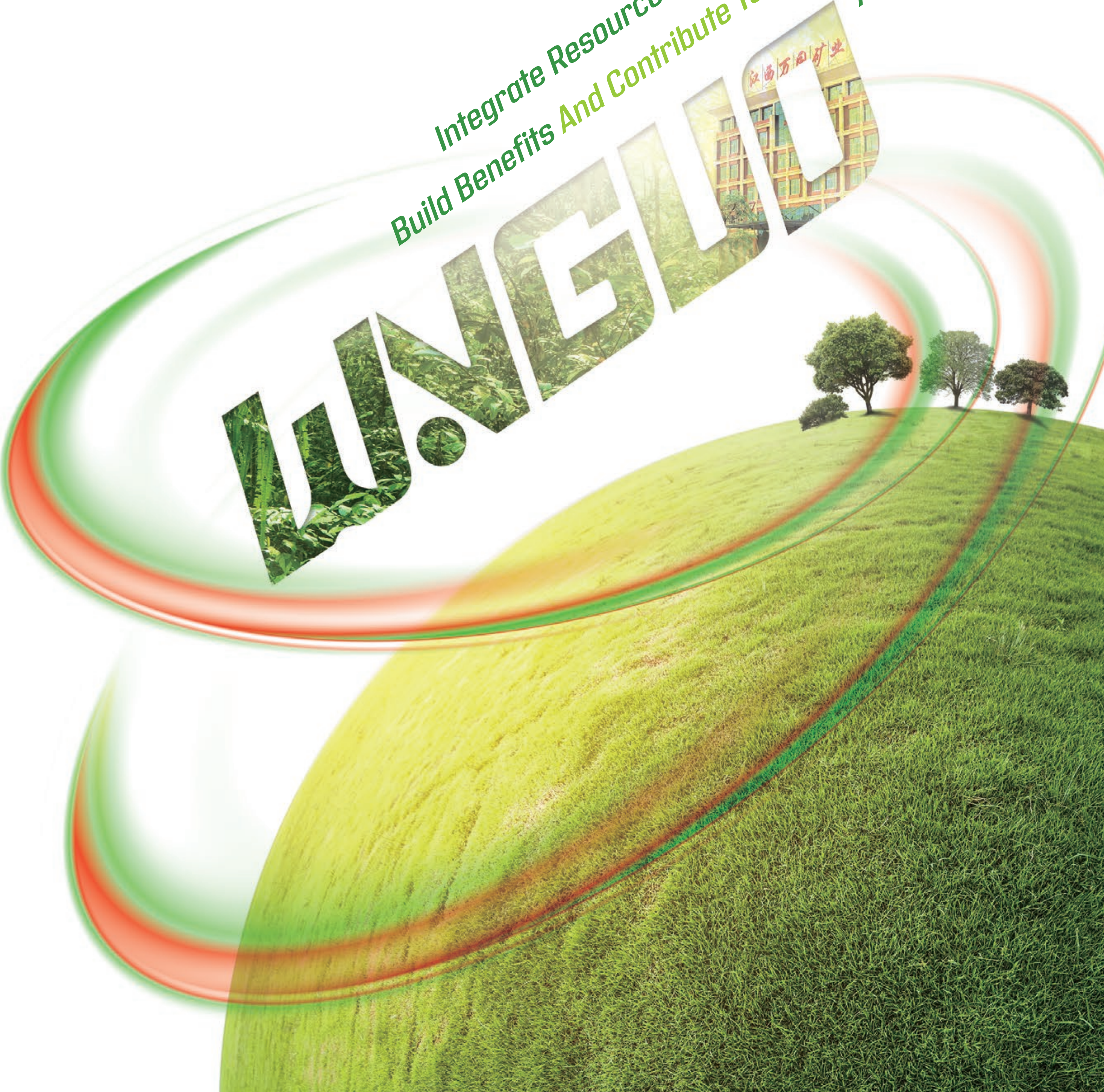
Wanguo International Mining Group Limited
萬國國際礦業集團有限公司

(incorporated in the Cayman Islands with limited liability)

Stock Code: 3939

Integrate Resources, Create Values,
Build Benefits And Contribute To The Society

Annual Report 2019



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Corporate Information

DIRECTORS

Executive Directors:

Gao Mingqing *(Chairman, Chief Executive Officer)*
Gao Jinzhu
Xie Yaolin
Liu Zhichun

Non-executive Directors:

