際財務報告準則(「國際財務報告準則」)及其修訂(續)

二零一八年財務報告概念框架(「新框架」)及提述國際財務報告準則概念框架的修訂

新框架：

- 重新引入管理及審慎此等術語；
- 引入著重權利的新資產定義以及範圍可能比所取代定義更廣的新負債定義，惟不會改變負債與權益工具之間的區別；
- 討論歷史成本及現值計量，並就如何為某一資產或負債選擇計量基準提供額外指引；
- 指出財務表現主要計量標準為損益，且於特殊情況下方會使用其他全面收益，且僅用於資產或負債現值產生變動的收入或開支；及
- 討論不確定因素、終止確認、會計單位、報告實體及合併財務報表。

相應修訂已作出，致使有關若干國際財務報告準則中的提述已更新至符合新框架，惟部分國際財務報告準則仍參考該框架的先前版本。該等修訂於本集團於二零二零年一月一日或之後開始的年度期間生效。除仍參考該框架先前版本的特定準則外，本集團將於其生效日期按新框架決定會計政策，尤其是會計準則未有處理的交易、事件或條件。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with IFRSs issued by the International Accounting Standards Board. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited ("**Listing Rules**") and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for trade receivable under provisional pricing arrangement and trade payable under provisional pricing arrangement that are measured at fair value at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for leasing transactions that are accounted for in accordance with IFRS 16 (since 1 January 2019) or IAS 17 (before application of IFRS 16), and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 "Inventories" or value in use in IAS 36 "Impairment of Assets".

### 3. 重大會計政策

綜合財務報表已根據國際會計準則委員會頒佈之國際財務報告準則編製。另外，綜合財務報表包括香港聯合交易所有限公司證券上市規則（「**上市規則**」）及香港公司條例規定之適用披露。

誠如下文所載之會計政策所闡述，除於各報告期末按公平值計量的臨時定價安排項下應收款項以及臨時定價安排項下貿易應收款項外，綜合財務報表乃按歷史成本基準編製。

歷史成本一般基於交換貨品及服務之代價的公平值計算。

公平值乃市場參與者於計量日在有序交易中出售資產所收取或轉讓負債所付出的價格，而不論該價格為可直接觀察獲得或可使用其他估值技術估計。於估計資產或負債的公平值時，本集團會考慮該等市場參與者於計量日對資產或負債定價時所考慮的資產或負債的特徵。於該等綜合財務報表中作計量及／或披露用途的公平值乃按此基準釐定，惟根據國際財務報告準則第16號（自二零一九年一月一日起）或國際會計準則第17號（於應用國際財務報告準則第16號前）入賬的租賃交易，以及與公平值存在若干相似之處但並非公平值（如國際會計準則第2號「存貨」的可變現淨值或國際會計準則第36號「資產減值」的使用價值）的計量除外。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

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

The principal accounting policies are set out below.

#### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

### 3. 重大會計政策(續)

此外，就財務申報而言，公平值計量按公平值計量的輸入數據的可觀察程度及該等輸入數據對公平值計量整體的重要性劃分為第一、二或三級，詳情如下：

- 第一級輸入數據為實體於計量日可獲得的相同資產或負債於活躍市場的報價(未調整)；
- 第二級輸入數據為(不包括計入第一級的報價)資產或負債可直接或間接觀察的輸入數據；及
- 第三級輸入數據為資產或負債無法觀察的輸入數據。

主要會計政策載列如下。

#### 綜合基準

綜合財務報表包括本公司以及本公司及其附屬公司所控制實體的財務報表。當本公司符合以下各項時，即取得控制權：

- 有權控制被投資方；
- 承擔或有權獲得來自參與被投資方營運之可變回報；及
- 有能力行使其權力影響其回報金額。

倘事實及情況表明上文所列三個控制權元素中的一個或多個有變，則本集團重新評估其是否對被投資方擁有控制權。

附屬公司於本集團取得其控制權時綜合入賬，並於本集團喪失對其的控制權時終止綜合入賬。具體而言，自本集團取得控制權當日起，年內所收購或出售附屬公司之收支均計入綜合損益及其他全面收益表，直至本集團不再控制該附屬公司當日止。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Basis of consolidation (Continued)

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

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

### 3. 重大會計政策(續)

#### 綜合基準(續)

損益及各其他全面收入項目歸屬至本公司擁有人及非控股權益。附屬公司的全面收入總額歸屬至本公司擁有人及非控股權益，即使此舉會導致非控股權益出現虧絀結餘。

倘有需要，將對附屬公司的財務報表作出調整，以令其會計政策與本集團的會計政策貫徹一致。

與本集團成員公司之間的交易相關的集團內公司間資產與負債、股本、收入、開支及現金流量於綜合賬目時全數對銷。

於附屬公司之非控股權益與本集團之有關權益分開呈列，其相當於現時擁有權權益，賦予其持有人可按比例分佔有關附屬公司清盤時之資產淨值。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs;
- the Group’s performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group’s performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

## 3. 重大會計政策(續)

### 客戶合約收益

本集團於完成履約責任時(即當特定之履約責任下之相關貨品或服務「控制權」轉移至客戶時)(或就此)確認收益。

履約責任指一項明確的貨品或服務(或一組貨品或服務)或一系列大致相同而屬明確的貨品或服務。

倘符合以下任何一項條件，控制權及收益將分別在一段時間內參照完成相關履約責任的進度而轉移及確認：

- 客戶隨著本集團履約同時獲得及利用自本集團履約所帶來之利益；
- 本集團之履約帶來新增資產或使資產有所升值，而客戶將隨著本集團履約獲得該資產之控制權；或
- 本集團之履約並無新增對本集團有其他用途之資產，而本集團就迄今已完成履約之部分有強制執行收款之權利。

否則，收益將於客戶獲得該明確的貨品或服務之控制權時確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Revenue from contracts with customers (Continued)

##### Variable consideration

For contracts that contain variable consideration (grade of metals), the Group estimates the amount of consideration to which it will be entitled using either (a) the expected value method or (b) the most likely amount, depending on which method better predicts the amount of consideration to which the Group will be entitled.

The estimated amount of variable consideration is included in the transaction price only to the extent that it is highly probable that such an inclusion will not result in a significant revenue reversal in the future when the uncertainty associated with the variable consideration is subsequently resolved.

At the end of each reporting period, the Group updates the estimated transaction price (including updating its assessment of whether an estimate of variable consideration is constrained) to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

For certain sales of minerals, revenue is recognised initially at a selling price that is determined on a provisional basis. The final selling price is subject to the grades of minerals in the Group's minerals products and movements in minerals prices up to the date of final pricing, normally 0 to 90 days after initial booking. The adjustment in respect of the final grades based on the third party examination is included within the "revenue" line item. The adjustment to the final prices that is part of the fair value through profit or loss measurement of the trade receivables (see the accounting policy in respect of financial assets at fair value through profit or loss ("FVTPL")), is also included within the "revenue" line item.

### 3. 重大會計政策(續)

#### 客戶合約收益(續)

##### 可變代價

就訂有涉及金屬品位之可變代價之合約而言，本集團以(a)預期估值方法或(b)最有可能獲得之金額(視何種方法可更佳預測本集團將有權享有之代價金額而定)估計有關代價金額。

可變代價之估計金額乃包含於交易價格內，惟僅當可變代價之相關不確定性在其後變得確定，致使有關估計金額很大可能不會導致於將來出現重大收益撥回，其方可包含於交易價格內。

於各報告期末，本集團更新其估計交易價格(包括更新其有關可變代價估計金額是否已設限之評估)，以忠實反映於報告期末之情況及於報告期內之情況變動。

就若干礦物銷售而言，收益初步按以臨時定價基準釐定之售價確認。最終銷售價格乃取決於本集團礦物產品之礦產品位，以及截至最終定價日期止(一般為初步入賬後之0至90日)之礦產價格波動情況而定。經第三方查驗後對最終品位所作出之調整計入「收益」分項內。對最終價格所作出之調整屬於貿易應收款項中按公平值計入損益之一部分(見有關按公平值計入損益(「公平值計入損益」)之金融資產之會計政策)計入「收益」分項內。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Principal versus agent

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group is an agent).

The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer.

The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Group does not control the specified good or service provided by another party before that good or service is transferred to the customer. When the Group acts as an agent, it recognises revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

## 3. 重大會計政策(續)

### 主事與代理人

當另一方涉及向客戶提供貨品或服務時，本集團釐定其承諾性質為其自行提供指定貨品或服務(即本集團為主事)或安排由其他方提供該等貨品或服務(即本集團為代理人)之履約責任。

倘本集團於指定貨品或服務轉讓予客戶前控制該貨品或服務，則本集團為主事。

倘本集團之履約責任為安排另一方提供指定貨品或服務，則本集團為代理。在此情況下，本集團於另一方所提供指定貨品或服務轉讓予客戶前並無控制該貨品或服務。倘本集團以代理人身份行事，將就其預期於安排其他方提供指定貨品或服務時有權收取之任何費用或佣金金額確認收益。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Leases

Definition of a lease (upon application of IFRS 16 in accordance with transitions in Note 2)

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

For contracts entered into or modified or arising from business combinations on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under IFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee (upon application of IFRS 16 in accordance with transitions in Note 2)

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

### 3. 重大會計政策(續)

#### 租賃

租賃的定義(於根據附註2之過渡條文應用國際財務報告準則第16號後)

倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則該合約為租賃或包含租賃。

就於首次應用日期或之後訂立或修訂或因業務合併而產生的合約而言，本集團於開始、修訂日期或收購日期(倘適用)根據國際財務報告準則第16號的定義評估合約是否為租賃或包含租賃。除非合約的條款及條件於其後改變，否則將不會重新評估相關合約。

本集團作為承租人(於根據附註2之過渡條文應用國際財務報告準則第16號後)

分配代價至合約組成部分

就包含租賃組成部分及一項或多項額外租賃或非租賃組成部分之合約而言，本集團根據租賃組成部分的相對單獨價格及非租賃組成部分的總單獨價格將合約代價分配至各個租賃組成部分。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Leases (Continued)

The Group as a lessee (upon application of IFRS 16 in accordance with transitions in Note 2) (Continued)

#### *Right-of-use assets*

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received; and
- any initial direct costs incurred by the Group.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

#### *Refundable rental deposits*

Refundable rental deposits paid are accounted under IFRS 9 "Financial Instruments" ("IFRS 9") and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

#### *Lease liabilities*

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

## 3. 重大會計政策(續)

### 租賃(續)

本集團作為承租人(於根據附註2之過渡條文應用國際財務報告準則第16號後)(續)

#### *使用權資產*

使用權資產的成本包括：

- 租賃負債的初始計量金額；
- 在開始日或之前支付的任何租賃付款，減已獲得的任何租賃優惠；及
- 本集團產生的任何初始直接成本。

使用權資產按成本減任何累計折舊及減值虧損計量，並就任何重新計量的租賃負債作出調整。

本集團於租期屆滿時合理確定獲得相關租賃資產的所有權的使用權資產於開始日期至使用期結束內折舊。否則，使用權資產於其估計使用期及租期(以較短者為準)內按直線法基準折舊。

本集團將使用權資產作為單獨項目於綜合財務狀況報表內呈列。

#### *可退還租金按金*

已付可退還租金按金乃根據國際財務報告準則第9號「金融工具」(「國際財務報告準則第9號」)入賬及於首次確認時按公平值計量。於首次確認時對公平值的調整被視為額外租金付款並計入使用權資產之成本。

#### *租賃負債*

於租賃開始日期，本集團按當天並未支付租賃金額折現值確認及計量租賃負債。於計算租賃金額折現值時，倘租賃中所隱含的利率不易釐定，則本集團使用租賃開始日期之遞增借款利率。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Leases (Continued)

##### Lease liabilities (Continued)

The Group as a lessee (upon application of IFRS 16 in accordance with transitions in Note 2) (Continued)

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

### 3. 重大會計政策(續)

#### 租賃(續)

##### 租賃負債(續)

本集團作為承租人(於根據附註2之過渡條文應用國際財務報告準則第16號後)(續)

租賃金額包括：

- 固定金額(包括實質固定付款)減任何應收租賃優惠；
- 基於指數或利率的可變租賃金額，初步按於開始日期的指數或利率計量；
- 剩餘價值擔保下本集團的預期應付金額；
- 倘本集團合理確定行使購買權的行使價；及
- 為終止租賃而支付的罰款(倘租賃條款反映本集團正行使終止租賃的權利)。

於開始日後，租賃負債乃透過應計利息及租賃付款予以調整。

出現以下情況時，本集團將重新計量租賃負債，及對相關使用權資產作出相應調整：

- 租期已發生改變或行使購買權的評估出現變動，在這種情況下，相關租賃負債乃透過使用重新評估日期的經修訂貼現率貼現經修訂租賃金額而予以重新計量。
- 租賃金額因市場租金檢討後導致市場租金發生變化，在這種情況下，相關租賃負債乃透過使用初始貼現率貼現經修訂租賃金額而予以重新計量。

本集團將租賃負債作為單獨項目於綜合財務狀況報表內呈列。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Leases (Continued)

The Group as a lessee (upon application of IFRS 16 in accordance with transitions in Note 2) (Continued)

#### *Lease modifications*

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset.

The Group as a lessee (prior to 1 January 2019)

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Operating lease payments are recognised as an expense on a straight-line basis over the lease term.

## 3. 重大會計政策(續)

### 租賃(續)

本集團作為承租人(於根據附註2之過渡條文應用國際財務報告準則第16號後)(續)

#### *租賃修訂*

倘存在以下情況，則本集團將租賃修訂入賬為個別租賃：

- 該項修訂透過增加使用一項或多項相關資產的權利擴大租賃範圍；及
- 增加租賃代價，金額相當於範圍擴大對應的單獨價格，並就反映特定合約的情況對單獨價格進行的任何適當調整。

對於並非作為個別租賃入賬的租賃修訂而言，本集團於修訂生效日期根據經修訂租賃的租賃條款透過使用經修訂貼現率貼現經修訂租賃金額而重新計量租賃負債。

本集團通過對相關使用權資產進行相應調整，以對租賃負債進行重新計量。

本集團作為承租人(於二零一九年一月一日前)

當租賃之條款將擁有權之絕大部分風險及回報轉移至承租人時，租賃分類為融資租賃。所有其他租賃則分類為經營租賃。

經營租賃款項以直線法於租期內確認為開支。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operation are translated into the presentation currency of the Group (i.e. US\$) using exchange rates prevailing at the end of the reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of "translation reserve" (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss.

### 3. 重大會計政策(續)

#### 外幣

於編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣(外幣)所進行之交易，按交易當日適用之匯率確認。於報告期末，以外幣定值之貨幣項目乃按於該日適用之匯率重新換算。按公平值列賬以外幣定值之非貨幣項目乃按於釐定公平值當日之適用匯率重新換算。按歷史成本計量以外幣定值之非貨幣項目無須重新換算。

因貨幣項目結算及因重新換算貨幣項目而產生之匯兌差額，乃於產生期間在損益內確認。

就呈列綜合財務報表而言，本集團業務之資產及負債按報告期末適用之匯率換算為本集團之呈列貨幣(即美元)。收入及開支項目按期內平均匯率換算；惟倘期內匯率大幅波動，則採用交易當日匯率。所產生之匯兌差額(如有)於其他全面收入確認，並於「換算儲備」項下權益中累計(非控股權益應佔(倘適用))。

出售境外業務時(即出售本集團於境外業務之全部權益，或出售涉及失去對包含境外業務的附屬公司之控制權)，於權益中累計並與該業務相關之歸屬於本公司擁有人之所有匯兌差額重新分類至損益。

此外，有關部分出售附屬公司並未導致本集團失去附屬公司的控制權，則按比例分佔的累計匯兌差額重新分配予非控制性權益且不於損益內確認。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Borrowing costs

All borrowing costs, other than those directly attributable to the acquisition, construction or production of qualifying assets, are recognised in profit or loss in the period in which they are incurred.

### Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

### Retirement benefits costs

Payments to defined contribution retirement benefit schemes are recognised as an expense when employees have rendered service entitling them to the contributions. Payments made are dealt with as defined contribution plans where the Group's obligations under the schemes are equivalent to those arising in a defined contribution retirement benefit plan.

## 3. 重大會計政策(續)

### 借貸成本

除收購、興建或生產合資格資產直接應佔者外，所有借款成本於產生期間在損益內確認。

### 政府補助

政府補助乃當可合理保證本集團將符合所附帶條件且將收取補助時方予確認

收取作為已引致開支或虧損之補償或用作向本集團給予直接財務支持而並無任何未來相關成本之政府補助乃於應收取期間之損益內確認。

### 退休福利成本

向界定供款退休福利計劃繳付之款項於僱員提供令其有權享有供款之服務時確認為開支。倘本集團於計劃下之責任等同於界定供款退休福利計劃所產生之責任，所繳付之款項按界定供款計劃處理。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit/loss before tax because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using the tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

### 3. 重大會計政策(續)

#### 稅項

所得稅開支指當期應繳稅項及遞延稅項之總和。

即期應繳稅項根據年內應課稅溢利計算。應課稅溢利有別於除稅前溢利／虧損，因其不包括其他年度之應課稅或可扣稅收入或開支，亦不包括毋須課稅或不可扣稅項目。本集團之即期稅項負債採用於報告期末已實施或大致已實施之稅率計算。

遞延稅項乃就綜合財務報表內資產及負債之賬面值與用以計算應課稅溢利之相關稅基準之暫時差額而確認。遞延稅項負債一般就所有應課稅暫時差額確認。遞延稅項資產則在有可能獲得可動用可扣減暫時差額之應課稅溢利時確認。倘暫時差額乃因初步確認一宗交易(業務合併除外)中的資產及負債產生，且不影響應課稅溢利及會計溢利，則相關遞延稅項資產及負債不予確認。

遞延稅項負債乃就於附屬公司之投資相關之應課稅暫時差額而確認，惟倘本集團能控制暫時差額之撥回及暫時差額不大可能於可見將來撥回則除外。因該等投資之可扣減暫時差額而產生之遞延稅項資產，僅於有可能獲得可供動用暫時差額之利益的足夠應課稅溢利且其預計可於可見將來撥回時確認。

遞延稅項資產之賬面值於報告期末檢討，並扣減至當不再可能有足夠應課稅溢利可供收回所有或部分資產為止。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Taxation (Continued)

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies IAS 12 Income Taxes requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax is recognised in profit or loss.

In assessing any uncertainty over income tax treatments, the Group considers whether it is probable that the relevant tax authority will accept the uncertain tax treatment used, or proposed to be used by individual group entities in their income tax filings. If it is probable, the current and deferred taxes are determined consistently with the tax treatment in the income tax filings. If it is not probable that the relevant taxation authority will accept an uncertain tax treatment, the effect of each uncertainty is reflected by using either the most likely amount or the expected value.

## 3. 重大會計政策(續)

### 稅項(續)

遞延稅項資產及負債按預期於清償負債或變現資產之期間適用之稅率計量，該稅率乃根據於報告期末已實施或大致已實施之稅率(及税法)釐定。

遞延稅項負債及資產之計量反映本集團於報告期末預期收回或結清其資產及負債賬面值之方式可能會帶來之稅務後果。

就租賃交易(其減稅歸屬於租賃負債)而言，本集團對租賃交易整體應用國際會計準則第12號「所得稅」之規定。使用權資產與租賃負債之臨時差額以淨額估算。由於使用權資產折舊超過租賃負債主要部分之租金，而導致可扣除臨時淨差額。

遞延稅項資產及負債乃當有法定可執行權利將當期稅項資產與當期稅項負債抵銷且其與同一稅務機關向同一應課稅實體徵收之所得稅有關時予以抵銷。

即期及遞延稅項於損益確認。

於評估所得稅處理的任何不確定性，本集團考慮相關稅務機關是否有可能接受個別集團實體在其各自的所得稅申報中使用或擬使用不確定的稅務處理。如果可能接受的話，即期及遞延稅項的確定與所得稅申報中的稅務處理一致。如果相關稅務機關不太可能接受不確定的稅務處理，則使用最可能的金額或預期價值反映每個不確定的影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes (other than freehold land and construction in progress) are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Freehold land is stated at cost less subsequent accumulated impairment losses and is not depreciated.

Construction in progress, which represents assets under construction, is stated at cost less impairment loss, if any. When the assets are completed and ready for intended use, the carrying amount of the assets will be reclassified to the appropriate categories of property, plant and equipment. Depreciation of these assets, on the same basis as the appropriate categories of property, plant and equipment, commences when the assets are ready for their intended use.

Mining assets, including buildings and infrastructure, shafts and mine development costs, are depreciated to their residual values based on estimated proved and probable ore reserves using the unit of production ("UOP") method. For mine development costs, please refer to 'stripping costs' section below.

### 3. 重大會計政策(續)

#### 物業、廠房及設備

物業、廠房及設備為用作生產或提供貨物或服務或作行政用途的有形資產(不包括永久業權土地及在建工程)按成本減其後的累計折舊及其後的累計減值虧損(如有)於綜合財務狀況表列賬。

永久業權土地按成本減其後的累計減值虧損列示，且不予折舊。

在建工程指興建中之資產，按成本減減值虧損(如有)列賬。當有關資產完成及可投入作擬定用途時，該等資產之賬面值將重新分類至適當的物業、廠房及設備類別。該等資產計提折舊的基準與適當類別之物業、廠房及設備相同，即在資產可投入作擬定用途時開始計提折舊。

採礦資產(包括樓宇及基礎設施、豎井及礦場開發成本)按估計的證實及概約礦石儲量使用產量單位("UOP")法對其餘值計提折舊。有關礦場開發成本詳情，請見下文「剝採成本」一節。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Property, plant and equipment (Continued)

The estimated mineral reserves, useful lives and residual values are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Depreciation for other property, plant and equipment (other than freehold land, mining assets and construction in progress) are depreciated using the straight-line method over their estimated useful lives to their residual value, which vary between 4 to 10 years.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

### Stripping costs

Stripping costs incurred in the development phase of a surface mine are capitalised as mine development costs. Depreciation of the stripping costs, on the same basis as the related mines, commences when the mines commence production. To the extent that stripping costs incurred in the production phase of a surface mine provide improved access to ore, such costs are recognised as a non-current asset when the following criteria are met:

- it is probable that the future economic benefit (improved access to the ore body) associated with the stripping activity will flow to the Group;
- the Group can identify the component of the ore body for which access has been improved; and
- the costs relating to the stripping activity associated with that mine can be measured reliably.

Stripping costs are capitalised as mine development costs and are subsequently depreciated based on estimated proved and probable ore reserves using the UOP method once the mine comes into commercial production. The costs of normal ongoing operational stripping activities are accounted for as inventories.

## 3. 重大會計政策(續)

### 物業、廠房及設備(續)

估計礦產儲量、可使用年期及餘值乃於各報告期末進行檢討，估計發生變動之影響則按未來適用法入賬。

其他物業、廠房及設備(不包括永久業權土地、採礦資產及在建工程)按其估計可使用年期(介乎4年至10年)以直線法計提折舊至剩餘價值。

物業、廠房及設備項目於出售時或當預期繼續使用該資產不會產生未來經濟利益時取消確認。物業、廠房及設備項目出售或報廢產生之任何損益，按出售所得款項與資產賬面值之間的差額釐定並於損益確認。

### 剝採成本

露天礦場開發階段所產生之剝採成本乃資本化為礦場開發本。剝採成本由礦場開始生產時開始計提折舊，基準與相關礦場相同。倘露天礦場生產階段所產生之剝採成本可改善礦石開採，則該等成本將於符合若干條件時確認為非流動資產：

- 與剝除活動有關之未來經濟利益(即經改善之礦體開採)可能會流入本集團；
- 本集團能夠識別開採經改善之礦體之成分；及
- 與該礦場有關之剝除活動相關成本能夠可靠地計量。

剝除成本乃資本化為礦場開發成本。一經礦場投入商業生產，該等成本其後將使用UOP法按估計的證實及概約礦石儲量計提折舊。正常持續的經營性剝採活動之成本則入賬列為存貨。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Mineral rights

Mineral rights represent the rights to conduct mining activities.

Mineral rights are stated at cost less accumulated amortisation and any impairment losses. Mineral rights include the cost of acquiring mining licences. Mineral rights are amortised based on estimated proved and probable ore reserves using the UOP method.

Mineral rights are derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of mineral rights, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

#### Impairment losses on property, plant and equipment (including stripping costs), right-of-use assets and intangible assets other than exploration and evaluation assets

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss, if any.

The recoverable amount of property, plant and equipment, right-of-use assets, and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In addition, corporate assets are allocated to individual cash generating units when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The Group assesses whether there is indication that corporate assets may be impaired. If such indication exists, the recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

### 3. 重大會計政策(續)

#### 礦產權

礦產權指從事採礦活動之權利。

礦產權按成本減累計攤銷及任何減值虧損列賬。礦產權包括取得採礦許可證之成本。礦產權按估計的證實及概約礦石儲量使用UOP法計提攤銷。

礦產權於出售或預期不會從其使用或出售產生未來經濟利益時取消確認。於取消確認礦產權時所產生之收益及虧損以出售所得款項淨額與該資產賬面值間之差額計算，並將於取消確認時於損益確認。

#### 物業、廠房及設備(包括剝採成本)、使用權資產及無形資產(勘探及評估資產除外)之減值虧損

於報告期末，本集團對其物業、廠房及設備、使用權資產及無形資產之賬面值作出檢討，以釐定是否有任何跡象顯示該等資產已出現減值虧損。如有任何該等跡象，則會估計相關資產的可收回金額，以釐定減值虧損(如有)的程度。

物業、廠房及設備、使用權資產及無形資產之可收回金額乃個別估計。當不大可能估計個別資產之可收回金額時，本集團估計相關資產所屬現金產生單位之可收回金額。

此外，當可建立分配之合理及一致基準時，公司資產分配至個別現金產生單位，或另行分配至可建立合理及一致分配基準之最小現金產生單位組合。本集團評估公司資產是否有可能減值跡象。倘存在有關跡象，對公司資產所屬現金產生單位或現金產生單位組合，釐定其可收回金額，並與相關現金產生單位或現金產生單位組合之賬面值進行比較。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment losses on property, plant and equipment, (including stripping cost) right-of-use assets and intangible assets other than exploration and evaluation assets (Continued)

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or the group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit or the group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

## 3. 重大會計政策(續)

物業、廠房及設備(包括剝採成本)、使用權資產及無形資產(勘探及評估資產除外)之減值虧損(續)

可收回金額乃公平值減出售成本與使用價值兩者中之較高者。評估使用價值時，採用除稅前貼現率將估計未來現金流量貼現至其現值，該貼現率應反映當前市場對貨幣時間值及資產(或現金產生單位)特定風險(未來現金流量之估計未就該等風險作出調整)之評估。

倘某項資產(或現金產生單位)之可收回金額估計將低於其賬面值，則該資產(或現金產生單位)之賬面值將調減至其可收回金額。就未能按合理一致的基準分配至現金產生單位的公司資產或部分公司資產，本集團會比較一個組別的現金產生單位賬面值(包括已分配至該組現金產生單位的公司資產或部分公司資產的賬面值)與該組現金產生單位的可收回金額。於分配減值虧損時，首先分配減值虧損以調減任何商譽的賬面值(如適用)，其後按照單位或一組現金產生單位內各資產之賬面值比例分配至其他資產。資產之賬面值不會下調至低於其公平值減去出售成本(若可計量)、其使用價值(若可釐定)與零之間的最高者。本應分配至該資產之減值虧損金額按比例分配至該單位或一組現金產生單位之其他資產。減值虧損即時於損益確認。

倘減值虧損其後撥回，則將該資產(或現金產生單位或一組現金產生單位)之賬面值增至其可收回金額的經修訂估計值，惟增加後的賬面值不得超過該資產(或現金產生單位或一組現金產生單位)過往年度並無確認減值虧損情況下所應釐定之賬面值。減值虧損撥回金額即時於損益確認。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Exploration and evaluation assets

Exploration and evaluation assets are recognised at cost on initial recognition. Subsequent to initial recognition, exploration and evaluation assets are stated at cost less any accumulated impairment losses. Costs of exploration are capitalised pending a determination of whether sufficient quantities of potential mineral reserves have been discovered.

Exploration and evaluation assets include the cost of exploration rights and the expenditures incurred in the search for mineral resources as well as the determination of the technical feasibility and commercial viability of extracting those resources. Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrated, any previously recognised exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to either mineral rights or property, plant and equipment under the heading of construction in progress.

### 3. 重大會計政策(續)

#### 勘探及評估資產

勘探及評估資產於初步確認時按成本確認。初步確認後，勘探及評估資產按成本減任何累計減值虧損列賬。勘探成本是否資本化取決於是否發現足夠數量的潛在礦產儲量。

勘探及評估資產包括探礦權之成本以及於探索礦產資源及釐定開採該等資源之技術可行性及商業可行性時所產生之開支。當可證實於某個權益地區開採礦產資源之技術可行性及商業可行性時，先前確認歸屬於該權益地區的任何勘探及評估資產首先進行減值測試，之後重新分類至礦產權或在建工程下的物業、廠房及設備。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Impairment of exploration and evaluation assets

The carrying amount of exploration and evaluation assets is reviewed at least annually and whenever there is an indication that they may be impaired. Impairment test is performed in accordance with IAS 36 "Impairment of assets" whenever one of the following events or changes in circumstances indicate that the carrying amount may not be recoverable (the list is not exhaustive):

- the period for which the Group has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed; substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the Group has decided to discontinue such activities in the specific area; or
- sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

An impairment loss is recognised in profit or loss whenever the carrying amount of an asset exceeds its recoverable amount.

Where an impairment loss subsequently reverses, the carrying amount of exploration and evaluation assets is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for exploration and evaluation assets in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

## 3. 重大會計政策(續)

### 勘探及評估資產之減值

勘探及評估資產之賬面值至少每年或於有跡象顯示其可能出現減值時進行檢討。倘出現下列其中一項事件或事況變化，顯示賬面值或無法收回(所列項目並非詳盡無遺)，根據國際會計準則第36號「資產減值」進行減值測試：

- 本集團於特定地區之勘探權年期已於期內或將於不久將來屆滿，且預期不會續期；於特定地區進一步勘探及評估礦產資源所產生之大量開支並非在預算或計劃之內；
- 於特定地區勘探及評估礦產資源並無導致發現在商業上可行的礦產資源數量，而本集團已決定終止於該特定區域進行該等活動；或
- 存在充分數據顯示，儘管於特定地區之開發可能會繼續進行，但勘探及評估資產之賬面值不大可能從成功開發或銷售中全數收回。

倘一項資產之賬面值超出其可收回金額，則於損益確認減值虧損。

倘減值虧損其後撥回，則勘探及評估資產之賬面值將增至其可收回金額的經修訂估計值，惟增加後的賬面值不得超過勘探及評估資產過往年度並無確認減值虧損情況下所應釐定之賬面值。減值虧損撥回金額即時於損益確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Inventories

Consumable stores are valued at the lower of cost, determined on a weighted average basis, and estimated net realisable value. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs to be incurred in marketing, selling and distribution. Obsolete and slow-moving consumable stores are identified and are written down to their net realisable values. Product inventories are valued at the lower of cost, determined on a weighted average basis, and net realisable value. Costs include direct mining costs and directly attributable mine overheads.

#### Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

### 3. 重大會計政策(續)

#### 存貨

易耗品按成本(以加權平均基準釐定)與估計可變現淨值間之較低者定值。可變現淨值指存貨估計售價減完成的所有估計成本及於營銷、銷售及分銷時產生之成本。過時及滯銷易耗品須作識別並撇減至其可變現價值。產品存貨按成本(以加權平均基準釐定)與可變現淨值間之較低者定值。成本包括直接開採成本及直接應佔的礦場間接成本。

#### 撥備

倘本集團因過往事件而承擔現時之法律或推定責任，及本集團很可能須履行責任，且有關責任金額能夠可靠地估計，則確認撥備。

確認為撥備之金額為於報告期末對履行現時責任所需代價之最佳估計，並經考慮責任相關之風險及不確定性。倘撥備採用履行現時責任之估計現金流量計量，而貨幣時間值之影響重大，則其賬面值為該等現金流量之現值。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Provision for rehabilitation and environmental expenditure

Long-term environmental obligations are provided for based on the Group's environmental plans, in compliance with current environmental and regulatory requirements.

Full provision is made based on the net present value of the estimated cost of restoring the environmental disturbance that has occurred up to the end of the reporting period. The estimated cost is capitalised in property, plant and equipment as decommissioning assets and amortised based on estimated proved and probable ore reserves using the UOP method. The estimated cost of rehabilitation is reviewed annually and adjusted as appropriate for changes in legislation or technology and unwinding for the time value of money. Changes in estimated costs are added or deducted from the cost of the relevant assets in the period such changes occurred.

### Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instruments. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with IFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

## 3. 重大會計政策(續)

### 復修及環保開支撥備

長期環保責任乃遵照現行環保及監管規定根據本集團之環保計劃計提撥備。

截至報告期末已發生的環境干擾修復活動，乃按其估計成本淨現值作全數撥備。估計成本於物業、廠房及設備進行資本化為善後資產，並按估計的證實及概約礦石儲量使用UOP法計提攤銷。估計復修成本每年檢討，並就法例或科技之改變以及貨幣時間值之展開作適當調整。估計成本之變動乃加入或扣自出現變動期內相關資產之成本。

### 金融工具

當集團實體成為工具合約條款之訂約方時，確認金融資產及金融負債。所有日常買賣之金融資產均於交易日確認及取消確認。日常買賣指須於市場規例或慣例所規定之期間內交付資產之金融資產買賣活動。

金融資產及金融負債初步按公平值計量，惟根據國際財務報告準則第15號初步計量之客戶合約產生之貿易應收款項除外。於初步確認時，購買或發行金融資產及金融負債(不包括按公平值計入損益之金融資產及金融負債)直接應佔之交易成本適當地計入金融資產或金融負債之公平值或從中扣除。購買按公平值計入損益之金融資產或金融負債直接應佔之交易成本即時於損益確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

#### Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

### 3. 重大會計政策(續)

#### 金融工具(續)

實際利率法為一種計算金融資產或金融負債攤銷成本及於有關期間內分配利息收入之方法。實際利率為一項於金融資產或金融負債之預計年期內或(如適用)較短期間內將估計未來現金收入及付款(包括構成實際利率一部分之所有已付或已收費用及點差、交易成本及其他溢價或折讓)準確貼現至初步確認時之賬面淨值之利率。

#### 金融資產

金融資產之分類及其後計量

符合下列條件之金融資產其後按攤銷成本計量：

- 金融資產以目的為收取合約現金流量之商業模式持有；及
- 合約條款導致於特定日期產生之現金流量僅為支付本金及未償還本金利息。

符合以下條件之金融資產其後按公平值計入其他全面收入(「按公平值計入其他全面收入」)計量：

- 金融資產乃按透過銷售及收取合約現金流量達致目標之業務模式持有；及
- 合約條款在指定日期產生現金流量，該現金流量僅為未償還本金額的本金及利息付款。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Financial instruments (Continued)

#### Financial assets (Continued)

#### Classification and subsequent measurement of financial assets (Continued)

All other financial assets are subsequently measured at FVTPL.

#### (i) *Amortised cost and interest income*

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of each reporting period following the determination that the asset is no longer credit impaired.

#### (ii) *Financial assets at FVTPL*

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Trade receivables under provisional pricing arrangements that are exposed to future movement in London Metal Exchange (“LME”) commodity prices have the contractual cash flow characteristics that are not solely payment of pricing and interest and are therefore measured at FVTPL. The change in fair value is included in the “revenue” line item.

Fair value is determined in the manner described in Note 33.

## 3. 重大會計政策(續)

### 金融工具(續)

#### 金融資產(續)

#### 金融資產之分類及其後計量(續)

所有其他金融資產其後按公平值計入損益計量。

#### (i) *攤銷成本及利息收入*

就其後按攤銷成本計量之金融資產而言，利息收入採用實際利率法確認。利息收入透過對金融資產之總賬面值運用實際利率計算，惟其後出現信貸減值之金融資產除外(見下文)。就其後出現信貸減值之金融資產而言，利息收入乃透過對自下個報告期間起金融資產之攤銷成本運用實際利率確認。如已信貸減值之金融工具之信貸風險改善，致令金融資產不再有信貸減值，則自於釐定資產不再信貸減值後各報告期間開始起，利息收入乃透過對金融資產之總賬面值運用實際利率法確認。

#### (ii) *按公平值計入損益之金融資產*

並不符合按攤銷成本或按公平值計入其他全面收入計量之金融資產，或指定為按公平值計入其他全面收入之金融資產，均按公平值計入損益計量。

臨時定價安排下承受倫敦金屬交易所(「**倫敦所**」)商品價格未來變動的貿易應收款項具有合約現金流量特徵，而不仅仅是支付價格及利息，因此按公平值計入損益方式計量。公平值變動計入「收益」分項內。

公平值按附註33所述方式釐定。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial assets (Continued)

##### Impairment of financial assets

The Group performs impairment assessment under expected credit loss (“**ECL**”) model on financial assets (including trade and other receivables, loan to a DRC state-owned power company and bank balances). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“**12m ECL**”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables at amortised cost. The ECL on these assets are assessed individually for debtors with significant balances and/or collectively using a provision matrix with appropriate groupings.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

### 3. 重大會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

##### 金融資產之減值

本集團根據預期信貸虧損(「**預期信貸虧損**」)模式對金融資產(包括貿易及其他應收款項、向剛果(金)國有電力公司提供之貸款及銀行結餘)進行減值評估。預期信貸虧損金額於各報告日期更新，以反映自初步確認以來之信貸風險變動。

存續期預期信貸虧損指於相關工具之預期存續期內所有可能發生之違約事件所導致之預期信貸虧損。相反，12個月預期信貸虧損(「**12個月預期信貸虧損**」)指於報告日期後12個月內可能發生之違約事件所預期導致之部分存續期預期信貸虧損。預期信貸虧損根據本集團過往信貸虧損經驗進行評估，並按債務人特有之因素、整體經濟狀況及於報告日期之當前狀況與預測未來狀況兩者之評估而作出調整。

本集團一直就按攤銷成本計量之貿易應收款項確認存續期預期信貸虧損。該等資產的預期信貸虧損會因應債項結餘之重要性進行個別評估及/或採用合適組別的撥備矩陣進行整體評估。

就所有其他金融工具而言，本集團計量之虧損撥備為相等於12個月預期信貸虧損，除非信貸風險自初步確認以來經歷大幅增加，則本集團會確認存續期預期信貸虧損。評估應否確認存續期預期信貸虧損乃基於自初步確認以來發生違約之可能性或風險是否大幅增加。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Financial instruments (Continued)

#### Financial assets (Continued)

#### Impairment of financial assets (Continued)

##### (i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

## 3. 重大會計政策(續)

### 金融工具(續)

#### 金融資產(續)

#### 金融資產之減值(續)

##### (i) 信貸風險大幅增加

於評估信貸風險是否自初步確認以來大幅增加時，本集團比較金融工具於報告日期發生違約之風險與該金融工具於初步確認日期發生違約之風險。在進行有關評估時，本集團會考慮合理有據之定量及定性資料，包括在毋須付出過大成本或精力便可獲得之過往經驗及前瞻性資料。

具體而言，評估信貸風險是否大幅增加時會考慮下列資料：

- 金融工具之外部(如有)或內部信貸評級之實際或預期重大倒退；
- 信貸風險根據外界市場指標之重大惡化，例如信貸息差大幅增加、債務人之信貸違約掉期價格；
- 預期導致債務人在履行其債務責任之能力大幅下降的業務、財務或經濟狀況之現有或預測不利變動；
- 債務人經營業績之實際或預期重大倒退；
- 導致債務人在履行其債務責任之能力大幅下降的債務人之監管、經濟或技術環境之實際或預期重大不利變動。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

#### Financial assets (Continued)

#### Impairment of financial assets (Continued)

##### (i) Significant increase in credit risk (Continued)

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

##### (ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

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

### 3. 重大會計政策(續)

#### 金融工具(續)

#### 金融資產(續)

#### 金融資產之減值(續)

##### (i) 信貸風險大幅增加(續)

不論上述評估結果如何，本集團假定當合約逾期超過30天，則信貸風險乃自初步確認以來大幅增加，除非本集團擁有合理有據之資料反對此一假定，則作別論。

本集團定期監察所用標準之成效以確認信貸風險是否有大幅增加並作出適當修訂以確保標準能夠在金額逾期前識別信貸風險大幅增加。

##### (ii) 違約之定義

就內部信貸風險管理而言，當內部編製或自外部來源獲得之資料預示債務人不大可能向其債權人(包括本集團)悉數還款時(並無計及本集團持有之任何抵押品)，本集團認為發生違約事件。

不論上文所述，當金融資產逾期超過90日，本集團考慮發生違約，除非本集團擁有可證示更寬鬆的違約標準更為合適的合理可靠資料。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Financial instruments (Continued)

#### Financial assets (Continued)

#### Impairment of financial assets (Continued)

##### (iii) Credit-impaired financial assets

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

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

##### (iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables at amortised cost, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

## 3. 重大會計政策(續)

### 金融工具(續)

#### 金融資產(續)

#### 金融資產之減值(續)

##### (iii) 信貸減值之金融資產

當發生對金融資產的估計未來現金流產生不利影響的一件或多件事件之時，該金融資產即出現信貸減值。金融資產信貸減值的證據包括以下事件的可觀察數據：

- (a) 發行人或借款人陷入嚴重財困；
- (b) 違反合約，例如違約或逾期事件；
- (c) 借款人的貸款人出於與借款人財困相關的經濟或合約原因，而向借款人授予貸款人原本不會考慮的優惠；
- (d) 借款人可能破產或進行其他財務重組；或
- (e) 該項金融資產的活躍市場因財困而消失。

##### (iv) 撇銷政策

撇銷政策當有資料顯示交易對手陷入嚴重財困，且並無實際收回的可能之時(例如交易對手已清算或進入破產程序)或金額逾期超過兩年(就按攤銷成本計量的貿易應收款項而言)(以較早者為準)，本集團會撇銷金融資產。已撇銷的金融資產仍可根據本集團的收回程序實施強制執行，在適當情況下考慮法律意見。撇銷構成取消確認事件。任何其後收回於損益中確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

#### Financial assets (Continued)

#### Impairment of financial assets (Continued)

#### (v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments;
- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

### 3. 重大會計政策(續)

#### 金融工具(續)

#### 金融資產(續)

#### 金融資產之減值(續)

#### (v) 預期信貸虧損之計量及確認

預期信貸虧損之計量值為表達違約概率、違約所造成虧損(即倘發生違約之虧損程度)與違約所造成風險之函數。違約概率及違約所造成虧損之評估乃根據過往數據作出(經前瞻性資料予以調整)。預期信用損失的估計反映以發生相關違約風險的金額作為加權數值而確定的無偏概率加權金額。

一般而言，預期信貸虧損為根據合約應付本集團之所有合約現金流量與本集團預期收取之現金流量之間的差額，按初步確認時確定之實際利率貼現。

倘預期信用損失按集體基準計量或迎合個別工具水平證據未必存在的情況，則金融工具按以下基準歸類：

- 金融工具性質；
- 逾期狀況；
- 債務人的性質、規模及行業；及
- 外部信貸評級(倘有)。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Financial instruments (Continued)

#### Financial assets (Continued)

#### Impairment of financial assets (Continued)

##### (v) Measurement and recognition of ECL (Continued)

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables at amortised cost where the corresponding adjustment is recognised through a loss allowance account.

#### Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

#### Financial liabilities and equity

#### Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

#### Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity, are recognised at the proceeds received, net of direct issue costs.

## 3. 重大會計政策(續)

### 金融工具(續)

#### 金融資產(續)

#### 金融資產之減值(續)

##### (v) 預期信貸虧損之計量及確認(續)

歸類乃由管理層定期審閱以確保各分部之成份繼續分佔類似信貸風險特點。

利息收入根據金融資產之總賬面值計算，除非金融資產出現信貸減值，於此情況下，利息收入根據金融資產之攤銷成本計量。

本集團透過調整有關金融工具之賬面值而於損益確認所有金融工具之減值收益或虧損，惟按攤銷成本計量之貿易應收款項透過虧損撥備賬確認相應調整則除外。

#### 金融資產的取消確認

僅在金融資產所產生現金流量的合約權利到期，或者將金融資產及該資產所有權上幾乎所有的風險和報酬轉讓給另一個實體的情況下，本集團才取消確認一項金融資產。如果本集團既沒有轉讓也沒有保留所有權上幾乎所有的風險和報酬，而是繼續控制被轉讓資產，則應確認其對資產保留的權利並為可能需要支付的金額確認相關的負債。如果本集團保留了被轉讓金融資產所有權上幾乎所有的風險和報酬，則應繼續確認該金融資產並同時將取得的款額確認為一項抵押借款。

一旦取消確認以攤銷成本計量的金融資產，資產的賬面值與收到及應收的代價之間的差額會在損益中確認。

#### 金融負債及股本

#### 分類為債務或股本

債務及股本工具根據合約安排之內容以及金融負債及股本工具之定義分類為金融負債或股本。

#### 股本工具

股本工具指證明擁有某實體資產於扣減其所有負債後之剩餘權益之任何合約。集團實體所發行之股本工具按已收所得款項扣除直接發行成本確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

#### Financial liabilities and equity (Continued)

#### Perpetual subordinated convertible securities

Perpetual subordinated convertible securities are convertible into a fixed number of ordinary shares of the Company and include no contractual obligation for the Group to deliver cash or another financial asset to the holders or to exchange financial assets or financial liabilities with the holders under conditions that are potentially unfavourable to the Group. These securities are classified as equity instruments and are initially recognised at their fair value on the date of issuance and are not subsequently remeasured.

#### Financial liabilities and equity

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

#### Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is either held for trading or it is designated as at FVTPL.

A financial liability is held for trading if:

- it has been incurred principally for the purpose of repurchasing in the near term; or
- on initial recognition it is a part of portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

### 3. 重大會計政策(續)

#### 金融工具(續)

#### 金融負債及股本(續)

#### 永久次級可換股證券

永久次級可換股證券可轉換為固定數目的本公司普通股，不包含若發生有可能不利於本集團之情況，則由本集團向持有人交付現金或其他金融資產，或與持有人交換金融資產或金融負債的合約責任。該等證券分類為股本工具，初步按其於發行日期的公平值確認，其後不予重新計量。

#### 金融負債及股本

所有金融負債其後均按攤銷成本使用實際利率法或按公平值計入損益計量。

#### 按公平值計入損益之金融負債

持作買賣或指定為按公平值計入損益之金融負債分類為按公平值計入損益。

符合下列條件之金融負債為持作買賣：

- 產生之主要目的為於短期內重新購買；或
- 於初步確認時為本集團共同管理的已識別金融工具組合之一部分，且近期已形成實際的短期獲利模式；或
- 為一項未有指定及非有效對沖工具的衍生工具。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### Financial instruments (Continued)

#### Financial liabilities and equity (Continued)

#### Financial liabilities at FVTPL (Continued)

A financial liability other than a financial liability held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and IFRS 9 permits the entire combined contract to be designated as at FVTPL.

Fair value is determined in the manner described in Note 33.

For financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss.

## 3. 重大會計政策(續)

### 金融工具(續)

#### 金融負債及股本(續)

#### 按公平值計入損益之金融負債(續)

金融負債(持有作買賣之金融負債除外)倘滿足下列條件，可於初步確認時指定為按公平值計入損益：

- 有關指定消除或大幅減少可能會出現的計量或確認方面之不一致性；或
- 根據本集團制定之風險管理或投資策略，該項金融負債構成一組金融資產組別或金融負債組別或兩者組成之組別之一部分，其按公平值基準管理且其表現以公平值為基準進行評估，而有關組別之資料亦按此基準向內部提供；或
- 其構成包含一項或多項嵌入式衍生工具之合約之一部分，且國際財務報告準則第9號允許將全部合併合約指定為按公平值計入損益。

公平值按附註33所述方式釐定。

就指定為按公平值計入損益之金融負債而言，因有關負債之信貸風險變動而造成之金融負債公平值變動乃於其他全面收入確認，除非於其他全面收入確認有關負債之信貸風險變動影響會造成或擴大於損益之會計錯配，則作別論。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

Financial liabilities and equity (Continued)

Financial liabilities at FVTPL (Continued)

Trade payables under provisional pricing arrangements contain an embedded derivative in relation to the LME future commodity prices (see the accounting policy in respect of embedded derivatives below). The Group has designated the trade payables containing the embedded derivatives to be measured at FVTPL. The change in fair value other than the change that is attributable to changes in credit risk is included in the "cost of sales" line item.

Financial liabilities at amortised cost

Financial liabilities (including amounts due to an intermediate holding company, a fellow subsidiary and a non-controlling shareholder of a subsidiary and bank borrowings) are subsequently measured at amortised cost, using the effective interest method.

#### Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Derivative financial instruments

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss.

Embedded derivatives

Derivatives embedded in hybrid contracts that contain financial asset hosts within the scope of IFRS 9 are not separated. The entire hybrid contract is classified and subsequently measured in its entirety as either amortised cost or fair value as appropriate.

Derivatives embedded in non-derivative host contracts that are not financial assets within the scope of IFRS 9 are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

### 3. 重大會計政策(續)

#### 金融工具(續)

金融負債及股本(續)

按公平值計入損益之金融負債(續)

有臨時定價安排之貿易應付款項包含一項針對倫敦金未來商品價格而訂立之嵌入式衍生工具(見下文有關嵌入式衍生工具之會計政策)。本集團已將包含嵌入式衍生工具之貿易應付款項指定為按公平值計入損益。除了源於信貸風險轉變的轉變外，公平值之變動計入「銷售成本」分項。

按攤銷成本計量之金融負債

金融負債(包括應付一間中間控股公司、一間同系附屬公司及一間附屬公司之非控股股東款項及銀行借貸)其後採用實際利率法按攤銷成本計量。

#### 取消確認金融負債

本集團僅於其責任已獲解除、註銷或屆滿時方會取消確認金融負債。取消確認的金融負債的賬面值與已付及應付代價的差額於損益內確認。

衍生金融工具

衍生工具初步於衍生合約訂立之日期按公平值計量，及其後重新計量至其於報告期間末之公平值。所導致的收益或虧損於損益內確認。

嵌入式衍生工具

嵌入混合合約的衍生工具(包括於國際財務報告準則第9號界定範圍內的主金融資產)，不會視為單獨的衍生工具。整個混合合約按攤銷成本或按公平值(如適用)計入損益分類再進行計量。

並不屬國際財務報告準則第9號範圍內金融資產的非衍生主體合約中內含的衍生工具於符合衍生工具定義時視作獨立的衍生工具，其風險及特徵與主體合約的風險及特徵並不密切相關，而該等主體合約並非按公平值計入損益計量。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the process of applying the Group's accounting policies, which are described in note 3, the directors of the Company have identified the following judgements and key sources of estimation uncertainty that have significant effect on the amounts recognised in the consolidated financial statements.

The key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are disclosed below.

### Mineral reserves

Technical estimates of the Group's mineral reserves are inherently imprecise and represent only estimated amounts because of the subjective judgements involved in developing such information. There are authoritative guidelines regarding the engineering criteria that have to be met before estimated mineral reserves can be designated as "proved" and "probable". Proved and probable mineral reserves estimates are updated on a regular basis and take into account recent economic production and technical information about each mine. In addition, as production levels and technical standards change from year to year, the estimate of proved and probable mineral reserves also changes. Despite the inherent imprecision in these technical estimates, these estimates are used as the basis for calculation of depreciation of property, plant and equipment and amortisation of mineral rights and for assessment of impairment losses as appropriate.

## 4. 關鍵會計判斷及估計不確定因素之主要來源

於應用本集團之會計政策(詳見附註3)過程中,本公司董事已識別以下對綜合財務報表之已確認金額有重大影響之判斷及估計不確定因素之主要來源。

下文為於報告期末極有可能導致下個財政年度資產及負債之賬面值作重大調整之估計不確定因素之主要來源。

### 礦產儲量

鑒於編製礦產儲量資料涉及主觀判斷,本集團礦產儲量之技術估計本身並不精確,僅為估計數額。在估計礦產儲量可指定為「證實」及「概略」儲量前,須達致有關工程標準之權威性指引。證實及概約礦產儲量估計乃定期更新,並計入各個礦場最近之經濟生產量及技術資料。此外,由於生產水平及技術標準逐年變更,故證實及概約礦產儲量之估計亦會出現變動。此等技術估計雖然本身並不精確,但乃作為基準用作計算物業、廠房及設備之折舊以及礦產權之攤銷,以及適當評估減值虧損。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

#### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

##### Depreciation of property, plant and equipment and amortisation of mineral rights for mining operations

Mining assets included within property, plant and equipment and mineral rights are depreciated and amortised respectively using the UOP method. The calculation of the UOP rates of depreciation and amortisation, and therefore the annual depreciation and amortisation charge to operations, can fluctuate from initial estimates. This could generally result when there are significant changes in any of the factors or assumptions used in estimating mineral reserves, notably changes in the assumptions relating to geology of the reserves and assumptions used in determining the economic feasibility of the reserves. Estimates of proved and probable reserves are prepared by experts in extraction, geology and reserve determination. Assessments of the UOP rates against the estimated reserve base and operating and development plan are performed regularly, taking into account the recent economic production and technical information about each mine from the Group's experts. Any changes in estimates will increase or decrease the inventories in the period in which the changes occur. The depreciation and amortisation of the mining assets are US\$80,828,000 (2018: US\$81,200,000) (Note 6) and US\$18,086,000 (2018: US\$14,954,000) respectively for the year ended 31 December 2019. The carrying amounts of property, plant and equipment and mineral rights are set out in Notes 16 and 18, respectively.