Li Kwok Ping
Lee Hung Yuen
Iu Ching (resigned on 21 January 2020)

Independent non-executive Directors:

Lu Jian Zhong
Qi Yang
Shen Peng
Xiong Zeke (resigned on 30 September 2019)
Wang Xin (appointed on 2 January 2020)

AUDIT COMMITTEE

Shen Peng *(Chairman)*
Qi Yang
Lu Jian Zhong
Xiong Zeke (resigned on 30 September 2019)
Wang Xin (appointed on 2 January 2020)

REMUNERATION COMMITTEE

Qi Yang *(Chairman)*
Lu Jian Zhong
Liu Zhichun

NOMINATION COMMITTEE

Shen Peng *(Chairman)*
Qi Yang
Gao Jinzhu

COMPANY SECRETARY

Wong Chi Wah *(HKICPA, FCCA)*

HEADQUARTER AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

Xinzhuang Township Yifeng County
Jiangxi Province
PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 1, 28/F
Singga Commercial Centre
144-151 Connaught Road West
Hong Kong

REGISTERED OFFICE

3rd Floor, Queensgate House
113 South Church Street
P.O. Box 10240
Grand Cayman, KY1-1002
Cayman Islands

CAYMAN ISLANDS SHARE REGISTRAR AND TRANSFER OFFICE

Maples Fund Services (Cayman) Limited
PO Box 1093, Boundary Hall
Cricket Square Grand Cayman KY1-1102
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

AUDITOR

Crowe (HK) CPA Limited
Certified Public Accountants
9/F Leighton Centre,
77 Leighton Road,
Causeway Bay, Hong Kong

LEGAL ADVISER

as to Hong Kong Law
Dentons Hong Kong LLP
3201 Jardine House
1 Connaught Place
Central
Hong Kong

PRINCIPAL BANKER

Bank of China, Yifeng Sub-Branch
239 Xinchang West Street
Yifeng County
Jiangxi Province
PRC

STOCK CODE

3939

COMPANY WEBSITE

www.wgmine.com

Chairman's Statement

Chairman and
Chief Executive Officer

Dear Shareholders,

On behalf of the board (the "**Board**") of Directors (the "**Directors**", each a "**Director**") of Wanguo International Mining Group Limited (the "**Company**"), I am pleased to present the audited results of the Company and its subsidiaries (collectively referred to as the "**Group**") for the financial year ended 31 December 2019.

For the year ended 31 December 2019, the Group mined 786,502 tonnes of ores, of which it sold copper in copper concentrates of 3,139 tonnes, iron concentrates of 108,761 tonnes, zinc in zinc concentrates of 5,691 tonnes, sulfur concentrates of 155,444 tonnes, lead in lead concentrates of 690 tonnes, gold of 106 kg, silver of 6,587 kg and copper of 232 kg. We achieved revenue of RMB311.2 million, gross profit of RMB108.3 million and profit attributable to owners of the Company of RMB55.5 million.

On 5 September 2019, Gold Ridge Mining Limited (the Company's investment target) as the Developer, the Company as the Guarantor and the Contractors including China Railway International Group Co., Ltd（中鐵國際集團有限公司）and China Railway No.10 Engineering Group Co., Ltd.（中鐵十局集團有限公司）entered into a Construction and Mining Contract in respect of the project concerning the mining and operation of the Gold Ridge Mine located in the Solomon Islands (the "**Gold Ridge Project**"). This marks the Company's cooperation with China Railway Group Limited（中國中鐵股份有限公司）, one of the Fortune 500 companies. It is expected that such cooperation would speed up the development of the Gold Ridge Projects, thereby prompting a smooth production and operation of the Gold Ridge Project in a short period of time and generating benefits.

Pursuant to the Nonferrous Industry 2020 Annual Strategy Report（有色行業2020年度策略報告）issued by Ping An Securities（平安證券）on 12 December 2019, since 2019, due to the weakening and slowdown of the macro economy, China's non-ferrous metal industry has continued its downward trend in the year, and the industry's prosperity has remained low, showing a weakening of both supply and demand pattern. According to the National Bureau of Statistics of China, the first ten months of 2019, the profit made by of the upstream non-ferrous metal industry, which responded more to price fluctuations, fell by 23% year-on-year, while the profit made by of the middle and downstream non-ferrous metal industry increased slightly by 4.5%.

Although most metal prices remained weak in 2019, the performance of gold was bright. The Group will seize the opportunity to development the gold mine in Solomon Islands. With the recent outbreak of COVID-19, it has been causing uncertainties in global economy as well as the non-ferrous metal market. The Group therefore has a cautiously optimistic attitude towards the non-ferrous metal market in 2020.

On behalf of the Group, I would like to take this opportunity to express my sincere gratitude to all of our customers, business partners and investors for their support and trust to the Group. In addition, I would like to express my heartfelt thanks to our Directors and employees for their dedication and contribution to the Group.

By order of the Board

Gao Mingqing
Chairman and Chief Executive Officer
29 April 2020

Management Discussion and Analysis

MARKET REVIEW

Copper

According to World Bureau of Metal Statistics, the copper market recorded a deficit of 94,000 tonnes for the year ended 31 December 2019 which follows a deficit of 275,000 tonnes in the 2018. Reported stocks fell during December 2019 to close at 42,000 tonnes lower than at the end of December 2018. Shanghai stocks rose fractionally during December 2019. No allowance is made in the consumption calculation for unreported stock changes, particularly in the Chinese government stockpile.

World mine production for the year ended 31 December 2019 was 20.7 million tonnes, which was 1.7% higher than in the same period in 2018. Global refined production for the year ended 31 December 2019 was 23.7 million tonnes up 0.3% compared with the previous year with significant decreases recorded in India (down 128,000 tonnes) and in Chile (down 192,000 tonnes).

Global consumption for the year ended 31 December 2019 was 23.8 million tonnes, compared with 23.17 million tonnes for the same period of 2018. Chinese apparent demand for the year ended 31 December 2019 was 12.8 million tonnes, which was 2.5% higher than the year of 2018. European Union production fell by 4.7% and demand was 3.1 million tonnes, 7.5% below the whole year of 2018 total.

Management Discussion and Analysis

MARKET REVIEW *(Continued)*

Iron

2019 was a year of sharp fluctuations in iron ore prices. Due to the impacts of Brazilian mine disaster and Australian hurricane at the beginning of the year, there has been a significant gap in the supply side of the international iron ore market. As a result, the price of iron ore has soared above US$120 per tonne during the first half of the year. Starting from the second quarter, the three giant mines affected by reduced capacities at the beginning of the year have begun to resume production. Overseas non-mainstream mines and domestic mines have also been stimulated by the rapid rise in iron ore prices and have increased their production. This has gradually eased the issue of scarce supply. In the third quarter, as downstream raw material consumption shifted to the off-season, steel mill profits have been severely compressed, and the impact of production restriction arising from environmental protection has shrank the demand for iron ore in the downstream producers. Port inventory began to accumulate, and iron ore prices rapidly fell from a high level. Since September 2019, the overall trend began to be driven by factors such as the replenishment of steel plants as well as environmental protection restrictions, turned into oscillation.

Zinc

According to World Bureau of Metal Statistics, the zinc market was in deficit by 243,700 tonnes during the year ended 31 December 2019, compared with a surplus of 108,000 tonnes recorded in the previous year. Reported stocks decreased by 63,000 tonnes during 2019 with a net increase of 28,800 tonnes in Shanghai over the period. London Metal Exchange ("**LME**") stocks fell in December and closed at 77,800 tonnes below the level in December 2018. LME stocks represent 11% of the global total with the bulk of the metal held in Taiwan and Dutch warehouses.

Global refined production rose by 2.8% and consumption was 5.4% higher than the levels recorded in the previous year. Japanese apparent demand was, at 514,000 tonnes, 6.8% above the equivalent total for the year of 2018.

World demand was 725,000 tonnes higher than that for the year of 2018. Chinese apparent demand was 6.8 million tonnes or 48% of the global total. No allowance is made in the consumption calculation for unreported stock changes.

Lead

According to World Bureau of Metal Statistics, the lead market recorded a deficit of 329,000 tonnes during the year ended 31 December 2019 which follows a deficit of 243,000 tonnes recorded in 2018. Total stocks at the end of December 2019 were 10,000 tonnes lower than that at the end of 2018. No allowance is made in the consumption calculation for unreported stock changes.

World refined production during the year ended 31 December 2019 from both primary and secondary sources was 12.4 million tonnes, which was 6% higher than in the comparable period of 2018. Chinese apparent demand was estimated at 5.9 million tonnes, which was 680,000 tonnes higher than the comparable period in 2018, representing about 46% of the global total. For the USA, apparent demand has increased by 37,000 tonnes for the year ended 31 December 2019 as compared to the same period of 2018.