#### 4. 關鍵會計判斷及估計不確定因素之主要來源 (續)

##### 採礦業務的物業、廠房及設備之折舊以及礦產權之攤銷

分別計入物業、廠房及設備以及礦產權之採礦資產乃分別採用UOP法計提折舊及攤銷。折舊及攤銷的UOP比率乃至經營所產生的年度折舊及攤銷支出之計算結果可能較初步估計有所變動。變動一般源自用以估計礦產儲量之任何因素或假設出現重大變動，尤其是與儲量之地質狀況有關之假設及用以釐定儲量經濟可行性時所用的假設出現變動。證實及概約儲量之估計乃由開採、地質及儲量計算專家編製。經計及來自本集團專家有關各礦場最近經濟生產及技術資料後，UOP比率須按估計儲量基礎及經營開發計劃定期作出評估。任何估計之變動將會增加或減少變動發生期間之存貨。截至二零一九年十二月三十一日止年度，採礦資產之折舊及攤銷金額分別為80,828,000美元(二零一八年：81,200,000美元)(附註6)及18,086,000美元(二零一八年：14,954,000美元)。物業、廠房及設備以及礦產權之賬面值分別載於附註16及18。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

### Impairment assessment of property, plant and equipment, mineral rights and exploration and evaluation assets for mining operations

Property, plant and equipment, mineral rights and exploration and evaluation assets for mining operations are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value may not be fully recoverable. If an asset's recoverable amount is less than the asset's carrying amount, an impairment loss is recognised. For those assets which were impaired in prior periods, if their recoverable amount exceeds their carrying amount, an impairment reversal is recorded in the consolidated statement of profit and loss and other comprehensive income. Future cash flow estimates which are used to calculate the asset's recoverable amount are based on expectations about future operations primarily comprising estimates about production and sales volumes, commodity prices, reserves, operating and rehabilitation and restoration costs. Changes in such estimates could impact recoverable values of these assets. Estimates are reviewed regularly by the management. Changes in such estimates could impact the recoverable values of these assets, whereby some or all of the carrying amount may be impaired or the impairment charge reversed with the impact recorded in the consolidated statement of profit and loss and other comprehensive income. The carrying amount of property, plant and equipment, mineral rights and exploration and evaluation assets for mining operations as at 31 December 2019 amounted to US\$688,518,000 (2018: US\$741,604,000), US\$489,389,000 (2018: US\$478,098,000) and US\$146,161,000 (2018: US\$140,990,000) respectively and are allocated to five CGUs in respect of the Group's mining operations in Zambia and the DRC.

## 4. 關鍵會計判斷及估計不確定因素之主要來源 (續)

### 採礦業務的物業、廠房及設備、礦產權以及勘探及評估資產之減值評估

採礦業務的物業、廠房及設備、礦產權以及勘探及評估資產乃於發生事件或情況變化，顯示其賬面值可能無法全數收回時作減值檢討。倘資產之可收回金額少於其賬面值，則確認減值虧損。就於先前期間已減值之該等資產而言，如其可收回金額超過其賬面值，則減值撥回於綜合損益及其他全面收益表內入賬。用於計算資產可收回金額之未來現金流量估計乃基於有關未來經營之預期釐定，主要包括有關產量及銷售量、商品價格、儲量、經營及復墾與復修成本有關之估計。此等估計之變動可能影響相關資產之可收回價值。估計乃由管理層定期檢討。有關估計變動可能會影響該等資產之可收回價值，據此，部份或全部賬面值可能減值或減值費用撥回，而影響於綜合損益及其他全面收益表內入賬。於二零一九年十二月三十一日，採礦業務的物業、廠房及設備、礦產權及勘探及評估資產之賬面值分別為688,518,000美元(二零一八年：741,604,000美元)；489,389,000美元(二零一八年：478,098,000美元)及146,161,000美元(二零一八年：140,990,000美元)及分配至本集團於贊比亞及剛果(金)採礦業務的五個現金產生單位。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

#### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

##### Impairment assessment of property, plant and equipment, mineral rights and exploration and evaluation assets for mining operations (Continued)

During the year ended 31 December 2019, the management of the Group performed an impairment assessment of these CGUs due to the fluctuation in copper and cobalt prices, details of which are set out in Note 9 to the consolidated financial statements. The management also engaged an independent external competent person to prepare a resource and reserve report as at 31 December 2019. The recoverable amounts of these CGUs are determined using value in use calculations based on the management's cash flow forecasts in which key assumptions on future production level, future copper and cobalt prices and discount rates can significantly affect the discounted cash flows.

The recoverable amount is determined on the basis of value in use. Details of these are set out in Note 9.

##### Provision for rehabilitation and environmental expenditure

The provision for rehabilitation and environmental costs has been determined by the directors of the Company based on their best estimates. The directors of the Company estimate this liability for final reclamation and mine closure based upon detailed calculations of the amount and timing of future cash flows spending for a third party to perform the required work, escalated for inflation, then discounted at a discount rate that reflects current market assessments of the time value of money, adjusted for inflation and the risks specific to the liability, such that the provision reflects the present value of the estimated cost of restoring the environment disturbance that is expected to be required to settle the obligation. However, as the effect on the land and the environment from current mining activities becomes apparent in future periods, the estimate of the associated costs may be subject to change in the future. The provision is reviewed regularly to ensure that it properly reflects the present value of the obligation arising from the current and past mining activities.

#### 4. 關鍵會計判斷及估計不確定因素之主要來源 (續)

##### 採礦業務的物業、廠房及設備、礦產權以及勘探及評估資產之減值評估 (續)

截至二零一九年十二月三十一日止年度，由於銅價及鈷價波動，故本集團管理層對該等現金產生單位執行減值評估，詳情載於綜合財務報表附註9。於二零一九年十二月三十一日，管理層亦委聘獨立外界合資格人士編製資源及儲量報告。該等現金產生單位的可收回金額乃基於管理層的現金流量估算（當中涉及對未來生產水平、未來銅價及鈷價及貼現率作出關鍵假設，其可對貼現現金流量構成重大影響）按使用價值計算釐定。

可收回金額乃根據使用價值釐定。相關詳情載於附註9。

##### 復修及環保開支撥備

復修及環保成本撥備乃由本公司董事根據其最佳估計釐定。本公司董事對此項最終復墾及閉井之責任作出估計時，乃基於對第三方從事所需工程所耗用之未來現金流量金額及時間之詳盡計算（因應通脹上調），然後按可反映市場當前對貨幣時間值（就通脹作出調整）及該負債特定風險之評估的貼現率貼現，以使撥備反映清償責任預期所需之環境破壞估計修復成本之現值。然而，由於目前採礦活動對土地及環境之影響將於往後期間愈發明顯，故相關成本之估計日後可能有所變動。撥備乃定期作出檢討，以確保其適當地反映目前及過往採礦活動所產生責任之現值。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

### Recognition of revenue and inventories

Mineral and metal products are purchased and sold under provisional pricing arrangements where final grades of copper and cobalt in the Group's copper and cobalt products are agreed based on third-party examination and final prices are set on the date of final pricing. Revenues and inventories are recognised when control of the mineral and metal products are passed to customers and from suppliers using history of grades of copper and cobalt in copper and cobalt products based on internal examination statistics and estimated average price up to the date of final pricing. The amount of revenue for the year ended 31 December 2019 is US\$1,246,898,000 (2018: US\$1,399,970,000). The carrying amount of inventories as at 31 December 2019 is US\$201,988,000 (2018: US\$186,110,000).

### Deferred tax assets

Deferred tax assets are recognised for all temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary differences can be utilised. Recognition primarily involves judgement regarding the future performance of the particular legal entity in which the deferred tax asset has been recognised. A variety of other factors are also evaluated in considering whether there is convincing evidence that it is probable that some portion or all of the deferred tax assets will ultimately be utilised, such as the amounts of the future taxable profit and tax planning strategies. No deferred tax asset has been recognised on the tax losses of US\$57,250,000 (2018: US\$56,027,000) due to the unpredictability of future profits streams. The carrying amount of deferred tax assets is set out in Note 29.

## 4. 關鍵會計判斷及估計不確定因素之主要來源 (續)

### 收益及存貨之確認

礦產及金屬產品根據臨時定價安排買賣，而臨時定價安排中本集團銅鈷產品所含之銅鈷最終品位乃基於第三方之檢驗協定，最終價格於最終訂價日訂定。收益及存貨於礦產及金屬產品之控制權轉移至客戶及由供應商轉出時，採用銅及鈷產品之銅及鈷品位的過往記錄（基於內部檢驗結果的統計數據釐定）及截至最終訂價日止之估計平均價格確認。截至二零一九年十二月三十一日止年度，收益為1,246,898,000美元（二零一八年：1,399,970,000美元）。於二零一九年十二月三十一日，存貨之賬面值為201,988,000美元（二零一八年：186,110,000美元）。

### 遞延稅項資產

倘有可能獲得可供動用可扣減暫時差額之應課稅溢利，則就所有暫時差額確認遞延稅項資產。確認主要涉及對已確認遞延稅項資產之特定法人之未來表現作出判斷。考慮是否有具說服力之憑證證明有可能最終動用若干部分或所有遞延稅項資產時，亦會評定多項其他因素，如未來應課稅溢利金額及稅務規劃策略等。並無就稅項虧損57,250,000美元（二零一八年：56,027,000美元）確認遞延稅項資產，原因是無法預測未來溢利情況。遞延稅項資產之賬面值載於附註29。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 5. REVENUE

Revenue represents revenue arising from sales of commodities. An analysis of the Group's revenue for the year is as follows:

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Sales of copper	銷售銅	924,950	748,360
Sales of cobalt	銷售鈷	79,502	235,742
Sales of aluminium ingot	銷售鋁錠	72,624	276,815
Sales of glycol	銷售乙二醇	162,658	132,702
Sales of zinc ingot	銷售鋅錠	13,548	-
Sales of nickel	銷售鎳	-	10,824
Others	其他	-	573
Revenue from sales of commodities	銷售商品收益	1,253,282	1,405,016
Provisional pricing adjustment	臨時定價調整	(6,384)	(5,046)
Revenue – reported measure	收益 – 呈報計量	1,246,898	1,399,970

For certain sales of minerals, revenue is recognised initially at a selling price that is determined on a provisional basis. The final selling price is subject to the grades of minerals in the Group's minerals products and movements in mineral prices up to the date of final pricing, normally 0 to 90 days after the initial booking. The adjustment in respect of the final grades based on the third party examination is shown as provisional pricing adjustment.

For the remaining sales of minerals, revenue is recognised under a fixed pricing arrangement. The selling price is determined with reference to the prices of related products listed on the LME on the date of contract inception with customers.

Revenue from the sale of commodities is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods.

All the revenue is recognised at a point in time.

### 5. 收益

收益指銷售商品所產生之收益。本集團年內之收益分析如下：

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Sales of copper	銷售銅	924,950	748,360
Sales of cobalt	銷售鈷	79,502	235,742
Sales of aluminium ingot	銷售鋁錠	72,624	276,815
Sales of glycol	銷售乙二醇	162,658	132,702
Sales of zinc ingot	銷售鋅錠	13,548	-
Sales of nickel	銷售鎳	-	10,824
Others	其他	-	573
Revenue from sales of commodities	銷售商品收益	1,253,282	1,405,016
Provisional pricing adjustment	臨時定價調整	(6,384)	(5,046)
Revenue – reported measure	收益 – 呈報計量	1,246,898	1,399,970

就若干礦產銷售而言，收益初步按以臨時定價基準釐定之售價確認。最終銷售價格乃取決於本集團礦產品之礦物品位，以及截至最終定價日期止（一般為初步入賬後之0至90日）之礦物價格波動情況而定。經第三方查驗後對最終品位所作出之調整如臨時定價調整列示。

就餘下礦產銷售而言，收益乃根據固定定價安排確認。售價乃參考與客戶訂立合約日期倫敦金所相關掛牌產品的價格釐定。

商品銷售的收益乃當資產的控制權轉移至客戶時（一般為商品交付時）確認。

所有收益於某個時間點確認。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 6. SEGMENT INFORMATION

IFRS 8 “Operating segments” requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker (“CODM”) in order to allocate resources to the segment and assess its performance.

The CODM has been identified as the executive directors of the Company. They review the Group’s internal reporting for the purpose of resource allocation and assessment of segment performance.

No operating segments have been aggregated in arriving at the reportable segments of the Group.

The Group’s operating and reportable segments are as follows:

- Mining operations
- Trading of mineral and metal products

## 6. 分部資料

國際財務報告準則第8號「經營分部」規定，經營分部須按本集團組成部分之內部報告確定，有關內部報告經由主要營運決策者（「主要營運決策者」）定期審閱，以分配分部資源及評估分部表現。

主要營運決策者經確定為本公司執行董事。彼等負責審閱本集團之內部報告以進行資源分配及評估分部表現。

並無合併經營分部以組成本集團的可報告分部。

本集團之經營及可報告分部如下：

- 採礦業務
- 礦產品及金屬產品貿易

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 6. SEGMENT INFORMATION (Continued)

#### Segment revenues and results

The following is an analysis of the Group's revenue and results by operating and reportable segments.

For the year ended 31 December 2019

		Mining operations 採礦業務 US\$'000 千美元	Trading of mineral and metal products 礦產品及金屬產品貿易 US\$'000 千美元	Total 總計 US\$'000 千美元
<b>Segment revenue</b>	<b>分部收益</b>			
Revenue	收益	471,792	878,788	1,350,580
Inter-segment sales	分部間銷售	(97,298)	–	(97,298)
Provisional pricing adjustment	臨時定價調整	(6,384)	–	(6,384)
		<b>368,110</b>	<b>878,788</b>	<b>1,246,898</b>
<b>Segment results</b>	<b>分部業績</b>			
Unallocated corporate income	未分配公司收入			1,560
Unallocated corporate expenses	未分配公司開支			(4,161)
Profit before tax	除稅前溢利			<b>6,425</b>

Inter-segment sales are charged at prevailing market price.

### 6. 分部資料(續)

#### 分部收益及業績

以下為本集團按經營及可報告分部劃分之收益及業績分析。

截至二零一九年十二月三十一日止年度

分部間銷售按現行市價記賬。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 6. SEGMENT INFORMATION (Continued)

### Segment revenues and results (Continued)

For the year ended 31 December 2018

		Mining operations 採礦業務 US\$'000 千美元	Trading of mineral and metal products 礦產品及 金屬產品貿易 US\$'000 千美元	Total 總計 US\$'000 千美元
<b>Segment revenue</b>	<b>分部收益</b>			
Revenue	收益	611,252	1,145,853	1,757,105
Inter-segment sales	分部間銷售	(352,089)	–	(352,089)
Provisional pricing adjustment	臨時定價調整	(5,046)	–	(5,046)
		254,117	1,145,853	1,399,970
<b>Segment results</b>	<b>分部業績</b>	156,090	(2,283)	153,807
Unallocated corporate income	未分配公司收入			1,271
Unallocated corporate expenses	未分配公司開支			(5,656)
Profit before tax	除稅前溢利			149,422

Inter-segment sales are charged at prevailing market price.

Note: The accounting policies of operating segments are the same as the Group's accounting policies. Segment revenues and segment results comprise revenue from external customers and profit before tax of each segment (excluding finance income, non-operating related other income, gains and losses and other central administration costs and finance costs), respectively.

## 6. 分部資料(續)

### 分部收益及業績(續)

截至二零一八年十二月三十一日止年度

分部間銷售按現行市價記賬。

附註：經營分部之會計政策與本集團會計政策相同。分部收益及分部業績分別包括各分部來自外界客戶之收益及各分部所錄得之除稅前溢利(不包括財務收入、非經營相關之其他收入、收益及虧損及其他中央行政成本及財務成本)。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 6. SEGMENT INFORMATION (Continued)

#### Segment assets and liabilities

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

#### Segment assets

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Mining operations	採礦業務	1,653,780	1,684,523
Trading of mineral and metal products	礦產品及金屬產品貿易	87,227	143,709
Total segment assets	分部資產總值	1,741,007	1,828,232
Unallocated corporate assets	未分配公司資產	3,616	24,966
Consolidated assets	綜合資產	1,744,623	1,853,198

#### Segment liabilities

### 6. 分部資料(續)

#### 分部資產及負債

以下為本集團按經營及可報告分部劃分之資產及負債分析：

#### 分部資產

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Mining operations	採礦業務	480,540	496,570
Trading of mineral and metal products	礦產品及金屬產品貿易	506	36,972
Total segment liabilities	分部負債總額	481,046	533,542
Unallocated corporate liabilities	未分配公司負債	273,388	340,861
Consolidated liabilities	綜合負債	754,434	874,403

Note: Segment assets and segment liabilities comprise total assets (excluding tax recoverable and other unallocated corporate assets) and total liabilities (excluding tax payable, deferred tax liabilities and other unallocated corporate liabilities) of each segment, respectively.

附註：分部資產及分部負債分別包括各分部之資產總值(不包括可收回稅項及其他未分配公司資產)及負債總額(不包括應繳稅項、遞延稅項負債及其他未分配公司負債)。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 6. SEGMENT INFORMATION (Continued)

### Other segment information

For the year ended 31 December 2019

## 6. 分部資料(續)

### 其他分部資料

截至二零一九年十二月三十一日止年度

		Mining operations 採礦業務 US\$'000 千美元	Trading of mineral and metal products 礦產品及 金屬產品 貿易 US\$'000 千美元	Unallocated 未分配 US\$'000 千美元	Total 總計 US\$'000 千美元
Amounts included in the measure of segment results and segment assets:	計量分部業績及分部 資產時計入的金額：				
Addition to non-current assets (Note)	非流動資產添置 (附註)	51,850	–	2,582	54,432
Finance income	財務收入	205	379	1,171	1,755
Finance costs	財務成本	19,665	946	132	20,743
Impairment loss recognised in respect of property, plant and equipment	就物業、廠房及設備 確認之減值虧損	7,323	–	–	7,323
Reversal of impairment loss recognised in respect of mineral rights, net	就礦產權確認之減值 虧損撥回，淨額	(16,977)	–	–	(16,977)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	80,828	14	168	81,010
Depreciation of right-of-use assets	使用權資產折舊	105	423	792	1,320
Amortisation of mineral rights	礦產權攤銷	18,086	–	–	18,086

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 6. SEGMENT INFORMATION (Continued)

#### Other segment information (Continued)

For the year ended 31 December 2018

### 6. 分部資料(續)

#### 其他分部資料(續)

截至二零一八年十二月三十一日止年度

		Mining operations 採礦業務 US\$'000 千美元	Trading of mineral and metal products 礦產品及 金屬產品 貿易 US\$'000 千美元	Unallocated 未分配 US\$'000 千美元	Total 總計 US\$'000 千美元
Amounts included in the measure of segment results and segment assets:	計量分部業績及分部 資產時計入的金額：				
Addition to non-current assets (Note)	非流動資產添置 (附註)	33,112	–	22	33,134
Finance income	財務收入	423	532	1,029	1,984
Finance costs	財務成本	22,111	1,472	473	24,056
Reversal of impairment loss recognised in respect of property, plant and equipment	就物業、廠房及設備 確認之減值虧損撥回	(48,500)	–	–	(48,500)
Reversal of impairment loss recognised in respect of mineral rights, net	就礦產權確認之減值 虧損撥回，淨額	(4,995)	–	–	(4,995)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	81,200	33	13	81,246
Amortisation of mineral rights	礦產權攤銷	14,954	–	–	14,954

Note: Non-current assets excluded royalty prepayment to non-controlling shareholders of subsidiaries and rehabilitation trust fund.

附註：非流動資產不包括向附屬公司非控股股東預付的礦權使用費及復修信託基金。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 6. SEGMENT INFORMATION (Continued)

### Geographical information

Information about the Group's revenue from external customers is presented based on geographical location of the customers. Information about the Group's non-current assets are based on geographical location of the assets.

## 6. 分部資料(續)

### 地區資料

有關本集團外界客戶收益之資料乃基於客戶所在地區呈列。有關本集團非流動資產之資料乃基於資產所在地區呈列。

		Revenue from external customers 外界客戶之收益		Non-current assets 非流動資產	
		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元	2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Hong Kong	香港	21,635	–	2,196	421
South Africa	南非	–	–	1,412	284
The DRC	剛果(金)	48,072	–	1,325,276	1,324,224
Zambia	贊比亞	92,809	159,214	11,406	51,175
The PRC	中國	876,939	1,084,416	453	–
Switzerland	瑞士	158,446	161,386	–	–
South Korea	南韓	2,567	–	–	–
Singapore	新加坡	52,814	–	–	–
		<b>1,253,282</b>	1,405,016	<b>1,340,743</b>	1,376,104

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 6. SEGMENT INFORMATION (Continued)

#### Information about major customers

The following is an analysis of revenue from customers of the corresponding year contributing over 10% of the total revenue of the Group:

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Customer A (Notes a, b and c)	客戶A(附註a、b及c)	N/A 不適用	235,742
Customer B (Notes b and c)	客戶B(附註b及c)	N/A 不適用	159,214
Customer C (Note b)	客戶C(附註b)	158,446	161,386
Customer D (Notes c and d)	客戶D(附註c及d)	N/A 不適用	141,428

Notes:

- (a) The customer is an indirect non wholly-owned subsidiary of the ultimate holding company of the Company.
- (b) Revenue from above customers is arising from both mining operations and trading of mineral and metal products.
- (c) The revenue in 2019 did not contribute over 10% of the total revenue of the Group.
- (d) Revenue from above customer is arising from trading of mineral and metal products.

### 6. 分部資料(續)

#### 有關主要客戶之資料

以下為於有關年度向本集團貢獻10%以上總收益之客戶之收益分析：

附註：

- (a) 該客戶為本公司最終控股公司之間接非全資附屬公司。
- (b) 以上客戶貢獻之收益乃源自採礦業務以及礦產品及金屬產品貿易。
- (c) 該收益於二零一九年為本集團總收益貢獻並無超過10%以上。
- (d) 上述客戶收益來自礦產品及金屬產品貿易營運。

### 7. OTHER GAINS AND LOSSES

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Exchange losses, net	匯兌虧損，淨額	(987)	(1,984)
Others	其他	507	642
		<b>(480)</b>	<b>(1,342)</b>

### 7. 其他收益及虧損

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 8. OTHER INCOME

## 8. 其他收入

	2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Government grants (Note)	281	286

Note: The amounts represents incentives grants by the local PRC authorities to the Group for foreigner investment.

附註：金額指中國地方部門就海外投資給予本集團的獎勵補助。

## 9. REVERSAL OF IMPAIRMENT LOSS, NET

## 9. 減值虧損撥回，淨額

	2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Reversal of impairment loss recognised in respect of mineral rights, net	16,977	4,995
(Impairment loss) reversal of impairment loss recognised in respect of property, plant and equipment	(7,323)	48,500
	<b>9,654</b>	<b>53,495</b>

For the purpose of impairment testing, the Group's property, plant and equipment, mineral rights and exploration and evaluation assets were allocated to five CGUs, comprising three operating mines, one developing project and one exploration project (2018: three operating mines, one developing project and one exploration project) in Zambia and DRC, within mining operations segment. The recoverable amounts of these CGUs are determined using value in use calculations based on the management's cash flow forecasts in which key assumptions on future production level, future copper and cobalt prices and discount rates can significantly affect the discounted cash flows. The operation specific pre-tax discount rates are ranging from 16.4% to 22.6% (2018: ranging from 16.7% – 26.2%). The valuations remain sensitive to price and a deterioration/improvement in the pricing outlook may result in additional impairments/reversals.

為進行減值測試，本集團之物業、廠房及設備、礦產權以及勘探及評估資產已分配至採礦業務分部下五個現金產生單位，包括三座營運礦場、一個開發項目及一個探礦項目（二零一八年：三座營運礦場、一個開發項目及一個探礦項目），其位於採礦業務分部的贊比亞及剛果（金）。該等現金產生單位的可收回金額乃基於管理層的現金流量估算（當中涉及對未來生產水平、未來銅價及鈷價及貼現率作出關鍵假設，其可對貼現現金流量構成重大影響）按使用價值計算釐定。營運特定稅前貼現率介乎16.4%至22.6%（二零一八年：介乎16.7%至26.2%）。估值仍對價格敏感，而定價前景轉差／改善可能會導致額外減值／撥回。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 9. REVERSAL OF IMPAIRMENT LOSS, NET (Continued)

2019

One of the operating mines in the DRC has carried on further exploration work and latest geological reports show an increase in both resources and reserves volume and hence leads to an increase in production mine life and valuation. Accordingly, the value in use has increased and there was a partial reversal of impairment of mineral rights of US\$25,000,000. The valuation remains sensitive to price and further deterioration or improvement in the pricing outlook may result in additional impairment or reversal of impairment. The discount rate used in the valuation was 22.6%.

With the mine in Zambia approaching end of useful life, the mine recovery decreased. This has adverse impact on the production reserve. As a result, the related CGU was impaired by US\$7,323,000 and US\$8,023,000 in respect of its property, plant and equipment and mineral rights, respectively, to its estimated recoverable amount. The valuation remains sensitive to price and further deterioration or improvement in the pricing outlook may result in additional impairment or reversal of impairment. The discount rate used in the valuation was 18.5%.

2018

One of the operating mines in the DRC started commercial production during the year. Based on the resource and reserve report prepared by the external competent person, the mining reserve volume has increased when compared with prior year, the management has decided to extend the mining plan of the mine. Accordingly, the value in use has increased and there was a partial reversal of impairment of property, plant and equipment and mineral rights of US\$48,500,000 and US\$29,495,000, respectively. The valuation remains sensitive to price and further deterioration or improvement in the pricing outlook may result in additional impairment or reversal of impairment. The discount rate used in the valuation was 18.9%.

Based on the recent mining production, deterioration of feed grade of the operating mine in Zambia has been identified. This has adverse impact on the production reserve. As a result, the related CGU was impaired by US\$24,500,000 in respect of its mineral rights to its estimated recoverable amount. The valuation remains sensitive to price and further deterioration or improvement in the pricing outlook may result in additional impairment or reversal of impairment. The discount rate used in the valuation was 16.7%.