Management Discussion and Analysis

MARKET REVIEW *(Continued)*

Gold and Silver

The spot gold price was a trend of dropping at the beginning and climbing up afterwards in 2019. At the start of the year, due to the uncertainty in Brexit and the attitude of the Federal Reserve, the price of gold began to strengthen slightly from US$1,280 per ounce, stopped at US$1,346 ounce and began to fall.

The publication of continuing deterioration of U.S. economic data as well as the dynamics of the Sino-US trade war in June 2019, accelerated the rise of gold price, which attained US$1,557 per ounce, reaching the peak of gold prices in the recent six years.

The fact that the Federal Reserve lowered the interest rates twice, and the smooth progress of the Sino-US trade negotiations put pressure on the price of gold, resulting in a volatile downward adjustment phase. It then rose again and closed at US$1,520 per ounce at the end of the year.

In 2019, international silver opened at US$15.48 per ounce. The trend was weak in the first half of the year. After June 2019, the trade conflict between China and the US escalated, triggering risk aversion and quickly pushing up silver prices, hitting a high of US$19.64 per ounce since 2017. Due to the ease of market's anxiety, silver price dropped and recorded an annual increase of about 9% at the end of the year.

BUSINESS REVIEW

Our Group is principally engaged in the business of mining, ore processing and sale of concentrates products in the PRC. Currently, we, through our wholly-owned subsidiaries, own the entire equity interest in Yifeng Wanguo, which in turn owns the Xinzhuang Mine, in which we conduct underground mining. The Xinzhuang Mine has a substantial volume of non-ferrous polymetallic mineral resources. Products of our Group primarily include copper concentrates, iron concentrates, zinc concentrates, sulfur concentrates, lead concentrates as well as by-products of gold and silver.

In addition, the Group has, on 13 July 2017, completed an acquisition of 51% attributable interest of Xizang Changdu County Dadi Mining Company Limited ("**Xizang Changdu**"), which owns the Walege Mine in which we may further exploit for open-pit and underground mining. The Walege Mine has a significant volume of mineral resources of lead and silver.

EXPANSION IN EXISTING MINE

Xinzhuang Mine

We had completed our expansion plan as disclosed in the prospectus of the Company dated 28 June 2012 (the "**Prospectus**") in Xinzhuang Mine, reaching 600,000 tpa in both mining capacity and processing capacity.

Yifeng Wanguo entered into an agreement with China Nerin Engineering Co., Ltd（中國瑞林工程技術有限公司）("**Nerin**") for conducting a feasibility study on an expansion plan of our Xinzhuang Mine to 900,000 tpa. Nerin has provided the preliminary draft the feasibility study report to the Group by the end of 2019.

Management Discussion and Analysis

EXPANSION IN EXISTING MINE *(Continued)*

Walege Mine

We are in the progress of applying for the mining license for the Walege Mine. The industrial indicators' demonstration was completed in February 2018 and was registered and filed to the National Land Bureau Evaluation Centre（國土廳評審中心）(the "**Evaluation Centre**").

Additional samplings and chemical tests have been finished and submitted in 2018 and the results were satisfactory. In July 2019, we had updated the exploration report and resubmitted to the Evaluation Centre. In September 2019, the Evaluation Centre completed evaluation of the exploration report and issued a review opinion for the registration of mineral resource reserves and the verification of the mineral ore-body resources. The Group expects to start that the development plan, preliminary design and feasibility study of the Walege Mine in 2020.

EXPANSION IN SURROUNDING AREAS

According to the Independent Technical Expert's Report in the Prospectus, there are significant additional defined mineral resources outside the planned mining area in the Xinzhuang Mine within the boundary covered by the current mining licence held by the Group. On 20 November 2012, Yifeng Wanguo entered into an exploration agreement (the "**Exploration Agreement**") with the Bureau of Geology and Mineral Exploration of Jiangxi Province（江西省地質礦產勘查開發局）(the "**Jiangxi Geology Bureau**"). By the end of 2013, Jiangxi Geology Bureau has completed the field exploration work. A Mineral Resources Verification Report（資源儲量核實報告）has been finished and approved by Jiangxi Province Land Resources Bureau in April 2014 and obtained registration in December 2014.

The exploration in the Xinzhuang Mine has increased the geological reserves of the Group and further proved the hydrogeology conditions in the mining area. Yifeng Wanguo has also appointed Changsha Mine Research Institute（長沙礦山研究院）to carry out mining experiments on the possibility to remove the waterproof pillars in the mining area. The Group received the report by end of June 2017. The report showed that a portion of the waterproof pillars can be removed, which will result in an increase of mineral resources of the Xinzhuang Mine by 2.6 million tonnes.

HORIZONTAL EXPANSION

Proposed acquisition of majority shareholding of a gold mine in Solomon Islands

On 16 July 2017, the Company entered into the share sales and purchase agreement (the "**S&P Agreement**") with AXF Resources Pty Ltd ("**AXF Resources**") pursuant to which the Company has conditionally agreed to acquire, and AXF Resources has conditionally agreed to dispose of, 611 shares out of 1,000 shares in AXF Gold Ridge Pty Ltd ("**AXF Gold Ridge**") (representing 61.1% equity interest of AXF Gold Ridge) in consideration of AU$58.35 million. Pursuant to the terms of the S&P Agreement, the Company has agreed an estimated maximum commitment of AU$50 million for the reconstruction works and all administration and maintenance costs associated with the project of the exploitation and operations of the gold mine contemplated under the S&P Agreement (the "**AM Costs**"). Hence, the total amount of commitment by the Company for the acquisition as well as the reconstruction works and the AM Costs is AU$108.35 million.

Due to a material difference between the aforesaid consideration to be paid and the draft valuation amount of the asset to be acquired made by an independent third party during the due diligence review, the Company and AXF Resources re-negotiated the terms of the acquisition, and entered into a deed of amendment and restatement (the "**Deed**") on 20 February 2018 to supersede the S&P Agreement. Pursuant to the Deed, the Company has conditionally agreed to acquire, and AXF Resources has conditionally agreed to dispose of, 7,778 shares out of 10,000 shares in AXF Gold Ridge (representing 77.78% equity interest of AXF Gold Ridge) in consideration of AU$53.473 million (including the AU$11.11million of the reconstruction works taken to be paid by the Company on behalf of AXF Resources) and the net consideration is AU$42.363 million. Pursuant to the terms of the Deed, the Company has agreed a maximum commitment of AU$50 million for the reconstruction works.

Management Discussion and Analysis

HORIZONTAL EXPANSION *(Continued)*

Proposed acquisition of majority shareholding of a gold mine in Solomon Islands *(Continued)*

Pursuant to the terms of the Deed, on the completion date, both parties shall sign the Put Option Agreement, pursuant to which AXF Resources will agree to pay AU$10 to the Company and the Company will grant AXF Resources an option (the "**Put Option**") to require the Company to purchase all of the remaining interest in AXF Gold Ridge held by AXF Resources (i.e. 22.22% equity interest of AXF Gold Ridge). The aforesaid consideration payable by the Company on exercise of the Put Option shall be AU$26.388 million plus any premium to be agreed by the parties. Hence, the total maximum amount of commitment of the Company for the acquisition (together with the Reconstruction Works) and the Put Option is approximately AU$118.751 million (subject to any premium to be added to the consideration on the exercise of the Put Option).

On 19 October 2018, AXF Resources and the Company entered into an amendment to the S&P Agreement to amend the payment schedule of the consideration for the acquisition.

The Gold Ridge Project is a gold resource project located at lower northern slopes of Mount Chaunapaho in the central ranges of Guadalcanal Island. The Gold Ridge deposits are concentrations of low-sulphidation intrusion related epithermal gold mineralisation. It consists of five known mineralised deposits of Valehaichichi, Charivunga, Namachamata, Kupers and Dawsons.

The Gold Ridge Project consists of a mining lease (No. 1/1997) that covers an area of 30 km^2 and surrounding this is a prospecting license (SPL 194) that covers an area of 130 km^2. Set out below is the estimated resources of the Gold Ridge Mine under JORC code prepared by Independent Technical Expert.