### 9. 減值虧損撥回，淨額（續）

二零一九年

位於剛果（金）的其中一個經營礦場已進行進一步勘探工作及最近地質報告顯示資源量及儲量均有所增加及因此導致礦場年限及估值增加。因此，使用價值已增加，並且礦產權減值部分撥回25,000,000美元。估值仍對價格敏感，定價前景的進一步轉差或改善可能會導致額外減值或減值撥回。估值中使用的貼現率為22.6%。

隨著贊比亞礦場接近使用年限末期，礦場回收率下降。這對生產儲備帶來不利影響。因此，相關物業、廠房及設備及礦產權現金產生單位分別減值7,323,000美元及8,023,000美元至其估計可收回金額。估值仍對價格敏感，定價前景的進一步轉差或改善可能會導致額外減值或減值撥回。估值中使用的貼現率為18.5%。

二零一八年

位於剛果（金）的其中一個經營礦場於年內開始商業化生產。根據外部合資格人士編製的資源及儲備報告，採礦儲量與上年相比有所增加，管理層決定延長礦場的採礦計劃。因此，使用價值已增加，並且物業、廠房及設備以及礦產權減值部分撥回分別為48,500,000美元及29,495,000美元。估值仍對價格敏感，定價前景的進一步轉差或改善可能會導致額外減值或減值撥回。估值中使用的貼現率為18.9%。

根據最近採礦生產情況，已確定贊比亞經營礦場的給礦品位轉差。這對生產儲備帶來不利影響。因此，相關現金產生單位的礦產權減值24,500,000美元至其估計可收回金額。估值仍對價格敏感，定價前景的進一步轉差或改善可能會導致額外減值或減值撥回。估值中使用的貼現率為16.7%。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 10. FINANCE COSTS

## 10. 財務成本

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Interest on	以下各項之利息		
Convertible Securities	可換股證券	88	473
Bank and other borrowings and bank overdrafts	銀行及其他借貸以及 銀行透支	14,852	18,178
Loan from an intermediate holding company	來自中間控股公司之貸款	5,480	5,180
Loan from a fellow subsidiary	來自同系附屬公司之貸款	238	225
Interest on lease liabilities	租賃負債之利息	85	-
		<b>20,743</b>	24,056

## 11. PROFIT BEFORE TAX

## 11. 除稅前溢利

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Profit before tax has been arrived at after charging (crediting):	除稅前溢利已扣除(計入) 下列項目:		
Staff costs	員工成本		
Directors' emoluments (Note 12)	董事酬金(附註12)	539	334
Other staff costs	其他員工成本		
– Salaries and other benefits	– 薪金及其他福利	49,121	54,222
– Retirement benefits schemes contributions	– 退休福利計劃供款	3,946	4,009
		<b>53,606</b>	58,565
Auditors' remuneration	核數師酬金	486	443
Depreciation of property, plant and equipment	物業、廠房及設備折舊	81,010	81,246
Depreciation of right-of-use assets	使用權資產折舊	1,320	-
Amortisation of mineral rights	礦產權攤銷	18,086	14,954
Impairment loss on inventories (included in cost of sales)	存貨減值虧損(計入銷售成本)	-	22,809
Operating lease rentals in respect of equipment, premises and vehicles	設備、物業及汽車之經營 租賃租金	-	1,160
Interest income	利息收入	(1,755)	(1,984)



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 12. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

#### (a) Directors' and chief executive's emoluments

For the year ended 31 December 2019

		Fees	Salaries and allowances	Retirement benefits schemes contributions	Total
		袍金 US\$'000 千美元	薪金及津貼 US\$'000 千美元	退休福利 計劃供款 US\$'000 千美元	總計 US\$'000 千美元
<b>Executive directors</b>	<b>執行董事</b>				
Gao Tianpeng (Note a)	郜天鵬 (附註 a)	-	123	2	125
Qiao Fugui	喬富貴	-	274	2	276
<b>Non-executive directors</b>	<b>非執行董事</b>				
Yang Jinshan (Note b)	楊金山 (附註 b)	-	4	-	4
Wang Qiangzhong (Note c)	王樞忠 (附註 c)	-	-	-	-
Liu Jian (Note d)	劉建 (附註 d)	-	-	-	-
Zhang Youda (Note e)	張有達 (附註 e)	-	-	-	-
Chen Dexin (Note f)	陳得信 (附註 f)	-	-	-	-
Zeng Weibing (Note g)	曾衛兵 (附註 g)	-	3	-	3
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>				
Wu Chi Keung	胡志強	34	11	-	45
Yen Yuen Ho, Tony	嚴元浩	34	9	-	43
Poon Chiu Kwok	潘昭國	34	9	-	43
		102	433	4	539

### 12. 董事、最高行政人員及僱員酬金

#### (a) 董事及最高行政人員酬金

截至二零一九年十二月三十一日止年度

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 12. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

### (a) Directors' and chief executive's emoluments (Continued)

For the year ended 31 December 2018

		Fees	Salaries and allowances	Retirement benefits schemes contributions	Total
	袍金 US\$'000 千美元	薪金及津貼 US\$'000 千美元	退休福利 計劃供款 US\$'000 千美元	總計 US\$'000 千美元	
<b>Executive directors</b>	<b>執行董事</b>				
Gao Tianpeng (Note a)	郜天鵬 (附註a)	–	97	2	99
Qiao Fugui	喬富貴	–	114	37	151
<b>Non-executive directors</b>	<b>非執行董事</b>				
Zhang Youda (Note e)	張有達 (附註e)	–	–	–	–
Chen Dexin (Note f)	陳得信 (附註f)	–	–	–	–
Zeng Weibing (Note g)	曾衛兵 (附註g)	–	–	–	–
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>				
Wu Chi Keung	胡志強	28	–	–	28
Yen Yuen Ho, Tony	嚴元浩	28	–	–	28
Poon Chiu Kwok	潘昭國	28	–	–	28
		84	211	39	334

## 12. 董事、最高行政人員及僱員酬金(續)

### (a) 董事及最高行政人員酬金(續)

截至二零一八年十二月三十一日止年度

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 12. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

#### (a) Directors' and chief executive's emoluments (Continued)

The executive directors' and chief executive's emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group. The non-executive directors' and independent non-executive directors' emoluments shown above were for their services as directors of the Company.

Notes:

- (a) This director also acts as the Chief Executive Officer of the Company.
- (b) This director was appointed and resigned as a Non-executive Director on 19 March 2019 and 31 December 2019 respectively.
- (c) This director was appointed as a Non-executive Director on 20 June 2019 and not entitled to any director fee for the year ended 31 December 2019.
- (d) This director was appointed as a Non-executive Director on 31 December 2019. His emoluments were borne by the ultimate holding company.
- (e) His emoluments were borne by the ultimate holding company.
- (f) This director resigned as a Non-executive Director of the Company on 19 March 2019. His emoluments were borne by the ultimate holding company.
- (g) This director resigned as a Non-executive Director on 31 December 2019. He did not entitle to any director fee for the year ended 31 December 2018.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration which accrued during the past financial year.

### 12. 董事、最高行政人員及僱員酬金(續)

#### (a) 董事及最高行政人員酬金(續)

上述執行董事及最高行政人員的酬金與彼等就本公司及本集團管理事務提供服務有關。上述非執行董事及獨立非執行董事的酬金為彼等擔任本公司董事之酬金。

附註：

- (a) 該董事亦擔任本公司之行政總裁。
- (b) 該董事分別於二零一九年三月十九日及二零一九年十二月三十一日獲委任及辭任非執行董事。
- (c) 該董事於二零一九年六月二十日獲委任為非執行董事及於截至二零一九年十二月三十一日止年度並沒有董事袍金。
- (d) 該董事於二零一九年十二月三十一日獲委任為非執行董事。彼之薪酬由最終控股公司承擔。
- (e) 彼之薪酬由最終控股公司承擔。
- (f) 該董事於二零一九年三月十九日辭任本公司之非執行董事。彼之薪酬由最終控股公司承擔。
- (g) 該董事於二零一九年十二月三十一日辭任非執行董事。於截至二零一八年十二月三十一日止年度，彼無權享有任何董事袍金。

並無訂立可讓董事或最高行政人員放棄或同意放棄其於上一財政年度應計之任何酬金之安排。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 12. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

### (b) Employees' emoluments

The five highest paid employees in the Group during the year included none of the directors (2018: none of the directors), details of whose emoluments are set out in (a) above. Details of the remuneration for the year of the five (2018: five) highest paid employees who are neither a director nor chief executive of the Company are as follows:

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Salaries and allowances	薪金及津貼	1,561	1,297
Retirement benefits schemes contributions	退休福利計劃供款	-	359
Performance related incentive payments	與績效掛鈎之獎金	178	271
		<b>1,739</b>	1,927

The performance related incentive payment is determined with reference to the financial performance of the Group and the performance of the individuals.

## 12. 董事、最高行政人員及僱員酬金(續)

### (b) 僱員酬金

本年度本集團五名最高薪僱員概無包括任何董事(二零一八年:概無董事),其酬金詳情載於上文(a)段。並非本公司董事或行政總裁的五名(二零一八年:五名)最高薪僱員之本年度薪酬詳情如下:

與績效掛鈎之獎金乃參照本集團財務表現及個人表現釐定。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 12. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

#### (b) Employees' emoluments (Continued)

The number of the highest paid employees who are not the directors of the Company whose remuneration fell within the following bands is as follows:

		2019 二零一九年 No. of employees 僱員人數	2018 二零一八年 No. of employees 僱員人數
Hong Kong dollars ("HK\$") 2,000,001 to HK\$2,500,000 (equivalent to US\$256,411 to US\$320,513)	2,000,001 港元(「港元」) 至 2,500,000 港元(相等於 256,411 美元至 320,513 美元)	2	–
HK\$2,500,001 to HK\$3,000,000 (equivalent to US\$320,513 to US\$384,615)	2,500,001 港元至 3,000,000 港元 (相等於 320,513 美元至 384,615 美元)	2	3
HK\$3,000,001 to HK\$3,500,000 (equivalent to US\$384,616 to US\$448,718)	3,000,001 港元至 3,500,000 港元 (相等於 384,616 美元至 448,718 美元)	1	2
		<b>5</b>	<b>5</b>

No emoluments were paid by the Group to the directors of the Company or the five highest paid individuals as an inducement to join or upon joining the Group.

### 12. 董事、最高行政人員及僱員酬金(續)

#### (b) 僱員酬金(續)

並非為本公司董事且其酬金介乎以下範圍的最高薪僱員人數如下：

本集團概無向本公司董事或五名最高薪人士支付任何酬金，作為加入本集團或加入本集團後之獎勵。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 13. INCOME TAX (CREDIT) EXPENSE

## 13. 所得稅(抵免)開支

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
The tax (credit) expense comprises:	稅項(抵免)開支包括：		
Current taxation	即期稅項		
Hong Kong Profits Tax	香港利得稅	-	-
Corporate income tax in the DRC	剛果(金)企業所得稅	22,493	45,439
Corporate income tax in Zambia	贊比亞企業所得稅	1,388	780
Corporate income tax in South Africa	南非企業所得稅	-	-
Corporate income tax in the PRC	中國企業所得稅	671	263
Under(over) provision in prior years	過往年度撥備不足 (超額撥備)	156	(697)
		<b>24,708</b>	45,785
Deferred taxation (Note 29)	遞延稅項(附註29)	<b>(31,405)</b>	9,015
		<b>(6,697)</b>	54,800

No provision for Hong Kong Profits Tax has been made as the Group does not have assessable profits arising in Hong Kong for both years.

由於該兩個年度本集團並無於香港產生之應課稅溢利，故未計提香港利得稅撥備。

Corporate income tax in the PRC is calculated at 25% (2018: 25%) on the assessable profit for the year.

中國之企業所得稅根據年內應課稅溢利按25% (二零一八年：25%)之稅率計算。

Corporate income tax in Mauritius, South Africa and the DRC are calculated at 15%, 28% and 30% (2018: 15%, 28% and 30%) on the estimated assessable profits for the year, respectively.

毛里求斯、南非及剛果(金)之企業所得稅分別根據年內估計應課稅溢利按15%、28%及30% (二零一八年：15%、28%及30%)之稅率計算。

Corporate income tax in Zambia is calculated at 30% in the current year (2018: 30%). The tax rate applicable to the assessable profits arising in Zambia for the year ranged from 30% to 45%. The applicable tax rate is determined based on a number of factors including the revenue of respective subsidiaries and the average copper price of the year.

贊比亞之企業所得稅年內按30%(二零一八年：30%)之稅率計算。適用於年內於贊比亞產生的應課稅溢利之稅率介乎30%至45%。適用稅率基於多項因素釐定，包括相應附屬公司之收入及年內平均銅價。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 13. INCOME TAX (CREDIT) EXPENSE (Continued)

The tax (credit) expense for the year can be reconciled to the profit before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

### 13. 所得稅(抵免)開支(續)

本年度的稅項(抵免)開支可與綜合損益及其他全面收益表項下的除稅前溢利對賬如下：

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Profit before tax	除稅前溢利	6,425	149,422
Tax charge (credit) at Hong Kong Profits Tax at 16.5% (2018: 16.5%)	按16.5%(二零一八年: 16.5%) 計算香港利得稅稅項 扣除(抵免)	161	(165)
Tax credit at income tax rate in Zambia for operation at 30% (2018: 30%)	按贊比亞所得稅率30% (二零一八年: 30%) 計算營運稅項抵免	(7,078)	(233)
Tax (credit) charge at income tax rate in DRC for operation at 30% (2018: 30%)	按剛果(金)所得稅率30% (二零一八年: 30%) 計算營運稅項(抵免)扣除	(5,673)	55,972
Tax credit at income tax rate in Mauritius for operation at 15% (2018: 15%)	按毛里求斯所得稅率15% (二零一八年: 15%) 計算營運稅項抵免	(2)	-
Tax charge at income tax rate in the PRC for operation at 25% (2018: 25%)	按中國所得稅率25% (二零一八年: 25%) 計算營運稅項扣除	664	264
Tax charge (credit) at income tax rate in South Africa for operation at 28% (2018: 28%)	按南非所得稅率28% (二零一八年: 28%) 計算營運稅項扣除(抵免)	9,095	(1,175)
		(2,833)	54,663
Tax effect of expenses not deductible for tax purposes	不可扣稅開支之稅務影響	1,723	2,022
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	(6,034)	(38)
Tax effect of utilisation of tax losses previously not recognised	動用過往未確認稅項虧損 之稅務影響	(98)	(1,273)
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	389	123
Under(over) provision in prior years	過往年度撥備不足(超額撥備)	156	(697)
Income tax (credit) charge for the year	年內所得稅(抵免)扣除	(6,697)	54,800

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 14. EARNINGS PER SHARE

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

## 14. 每股盈利

本公司擁有人應佔每股基本及攤薄盈利乃根據下列數據計算：

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
<b>Earnings</b>	<b>盈利</b>		
Earnings for the purpose of basic earnings per share	用作計算每股基本盈利之盈利	<b>8,745</b>	66,931
Added: Interest expense on Convertible Securities	加：可換股證券之利息開支	<b>88</b>	473
<hr/>			
Earnings for the purpose of diluted earnings per share	用作計算每股攤薄盈利之盈利	<b>8,833</b>	67,404
<hr/>			
		2019 二零一九年	2018 二零一八年
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares for the purpose of basic earnings per share	用作計算每股基本盈利之普通股加權平均數	<b>12,609,873,051</b>	9,286,380,667
Effect of dilutive potential ordinary shares: Convertible Securities	攤薄性潛在普通股之影響：可換股證券	<b>690,000,000</b>	4,013,492,384
<hr/>			
Weighted average number of ordinary shares for the purpose of diluted earnings per share	用作計算每股攤薄盈利之普通股加權平均數	<b>13,299,873,051</b>	13,299,873,051

There were no other potential ordinary shares outstanding as at the end of both reporting periods.

本公司於兩個報告期末概無其他已發行的潛在普通股。

## 15. DIVIDEND

Subsequent to the end of the reporting period, a final dividend in respect of the year ended 31 December 2019 of HK0.1 cent (2018: final dividend in respect of the year ended 31 December 2018 of HK0.1 cent) per ordinary share, in an aggregate amount of approximately HK\$12,610,000, equivalent to approximately US\$1,617,000 (2018: approximately HK\$12,610,000 equivalent to approximately US\$1,617,000), has been proposed by the directors of the Company and is subject to approval by the shareholders in the forthcoming annual general meeting.

## 15. 股息

於報告期末後，本公司董事建議派付截至二零一九年十二月三十一日止年度的末期股息每股普通股0.1港仙（二零一八年：截至二零一八年十二月三十一日止年度的末期股息為0.1港仙），總額約12,610,000港元（相等於約1,617,000美元（二零一八年：約12,610,000港元（相等於約1,617,000美元）），惟須待股東於應屆股東週年大會上批准。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 16. PROPERTY, PLANT AND EQUIPMENT

### 16. 物業、廠房及設備

		Freehold land	Buildings and infrastructure	Plant, machinery and shafts	Mine development costs	Construction in progress	Others	Total
		永久業權土地 US\$'000 千美元	樓宇及基建 US\$'000 千美元	廠房、機器 及豎井 US\$'000 千美元	礦場開發 成本 US\$'000 千美元	在建工程 US\$'000 千美元	其他 US\$'000 千美元 (Note a) (附註 a)	總計 US\$'000 千美元
At 1 January 2018	於二零一八年一月一日							
Cost	成本	6,711	30,355	664,107	112,666	236,279	107,710	1,157,828
Accumulated depreciation and impairment	累計折舊及減值	-	(16,264)	(401,954)	(35,688)	-	(32,845)	(486,751)
Carrying amount	賬面值	6,711	14,091	262,153	76,978	236,279	74,865	671,077
At 1 January 2018, net of accumulated depreciation and impairment	於二零一八年一月一日，扣除累計折舊及減值	6,711	14,091	262,153	76,978	236,279	74,865	671,077
Depreciation provided during the year	年內計提折舊	-	(4,819)	(30,440)	(15,148)	-	(30,839)	(81,246)
Additions	添置	-	74	336	-	11,660	2,649	14,719
Transfer	轉撥	-	34,589	102,112	-	(223,191)	86,490	-
Transfer from exploration and evaluation assets (Note b)	轉撥自勘探及評估資產 (附註 b)	-	-	-	89,757	-	-	89,757
Reversal of impairment loss recognised in profit or loss (Note 9 for detail)	於損益內確認之減值虧損撥回 (詳情請見附註9)	-	-	-	48,500	-	-	48,500
At 31 December 2018, net of accumulated depreciation and impairment	於二零一八年十二月三十一日，扣除累計折舊及減值	6,711	43,935	334,161	200,087	24,748	133,165	742,807
At 31 December 2018	於二零一八年十二月三十一日							
Cost	成本	6,711	65,018	766,555	202,423	24,748	196,849	1,262,304
Accumulated depreciation and impairment	累計折舊及減值	-	(21,083)	(432,394)	(2,336)	-	(63,684)	(519,497)
Carrying amount	賬面值	6,711	43,935	334,161	200,087	24,748	133,165	742,807

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 16. PROPERTY, PLANT AND EQUIPMENT (Continued) 16. 物業、廠房及設備(續)

		Freehold land 永久業權土地 US\$'000 千美元	Buildings and infrastructure 樓宇及基建 US\$'000 千美元	Plant, machinery and shafts 廠房、機器 及豎井 US\$'000 千美元	Mine development costs 礦場開發 成本 US\$'000 千美元	Construction in progress 在建工程 US\$'000 千美元	Others 其他 US\$'000 千美元 (Note a) (附註a)	Total 總計 US\$'000 千美元
At 1 January 2019, net of accumulated depreciation and impairment	於二零一九年一月一日，扣除累計折舊及減值	6,711	43,935	334,161	200,087	24,748	133,165	742,807
Depreciation provided during the year	年內計提折舊	-	(5,430)	(44,072)	(10,866)	-	(20,642)	(81,010)
Additions	添置	-	8,578	9,415	-	6,158	10,225	34,376
Transfer	轉撥	-	3,368	-	-	(3,368)	-	-
Impairment loss recognised in profit or loss (Note 9 for detail)	於損益內確認之減值虧損(詳情請見附註9)	-	-	(7,323)	-	-	-	(7,323)
At 31 December 2019, net of accumulated depreciation and impairment	於二零一九年十二月三十一日，扣除累計折舊及減值	6,711	50,451	292,181	189,221	27,538	122,748	688,850
At 31 December 2019 Cost	於二零一九年十二月三十一日 成本	6,711	76,964	775,970	202,423	27,538	207,074	1,296,680
Accumulated depreciation and impairment	累計折舊及減值	-	(26,513)	(483,789)	(13,202)	-	(84,326)	(607,830)
Carrying amount	賬面值	6,711	50,451	292,181	189,221	27,538	122,748	688,850

### Notes:

- (a) Included in others are pollutant treatment plant and related equipment and facilities and decommissioning assets, motor vehicles, furniture and fixtures, office equipment and other equipment.
- (b) Since Kinsenda Mine started commercial production during the year ended 31 December 2018, exploration and evaluation assets of US\$89,757,000 was transferred to property, plant and equipment.

The Group's freehold land is situated in the DRC and Zambia.

Impairment assessment is performed for the years ended 31 December 2019 and 2018, details of which are set out in Note 9.

### 附註：

- (a) 其他包括污染物處理廠及相關設備及設施及善後資產、汽車、傢俬及裝置、辦公室設備及其他設備。
- (b) 由於Kinsenda礦場於截至二零一八年十二月三十一日止年度內開始商業生產，故89,757,000美元之勘探及評估資產轉撥至物業、廠房及設備。

本集團的永久業權土地位於剛果(金)及贊比亞。

於截至二零一九年及二零一八年十二月三十一日止年度均有進行減值評估，有關詳情載於附註9。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 17. RIGHT-OF-USE ASSETS

### 17. 使用權資產

		<b>Leased properties 租賃物業 US\$'000 千美元</b>
<b>As at 1 January 2019</b> Carrying amount	於二零一九年一月一日 賬面值	<b>1,521</b>
<b>As at 31 December 2019</b> Carrying amount	於二零一九年十二月三十一日 賬面值	<b>2,704</b>
<b>For the year ended 31 December 2019</b> Depreciation charge	截至二零一九年十二月 三十一日止年度 折舊開支	<b>1,320</b>
Additions to right-of-use assets	添置至使用權資產	<b>2,485</b>
Total cash outflow for leases	租賃現金流出總額	<b>1,367</b>

For the year ended 31 December 2019, the Group leases various offices for its operations. Lease contracts are entered into for fixed term of 3 to 5 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

截至二零一九年十二月三十一日止年度，本集團為其營運租賃各類辦公室。租約按3年至5年的固定租期訂立。租賃條款按個別基準協商且包含多種不同條款及條件。於釐定租期及評估不可撤銷期限的時長，本集團應用合約的定義並釐定合約可強制執行的期限。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 18. MINERAL RIGHTS

## 18. 礦產權

		US\$'000 千美元
At 1 January 2018	於二零一八年一月一日	
Cost	成本	995,243
Accumulated amortisation and impairment	累計攤銷及減值	(507,186)
Carrying amount	賬面值	488,057
At 1 January 2018, net of accumulated amortisation and impairment	於二零一八年一月一日， 扣除累計攤銷及減值	488,057
Amortisation provided during the year	年內計提攤銷	(14,954)
Reversal of impairment loss recognised in profit or loss, net (see Note 9 for details)	於損益內確認減值虧損撥回，淨額 (詳情見附註9)	4,995
At 31 December 2018, net of accumulated amortisation and impairment	於二零一八年十二月三十一日， 扣除累計攤銷及減值	478,098
At 31 December 2018	於二零一八年十二月三十一日	
Cost	成本	995,243
Accumulated amortisation and impairment	累計攤銷及減值	(517,145)
Carrying amount	賬面值	478,098
At 1 January 2019, net of accumulated amortisation and impairment	於二零一九年一月一日， 扣除累計攤銷及減值	<b>478,098</b>
Additions (see Note 28(b) for details)	添置 (詳情見附註28(b))	<b>12,400</b>
Amortisation provided during the year	年內計提攤銷	<b>(18,086)</b>
Reversal of impairment loss recognised in profit or loss, net (see Note 9 for details)	於損益內確認減值虧損撥回，淨額 (詳情見附註9)	<b>16,977</b>
At 31 December 2019, net of accumulated amortisation and impairment	於二零一九年十二月三十一日， 扣除累計攤銷及減值	<b>489,389</b>
At 31 December 2019	於二零一九年十二月三十一日	
Cost	成本	<b>1,007,643</b>
Accumulated amortisation and impairment	累計攤銷及減值	<b>(518,254)</b>
Carrying amount	賬面值	<b>489,389</b>

The mineral rights represent the rights to conduct mining activities in the Group's three operating mines, one developing project and one exploration project (2018: three operating mines, one developing project and one exploration project) in Zambia and the DRC. The mineral rights for the three (2018: three) operating mines are granted for the remaining terms from 1 to 23 years (2018: from 2 to 24 years).

For the details of impairment testing, please refer to Note 9.

礦產權指本集團於贊比亞及剛果(金)的三個營運礦場、一個發展中項目及一個探礦項目(二零一八年：三個營運礦場、一個發展中項目及一個探礦項目)從事採礦活動之權利，該三個(二零一八年：三個)營運礦場獲授礦產權餘下年期為1至23年(二零一八年：2至24年)。

有關減值測試的詳情，請參閱附註9。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 19. EXPLORATION AND EVALUATION ASSETS

### 19. 勘探及評估資產

		US\$'000 千美元
At 1 January 2018	於二零一八年一月一日	212,332
Additions	添置	18,415
Transferred to property, plant and equipment (Note)	轉撥至物業、廠房及設備(附註)	(89,757)
At 31 December 2018	於二零一八年十二月三十一日	<b>140,990</b>
Additions	添置	<b>5,171</b>
At 31 December 2019	於二零一九年十二月三十一日	<b>146,161</b>

Note: Since Kinsenda Mine started commercial production during the year ended 31 December 2018, exploration and evaluation assets of US\$89,757,000 was transferred to property, plant and equipment.

附註：由於Kinsenda礦場於截至二零一八年十二月三十一日止年度內開始商業生產，故89,757,000美元之勘探及評估資產轉撥至物業、廠房及設備。

Exploration and evaluation assets represent the cost incurred for evaluating the technical feasibility and commercial viability of extracting mineral resources in the Group's exploration mines. The management considers that the determination of commercial viability is still in progress at the end of the reporting period.

勘探及評估資產指為評估在本集團勘探礦場內開採礦產資源之技術及商業可行性而產生之成本。管理層認為，於報告期末，仍在釐定其商業可行性。

### 20. OTHER NON-CURRENT ASSETS

### 20. 其他非流動資產

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Royalty prepayment to non-controlling shareholders of subsidiaries (Note a)	向附屬公司非控股股東預付 礦權使用費(附註a)	<b>13,547</b>	14,122
Rehabilitation trust fund (Note b)	復修信託基金(附註b)	<b>92</b>	87
		<b>13,639</b>	14,209

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 20. OTHER NON-CURRENT ASSETS (Continued)

Notes:

- (a) It represents an advance to the non-controlling shareholders of subsidiaries operating in the DRC. The directors anticipate that it will be recovered through royalties to be charged in the future.
- (b) Payments are made to rehabilitation trusts or investment accounts held by banking institutions with the intention of fully funding those liabilities as required by the governments in South Africa for the mines that have been closed.

## 21. INVENTORIES

## 20. 其他非流動資產 (續)

附註：

- (a) 指墊付予在剛果(金)開展業務之附屬公司的非控股股東之款項，董事預計日後將以收取礦權使用費之形式收回。
- (b) 向銀行機構持有之復修信託或投資賬戶支付款項，旨在按南非政府之規定全數撥付已關閉礦場之負債。

## 21. 存貨

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Consumable stores	易耗品	45,530	43,011
Working in progress	在製品	128,176	115,612
Final products	製成品	28,282	27,487
		<b>201,988</b>	186,110

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 22. TRADE AND OTHER RECEIVABLES

### 22. 貿易及其他應收款項

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
<b>Financial assets at FVTPL</b>	<b>按公平值計入損益之金融資產</b>		
Trade receivables under provisional pricing arrangements	臨時定價安排下之貿易應收款項	73,763	106,453
<b>Financial assets at amortised cost</b>	<b>按攤銷成本計量之金融資產</b>		
Trade receivables	貿易應收款項	34,224	–
Other receivables	其他應收款項	9,700	9,072
Loan to a DRC state-owned power company (Note a)	向剛果(金)國有電力公司提供貸款(附註a)	–	1,065
		<b>43,924</b>	<b>10,137</b>
<b>Non-financial assets</b>	<b>非金融資產</b>		
Other receivables	其他應收款項	2,836	3,019
Prepayments	預付款項	1,518	3,150
Value-added tax recoverable	可收回增值稅	34,427	89,306
		<b>38,781</b>	<b>95,475</b>
		<b>156,468</b>	<b>212,065</b>

Note:

- (a) It represents a loan provided to a DRC state-owned power company for the construction and commissioning of a high-voltage powerline and substation in the DRC to secure the future power supply to the Group. The loan carried interest at London Interbank Offered Rate ("LIBOR") plus 2% per annum. It was unsecured and had no fixed repayment term. It has been settled in full during the year ended 31 December 2019.

Included in trade receivables as at 31 December 2019 was an amount due from a fellow subsidiary of US\$7,933,000 (2018: US\$44,273,000), which was of trade nature. The Group provided this fellow subsidiary with an initial credit period of 8 days.

The Group provided customers (other than its fellow subsidiaries) with a credit period ranging from 5 days to 30 days (2018: 5 days to 30 days). Before accepting new customers, the Group uses a credit bureau to perform a credit assessment to assess the potential customers' credit limit and credit quality.

As at 31 December 2019, the amounts of trade receivables under provisional pricing arrangements had been adjusted for US\$5,895,000 (2018: US\$445,000), being the difference between the average LME future commodity prices for the duration up to the date of final pricing and the quoted price on the date of recognition of revenue when title and risks and rewards of the mineral and metal products are passed to customers.

附註：

- (a) 指一筆提供予一間剛果(金)國有電力公司之貸款，用於剛果(金)一座高壓電線變電站的建設及試運，以保障本集團日後獲得供電。該貸款按倫敦銀行同業拆息(「倫敦銀行同業拆息」)加2厘之年利率計息，為無抵押及並無固定還款期。其已於截至二零一九年十二月三十一日止年度悉數結付。

於二零一九年十二月三十一日之貿易應收款項包括應收一間同系附屬公司款項7,933,000美元(二零一八年：44,273,000美元)，有關款項屬貿易性質。本集團向該同系附屬公司提供8日之初步信貸期。

本集團向客戶(不包括其同系附屬公司)提供介乎5日至30日(二零一八年：5日至30日)之信貸期。接納新客戶前，本集團委聘信貸單位開展信貸評估，以評估潛在客戶之信貸限額及信貸質素。

於二零一九年十二月三十一日，有臨時定價安排之貿易應收款項被調整5,895,000美元(二零一八年：445,000美元)，即截至最終訂價日為止之倫敦金所未來商品平均價格，與礦產品及金屬產品之擁有權及風險以及回報轉移至客戶時確認收益當日之報價間之差額。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 22. TRADE AND OTHER RECEIVABLES (Continued)

The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Overdue balances are reviewed regularly by senior management. The Group has concentration of credit risk where a debtor, constitutes 14% (2018: 42%) of trade receivables.

The following is an ageing analysis of trade receivables presented based on invoice date at the end of the reporting period.

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Within 3 months	三個月內	93,922	68,363
4 to 6 months	四至六個月	5,133	35,502
7 to 12 months	七至十二個月	999	2,588
Over 1 year	一年以上	7,933	–
		<b>107,987</b>	<b>106,453</b>

As at 31 December 2019, included in trade receivables under provisional pricing arrangement is an amount due from a fellow subsidiary of US\$7,933,000 (2018: US\$44,273,000) which was past due and was included in financial assets at fair value through profit or loss.

As at 31 December 2019, trade receivables at amortised cost with aggregate carrying amount of US\$34,224,000, are not yet past due.

Details of impairment assessment on trade and other receivables are set out in Note 33.

## 22. 貿易及其他應收款項(續)

本集團力求對未結清應收款項維持嚴密監控，以將信貸風險降至最低。逾期結餘由高級管理層定期檢討。因一名債務人佔貿易應收款項之14%（二零一八年：42%），本集團擁有信貸集中風險。

以下為於報告期末根據發票日期呈列之貿易應收款項賬齡分析。

於二零一九年十二月三十一日，臨時定價安排下之貿易應收款項包括已逾期之應收同系附屬公司款項為7,933,000美元（二零一八年：44,273,000美元）及已計入於按公平值計入損益之金融資產內。

於二零一九年十二月三十一日，總賬面值為34,224,000美元之按攤銷成本列賬之貿易應收款項尚未逾期。

貿易及其他應收款項之減值評估詳情載於附註33。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 23. BANK BALANCES AND CASH/BANK OVERDRAFTS

Bank balances comprising cash and short-term deposits with an original maturity of three months or less carried interest at prevailing market deposit rate. As at 31 December 2019, the effective interest rate of bank balances ranged from 0.001% to 2.79% (2018: 0.001% to 3.29%) per annum.

Bank overdrafts carry interest at market rates which ranged from 6.33% to 7.06% (2018: nil) per annum.

### 24. TRADE AND OTHER PAYABLES

Included in other payables and accruals are accrual for freight charges, export clearing charges, provision for unpaid import duties and related surcharge in the DRC, accrual royalty and other general operation related payables.

Certain purchase contracts of commodity contain a clause of provisional pricing arrangements, where the quoted price on the date of recognition of purchase, when title and risks and rewards of mineral and metal products passed from suppliers to the Group, will be adjusted for the difference between the average LME future commodity prices for the duration up to the date of final pricing. During the years ended 31 December 2019 and 2018, the dates of recognition of purchase and the dates of final pricing for all purchase contracts are the same. Accordingly, no provisional pricing adjustments have been recognised.

### 23. 銀行結餘及現金／銀行透支

銀行結餘包括現金及原到期日為三個月或以內並按現行市場存款利率計息之短期存款。於二零一九年十二月三十一日，銀行結餘之實際年利率介乎0.001厘至2.79厘(二零一八年：0.001厘至3.29厘)。

銀行透支按介乎6.33厘至7.06厘(二零一八年：零)市場年利率計息。

### 24. 貿易及其他應付款項

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
<b>Financial liabilities at FVTPL</b>	<b>按公平值計入損益之金融負債</b>		
Trade payables under provisional pricing arrangements	臨時定價安排下之貿易應付款項	24,453	26,257
<b>Financial liabilities at amortised cost</b>	<b>按攤銷成本計量之金融負債</b>		
Other payables	其他應付款項	3,662	5,315
<b>Non-financial liabilities</b>	<b>非金融負債</b>		
Other payables and accruals	其他應付款項及應計費用	42,511	42,386
		<b>70,626</b>	<b>73,958</b>

其他應付款項及應計費用包括應計運費、出口清關費、未付剛果(金)入口稅及相關附加費之撥備、應計礦權使用費以及其他一般營運相關應付款項。

若干商品購買合約包含臨時定價安排條款，其中於確認購買日期的報價會於礦產及金屬產品的所有權與風險及回報自供應商轉移至本集團時，根據倫敦金所於截至最終定價日期止期限的期貨平均商品價格之間的差異予以調整。於截至二零一九年及二零一八年十二月三十一日止年度，所有採購合約的確認購買日期及最終定價日期均若干相同。因此，並無確認臨時定價調整。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 24. TRADE AND OTHER PAYABLES (Continued)

The following is an ageing analysis of trade payables based on the invoice date at the end of the reporting period.

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Within 3 months	三個月內	21,358	23,472
4 to 6 months	四至六個月	799	359
7 to 12 months	七至十二個月	1,168	2,426
Over 1 year	一年以上	1,128	-
		<b>24,453</b>	<b>26,257</b>

The credit period on purchases of goods ranges from 0 to 90 days.

## 25. AMOUNTS DUE TO AN INTERMEDIATE HOLDING COMPANY, A FELLOW SUBSIDIARY AND A NON-CONTROLLING SHAREHOLDER OF A SUBSIDIARY

As at 31 December 2019, included in the amount due to an intermediate holding company is a term loan amounting to US\$115,000,000 (2018: US\$115,000,000). The term loan carries interest at floating interest rate of LIBOR plus 2.25% (2018: LIBOR plus 2.25%) per annum. The amount is unsecured and repayable on demand.

As at 31 December 2019, included in the amount due to a fellow subsidiary is a term loan amounting to US\$5,000,000 (2018: US\$5,000,000). The term loan carries interest at floating interest rate of LIBOR plus 2.25% (2018: LIBOR plus 2.25%) per annum. The amount is unsecured and repayable on demand.

The remaining amounts are unsecured, interest free and repayable on demand.

All the balances are non-trade in nature.

## 24. 貿易及其他應付款項(續)

以下為於報告期末根據發票日期呈列之貿易應付款項賬齡分析。

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Within 3 months	三個月內	21,358	23,472
4 to 6 months	四至六個月	799	359
7 to 12 months	七至十二個月	1,168	2,426
Over 1 year	一年以上	1,128	-
		<b>24,453</b>	<b>26,257</b>

購買貨品之信貸期介乎0至90日不等。

## 25. 應付中間控股公司、同系附屬公司及附屬公司非控股股東之款項

於二零一九年十二月三十一日，應付中間控股公司之款項中有一筆定期貸款115,000,000美元(二零一八年：115,000,000美元)。該定期貸款按倫敦銀行同業拆息加2.25厘(二零一八年：倫敦銀行同業拆息加2.25厘)之浮動年利率計息。該款項無抵押及須按要求償還。

於二零一九年十二月三十一日，應付同系附屬公司之款項中有一筆定期貸款5,000,000美元(二零一八年：5,000,000美元)。該定期貸款按倫敦銀行同業拆息加2.25厘(二零一八年：倫敦銀行同業拆息加2.25厘)之浮動年利率計息。該款項無抵押及須按要求償還。

剩餘款項為無抵押、免息並須按要求償還。

所有結餘均屬非貿易性質。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 26. BANK BORROWINGS

### 26. 銀行借款

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Unsecured term loans	無抵押定期貸款	237,365	252,442
Unsecured trade invoice discounting facility	無抵押貿易發票貼現融資	-	36,850
		<b>237,365</b>	289,292
Guaranteed	有擔保	123,640	202,111
Non-guaranteed	無擔保	113,725	87,181
		<b>237,365</b>	289,292

The Group's bank borrowings are repayable as follows:

本集團銀行借款之還款期如下：

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Within one year and repayable on demand	一年內及應要求即時還款	28,365	165,521
More than one year, but not exceeding two years	一年以上，但不超過兩年	30,000	-
More than two years, but not exceeding five years	兩年以上，但不超過五年	179,000	123,771
		<b>237,365</b>	289,292
Less: Amount due within one year shown under current liabilities	減：列為流動負債之一年內到期款項	<b>(28,365)</b>	(165,521)
Amount due after one year shown as non-current liabilities	列為非流動負債之一年後到期款項	<b>209,000</b>	123,771

As at 31 December 2019, the Group's bank borrowings of US\$123,640,000 (2018: US\$202,111,000) are guaranteed by the ultimate holding company. As at 31 December 2019, the bank borrowings carried floating rate interest ranging from 6-month LIBOR plus 2.1% to 3.5% (2018: LIBOR plus 1.00% to 4.50%) per annum. The effective interest rate on the Group's borrowings ranged from 4.00% to 5.40% (2018: 2.47% to 6.90%) per annum.

於二零一九年十二月三十一日，本集團123,640,000美元(二零一八年：202,111,000美元)之銀行借款乃由最終控股公司提供擔保。於二零一九年十二月三十一日，銀行借款均為浮息，按六個月倫敦銀行同業拆息加2.1厘至3.5厘(二零一八年：倫敦銀行同業拆息加1.00厘至4.50厘)之年利率計息。本集團借款之實際年利率介乎4.00厘至5.40厘(二零一八年：2.47厘至6.90厘)。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 27. LEASE LIABILITIES

## 27. 租賃負債

		31/12/2019 二零一九年 十二月 三十一日 US\$'000 千美元
Lease liabilities payable:	應償還租賃負債：	
Within one year	於一年內	1,371
Within a period of more than one year but not more than two years	一年以上但不超過兩年	994
Within a period of more than two years but not more than five years	兩年以上但不超過五年	373
		2,738
Less: Amount due for settlement with 12 months shown under current liabilities	減：列為流動負債之12個月內到期結算款項	(1,371)
Amount due for settlement after 12 months shown under non-current liabilities	列為非流動負債之12個月後到期結算款項	1,367

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 28. PROVISIONS

### 28. 撥備

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Long-term provisions	長期撥備		
Long service payments	長期服務付款	2,781	2,732
Rehabilitation and environmental provision (Note a)	復修及環保撥備(附註a)	30,226	29,321
		<b>33,007</b>	32,053
Short-term provisions	短期撥備		
Termination benefits	離職福利	3,494	2,552
Rehabilitation and environmental provision (Note a)	復修及環保撥備(附註a)	475	475
Leave pay and bonuses	休假薪酬及花紅	1,985	2,041
Provision for legal claim (Note b)	法律索償撥備(附註b)	1,095	4,257
		<b>7,049</b>	9,325
Total provisions	撥備總額	<b>40,056</b>	41,378
		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
At 1 January	於一月一日	41,378	38,772
Utilised during the year	年內動用	(3,928)	(479)
Provided during the year	年內撥備	2,606	3,085
At 31 December	於十二月三十一日	<b>40,056</b>	41,378

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 28. PROVISIONS (Continued)

Notes:

- (a) The Group is exposed to environmental liabilities relating to its mining operations. Estimates of the cost of environmental and other remedial work such as reclamation costs, close-down and restoration and pollution control are made on an annual basis, based on the estimated lives of the mines.

Rehabilitation and environmental provisions classified as short-term represents the amount estimated to be settled within one year at the end of the reporting period.

- (b) A non-controlling shareholder of a subsidiary filed to the International Court of Arbitration requesting two subsidiaries of the Company for the payment of overdue royalties together with interest, mineral content fee and alleged compensation for loss of the dividend.

During the year ended 31 December 2018, the Group continues to communicate with the non-controlling shareholder of a subsidiary for amicable settlement of the dispute. The Group has commenced arbitration proceedings and the formal hearing was held in the International Court of Arbitration in Paris, France in October 2019. As at 31 December 2018, after taking into consideration of a legal opinion, management has assessed the possible future outcome of matters that were under dispute. Management believes that an adequate provision and accruals have been included in the consolidated financial statements based on available information.

On 11 November 2019, the Group entered into a settlement agreement with the non-controlling shareholder of a subsidiary without admitting any fault or liability or damages of either party. The Group agreed to pay to the non-controlling shareholder of a subsidiary a settlement sum of US\$25,000,000. The settlement sum represented additional mineral right payment for an existing mine to the non-controlling shareholder in an amount of US\$12,400,000 and the remaining amount represented royalties payments which the Group has provided for in the consolidated financial statements in current and prior years.

In addition to the matter mentioned above, the Group has dealt with the remaining lawsuit and arbitration that arise in the ordinary course of business.

The legal cases are reviewed on a regular basis and where feasible an estimate is made of the potential financial impact on the Group.

## 28. 撥備(續)

附註：

- (a) 本集團承擔與其採礦業務有關之環保負債。環保及其他補救工程(如復墾、閉井及復修以及污染防治)之成本乃根據礦場之估計開採期每年作出估計。

分類為短期之復修及環保撥備指於報告期末估計將於一年內結清之款項。

- (b) 一間附屬公司之一名非控股股東向國際商會國際仲裁院提請申索，要求本公司兩間附屬公司支付未付礦權使用費，連同利息、礦物含量費以及該名非控股股東就其聲稱所失去之股息而要求之賠償。

截至二零一八年十二月三十一日止年度，本集團繼續與該名非控股股東溝通以尋求友好解決爭議。本集團已開始仲裁程序及正式聽證會於二零一九年十月在法國巴黎的國際仲裁法院舉行。於二零一八年十二月三十一日，在考慮法律意見之後，管理層已經評估了爭議事項的可能未來的結果，管理層相信根據目前現有的資訊於綜合財務報表中已包括了足夠的撥備和應計費用。

於二零一九年十一月十一日，本集團與附屬公司之非控股股東訂立和解協議，惟不承認任何一方的任何過錯、責任或損失。本集團同意向附屬公司之非控股股東支付一筆為數25,000,000美元的和解款項。和解款項指向非控股股東支付的現有礦場的其他礦產權款項為數12,400,000美元及餘下款項指本集團於本年度及過往年度於綜合財務報表內計提的礦場使用費付款。

除上述事宜外，本集團已處理於日常業務過程中發生的現有訴訟及仲裁。

該等法律案件乃定期審議，並在可行情況下估計其對本集團之潛在財務影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 29. DEFERRED TAXATION

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances before offsetting:

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Deferred tax assets	遞延稅項資產	(15,267)	(9,247)
Deferred tax liabilities	遞延稅項負債	284,072	309,457
		<b>268,805</b>	<b>300,210</b>

The followings are the major deferred tax liabilities (assets) recognised and movements thereon during the current and prior years:

### 29. 遞延稅項

就呈列綜合財務狀況表而言，若干遞延稅項資產及負債已作對銷。以下為對銷前之遞延稅項結餘分析：

以下為於本年度及過往年度內確認之主要遞延稅項負債(資產)及其變動：

		Property, plant and equipment, mineral rights and exploration and evaluation rights 物業、廠房及 設備、礦產權 以及勘探及 評估權 US\$'000 千美元	Leave pay provisions 休假薪酬 撥備 US\$'000 千美元	Other provisions 其他撥備 US\$'000 千美元	Foreign exchange difference arising from intra-group activities 集團內 公司間 活動之 匯兌差額 US\$'000 千美元	Tax losses 稅項虧損 US\$'000 千美元	Others 其他 US\$'000 千美元 (Note) (附註)	Total 總計 US\$'000 千美元
At 1 January 2018	於二零一八年一月一日	287,076	-	(1,727)	15,635	(8,158)	(1,631)	291,195
Charge (credit) to profit or loss (Note 13)	於損益扣除(計入)(附註13)	(1,085)	(53)	2,443	7,115	1,368	(773)	9,015
At 31 December 2018	於二零一八年十二月三十一日	<b>285,991</b>	<b>(53)</b>	<b>716</b>	<b>22,750</b>	<b>(6,790)</b>	<b>(2,404)</b>	<b>300,210</b>
Charge (credit) to profit or loss (Note 13)	於損益扣除(計入)(附註13)	<b>(15,864)</b>	<b>(277)</b>	<b>(5,795)</b>	<b>(8,805)</b>	<b>(1,456)</b>	<b>792</b>	<b>(31,405)</b>
At 31 December 2019	於二零一九年十二月三十一日	<b>270,127</b>	<b>(330)</b>	<b>(5,079)</b>	<b>13,945</b>	<b>(8,246)</b>	<b>(1,612)</b>	<b>268,805</b>

Note: Others include tax deduction on qualified capital expenditures, hedging instruments and others.

附註：其他包括合資格資本開支、對沖工具及其他項目之減稅。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 29. DEFERRED TAXATION (Continued)

As at 31 December 2019, the Group has unused tax losses of US\$82,936,000 (2018: US\$78,667,000). A deferred tax asset has been recognised in respect of US\$25,686,000 (2018: US\$22,640,000) of such losses. No deferred tax asset has been recognised in respect of the remaining US\$57,250,000 (2018: US\$56,027,000) due to the unpredictability of future profit streams. The tax losses may be carried forward indefinitely.

## 29. 遞延稅項 (續)

於二零一九年十二月三十一日，本集團有未動用稅項虧損82,936,000美元（二零一八年：78,667,000美元）。就相關虧損已確認遞延稅項資產25,686,000美元（二零一八年：22,640,000美元）。因未來溢利流不可預測，餘下57,250,000美元（二零一八年：56,027,000美元）並無確認作遞延稅項資產。稅項虧損可無限期結轉。

## 30. SHARE CAPITAL

## 30. 股本

		Number of shares 股份數目	Amount 金額 HK\$'000 千港元
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股		
Authorised:	法定：		
At 1 January 2018, 31 December 2018, 1 January 2019 and 31 December 2019	於二零一八年一月一日、 二零一八年十二月三十一日、 二零一九年一月一日及二零 一九年十二月三十一日	20,000,000,000	200,000
Issued and fully paid:	已發行及繳足：		
At 1 January 2018	於二零一八年一月一日	4,833,753,051	48,338
Issue of new shares by conversion of Convertible Securities (Note 32)	以轉換可換股證券方式 發行新股份(附註32)	7,776,120,000	77,761
At 31 December 2018 and 31 December 2019	於二零一八年十二月三十一日及 二零一九年十二月三十一日	<b>12,609,873,051</b>	<b>126,099</b>
Shown in the consolidated financial statements as:	於綜合財務報表中列為：		
			Amount 金額 US\$'000 千美元
At 31 December 2018 and 31 December 2019	於二零一八年十二月三十一日及 二零一九年十二月三十一日		16,166



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 31. SHARE OPTIONS SCHEME

On 20 June 2012, the Company adopted a share option scheme (the “**2012 Scheme**”). The purpose of the 2012 Scheme is to provide incentives and rewards to the eligible participants for their contribution and continuing efforts to promote the interests of the Group. Eligible participants of the 2012 Scheme include the directors (whether executive or non-executive, including any independent non-executive director) and employees (whether full time or part time) of the Group. The 2012 Scheme, unless otherwise terminated or amended, will remain in force for a period of 10 years from 20 June 2012.

The maximum number of shares which may be issued upon exercise of all options to be granted under the 2012 Scheme, any other new share option scheme and existing scheme of the Company shall not, in aggregate, exceed 10% of the ordinary shares in issue as at the adoption of the 2012 Scheme or any other new share option scheme of the Company. The Company may seek approval of its shareholders in a general meeting to refresh the 10% limit under the 2012 Scheme. The total number of shares issued and to be issued upon exercise of the share options granted under the 2012 Scheme and any other share option scheme of the Group (including both exercised and outstanding options) to each participant in any 12-month period up to the date of grant shall not exceed 1% of the ordinary shares in issue at the date of grant. Any further grant of share options in excess of this limit is subject to shareholders’ approval in a general meeting of the Company.

Any share option granted under the 2012 Scheme to a substantial shareholder (as defined in the Listing Rules) or an independent non-executive director (or any of their respective associates) of the Company, in excess of 0.1% of the ordinary shares of the Company in issue at the date of grant and with an aggregate value (based on the closing price of the Company’s shares as quoted on the Stock Exchange at the date of each grant) in excess of HK\$5 million, within any 12-month period up to and including the date of such grant, are subject to recommendation from the independent non-executive directors of the Company (excluding any independent non-executive director who is also the grantee of the options) and shareholders’ approval in a general meeting of the Company.

### 31. 購股權計劃

本公司於二零一二年六月二十日採納購股權計劃（「**二零一二年計劃**」）。二零一二年計劃旨在獎勵及獎賞合資格參與者為促進本集團利益而作出的貢獻及持續努力。二零一二年計劃之合資格參與者包括本集團董事（執行或非執行，包括任何獨立非執行董事）及僱員（全職或兼職）。除以其他方式終止或修訂外，二零一二年計劃將於自二零一二年六月二十日起十年期內維持生效。

根據二零一二年計劃、本公司任何其他新購股權計劃及現有計劃將予授出之所有購股權獲行使時可予發行之最高股份數目，合共不得超過採納二零一二年計劃或本公司任何其他新購股權計劃時已發行普通股之10%。本公司可於股東大會上尋求其股東批准更新二零一二年計劃之10%限制。於截至授出日期止任何十二個月期間，根據二零一二年計劃及本集團任何其他購股權計劃向各參與者授出之購股權（包括已行使及尚未行使之購股權）獲行使而已發行及將予發行之股份總數，不得超過本公司於授出日期已發行普通股之1%。授出任何超出此限制之購股權均須由股東在本公司股東大會上批准，方為有效。

倘於截至授出日期（包括該日）止任何十二個月期間，根據二零一二年計劃向本公司主要股東（定義見上市規則）或獨立非執行董事（或彼等各自的任何聯繫人士）授出之購股權超出本公司於授出日期已發行普通股之0.1%，及其總值（按各授出日期聯交所報本公司股份之收市價計算）超出5百萬港元，則須獲本公司獨立非執行董事（同時身為購股權承授人之任何獨立非執行董事除外）之推薦建議及股東於本公司股東大會上批准，方可作實。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 31. SHARE OPTIONS SCHEME (Continued)

A share option may be accepted by a participant within 14 days from the date of the offer for grant of the option. The exercise period of the share options granted is determinable by the directors in accordance with the terms of the 2012 Scheme, and commences from the date of acceptance of the offer of grant of the share options and ends on a date which is not later than 10 years from the date of grant of the share options. At the date of offer of the option, the directors of the Company may specify any conditions which must be satisfied before any option may be exercised.

The exercise price of the share options is determinable by the directors of the Company, but must not be less than the highest of (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotation sheet on the date of the offer for grant, which must be a business day; (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of the offer of the grant; and (iii) the nominal value of the ordinary share.

On 19 June 2019, under the approval of its shareholders at extraordinary general meeting, the Company adopted a new share option scheme (the "New Scheme") and terminated the 2012 Scheme which was approved by the annual general meeting held on 20 June 2012. The purpose of the New Scheme is to provide incentives and reward to eligible participants for their contribution to, and continuing efforts to promote the interests of, the Group and for such other purposes as the board of directors may approve from time to time. Eligible participants of the New Scheme include any director (whether executive or non-executive, including any independent non-executive director) or employee (whether full time or part time) of the Group. The New Scheme, unless otherwise terminated or amended, will remain in force for a period of 10 years from 19 June 2019. Further details of the New Scheme are set out in the Company's circular dated 30 May 2019.