Gold Ridge Mineral Resources (August 2016) at a cut-off grade of 0.5g/t

Mine deposits	Measured		Indicated		Inferred		Total	
	kt	Au g/t	kt	Au g/t	kt	Au g/t	Kt	Au g/t
Valehaichichi	434	1.26	3,118	1.28	867	1.48	4,419	1.32
Namachamata	166	2.03	457	1.66	146	1.36	769	1.68
Charivunga	–	–	8,437	1.51	16,905	2.06	25,342	1.88
Kupers	2,640	1.50	7,662	1.18	3,004	1.30	13,306	1.27
Dawsons	1,056	1.42	15,932	1.30	2,895	1.60	19,883	1.35
Total	**4,296**	**1.48**	**35,606**	**1.33**	**23,817**	**1.88**	**63,719**	**1.52**

Subsequent to the reporting period, on 24 April 2020, the Company and AXF Resources entered into an amendment agreement to the S&P Agreement (the "**Amendment**") in relation to the acquisition of the majority shareholding of AXF Gold Ridge, pursuant to which, amongst other things, the consideration for the acquisition has been adjusted to AUD39.215 million (including the AUD17.110 million that has been paid for the Reconstruction Works) and the Company's obligations for the Reconstruction Works and for entering into Put Option Agreement to acquire remaining shares of the AXF Gold Ridge has ceased as well.

Since the Gold Ridge Project has substantial reserves of gold, it is expected to be further exploited, and the processing plant will be renovated upon completion by the Group. The Gold Ridge Project would therefore contribute revenue and profits to the Group. Unlike most other commodities, gold has been a stable performer in recent years, which is expected to enhance the stability of the Group's income in the future under impact of economy fluctuation.

Please refer to the announcements of the Company dated 22 February 2018, 30 April 2018, 31 July 2018, 28 September 2018, 22 October 2018, 31 December 2018, 31 March 2019, 31 May 2019, 31 July 2019, 30 September 2019, 31 December 2019, 31 March 2020 and 24 April 2020 for details.

HORIZONTAL EXPANSION *(Continued)*

Possible Disposal and Subscription of Shares of the Company

On 14 November 2018, the Company, Victor Soar Investments Limited ("**Victor Soar**"), Achieve Ample Investments Limited ("**Achieve Ample**") and the potential buyer (the "**Potential Buyer**") entered into the memorandum of understanding (the "**MOU**") in respect of the possible disposal of 80,000,000 Shares from Victor Soar and Achieve Ample to the Potential Buyer (the "**Possible Disposal**") and the possible subscription of a new issue of 232,000,000 Shares from the Company to the Potential Buyer (the "**Possible Subscription**") (collectively referred to as the "**Possible Transaction**").

The Company has been informed that on 26 August 2019, the Potential Buyer, Victor Soar and Achieve Ample have agreed to terminate the MOU, and their negotiations in respect of the Possible Transaction have been terminated as the parties were unable to reach an agreement on the terms of the formal agreements in relation to the Possible Transaction. For details, please refer to the Company's announcement dated 27 August 2019.

MINERAL RESOURCES AND RESERVES

The Xinzhuang Mine Mineral Resource Summary – as at 31 December 2019

Mineralization Type	JORC Mineral Resource Category	Tonnage	Grades					Contained Metals				
			Cu	Pb	Zn	TFe	mFe	Cu	Pb	Zn	TFe	mFe
		kt	%	%	%	%	%	Kt	kt	kt	kt	kt
Cu-Fe	Measured	5,220	0.80	–	–	–	–	41.97	–	–	–	–
	Indicated	11,487	0.68	–	–	–	–	78.59	–	–	–	–
	Subtotal	**16,707**	**0.72**	**–**	**–**	**–**	**–**	**120.56**	**–**	**–**	**–**	**–**
	Inferred	845	0.47	–	–	–	–	3.93	–	–	–	–
	Total	**17,552**	**0.71**	**–**	**–**	**–**	**–**	**124.49**	**–**	**–**	**–**	**–**
Fe-Cu	Measured	1,910	0.17	–	–	44.17	30.98	3.18	–	–	843.70	591.73
	Indicated	3,214	0.34	–	–	39.59	24.23	10.93	–	–	1,272.51	778.86
	Subtotal	**5,124**	**0.28**	**–**	**–**	**41.30**	**26.75**	**14.11**	**–**	**–**	**2,116.21**	**1,370.59**
	Inferred	296	0.53	–	–	44.13	31.03	1.58	–	–	130.62	91.84
	Total	**5,420**	**0.29**	**–**	**–**	**41.45**	**26.98**	**15.69**	**–**	**–**	**2,246.83**	**1,462.43**
Cu-Pb-Zn	Measured	1,734	0.13	0.97	5.36	–	–	2.27	16.87	92.96	–	–
	Indicated	2,252	0.09	1.88	3.70	–	–	1.96	42.38	83.32	–	–
	Subtotal	**3,986**	**0.11**	**1.49**	**4.42**	**–**	**–**	**4.23**	**59.25**	**176.28**	**–**	**–**
	Inferred	340	0.13	0.39	4.44	–	–	0.43	1.34	15.08	–	–
	Total	**4,326**	**0.11**	**1.40**	**4.42**	**–**	**–**	**4.66**	**60.59**	**191.36**	**–**	**–**
Total	Measured	8,864	–	–	–	–	–	48.85	16.87	92.96	843.70	591.73
	Indicated	16,953	–	–	–	–	–	93.48	42.38	83.32	1,272.51	778.86
	Subtotal	**25,817**	**–**	**–**	**–**	**–**	**–**	**142.33**	**59.25**	**176.28**	**2,116.21**	**1,370.59**
	Inferred	1,481	–	–	–	–	–	5.94	1.34	15.08	130.62	91.84
	Total	**27,298**	**–**	**–**	**–**	**–**	**–**	**148.27**	**60.59**	**191.36**	**2,246.83**	**1,462.43**