Share options do not confer rights on the holders do not confer rights on the holders to dividends or to vote at shareholders' meetings.

No options were granted or exercised under both the 2012 Scheme and the New Scheme during the years ended 31 December 2018 and 2019. The Company had no share option outstanding as at 31 December 2018 and 31 December 2019.

## 31. 購股權計劃(續)

參與者可於提呈授出購股權要約日期起計十四日內接納購股權。所授出購股權之行使期由董事根據二零一二年計劃之條款釐定，及由接納授出購股權要約日期起至授出購股權日期起計不超過十年之日止。於授出購股權要約當日，本公司董事可能指定於行使任何購股權前必須達成的任何條件。

購股權行使價由本公司董事釐定，但不得低於下列三者之最高者：(i)本公司股份於提呈授出日期(須為營業日)在聯交所每日報價表內所示之收市價；(ii)本公司股份於緊接提呈授出日期前五個營業日在聯交所每日報價表內所示之平均收市價；及(iii)普通股面值。

於二零一九年六月十九日，經股東於股東特別大會上批准後，本公司採納新購股權計劃(「新計劃」)並終止二零一二年計劃，該計劃已於二零一二年六月二十日舉行之股東週年大會上批准。新計劃旨在就合資格參與者對提升本集團利益所作之貢獻及持續努力以及對董事會不時批准之其他目的向合資格參與者提供激勵及獎勵。新計劃之合資格參與者包括本集團之任何董事(不論是執行董事或非執行董事，包括任何獨立非執行董事)或僱員(不論全職或兼職)。除非以其他方式予以終止或修訂，否則新計劃將由二零一九年六月十九日起計十年內維持生效。新計劃之進一步詳情載於本公司日期為二零一九年五月三十日之通函。

購股權並無賦予持有人收取股息或在股東大會上投票之權利。

於截至二零一八年及二零一九年十二月三十一日止年度，概無購股權根據二零一二年計劃及新計劃獲授出或行使。於二零一八年十二月三十一日及二零一九年十二月三十一日，本公司亦無購股權尚未獲行使。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 32. PERPETUAL SUBORDINATED CONVERTIBLE SECURITIES

On 14 November 2013, the Company issued the Convertible Securities with an aggregate principal amount of US\$1,085,400,000, being part of consideration for the Combination. The fair value of the Convertible Securities, which was determined based on a valuation carried out by Asset Appraisal Limited, an independent valuer not connected with the Group, on the date of completion of the Combination amounted to US\$1,089,084,000.

The Convertible Securities are convertible into a maximum of 8,466,120,000 ordinary shares of the Company at an initial conversion price of HK\$1 per share, subject to anti-dilutive adjustments. On or at any time after three years after the date of issue of the Convertible Securities, the Company may, at its sole discretion, elect to convert the Convertible Securities in whole or in part into ordinary shares of the Company. At any time when a holder of the Convertible Securities is not a connected person of the Company, a principal amount of the Convertible Securities which upon conversion will result in the holder holding in aggregate under 10% of the issued share capital of the Company shall be automatically converted into ordinary shares of the Company.

The Convertible Securities shall not bear any distribution for the first three years from the issue date but shall bear distribution at 0.1% of the principal amount per annum thereafter payable annually in arrears on 31 December each year and can be deferred indefinitely at the discretion of the Company. The Convertible Securities have no fixed maturity and are redeemable at the Company's option at their principal amounts together with any accrued, unpaid or deferred distributions. While any distributions are unpaid or deferred, the Company may not, inter alia, declare or pay any dividends or distribution on any ordinary shares of the Company or redeem or buy-back any ordinary shares of the Company, for so long as any distributions which are due and payable have not yet been paid in full.

During 2018, various investors including Jinchuan BVI, an indirect wholly-owned subsidiary of JCG, which in turn is the controlling shareholder of the Company, exercised the conversion of the Convertible Securities in an aggregate principal amount of US\$996,938,000 into ordinary shares at the conversion price of HK\$1 per share ("Conversion").

### 32. 永久次級可換股證券

於二零一三年十一月十四日，本公司發行本金總額為1,085,400,000美元之可換股證券，作為合併之部分代價。可換股證券之公平值（按完成合併當日一間與本集團並無關連之獨立估值師中誠達資產評估顧問有限公司進行之估值釐定）為1,089,084,000美元。

可換股證券可按初始轉換價每股1港元轉換為最多8,466,120,000股本公司普通股（須作出反攤薄調整）。於可換股證券之發行日期後三年屆滿或其後任何時間，本公司可全權酌情選擇將可換股證券全部或部分轉換為本公司普通股。於任何時間，倘可換股證券持有人並非本公司關連人士，而轉換後可換股證券之本金額將導致該持有人合共持有本公司已發行股本10%以下，則該本金額將自動轉換為本公司普通股。

可換股證券自發行日期起首三年內不附帶任何分派，惟其後每年按本金額之0.1%計算分派，並於每年十二月三十一日按年累計支付，而本公司可酌情選擇延期分派。可換股證券並無固定期限，本公司可選擇按其本金額另加應計、未付或延遲之分派贖回可換股證券。倘任何分派尚未或延期支付，則只要任何到期應付之分派尚未獲全數支付，本公司將不可（其中包括）就本公司之任何普通股宣派或派付任何股息或分派，亦不可贖回或購回本公司任何普通股。

於二零一八年，多名投資者（包括本公司之控股股東金川集團之間接全資附屬公司金川（BVI）按換股價每股股份1港元將本金總額為996,938,000美元之可換股證券轉換為普通股（「該轉換」）。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 32. PERPETUAL SUBORDINATED CONVERTIBLE SECURITIES (Continued)

As a result of the Conversion and pursuant to the terms of the Convertible Securities, on 6 June 2018, the Company allotted and issued a total of 7,776,120,000 ordinary shares to the investors including Jinchuan BVI, representing approximately 61.66% of the number of issued shares as enlarged by the aforesaid allotment and issue of ordinary shares. These ordinary shares ranked pari passu with all the existing shares at the date of allotment and among themselves in all respects. The aggregate outstanding principal amount of the Convertible Securities has been reduced to US\$88,462,000 immediately after the Conversion. The issued share capital of the Company has been increased to 12,609,873,051 shares upon abovementioned allotment and issue of the ordinary shares.

Movement of Convertible Securities:

## 32. 永久次級可換股證券(續)

由於進行該轉換，根據可換股證券之條款，本公司於二零一八年六月六日向包括金川BVI在內之投資者配發及發行合共7,776,120,000股普通股，佔經配發及發行上述普通股所擴大之已發行股份數目約61.66%。該等普通股在所有方面與於配發日期之所有現有股份及彼此之間享有同等地位。緊隨該轉換後，可換股證券之尚未償還本金總額已減少至88,462,000美元。經配發及發行上述普通股後，本公司之已發行股本已增加至12,609,873,051股股份。

可換股證券之變動如下：

		Number of Convertible Securities 可換股證券 數目	Perpetual Subordinated Convertible Securities 永久次級 可換股證券 US\$'000 千美元
As at 1 January 2018	於二零一八年一月一日	8,466,120,000	1,089,084
Conversion during the year	年內轉換	(7,776,120,000)	(1,000,622)
As at 31 December 2018 and 31 December 2019	於二零一八年十二月三十一日及 二零一九年十二月三十一日	690,000,000	88,462

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 33. FINANCIAL INSTRUMENTS

#### Capital risk management

The Group manages its capital to maintain a balance between continuity of cash flows from operating activities and the flexibility through the use of borrowings. The Group also monitors the current and expected liquidity requirements and its compliance with lending covenants regularly to ensure that sufficient working capital and adequate committed lines of funding are maintained to meet its liquidity requirements. The Group's overall strategy remains unchanged from prior years.

The capital structure of the Group consists of net debts, which include the borrowings disclosed in note 26 and amounts due to an intermediate holding company and a fellow subsidiary disclosed in note 25, net of bank balances and cash; and equity attributable to owners of the Company and non-controlling interests, comprising issued share capital and reserves.

The management reviews the capital structure on a regular basis. As part of this review, the management considers the costs of capital and the risks associated with each class of capital, and will balance its overall capital structure through the issue of new debt or the redemption of existing debt.

### 33. 金融工具

#### 資本風險管理

本集團的資本管理目標乃透過使用借款在經營業務所得現金流量之持續性與靈活性之間保持平衡。本集團亦定期監察目前及預期之流動資金需要及其遵守借貸契諾的情況，確保維持充裕的營運資金及足夠的承諾信貸額度，以應付其流動資金所需。本集團之整體策略與過往年度維持不變。

本集團資本結構包括債務淨額（包括附註26披露之借款及附註25披露應付中間控股公司及同系附屬公司款項，扣除銀行結餘及現金）；及本公司擁有人應佔權益及非控股權益（包括已發行股本及儲備）。

管理層定期檢討資本結構。作為此項檢討之一環，管理層考慮資本成本及各類資本的相關風險，並透過發行新債或贖回現有債務調整本集團之整體資本結構。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 33. FINANCIAL INSTRUMENTS (Continued)

### Categories of financial instruments

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
<i>Financial assets</i>			
At amortised cost (including cash and cash equivalents excluding trade receivables under provisional pricing arrangements)	金融資產 按攤銷成本(包括現金及現金等值項目, 不包括有臨時定價安排之貿易應收款項)	<b>89,139</b>	89,056
At FVTPL	按公平值計入損益		
Trade receivables under provisional pricing arrangements	有臨時定價安排之貿易應收款項	<b>73,763</b>	106,453
<i>Financial liabilities</i>			
At amortised cost (excluding trade payables under provisional pricing arrangements and lease liabilities)	金融負債 按攤銷成本(不包括有臨時定價安排之貿易應付款項及租賃負債)	<b>375,871</b>	426,459
At FVTPL	按公平值計入損益		
Trade payables under provisional pricing arrangements	有臨時定價安排之貿易應付款項	<b>24,453</b>	26,257

### Financial risk management objectives and policies

The Group's major financial instruments include loan to a DRC state-owned power company, trade and other receivables, bank balances and cash, trade and other payables, amounts due to an intermediate holding company, a fellow subsidiary and a non-controlling shareholder of a subsidiary, bank borrowings, bank overdrafts and lease liabilities. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and commodity price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

## 33. 金融工具(續)

### 金融工具類別

### 財務風險管理目標及政策

本集團之主要金融工具包括向剛果(金)國有電力公司提供貸款、貿易及其他應收款項、銀行結餘及現金、貿易及其他應付款項、應付中間控股公司、同系附屬公司及附屬公司非控股股東款項、銀行借款、銀行透支及租賃負債。金融工具之詳情於相關附註披露。此等金融工具之相關風險包括市場風險(貨幣風險、利率風險及商品價格風險)、信貸風險及流動資金風險。降低此等風險之政策載於下文。本集團管理層負責管理及監察此等風險,以確保及時有效地執行適當的措施。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 33. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

Market risk

Currency risk

The carrying amounts of the Group's monetary assets and liabilities denominated in foreign currencies, i.e. currencies other than the functional currency of the respective group entities, which mainly represent trade and other receivables and bank balances and cash at the end of the reporting period are as follows:

### 33. 金融工具(續)

#### 財務風險管理目標及政策(續)

市場風險

貨幣風險

於報告期末，本集團以外幣(即各集團實體功能貨幣以外之貨幣)計值之貨幣資產及負債(主要為貿易及其他應收款項以及銀行結餘及現金)之賬面值如下：

		2019 二零一九年		2018 二零一八年	
		Assets 資產	Liabilities 負債	Assets 資產	Liabilities 負債
		US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元
Renminbi ("RMB")	人民幣(「人民幣」)	27	—	27	—
ZAR	南非蘭特	2,351	—	2,144	—
HK\$	港元	89	—	77	—
Zambian Kwacha ("ZMW")	贊比亞克瓦查 (「贊比亞克瓦查」)	4,851	—	4,082	—
Congo Franc ("CDF")	剛果法郎 (「剛果法郎」)	30,387	—	85,455	—

The Group manages its foreign currency risk by closely monitoring the movements of foreign currency exchange rates. The Group currently has not entered into any foreign currency forward contracts to hedge against foreign currency risk.

本集團透過密切監察外幣匯率變動情況管理其外幣風險。本集團現時並無訂立任何遠期外匯合約以對沖外幣風險。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 33. FINANCIAL INSTRUMENTS (Continued)

### Financial risk management objectives and policies (Continued)

Market risk (Continued)

Currency risk (Continued)

#### Sensitivity analysis

The Group is mainly exposed to fluctuation against foreign currency of RMB, ZAR, ZMW and CDF relative to US\$. Under the linked exchange rate system, the financial impact on foreign exchange difference between HK\$ and US\$ is expected to be immaterial and therefore no sensitivity analysis has been prepared. The following table details the Group's sensitivity to a 5% increase in functional currency against the relevant foreign currencies. 5% represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 5% change in foreign currency rates. A positive (2018: positive) number below indicates an increase in profit (2018: profit) for the year where functional currency of each group entity strengthens 5% against the relevant foreign currency.

## 33. 金融工具(續)

### 財務風險管理目標及政策(續)

市場風險(續)

貨幣風險(續)

#### 敏感度分析

本集團主要承受人民幣、南非蘭特、贊比亞克瓦查及剛果法郎兌美元之匯率波動風險。基於聯匯制度，港元與美元匯差之財務影響預期並不重大，故並無編製敏感度分析。下表詳述本集團對於功能貨幣兌有關外幣升值5%之敏感度。5%為管理層對匯率合理可能變動所作之評估。敏感度分析僅包括以外幣計值之未兌換貨幣項目，並於報告期末就5%之匯率變動作出換算調整。以下之正數(二零一八年：正數)說明倘各集團實體之功能貨幣兌有關外幣升值5%，年內溢利(二零一八年：溢利)將增加。

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
RMB	人民幣	1	1
ZAR	南非蘭特	85	77
ZMW	贊比亞克瓦查	170	143
CDF	剛果法郎	1,064	2,991



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 33. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### Market risk (Continued)

##### Currency risk (Continued)

##### Sensitivity analysis (Continued)

For a 5% weakening of functional currency of each group entity against the relevant foreign currency, there would be an equal and opposite impact on the profit (2018: profit) for the year and the balances above would be positive.

In the opinion of directors of the Company, the sensitivity analysis is unrepresentative of inherent foreign exchange risk as the year end exposure does not reflect the exposure during the year.

##### Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to borrowings with reference to LIBOR. The management continuously monitors interest rate exposure and will consider hedging interest rate risk should the need arise.

The Group's cash flow interest rate risk relates primarily to variable rate borrowings and amount due to an intermediate holding company and a fellow subsidiary. It is the Group's policy to keep its borrowings at floating rate of interest so as to minimise the fair value interest rate risk.

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of LIBOR arising from the Group's US\$ denominated borrowings.

The Group's bank balances have exposure to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on bank balances. The directors of the Company consider that the Group's exposure of the short-term bank deposits to interest rate risk is not significant as interest bearing bank balances are with short maturity period.

### 33. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

##### 市場風險 (續)

##### 貨幣風險 (續)

##### 敏感度分析 (續)

倘各集團實體之功能貨幣兌有關外幣貶值5%，則會對年內溢利(二零一八年：溢利)帶來等額但相反之影響及以上結餘將出現正數。

本公司董事認為，敏感度分析不足以代表固有之外匯風險，原因是年末之風險敞口並不反映年內所承擔之風險敞口。

##### 利率風險

本集團承受借款(參照倫敦銀行同業拆息計息)之現金流量利率風險。管理層持續監察利率風險敞口，並將於有需要時考慮對沖利率風險。

本集團的現金流利率風險主要有關浮動利率的借款和所欠一家中間控股公司及同系附屬公司之款項。本集團的政策是維持其借款的利息浮動利率，以盡量減少公平值利率風險。

本集團的現金流利率風險主要集中於本集團以美元計價之借款產生之有關倫敦銀行同業拆息之波動。

本集團之銀行結餘承受因銀行結餘之現行市場利率波動而產生的現金流量利率風險。本公司董事認為，本集團短期銀行存款之利率風險敞口並不重大，原因是計息銀行結餘之到期時間較短。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 33. FINANCIAL INSTRUMENTS (Continued)

### Financial risk management objectives and policies (Continued)

#### Market risk (Continued)

#### Interest rate risk (Continued)

#### *Sensitivity analysis*

The sensitivity analysis has been determined based on the exposure to interest rates for floating-rate interest bearing borrowings. The analysis is prepared assuming those balances outstanding at the end of the reporting period were outstanding for the whole year. A 50 basis point increase or decrease which represents the management's assessment of the reasonably possible change in interest rates is used.

If the interest rate on borrowings and amount due to an intermediate holding company and a fellow subsidiary carried at floating-rate had been 50 basis points higher/lower and all other variables were held constant, the profit for the year ended 31 December 2019 would have decreased/increased by US\$1,254,000 (2018: profit for the year would have decreased/increased by US\$1,454,000).

In the opinion of directors of the Company, the sensitivity analysis is unrepresentative of inherent interest rate risk as the year end exposure does not reflect the exposure during the year.

#### Commodity price risk

The Group is also exposed to commodity price risk as the Group's sales and purchases are subject to provisional pricing arrangements, predominantly copper and cobalt prices. The Group has appointed a special team to monitor the price risk and will consider hedging the risk exposure should the need arise.

## 33. 金融工具(續)

### 財務風險管理目標及政策(續)

#### 市場風險(續)

#### 利率風險(續)

#### *敏感度分析*

敏感度分析乃基於浮息借款的利率風險敞口釐定。編製該項分析時，假設於報告期末之未償還結餘於整個年度概未償還。分析採用50個基點之增減，代表管理層對利率合理可能變動所作出之評估。

倘按浮息計算之借款以及應付中間控股公司及同系附屬公司款項之利率增加／減少50個基點，而所有其他變量保持不變，則截至二零一九年十二月三十一日止年度之溢利應減少／增加1,254,000美元(二零一八年：年內溢利應減少／增加1,454,000美元)。

本公司董事認為，敏感度分析不足以代表固有之利率風險，原因是年末之風險敞口並不反映年內所承擔之風險敞口。

#### 商品價格風險

本集團亦承受商品價格風險，因為本集團須按臨時定價安排作出買賣(主要為銅及鈷價)。本集團已委任特別團隊以監控價格風險，並於必要時將考慮對沖風險。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 33. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### Credit risk and impairment assessment

The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations at the end of the reporting period in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position. In order to minimise the credit risk, the directors of the Company has delegated the management to be responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The credit risk for bank deposits and bank balances exposed is considered minimal as such amounts are placed with various banks with good credit ratings and there is no significant concentration of credit risk for bank deposits and bank balances. Details on concentration of credit risk on trade receivables are shown in Note 22.

The Group's mineral and metal products are allocated between forty-five (2018: forty-three) customers all of whom have a good track record with respect to settling receivables within the agreed credit period. As part of the Group's credit risk management, the Group applied internal credit rating for its customers.

### 33. 金融工具(續)

#### 財務風險管理目標及政策(續)

##### 信貸風險及減值評估

於報告期末，本集團於交易對手未履行其責任之情況下，就各類已確認金融資產承擔之最大信貸風險敞口，為綜合財務狀況表所列之該等資產賬面值。為將信貸風險降至最低，本公司董事已授權管理層負責釐定信貸限額、信貸批准及其他監察程序，以確保採取跟進行動收回逾期債務。此外，本集團於報告期末檢討各項個別貿易債務之可收回金額，以確保就不可收回之金額計提足夠的減值虧損。就此而言，本公司董事認為本集團之信貸風險已大幅降低。

銀行存款及銀行結餘面臨之信貸風險被視為極低，原因是該等金額乃存放於多間具有良好信貸評級之銀行，且銀行存款及銀行結餘並無重大信貸集中風險。貿易應收款項信貸集中風險之詳情載於附註22。

本集團向四十五名(二零一八年：四十三名)客戶銷售礦物及金屬產品，該等客戶在於協定信貸期內結清應收款項方面均擁有良好記錄。作為本集團信貸風險管理的一部分，本集團對其客戶應用內部信貸評級。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 33. FINANCIAL INSTRUMENTS (Continued)

### Financial risk management objectives and policies (Continued)

#### Credit risk and impairment assessment (Continued)

#### Overview of the Group's exposure to credit risk

In addition, the Group performs impairment assessment under ECL model on trade receivables at amortised cost individually or based on provision matrix.

Certain of the Group's trade receivables at amortised cost are grouped under a provision matrix based on shared credit risk characteristics by reference to past default experience and current past due exposure of the debtor. Taking into account the financial condition of the customers and historical settlement pattern with no history of default in the past, and the forward-looking information available without undue cost or effort, the management of the Group considers the trade receivables at amortised cost are grouped as lower risk under internal credit rating assessment and the probability of default of the counterparties was low. The Group applied ECL rate of 0.1% on trade receivables at amortised cost. Thus, the loss allowance provision of the trade receivables at amortised cost as at 31 December 2019 was insignificant. There were no credit-impaired trade receivables at amortised cost as at 31 December 2019. There is no impairment recognised during the year.

There has been no changes in the estimation techniques or significant assumptions made during the year ended 31 December 2019.

For other receivables, in order to minimise the credit risk, directors continuously monitor the settlement status and the level of exposure to ensure that follow-up action is taken to recover overdue debts. In determining the 12m ECL for other receivables, the management of the Group has taken into account the historical default experience and forward-looking information available without undue cost or effort, as appropriate. The Group has considered the consistently low historical default rate in connection with payments. The Group assessed that the 12m ECL after considering forward-looking adjustment, on these balances are not material and thus no loss allowance was recognised.

## 33. 金融工具(續)

### 財務風險管理目標及政策(續)

#### 信貸風險及減值評估(續)

#### 本集團承受的信貸風險概覽

此外，本集團根據預期信貸虧損模式對按攤銷成本計量之貿易應收款項單獨或基於撥備矩陣進行減值評估。

本集團若干按攤銷成本計量之貿易應收款項按照共享信貸風險特性所得的撥備矩陣，參考過往違約經驗及面對債務人當前逾期風險分組。經計及客戶的財務狀況及過往無違約歷史的過往結算模式，及毋須花費不必要成本或努力即可獲得的前瞻性資料後，本集團管理層認為，按攤銷成本計量之貿易應收款項按內部信貸等級評估分組為較低風險及對手方違約的可能性低。本集團對按攤銷成本計量之貿易應收款項應用0.1%的預期信貸虧損。因此，於二零一九年十二月三十一日，按攤銷成本計量之貿易應收款項的虧損撥備計提並不重大。於二零一九年十二月三十一日，按攤銷成本計量之貿易應收款項並無信貸減值。於年內，並無確認減值。

截至二零一九年十二月三十一日止年度，所作出的估計技術或重大假設均無變動。

就其他應收款項而言，為盡量降低信貸風險，董事會持續監察結算狀況及風險水平，以確保採取跟進行動來收回逾期債務。在決定其他應收款的12個月預期信貸虧損時，本集團的管理層已考慮到過往違約經驗及毋須花費不必要成本或努力即可獲得的前瞻性資料(如適用)。本集團考慮到與付款相關的過往違約率一貫較低。本集團考慮過前瞻性調整後，評估該等結餘的12個月預期信貸虧損並不重大，因此並無確認虧損撥備。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 33. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### Credit risk and impairment assessment (Continued)

##### Overview of the Group's exposure to credit risk (Continued)

The directors considers the bank balances that are deposited with the financial institutions with good credit rating to be low credit risk financial assets. The management of the Group considers the bank balances are short-term in nature and the probability of default is negligible on the basis of high-credit-rating issuers, and accordingly, loss allowance was considered as not material.

##### Liquidity risk

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

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

The table includes both interest and principal cash flows, except for trade payables under provisional pricing arrangements. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of the reporting period.

For trade payables under provisional pricing arrangements, the amount is derived from the estimated future cash payments with reference to the LME future commodity prices at the end of the reporting periods.

### 33. 金融工具(續)

#### 財務風險管理目標及政策(續)

##### 信貸風險及減值評估(續)

##### 本集團承受的信貸風險概覽(續)

董事認為存放於信貸評級良好的金融機構的銀行結餘為低信貸風險金融資產。本集團管理層認為銀行結餘屬於短期性質，而違約概率因屬高信貸評級發行人而忽略不計，因此，認為虧損撥備並不重大。

##### 流動資金風險

就流動資金風險管理而言，本集團監察現金及現金等值項目及將之保持於管理層認為足夠之水平，以撥付本集團經營業務之資金及減低現金流量變動之影響。管理層監察借款使用情況，並確保符合貸款契諾(如有)。

下表詳列本集團之非衍生金融負債之餘下合約到期情況。列表乃根據金融負債之未貼現現金流量按本集團可能須支付款項之最早日期編製。其他非衍生金融負債之到期日乃按協定之還款日期釐定。

下表包括利息及本金現金流量，惟涉及有臨時定價安排之貿易應付款項除外。倘利息流量為浮息，有關未貼現金額乃自於報告期末之利率曲線計算得出。

就有臨時定價安排之貿易應付款項而言，有關金額乃經參考於報告期末之倫金所未來商品價格所估計之未來現金付款計算得出。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 33. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies  
(Continued)

Liquidity risk (Continued)

## 33. 金融工具(續)

財務風險管理目標及政策(續)

流動資金風險(續)

		Weighted average interest rate 加權 平均利率 %	On demand and within one year 按要求 及一年內 US\$'000 千美元	Over one year but not more than five years 一年後 但五年內 US\$'000 千美元	Over five years 超過五年 US\$'000 千美元	Total undiscounted cash flows 未貼現 現金流量總額 US\$'000 千美元	Carrying amount 賬面值 US\$'000 千美元
<b>As at 31 December 2019</b>	<b>於二零一九年十二月三十一日</b>						
<b>Non-derivative financial liabilities</b>	<b>非衍生金融負債</b>						
Trade and other payables (excluding trade payables under provisional pricing arrangements)	貿易及其他應付款項 (不包括有臨時定價安排之貿易應付款項)	-	3,662	-	-	3,662	3,662
Bank overdrafts	銀行透支	6.32	1,004	-	-	1,004	944
Amount due to an intermediate holding company	應付中間控股公司款項	4.8	133,764	-	-	133,764	128,284
Amount due to a fellow subsidiary	應付同系附屬公司款項	4.8	5,373	-	-	5,373	5,134
Amount due to a non-controlling shareholder of a subsidiary	應付附屬公司非控股股東款項	-	482	-	-	482	482
Bank borrowings – floating rate	銀行借款 – 浮息	4.73	29,707	218,886	-	248,593	237,365
Lease liabilities	租賃負債	5.53	1,211	1,679	-	2,890	2,738
			175,203	220,565	-	395,768	378,609
Trade payable under provisional pricing arrangements	有臨時定價安排之貿易應付款項	-	24,453	-	-	24,453	24,453
			199,656	220,565	-	420,221	403,062

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 33. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

#### Liquidity risk (Continued)

### 33. 金融工具(續)

#### 財務風險管理目標及政策(續)

#### 流動資金風險(續)

	Weighted average interest rate 加權 平均利率 %	On demand and within one year 按要求 及一年內 US\$'000 千美元	Over one year but not more than five years 一年後 但五年內 US\$'000 千美元	Over five years 超過五年 US\$'000 千美元	Total undiscounted cash flows 未貼現 現金流量總額 US\$'000 千美元	Carrying amount 賬面值 US\$'000 千美元
<b>As at 31 December 2018</b>						
<b>Non-derivative financial liabilities</b>						
Trade and other payables (excluding trade payables under provisional pricing arrangements)		5,315	-	-	5,315	5,315
Amount due to an intermediate holding company	4.4	130,513	-	-	130,513	125,453
Amount due to a fellow subsidiary	4.5	6,478	-	-	6,478	6,199
Amount due to a non-controlling shareholder of a subsidiary	-	200	-	-	200	200
Bank borrowings – floating rate	6.01	174,678	132,009	-	306,687	289,292
		317,184	132,009	-	449,193	426,459
Trade payable under provisional pricing arrangements	-	26,257	-	-	26,257	26,257
		343,441	132,009	-	475,450	452,716

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 33. FINANCIAL INSTRUMENTS (Continued)

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of 31 December 2018 and 31 December 2019. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used).

Financial assets/ financial liabilities	Fair value as at		Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input	Relationship of unobservable inputs to fair value
金融資產/金融負債	公平值		公平值級別	估值技術及主要輸入數據	重大不可觀察 輸入數據	不可觀察輸入 數據與公平值 之關係
	31.12.2019 二零一九年 十二月三十一日	31.12.2018 二零一八年 十二月三十一日				
Trade receivables under provisional pricing arrangements	<b>Assets – US\$73,763,000</b>	Assets – US\$106,453,000	Level 2	The fair value of the trade receivables under provisional pricing arrangements is based on the average LME future commodity prices for the duration up to the date of final pricing.	N/A	N/A
有臨時定價安排之貿易應收款項	<b>資產 – 73,763,000 美元</b>	資產 – 106,453,000 美元	第二級	有臨時定價安排之貿易應收款項之公平值 根據截至最終定價日為止之倫金所未來 商品平均價格釐定。	不適用	不適用
Trade payables under provisional pricing arrangements	<b>Liabilities – US\$24,453,000</b>	Liabilities – US\$26,257,000	Level 2	The fair value of the trade payables under provisional pricing arrangements is based on the average LME future commodity prices for the duration up to the date of final pricing.	N/A	N/A
有臨時定價安排之貿易應付款項	<b>負債 – 24,453,000 美元</b>	負債 – 26,257,000 美元	第二級	有臨時定價安排之貿易應付款項之公平值 根據截至最終定價日為止之倫金所未來 商品平均價格釐定。	不適用	不適用

There were no transfers between Level 1, 2 or 3 during the year.

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost approximate their fair values.

Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis.

The fair values of financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

### 33. 金融工具(續)

本集團按經常性基準以公平值計量之金融資產及金融負債之公平值

本集團若干金融資產及金融負債於二零一八年十二月三十一日及二零一九年十二月三十一日按公平值計量。下表載列有關如何釐定該等金融資產及金融負債之公平值之資料(尤其是估值技術及所使用的輸入數據)。

年內，第一級、第二級或第三級之間並無轉撥。

本公司董事認為，按攤銷成本入賬之金融資產及金融負債之賬面值與其公平值相若。

並非按經常性基準以公平值計量之本集團金融資產及金融負債之公平值。

金融資產及金融負債之公平值乃按照普遍接納之定價模式根據貼現現金流量分析而釐定。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 34. LEASE COMMITMENTS

The Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

		2018 二零一八年 US\$'000 千美元
Within one year	一年內	763
In the second to fifth years inclusive	第二至第五年(包括首尾兩年)	950
		1,713

Operating lease payments represent rental payable by the Group for certain of its premises. Leases are negotiated and rentals are fixed originally for a lease term ranging from one to five years.

### 34. 租賃承擔

於報告期末，本集團根據不可撤銷經營租賃所承擔之未來最低租賃款項於下列期間到期：

		2018 二零一八年 US\$'000 千美元
Within one year	一年內	763
In the second to fifth years inclusive	第二至第五年(包括首尾兩年)	950
		1,713

經營租賃款項指本集團就其若干物業應付之租金。租約乃經協商，而租金最初按介乎一至五年之租期訂定。

### 35. CAPITAL COMMITMENTS

Capital expenditure in respect of property, plant and equipment, mineral rights and exploration and evaluation assets contracted for but not provided in the consolidated financial statements

綜合財務報表項下已訂約但未撥備之物業、廠房及設備、礦產權以及勘探及評估資產之資本開支

2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
<b>23,132</b>	16,992

### 35. 資本承擔

綜合財務報表項下已訂約但未撥備之物業、廠房及設備、礦產權以及勘探及評估資產之資本開支

### 36. RETIREMENT BENEFIT INFORMATION

The Group participates in the Mandatory Provident Fund Scheme registered with the Mandatory Provident Fund Schemes Authority under the Mandatory Provident Schemes Ordinance for all qualifying employees in Hong Kong. The assets of the scheme are held separately from those of the Group in funds under the control of trustee. The Group contributes 5% of relevant payroll costs with a cap of monthly contributions of HK\$1,500 (equivalent to US\$160) (effective from 1 June 2014) to the scheme, which contribution is matched by employee.

### 36. 退休福利資料

本集團為香港所有合資格僱員參與一項已根據強制性公積金計劃條例在強制性公積金計劃管理局登記之強積金計劃。該計劃之資產與存置於受託人所控制基金之本集團資產分開持有。本集團按有關薪金成本的5%向該計劃供款，每月供款上限為1,500港元(相等於160美元)(自二零一四年六月一日起生效)，而僱員亦按相同金額作出供款。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 36. RETIREMENT BENEFIT INFORMATION (Continued)

Contributions are made by the South African companies to independent pension and provident funds which are defined contribution retirement benefits plans governed by the Pension Funds Act, 1956. All eligible employees are required to become members of these schemes.

DRC employees contribute to the DRC National Social Security Fund in accordance with applicable labour laws. All eligible Zambian employees are required to join and contribute to an external pension fund, Africa Life. Both funds are defined contribution retirement benefits plans.

Employees of the subsidiary in the PRC are members of the state sponsored pension schemes operated by the PRC government. The subsidiaries are required to contribute a certain percentage of their payrolls to the retirement benefit schemes to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the required contributions.

The assets of each of the retirement benefits schemes are held separately from those of the Group in funds under the control of the trustees. The amounts incurred for retirement benefits schemes contributions are disclosed in Notes 11 and 12. According to the respective schemes, those contributions are not refundable nor forfeitable.

## 36. 退休福利資料(續)

南非公司對獨立退休金及公積金(為受一九五六年退休金法案(Pension Funds Act, 1956)管轄之界定供款退休福利計劃)作出供款。所有合資格僱員均須參加此等計劃。

剛果(金)僱員根據適用之勞動法對剛果(金)全國社會保障基金供款。所有合資格之贊比亞僱員均須加入外部退休基金Africa Life並作出供款。兩隻基金均為界定供款退休福利計劃。

中國附屬公司之僱員已參與由中國政府經營之國家資助退休金計劃。附屬公司須按其薪酬之若干百分比向退休福利計劃供款以為福利融資。本集團就退休福利計劃之唯一責任為作出退規定之供款。

各退休福利計劃之資產與存置於受託人所控制基金之本集團資產分開持有。退休福利計劃供款所產生之款項於附註11及12披露。根據各項計劃，該等供款為不可退還亦不可沒收。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 37. RELATED PARTY TRANSACTIONS

The Group itself is part of a larger group of companies under JCG, a state-owned enterprise with its majority equity interest held by the People's Government of Gansu Province, which is controlled by the government of the PRC and the Group operates in an economic environment currently predominated by entities controlled, jointly controlled or significantly influenced by the PRC government.

#### (a) Transactions with JCG and its subsidiaries

Apart from details of the balances with related parties disclosed in respective notes, the Group entered into the following transactions with JCG and its subsidiaries during the year:

### 37. 關聯人士交易

本集團為金川(一家主要股權由甘肅省人民政府持有的國有企業，而甘肅省人民政府受中國政府控制)旗下的大型集團公司之一，亦於目前主要由中國政府所控制、共同控制或發揮重大影響力之實體主導的經濟環境中經營業務。

#### (a) 與金川及其附屬公司之交易

除於相關附註所披露之關聯人士結餘詳情外，本集團於年內與金川及其附屬公司訂立以下交易：

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Sales of goods to a joint venture of the ultimate holding company (Note a)	向最終控股公司之合資企業銷售貨品(附註a)	-	2,916
Sales of goods to an indirect non wholly-owned subsidiary of the ultimate holding company (Note a)	向最終控股公司之間接非全資附屬公司銷售貨品(附註a)	-	235,742
Interest expenses on term loan due to an intermediate holding company	應付中間控股公司定期貸款之利息開支	5,480	5,180
Interest expenses on term loan due to a fellow subsidiary	應付同系附屬公司定期貸款之利息開支	238	225
Interest expenses payable to an intermediate holding company on the perpetual subordinated convertible securities	應付中間控股公司永久次級可換股證券之利息開支	88	473
License fee income received from a fellow subsidiary (Note b)	自同系附屬公司收取許可費收入(附註b)	276	220
Mining expenses paid to a fellow subsidiary (Note a)	向同系附屬公司支付採礦開支(附註a)	13,938	6,625
Maintaining expenses paid to fellow subsidiary (Note a)	向同系附屬公司支付維護開支(附註a)	1,047	490
Rental income of equipment received from a fellow subsidiary (Note a)	自同系附屬公司收取設備租金收入(附註a)	1,878	-
Survey expenses paid to a fellow subsidiary	向同系附屬公司支付勘查費用	519	-
Design supervision expenses paid to a fellow subsidiary	向同系附屬公司支付設計監理費用	100	-
Exploration expenses paid to a fellow subsidiary	向同系附屬公司支付採礦開支	263	-

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 37. RELATED PARTY TRANSACTIONS (Continued)

### (a) Transactions with JCG and its subsidiaries (Continued)

Note a: These transactions are regarded as connected transactions, pursuant to Chapter 14A of the Listing Rules. The disclosures required by Chapter 14A of the Listing Rules are disclosed in the "Continuing Connected Transactions" section in the annual report.

Note b: Part of this transaction is regarded as connected transaction, pursuant to Chapter 14A of the Listing Rules. The disclosures required by Chapter 14A of the Listing Rules are disclosed in the "Continuing Connected Transactions" section in the annual report.

As at 31 December 2019, corporate guarantee in aggregate amounting to US\$123,640,000 (2018: US\$202,111,000) was provided by JCG for banking facilities obtained by the Group, of which US\$123,640,000 (2018: US\$202,111,000) was utilised.

During the year ended 31 December 2019, there is an adjustment on the grade and metal content on a batch of cobalt upon final inspection of the delivered goods to an indirect non wholly-owned subsidiary of the ultimate holding company, there is an one-off negative adjustment on revenue in an amount of US\$12,832,000 (2018: nil) being the difference between the average LME future commodity prices for the duration up to the date of final pricing and the quoted price on the date of recognition of revenue when title and risks and rewards of the mineral and metal products are passed to the customers.

### (b) Transactions/balances with other PRC government controlled entities

The Group has entered into various transactions, including deposits placements, borrowings and other general banking facilities, with certain banks and financial institutions which are government-related entities in its ordinary course of business. In view of the nature of those banking transactions, the directors of the Company are of the opinion that separate disclosure is not meaningful.

## 37. 關聯人士交易(續)

### (a) 與金川及其附屬公司之交易(續)

附註a：根據上市規則第14A章，該等交易被視為關連交易。上市規則第14A章要求披露的已於年報的「持續關連交易」一節披露。

附註b：根據上市規則第14A章，該交易的一部分被視為關連交易。上市規則第14A章要求披露的已於年報的「持續關連交易」一節披露。

於二零一九年十二月三十一日，金川已就本集團獲授之銀行信貸提供合共123,640,000美元(二零一八年：202,111,000美元)公司擔保，其中已動用123,640,000美元(二零一八年：202,111,000美元)。

截至二零一九年十二月三十一日止年度，由於一批鈷的金屬品位及含量於交付至最終控股公司之間接非全資附屬公司時之最終化驗結果有所調整，以至對收益進行一次性之負數調整，金額為12,832,000美元(二零一八年：無)，即截至最終訂價日為止之倫金所未來商品平均價格，與礦產品及金屬產品之擁有權及風險回報轉移至客戶時確認收益當日之報價間之差額。

### (b) 與其他中國政府所控制實體之交易／結餘

此外，本集團已於其日常業務過程中與屬政府相關實體之若干銀行及金融機構訂立多項交易，包括存款、借款及其他一般銀行融資。鑑於該等銀行交易的性質，本公司董事認為分開披露意義不大。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 37. RELATED PARTY TRANSACTIONS (Continued)

#### (c) Transaction with non-PRC government – related parties

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
Royalty expenses paid to non-controlling shareholders of subsidiaries	向附屬公司非控股股東支付礦權使用費開支	14,892	7,002
Purchase of goods from a non-controlling shareholder of a subsidiary (Note a)	向附屬公司非控股股東購買貨品(附註a)	–	6,084
Purchase of mineral rights from a non-controlling shareholder of a subsidiary	向附屬公司非控股股東購買礦產權	12,400	–

Note a: These transactions are regarded as connected transactions, pursuant to Chapter 14A of the Listing Rules. The disclosures required by Chapter 14A of the Listing Rules are disclosed in the "Continuing Connected Transactions" section in the annual report.

附註a：根據上市規則第14A章，該等交易被視為關連交易。上市規則第14A章要求披露的已於年報的「持續關連交易」一節披露。

### 37. 關聯人士交易(續)

#### (c) 與非中國政府關聯人士之交易

#### (d) Compensation of key management personnel

The key management personnel of the Company are its directors. Further details of their emoluments are disclosed in Note 12(a). The emoluments of Mr. Liu Jian, Mr. Zhong Youda and Mr. Chen Dexin are borne by the ultimate holding company.

#### (d) 主要管理人員報酬

本公司之主要管理人員為董事。有關彼等酬金之詳情載於附註12(a)。劉建先生、張有達先生及陳得信先生之酬金由最終控股公司承擔。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 38. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

## 38. 自融資活動產生之負債之對賬

下表詳述本集團自融資活動產生之負債之變動，包括現金及非現金變動。融資活動所產生負債之現金流量已經或未來現金流量將會於本集團綜合現金流量表分類為融資活動之現金流量。

		Dividend payable	Interest payable	Lease liabilities	Bank borrowings	Amount due to an intermediate holding company	Amount due to a fellow subsidiary	Amount due to a non-controlling shareholder of a subsidiary	Total
		應付股息 US\$'000 千美元	應付利息 US\$'000 千美元	租賃負債 US\$'000 千美元	銀行借貸 US\$'000 千美元	應付中間控股公司款項 US\$'000 千美元	應付同系附屬公司款項 US\$'000 千美元	應付附屬公司非控股股東款項 US\$'000 千美元	總計 US\$'000 千美元
At 31 December 2018	於二零一八年十二月三十一日	-	-	-	289,292	125,453	6,199	200	421,144
Adjustment upon application of IFRS 16	於應用國際財務報告準則第16號時之調整	-	-	1,543	-	-	-	-	1,543
At 1 January 2019	於二零一九年一月一日	-	-	1,543	289,292	125,453	6,199	200	422,687
New leases entered	已訂立之新租約	-	-	2,485	-	-	-	-	2,485
Interest expenses	利息開支	-	20,658	85	-	-	-	-	20,743
Dividend distribution	股息分派	1,617	-	-	-	-	-	-	1,617
Financing cash flows	融資現金流量	(1,617)	(20,658)	(1,367)	(51,927)	2,831	(1,065)	282	(73,521)
Exchange adjustments	匯兌調整	-	-	(8)	-	-	-	-	(8)
At 31 December 2019	於二零一九年十二月三十一日	-	-	2,738	237,365	128,284	5,134	482	374,003

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 38. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES (Continued)

### 38. 自融資活動產生之負債之對賬 (續)

		Interest payable	Bank borrowings	Amount due to an intermediate holding company	Amount due to a fellow subsidiary	Amount due to a non-controlling shareholder of a subsidiary	Total
		應付利息 US\$'000 千美元	銀行借貸 US\$'000 千美元	應付中間控股公司款項 US\$'000 千美元	應付同系附屬公司款項 US\$'000 千美元	應付附屬公司非控股股東款項 US\$'000 千美元	總計 US\$'000 千美元
At 1 January 2018	於二零一八年一月一日	-	365,296	119,815	5,974	418	491,503
Interest expenses	利息開支	24,056	-	-	-	-	24,056
Financing cash flows	融資現金流量	(24,056)	(76,004)	5,638	225	(218)	(94,415)
At 31 December 2018	於二零一八年十二月三十一日	-	289,292	125,453	6,199	200	421,144

### 39. PARTICULARS OF SUBSIDIARIES

### 39. 附屬公司詳情

Details of the Group's principal subsidiaries at the end of the reporting period are set out below.

本集團於報告期末之主要附屬公司詳情載列於下文。

Name of subsidiary	Place of incorporation/ establishment	Place of operation	Issued and fully paid share/ registered capital	Attributable equity interest of the Group		Principal activities
				本集團應佔股權	本集團應佔股權	
附屬公司名稱	註冊成立/ 成立地點	營運地點	已發行及繳足股本/ 註冊資本	31.12.2019 二零一九年 十二月三十一日	31.12.2018 二零一八年 十二月三十一日	主要業務
Chibuluma Mines plc	Zambia 贊比亞	Zambia 贊比亞	US\$50,000 50,000美元	85%	85%	Copper mining 銅礦開採
Copper Resources Corporation	BVI 英屬處女群島	South Africa 南非	US\$104,924,166 104,924,166美元	100%	100%	Investment holding 投資控股
Golden Grand Investment Limited <sup>#</sup> 金昌盛投資有限公司 <sup>#</sup>	BVI 英屬處女群島	Hong Kong 香港	US\$1 1美元	100%	100%	Investment holding 投資控股
Golden Harbour International Trading Limited 金港源國際貿易有限公司	Hong Kong 香港	Hong Kong 香港	HK\$1 1港元	100%	100%	Trading of mineral and metal products 礦產品及金屬產品貿易
Golden River Mining Investment Limited <sup>#</sup>	BVI 英屬處女群島	Hong Kong 香港	US\$1 1美元	100%	100%	Investment holding 投資控股

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 39. PARTICULARS OF SUBSIDIARIES (Continued)

## 39. 附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Place of operation 營運地點	Issued and fully paid share/ registered capital 已發行及繳足 股本/註冊資本	Attributable equity interest of the Group 本集團應佔股權		Principal activities 主要業務
				31.12.2019 二零一九年 十二月三十一日	31.12.2018 二零一八年 十二月三十一日	
Golden River Management SASU	The DRC 剛果(金)	The DRC 剛果(金)	US\$10,000 10,000美元	100%	100%	Investment holding 投資控股
Jin Rui <sup>#</sup>	Mauritius 毛里求斯	Hong Kong 香港	US\$1 1美元	100%	100%	Investment holding 投資控股
Jinhe Mining Company SASU	The DRC 剛果(金)	The DRC 剛果(金)	US\$10,000 10,000美元	100%	100%	Investment holding 投資控股
Kinsenda Copper Company SA	The DRC 剛果(金)	The DRC 剛果(金)	US\$1,250,000 1,250,000美元	77%	77%	Copper mining 銅礦開採
Metorex Copper Corporation (DRC) (Proprietary) Limited	South Africa 南非	South Africa 南非	ZAR100 100南非蘭特	100%	100%	Investment holding 投資控股
Metorex Holdings (Proprietary) Limited	South Africa 南非	South Africa 南非	ZAR101 101南非蘭特	100%	100%	Investment holding 投資控股
Metorex (Proprietary) Limited	South Africa 南非	South Africa 南非	US\$597,766,000 597,766,000美元	100%	100%	Investment holding 投資控股
Ruashi Holdings (Proprietary) Limited	South Africa 南非	South Africa 南非	ZAR1,000 1,000南非蘭特	100%	100%	Investment holding 投資控股
Ruashi Mining SAS	The DRC 剛果(金)	The DRC 剛果(金)	US\$12,000,000 12,000,000美元	75%	75%	Copper and cobalt mining 銅鈷礦開採
上海金川均和經濟發展有限公司 <sup>A</sup> (「均和」) (Shanghai Jinchuan Junhe Economic Development Co., Ltd.*) (「Junhe」)	The PRC 中國	The PRC 中國	RMB258,000,000 (2018: RMB250,000,000) 人民幣 258,000,000元 (二零一八年: 人民幣 250,000,000元)	60%	60%	Trading of mineral and metal products 礦產品及金屬產品貿易



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 39. PARTICULARS OF SUBSIDIARIES (Continued)

- # These subsidiaries are directly held by the Company.
- \* Translation for identification purpose only.
- △ The entity was established in PRC in form of sino-foreign equity joint venture.
- ° With respect to the actual investment amount (including but not limited to capital contribution) by the Group, the non-controlling interest has guaranteed to provide a return of at least 8% per annum on such investment amount (“**Investment Return**”) to the Group. It is agreed that the distributable profit for each financial year shall be paid firstly to the Group to settle the Investment Return. If the profit distributable to the Group in any financial year is lower than the Investment Return, the shortfall on a dollar-to-dollar basis shall be paid by the non-controlling interest to the Group.

None of the subsidiaries had issued any debt securities at the end of the year.

### 39. 附屬公司詳情(續)

- # 該等附屬公司由本公司直接持有。
- \* 名稱翻譯僅供參考。
- △ 該實體以中外合資企業形式於中國成立。
- ° 就本集團的實際投資金額(包括但不限於出資)而言，非控股權益已保證每年至少就有關投資金額為本集團帶來8%的回報(「**投資回報**」)。茲協定每個財政年度的可分配溢利應首先支付予本集團以結算投資回報。倘於任何財政年度可分配至本集團的溢利低於投資回報，則以則差額將按等額基準由非控股權益支付予本集團。

概無附屬公司於年結日發行任何債務證券。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 40. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period includes:

## 40. 本公司的財務狀況報表及儲備

本公司於報告期末之財務狀況報表資料包括：

		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元
<b>Non-current assets</b>	<b>非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	33	45
Interests in subsidiaries	附屬公司權益	-	-
Amount due from a subsidiary	應收附屬公司款項	667,065	667,051
<b>Total non-current assets</b>	<b>非流動資產總值</b>	<b>667,098</b>	667,096
<b>Current assets</b>	<b>流動資產</b>		
Other receivables	其他應收款項	195	247
Amounts due from subsidiaries	應收附屬公司款項	133,883	118,511
Bank balances and cash	銀行結餘及現金	580	16,759
<b>Total current assets</b>	<b>流動資產總值</b>	<b>134,658</b>	135,517
<b>Current liabilities</b>	<b>流動負債</b>		
Other payables	其他應付款項	1,004	1,066
Short-term provision	短期撥備	1,095	1,095
Amount due to an intermediate holding company	應付中間控股公司款項	562	472
<b>Total current liabilities</b>	<b>流動負債總額</b>	<b>2,661</b>	2,633
<b>Net current assets</b>	<b>流動資產淨值</b>	<b>131,997</b>	132,884
<b>Net assets</b>	<b>資產淨值</b>	<b>799,095</b>	799,980
<b>Equity</b>	<b>股權</b>		
Share capital	股本	16,166	16,166
Perpetual subordinated convertible securities	永久次級可換股證券	88,462	88,462
Reserves (Note)	儲備(附註)	694,467	695,352
<b>Total equity</b>	<b>權益總額</b>	<b>799,095</b>	799,980

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 40. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (Continued)

Note: Movement of the Company's reserves are as follows:

### 40. 本公司的財務狀況報表及儲備(續)

附註：本公司儲備變動如下：

		Share premium 股份溢價 US\$'000 千美元	Contributed surplus 實繳盈餘 US\$'000 千美元	Accumulated losses 累計虧損 US\$'000 千美元	Total reserves 儲備總額 US\$'000 千美元
At 1 January 2018	於二零一八年一月一日	343,080	9	(637,169)	(294,080)
Loss and total comprehensive expense for the year	年內虧損及全面開支 總額	-	-	(1,176)	(1,176)
Conversion of perpetual convertible securities (Note 32)	轉換永久可換股證券 (附註32)	990,653	-	-	990,653
Transaction costs attributable to conversion of subordinated convertible securities	轉換次級可換股證券所 產生交易成本	(45)	-	-	(45)
At 31 December 2018	於二零一八年 十二月三十一日	1,333,688	9	(638,345)	695,352
Profit and total comprehensive income for the year	年內溢利及全面收入 總額	-	-	732	732
Dividends recognised as distribution	確認為分派的股息	(1,617)	-	-	(1,617)
At 31 December 2019	於二零一九年 十二月三十一日	1,332,071	9	(637,613)	694,467

The Company's reserves available for distribution to shareholders as at 31 December 2019 represented the aggregate of share premium account, contributed surplus and accumulated losses, which amounted to US\$694,467,000 (2018: US\$695,352,000).

於二零一九年十二月三十一日，本公司可供分派予股東之儲備乃指股份溢價賬、實繳盈餘及累計虧損之總和，金額為694,467,000美元(二零一八年：695,352,000美元)。

# Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

## 41. EVENT AFTER THE REPORTING PERIOD

### (a) The assessment of the impact of the COVID-19

The outbreak of novel coronavirus pneumonia epidemic (“COVID-19”) and the subsequent quarantine measures as well as the travel restrictions imposed by many countries have had a negative impact on the operations of the Group, as one of the Group’s operations is located in the PRC. The trading volume of the Group in the PRC decreased gradually since late January 2020 due to mandatory government quarantine measures in an effort to contain the spread of the epidemic and resumed operating at its normal capacity in March 2020.

As for the mining operations located in South Africa, the DRC and Zambia, the Group did not stop its mining activities as there is no implementation of mandatory government quarantine in these areas.

The outbreak of COVID-19 has also led to decrease in demand for short-term metals and the resulting decline in short-term commodity prices can reasonably be expected to have an impact on the Group’s future financial results.

Given the dynamic nature of these circumstances and unpredictability of future development, the directors of the Company consider that the financial effects on the Group’s consolidated financial statements cannot be reasonably estimated as at the date these financial statements are authorised for issue, but are expected to affect the consolidated results for the financial year ending 2020.

## 41. 報告期後事項

### (a) 對新冠肺炎影響的評估

新型冠狀病毒肺炎（「新冠肺炎」）疫情的爆發以及隨後眾多國家實施的隔離措施及旅行限制已對本集團的營運產生負面影響，原因為本集團的其中一項業務位於中國。由於旨在遏制疫情擴散的強制性的政府隔離措施，本集團於中國的貿易量於二零二零年一月下旬逐漸下降，並於二零二零年三月恢復至正常產能運轉。

至於位於南非、剛果（金）及贊比亞的採礦業務，本集團並未停止其採礦活動，原因為該等地區未實施強制性的政府隔離措施。

新冠肺炎的爆發亦已導致短期金屬需求減少及引致的短期商品價格下降可合理預期對本集團未來財務業績產生影響。

鑑於該等情況的動態性質及未來發展的不可預測性，本公司董事認為，於授權刊發該等財務報表日期，無法合理估計對本集團綜合財務報表的財務影響，惟預計會影響截至二零二零年的財政年度的綜合業績。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2019  
截至二零一九年十二月三十一日止年度

### 41. EVENT AFTER THE REPORTING PERIOD (Continued)

#### (b) Voluntary liquidation of Junhe

On 24 March 2020, written resolutions were passed by all shareholders of Junhe, to voluntarily liquidate Junhe. Junhe is an indirect non wholly-owned subsidiary of the Company, engaged in trading of mineral and metal products in the PRC. Up to 31 December 2019, the operation results of Junhe managed to cover the investment return, but overall operation, performance and the growth prospect of Junhe had not been as promising as originally planned, in particular under the current challenging market conditions impacted by, among others, the spread of COVID-19. After liquidation, Junhe will cease to be a subsidiary of the Company.

The directors of the Company consider that it may affect the consolidated results for the financial year ending 2020 and beyond.

### 41. 報告期後事項(續)

#### (b) 均和的自動清算

於二零二零年三月二十四日，均和之全體股東通過書面決議案，將均和自願清算。均和為本公司間接非全資附屬公司，於中國從事礦產品及金屬產品貿易。截至二零一九年十二月三十一日止，均和之營運表現足以覆蓋投資回報，但均和之整體運作及表現乃至增長空間未達原本預期（特別是處於現時包括被新冠肺炎傳播影響等因素而充滿挑戰的市場狀況下）。於清算後，均和將不再為本公司之附屬公司。

本公司董事認為，其可能對截至二零二零年及之後的財政年度的綜合業績產生影響。

## Five-Year Financial Summary 五年財務概要

The consolidated results and assets and liabilities of the Group for the last five financial years, as extracted from the audited financial statements are as follows:

摘錄自本集團過去五個財政年度經審核財務報表之綜合業績、資產及負債報表如下：

		<b>Year ended 31 December</b> 截至十二月三十一日止年度				
		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元	2015 二零一五年 US\$'000 千美元
<b>RESULTS</b>	<b>業績</b>					
Revenue	收益	<b>1,246,898</b>	1,399,970	549,188	364,845	470,691
Profit (loss) attributable to owners of the Company	本公司擁有人應佔溢利(虧損)	<b>8,745</b>	66,931	41,624	8,347	(291,767)
		<b>At 31 December</b> 於十二月三十一日				
		2019 二零一九年 US\$'000 千美元	2018 二零一八年 US\$'000 千美元	2017 二零一七年 US\$'000 千美元	2016 二零一六年 US\$'000 千美元	2015 二零一五年 US\$'000 千美元
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>					
Total assets	資產總額	<b>1,744,623</b>	1,853,198	1,782,131	1,680,102	1,580,373
Total liabilities	負債總額	<b>(754,434)</b>	(874,403)	(911,649)	(912,558)	(819,413)
Total net assets	總資產淨額	<b>990,189</b>	978,795	870,482	767,544	760,960
Equity attributable to owners of the Company	本公司擁有人應佔權益	<b>864,613</b>	857,822	791,710	700,583	691,966
Non-controlling interests	非控股權益	<b>125,576</b>	120,973	78,772	66,961	68,994
Total owners' equity	擁有人權益總額	<b>990,189</b>	978,795	870,482	767,544	760,960

<b>%</b>	<b>%</b>
percentage	百分比
<b>Acquisition or Combination</b>	<b>收購事項或合併事項</b>
the acquisition by the Company of the entire equity interest in Jin Rui (along with the Metorex Group) in November 2013 pursuant to the sales and purchase agreement dated 27 August 2013, the details of which are set out in the circular of the Company dated 30 August 2013; with a total consideration of US\$1,290,000,000 which was satisfied by the allotment and issue of 1,595,880,000 new ordinary shares of the Company at an issue price of HK\$1 per share and the issue of PSCS of the Company in the aggregate amount of US\$1,085,400,000	本公司於二零一三年十一月根據日期為二零一三年八月二十七日之買賣協議收購 Jin Rui (連同 Metorex 集團) 全部股本權益，總代價 1,290,000,000 美元，以按發行價每股 1 港元配售及發行 1,595,880,000 股本公司新普通股，以及發行本公司總值 1,085,400,000 美元之永久次級可換股證券之方式支付；詳情載於本公司日期為二零一三年八月三十日之通函
<b>associates</b>	<b>聯繫人士</b>
has the meaning ascribed to it under the Listing Rules	具有上市規則所賦予之涵義
<b>Board</b>	<b>董事會</b>
the board of Directors	董事會
<b>BVI</b>	<b>BVI</b>
the British Virgin Islands	英屬處女群島
<b>CDF</b>	<b>剛果法郎</b>
Congolese Franc, the lawful currency of the DRC	剛果法郎，剛果(金)法定貨幣
<b>CG code</b>	<b>企管守則</b>
Corporate Governance Code as set out in Appendix 14 to the Listing Rules	上市規則附錄 14 所載的企業管治守則
<b>Chibuluma</b>	<b>Chibuluma</b>
Chibuluma Mines plc, a company incorporated in Zambia and an indirect non wholly-owned subsidiary of the Company	Chibuluma Mines plc，於贊比亞註冊成立之公司，為本公司之間接非全資附屬公司
<b>Chibuluma South Mine</b>	<b>Chibuluma 南礦場</b>
an underground copper mine owned by Chibuluma situated in Zambia near the town of Kalulushi	由 Chibuluma 擁有之地下銅礦，位於贊比亞，鄰近 Kalulushi 鎮區

**Chifupu Deposit**

a copper deposit in operation, located approximately 1.7 km southwest of Chibuluma South Mine

**Co**

cobalt

**Competent Person**

has the meaning ascribed to it under Chapter 18 of the Listing Rules

**connected person**

has the meaning ascribed to it under the Listing Rules

**controlling shareholder**

has the meaning ascribed to it under the Listing Rules

**Conversion**

The conversion exercised by various investors including Jinchuan (BVI) Limited, an indirect wholly-owned subsidiary of JCG, which in turn is the controlling shareholder of the Company, in respect of the conversion of the PSCS in an aggregate principal amount of US\$996,938,461 into conversion shares at the conversion price of HK\$1.00 per Share

**Cu**

copper

**Development Project**

Musonoi Project, a constructing copper-cobalt project owned by the Group located in the DRC

**Directors**

the director(s) of the Company

**DRC**

the Democratic Republic of Congo

**EBITDA**

Earning before interest (net finance cost), income tax, depreciation and amortisation and impairment loss

**Chifupu 礦床**

位於 Chibuluma 南礦西南約 1.7 公里，營運中之銅礦場

**鈷**

鈷

**合資格人士**

具有上市規則第 18 章所賦予之涵義

**關連人士**

具有上市規則所賦予之涵義

**控股股東**

具有上市規則所賦予之涵義

**該轉換**

多名投資者(包括本公司之控股股東金川之間接全資附屬公司金川(BVI)有限公司)按換股價每股股份 1.00 港元將本金總額為 996,938,461 美元之永久次級可換股證券轉換為換股股份

**銅**

銅

**開發項目**

即 Musonoi 項目，由本集團所擁有位於剛果(金)之銅鈷建設中項目

**董事**

本公司之董事

**剛果(金)**

剛果民主共和國

**EBITDA**

未計利息(淨財務成本)、所得稅、折舊及攤銷以及減值虧損前的盈利



# Glossary

## 詞彙

### ENFI

China ENFI Engineering Corporation

### Exploration Project

Lubembe Project, an advanced stage exploration project owned by the Group located in the DRC

### Gécamines SA

La Générale des Carrières et des Mines, a state-owned mining company in the DRC

### GHL

Golden Harbour International Trading Limited, a company incorporated in Hong Kong and an indirectly wholly-owned subsidiary of the Company

### Group

the Company and its subsidiaries and associates controlled by the Company from time to time

### HK\$

Hong Kong dollars, the lawful currency of Hong Kong

### Hong Kong

the Hong Kong Special Administrative Region of the PRC

### Independent Shareholders

Shareholders other than JCG Group and its associates

### Indicated Mineral Resource(s)

that part of Mineral Resources for which tonnage, densities, shape, physical characteristics, grade and mineral content can be estimated with a reasonable level of confidence. It is based on information from exploration, sampling and testing of material gathered from locations such as outcrops, trenches, pits, workings and drill holes. The locations are too widely or inappropriately spaced to confirm geological or grade continuity but are spaced closely enough for continuity to be assumed

### 恩菲

中國恩菲工程技術有限公司

### 勘探項目

即Lubembe項目，由本集團所擁有位於剛果(金)之後期階段勘探項目

### Gécamines SA

La Générale des Carrières et des Mines，一間剛果(金)國有礦業公司

### 金港源

金港源國際貿易有限公司，一間於香港註冊成立公司且為本公司的間接全資附屬公司

### 本集團

本公司及其附屬公司及由本公司不時控制之聯繫人士之統稱

### 港元

港元，香港法定貨幣

### 香港

中國香港特別行政區

### 獨立股東

金川集團及其聯繫人士以外之股東

### 控制礦產資源量

礦產資源量中在噸位、體重、形狀、物理特徵、品位及礦物含量方面估算具有合理可信度水平之部分。此乃以從勘探、採樣及測量礦脈露頭、礦槽、礦坑、開採區及鑽孔等地點之物質所收集得來之資料為基準。測量地點過於廣闊或間距不適當，無法確定地域品位連續性，但其間距緊密而足以假定其連續性

### Inferred Mineral Resource(s)

that part of Mineral Resources for which volume or tonnage, grade and mineral content can be estimated with a low level of confidence. It is inferred from geological evidence and assumed but not verified geologically or through grade continuity. It is based on information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that may be limited, or of uncertain quality and reliability

### JCG

金川集團股份有限公司(Jinchuan Group Co., Ltd\*), a state-owned enterprise established in the PRC and the controlling shareholder of the Company

### JCG Group

collectively, JCG and its subsidiaries and associates controlled by it from time to time, and for the purpose of this Annual Report, excluding the Group

### JCHK

Jinchuan Group (Hongkong) Resources Holdings Limited, an investment holding company incorporated in Hong Kong and a wholly-owned subsidiary of JCG. It indirectly owns 7,593,009,857 Shares, representing approximately 60.21% of the issued share capital of the Company as at the date of this report

### JCI or Company

Jinchuan Group International Resources Co. Ltd, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 2362)

### Jin Gang

Jin Gang (D.R Congo) SA, an indirect non wholly-owned subsidiary of JCG

### Jin Gang Framework Agreement

the contract entered into between the Company and Jin Gang on 20 November 2019 in relation to the provision of maintenance work, the bagging and loading work and the mining services, provided or to be provided by Jin Gang to the Group from time to time

### 推斷礦產資源量

礦產資源量中在數量或噸位、品位及礦物含量方面之估算屬於低可信度水平之部分。此乃根據地質學考證及假設(但未經核實)地質或品位連續性而推斷所得。此乃以藉適當技術從礦脈露頭、礦槽、礦坑、開採區及鑽孔等地點收集得來之資料為基準，惟有關資料可能有限或未能確定其質素及可靠性

### 金川

金川集團股份有限公司，於中國成立之國有企業，乃本公司之控股股東

### 金川集團

金川及由其不時控制之附屬公司及其聯繫人士之統稱，就本年報而言，不包括本集團

### 金川香港

金川集團(香港)資源控股有限公司，一間於香港註冊成立之投資控股公司，為金川之全資附屬公司。於本報告日期其間接擁有7,593,009,857股股份，佔本公司已發行股本約60.21%

### 金川國際或本公司

金川集團國際資源有限公司，於開曼群島註冊成立之有限公司，其股份於聯交所主板上市(股票代號：2362)

### Jin Gang

Jin Gang (D.R Congo) SA，為金川之間接非全資附屬公司

### Jin Gang 框架協議

本公司與Jin Gang於二零一九年十一月二十日訂立之合同，內容有關Jin Gang不時向或將向本集團提供維護工作、裝袋及貨物裝載工作以及採礦服務

# Glossary

## 詞彙

### **Jin Rui**

Jin Rui Mining Investment Limited, a company incorporated in the Republic of Mauritius and a direct wholly-owned subsidiary of the Company

### **Jinchuan BVI**

Jinchuan (BVI) Limited, an indirect wholly-owned subsidiary of JCG

### **Jinchuan R&E**

金川鎳鈷研究設計院有限責任公司 (Jinchuan Nickel & Cobalt Research and Engineering Institute Co., Ltd.\*), a direct wholly-owned subsidiary of JCG

### **Junhe Group**

Shanghai Junhe Group Co., Ltd, a company established in the PRC and the holding company of Junhe Holdings

### **Junhe Holdings**

Junhe Holdings Limited, a company established in the PRC and a subsidiary of Junhe Group

### **Kinsenda**

Kinsenda Copper Company SA, a company incorporated in the DRC and an indirect non wholly-owned subsidiary of the Company

### **Kinsenda Mine**

an underground copper mine owned by Kinsenda and situated in Katanga Province in the DRC

### **km**

Kilometer(s)

### **kt**

thousand tonnes

### **kWh**

kilowatt hours

### **lb**

pound(s) (2.204 pounds=1 kilogram)

### **Jin Rui**

Jin Rui Mining Investment Limited，於毛里求斯共和國註冊成立之公司，為本公司之直接全資附屬公司

### **金川 BVI**

金川(BVI)有限公司，金川之間接全資附屬公司

### **鎳鈷設計院**

金川鎳鈷研究設計院有限責任公司，為金川之直接全資附屬公司

### **均和集團**

上海均和集團有限公司，一間於中國成立之公司，亦為均和控股之控股公司

### **均和控股**

均和控股有限公司，一間於中國成立之公司，為均和集團之附屬公司

### **Kinsenda**

Kinsenda Copper Company SA，於剛果(金)註冊成立之公司，為本公司之間接非全資附屬公司

### **Kinsenda 礦場**

由 Kinsenda 擁有之地下銅礦場，位於剛果(金)加丹加省

### **公里**

公里

### **千噸**

千噸

### **千瓦時**

千瓦時

### **磅**

磅(2.204 磅=1 千克)

**LIBOR**

the London Interbank Offering Rate

**Listing Rules**

the Rules Governing the Listing of Securities on the Stock Exchange

**LME**

London Metal Exchange, a recognized investment exchange regulated by the Financial Conduct Authority of the United Kingdom and a recognised publisher of reference prices for various metals which are timely published on its designated website ([www.lme.com](http://www.lme.com)) on a daily basis for metal and investment communities

**LoM**

Life of mine

**Lubembe Project**

a greenfield copper project owned by Kinsenda and situated in the Katanga Province in the DRC

**m**

metre(s)

**M**

million

**MB**

Metal Bulletin, a premium intelligence service for metal and steel professionals, being part of the Euromoney Institutional Investor Plc Group of companies and a recognized publisher of reference prices for long-term cobalt trading contracts which are timely published on its designated website ([www.metalbulletin.com](http://www.metalbulletin.com)) on a twice-a-week basis for subscribed members and publications

**倫敦銀行同業拆息**

倫敦銀行同業拆借利率

**上市規則**

聯交所證券上市規則

**倫敦金所**

倫敦金屬交易所(London Metal Exchange)，一間受英國金融行為監管局(Financial Conduct Authority)規管的獲認可投資交易所，並為一間獲認可出版商，其每日於其所設網站([www.lme.com](http://www.lme.com))向金屬及投資社群適時發佈多種金屬之參考價格

**礦場開採期**

礦場開採期

**Lubembe 項目**

由 Kinsenda 擁有之未開發銅礦項目，位於剛果(金)加丹加省

**米**

米

**M**

百萬

**金屬導報**

金屬導報，一項為金屬及鋼鐵專業人士提供的優質情報服務，其屬《歐洲貨幣機構投資人雜誌》(Euromoney Institutional Investor Plc)集團公司的一部份並為一間獲認可出版商，其每週兩次於其所設網站([www.metalbulletin.com](http://www.metalbulletin.com))向其訂閱者及期刊適時發佈長期鈷貿易合約之參考價格

### Measured Mineral Resource(s)

that part of Mineral Resources for which the tonnage, densities, shape, physical characteristics, grade and mineral content can be estimated with a high level of confidence. It is based on detailed and reliable information from exploration, sampling and testing of material from locations such as outcrops, trenches, pits, workings and drill holes. The locations are spaced closely enough to confirm geological and grade continuity

### Metorex

Metorex (Proprietary) Limited, a company incorporated in South Africa and an indirect wholly-owned subsidiary of the Company

### Metorex Group

Metorex and its subsidiaries (including Chibuluma, Kinsenda and Ruashi), the mining operation arm of the Group

### Metorex Holdings

Metorex Holdings (Proprietary) Limited, a company incorporated in South Africa and an indirect wholly-owned subsidiary of the Company

### Mineral and Metal Products

mineral products, metal products and other raw materials, including but not limited to copper or nickel ores and concentrates, copper or nickel cathodes and other forms of copper, nickel or other metals bearing raw materials, cobalt and its related products

### Mineral Reserve(s)

the economically mineable material derived from a Measured Mineral Resource or Indicated Mineral Resource or both. It includes diluting and contaminating materials and allows for losses that are expected to occur when the material is mined. Appropriate assessments to a minimum of a pre-feasibility study for a project and a LoM plan for an operation must have been completed, including consideration of, and modification by, realistically assumed mining, metallurgical, economic, marketing, legal, environmental, social and governmental factors (the modifying factors). Such modifying factors must be disclosed

### 探明礦產資源量

礦產資源量中在噸位、體重、形狀、物理特徵、品位及礦物含量方面之估算屬於高可信度水平之部分。此乃以勘探、採樣及測量來自礦脈露頭、礦槽、礦坑、開採區及鑽孔等地點之物質之詳細及可靠資料為基準。測量地點間距緊密而足以確定地質及品位連續性

### Metorex

Metorex (Proprietary) Limited，於南非註冊成立之公司，為本公司之間接全資附屬公司

### Metorex集團

Metorex及其附屬公司（包括Chibuluma、Kinsenda及Ruashi），為本集團之礦山營運支部

### Metorex Holdings

Metorex Holdings (Proprietary) Limited，於南非註冊成立之公司，為本公司之間接全資附屬公司

### 礦產品及金屬產品

礦產品、金屬產品及其他原材料，包括（但不限於）銅或鎳礦石及精礦、電解銅或電解鎳或其他形式含銅、鎳或其他金屬之原材料、鈷及其相關產品

### 礦產儲量

來自探明礦產資源量及／或控制礦產資源量可作經濟開採之物質，包括貧化及摻雜物質以及於開採物質之過程中預期會出現之損失必須完成適當評估（至少為就該項目進行預可行性研究及就營運進行LoM計劃），包括對實際假設之採礦、冶金、經濟、營銷、法律、環境、社會及政府因素（可變因素）作出考慮及修正。該等可變因素須予披露

**Mineral Resource(s)**

a concentration or occurrence of material of economic interest in or on the earth's crust in such a form, quality, and quantity that there are reasonable and realistic prospects for eventual economic extraction. The location, quantity, grade, continuity and other geological characteristics of a Mineral Resource are known, or estimated from specific geological evidence, sampling and knowledge interpreted from an appropriately constrained and portrayed geological model

**Model Code**

Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules

**Mt**

million tonnes

**Musonoi Project**

a brownfield copper and cobalt project owned by Ruashi and situated in Katanga Province in DRC

**Northwestern Province Exploration Projects**

greenfield projects owned by Chibuluma and situated in the Northwestern Province in Zambia

**Operating Mines**

Ruashi Mine, Kinsenda Mine and Chibuluma South Mine (including Chifupu Deposit)

**PRC**

the People's Republic of China

**Probable Reserve(s)**

the economically mineable material derived from a Measured Mineral Resource or Indicated Mineral Resource or both. It is estimated with a lower level of confidence than a Proved Reserve. It includes diluting and contaminating materials and allows for losses that are expected to occur when the material is mined. Appropriate assessments to a minimum of a prefeasibility study for a project or a LoM plan for an operation must have been completed, including consideration of, and modification by, realistically assumed mining, metallurgical, economic, marketing, legal, environmental, social and governmental factors (the modifying factors). Such modifying factors must be disclosed

**礦產資源量**

積聚或存在於地殼內或地表，具內在經濟利益之物質，其形態、質量及數量存在最終可實現經濟開採之合理及實際前景。礦產資源量之位置、數量、品位、連續性及其他地質特性可根據具體地質特徵、採樣及認識得知或估算，並以具有適當約束條件及模擬細緻之地質模型進行詮釋

**標準守則**

上市規則附錄10所載有關上市發行人董事進行證券交易的標準守則

**Mt**

百萬噸

**Musonoi 項目**

由Ruashi擁有之開發中銅鈷礦項目，位於剛果(金)加丹加省

**西北省勘探項目**

由Chibuluma擁有之未開發項目，位於贊比亞西北省

**營運礦場**

Ruashi礦場、Kinsenda礦場及Chibuluma南礦場(包括Chifupu礦床)

**中國**

中華人民共和國

**概略儲量**

探明礦產資源量及／或控制礦產資源量中可作經濟開採之物質，其估計之可信度較證實儲量低，當中包括貧化及摻雜物質，以及在開採物質過程中預期會出現之損失。必須完成適當評估(至少為就該項目進行預可行性研究及就營運進行礦場開採期計劃)，包括對實際假設之採礦、冶金、經濟、營銷、法律、環境、社會及政府因素(可變因素)作出考慮及修正。該等可變因素須予披露

### Proved Reserve(s)

the economically mineable material derived from a Measured Mineral Resource. It is estimated with a high level of confidence. It includes diluting and contaminating materials and allows for losses that are expected to occur when the material is mined. Appropriate assessments to a minimum of a pre-feasibility study for a project or a LoM plan for an operation must have been completed, including consideration of, and modification by, realistically assumed mining, metallurgical, economic, marketing, legal, environmental, social and governmental factors (the modifying factors). Such modifying factors must be disclosed

### PSCS

the perpetual subordinated convertible securities issued by the Company to satisfy part of the purchase price for the Acquisition

### RMB

Renminbi, the lawful currency of the PRC

### Ruashi

Ruashi Mining SAS, a company incorporated in the DRC and an indirect non wholly-owned subsidiary of the Company

### Ruashi Mine

an opencast oxide copper and cobalt mine owned by Ruashi and situated in the DRC on the outskirts of Lubumbashi, the capital of Katanga Province

### SAMREC Code

South African Code for the Reporting of Exploration Results, Mineral Resources and Mineral Reserves (2016 edition)

### SFO

the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong

### Shanghai Jinchuan Junhe

上海金川均和經濟發展有限公司(Shanghai Jinchuan Junhe Economic Development Co., Ltd\*), a company incorporated in the PRC and a 60% owned subsidiary of the Company

### 證實儲量

探明礦產資源量中可作經濟開採之物質，其估計之可信程度高，當中包括貧化及滲雜物質，以及在開採物質過程中預期會出現之損失。必須完成適當評估(至少為就該項目進行預可行性研究及就營運進行礦場開採期計劃)，包括對實際假設之採礦、冶金、經濟、營銷、法律、環境、社會及政府因素(可變因素)作出考慮及修正。該等可變須予披露

### 永久次級可換股證券

由本公司發行之永久次級可換股證券，用以支付收購事項部分收購價

### 人民幣

人民幣，中國法定貨幣

### Ruashi

Ruashi Mining SAS，於剛果(金)註冊成立的公司，為本公司之間接非全資附屬公司

### Ruashi 礦場

由Ruashi擁有之露天氧化銅鈷礦，位於剛果(金)加丹加省省會盧本巴希之郊區

### SAMREC 規則

指《南非礦產勘探結果、礦產資源量及礦產儲量報告規則》(二零一六年版)

### 證券及期貨條例

香港法例第571章證券及期貨條例

### 上海金川均和

上海金川均和經濟發展有限公司，於中國註冊成立之公司，為本公司擁有60%權益之附屬公司

<b>Share(s)</b>	<b>股份</b>
ordinary share(s) of HK\$0.01 each in the share capital of the Company listed on the Stock Exchange	本公司於聯交所上市之股本中每股面值0.01港元之普通股
<b>Shareholder(s)</b>	<b>股東</b>
the holder(s) of the Share(s)	股份之持有人
<b>SHEC</b>	<b>SHEC</b>
Safety, Health, Environment and Communities	安全、健康、環境及社區
<b>SO<sub>2</sub></b>	<b>二氧化硫</b>
sulphur dioxide	二氧化硫
<b>Sodimico</b>	<b>Sodimico</b>
Société de Développement Industriel et Minere du Congo, a state-owned enterprise in the DRC	Société de Développement Industriel et Minere du Congo，為剛果(金)國有企業
<b>South Africa</b>	<b>南非</b>
the Republic of South Africa	南非共和國
<b>Stock Exchange</b>	<b>聯交所</b>
The Stock Exchange of Hong Kong Limited	香港聯合交易所有限公司
<b>subsidiaries</b>	<b>附屬公司</b>
has the meaning ascribed to it under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)	具有香港法例第622章公司條例賦予之涵義
<b>SX-EW</b>	<b>SX-EW</b>
Solvent extraction – electrowinning	溶劑萃取—電解冶鍊法
<b>t</b>	<b>噸</b>
tonne(s)	噸
<b>TCu</b>	<b>全銅</b>
total copper	全銅
<b>US\$</b>	<b>美元</b>
United States dollars, the lawful currency of the United States of America	美元，美利堅合眾國法定貨幣



## Glossary 詞彙

### **Zambia**

the Republic of Zambia

### **ZAR**

South African Rand, the lawful currency of South Africa

### **ZCCM**

ZCCM Investment Holdings plc, a Zambian state-owned mining company

### **ZMW**

Zambian Kwacha, the lawful currency of Zambia

### **贊比亞**

贊比亞共和國

### **南非蘭特**

南非蘭特，南非法定貨幣

### **ZCCM**

ZCCM Investment Holdings plc，一間贊比亞國有礦業公司

### **贊比亞克瓦查**

贊比亞克瓦查，贊比亞法定貨幣

\* *for identification purposes only*

\* 僅供識別



**JINCHUAN 金川**

Unit 3101, 31/F, United Centre,  
95 Queensway, Hong Kong  
香港金鐘道95號統一中心31樓3101室

[www.jinchuan-intl.com](http://www.jinchuan-intl.com)