Note: (1) The mineral resources also contain meaningful amounts of gold and silver. Based on limited composite sample analysis, the average grade is 0.19 g/t for gold and 13.1 g/t for silver in the Cu-Fe resource, 0.17 g/t for gold and 5.7 g/t for silver in the Fe-Cu resource, and 0.61 g/t for gold and 56.7 g/t for silver for the Cu-Pb-Zn resource.

(2) The mineral resource and ore reserve estimates prepared in accordance with JORC Code are based on information up to 31 December 2011, as disclosed in the Appendix V of the Prospectus. Please refer to the same for details of the assumptions and parameters used to calculate these resource and reserve numbers and qualities of metals.

(3) There was no material change in these estimates during the period from 31 December 2011 to 31 December 2019.

Management Discussion and Analysis

MINERAL RESOURCES AND RESERVES *(Continued)*

The Xinzhuang Mine Ore Reserve Summary – as at 31 December 2019

Mineralization Type	JORC Ore Reserve Category	Tonnage	Grades					Contained Metals				
			Cu	Pb	Zn	TFe	mFe	Cu	Pb	Zn	TFe	mFe
		kt	%	%	%	%	%	kt	kt	kt	kt	kt
Cu-Fe	Proved	3,779	0.77	–	–	–	–	29.05	–	–	–	–
	Probable	4,188	0.65	–	–	–	–	27.15	–	–	–	–
	Total	**7,967**	**0.71**	**–**	**–**	**–**	**–**	**56.20**	**–**	**–**	**–**	**–**
Fe-Cu	Proved	2,010	0.20	–	–	37.45	33.02	3.98	–	–	752.70	663.73
	Probable	1,643	0.32	–	–	23.33	19.32	5.24	–	–	383.38	317.40
	Total	**3,653**	**0.25**	**–**	**–**	**31.10**	**26.86**	**9.22**	**–**	**–**	**1,136.08**	**981.13**
Cu-Pb-Zn	Proved	1,171	0.09	0.89	5.11	–	–	1.01	10.48	59.88	–	–
	Probable	824	0.04	1.43	2.91	–	–	0.32	11.80	23.95	–	–
	Total	**1,995**	**0.07**	**1.12**	**4.20**	**–**	**–**	**1.33**	**22.28**	**83.83**	**–**	**–**
Total	Proved	6,960	–	–	–	–	–	34.04	10.48	59.88	752.70	663.73
	Probable	6,655	–	–	–	–	–	32.71	11.80	23.95	383.38	317.40
	Total	**13,615**	**–**	**–**	**–**	**–**	**–**	**66.75**	**22.28**	**83.83**	**1,136.08**	**981.13**

Note: (1) The mineral resources also contain meaningful amounts of gold and silver. Based on limited composite sample analysis, the average grade is 0.19 g/t for gold and 13.1 g/t for silver in the Cu-Fe resource, 0.17 g/t for gold and 5.7 g/t for silver in the Fe-Cu resource, and 0.61 g/t for gold and 56.7 g/t for silver for the Cu-Pb-Zn resource.

(2) The mineral resource and ore reserve estimates prepared in accordance with JORC Code are based on information up to 31 December 2011, as disclosed in the Appendix V of the Prospectus. Please refer to the same for details of the assumptions and parameters used to calculate these resource and reserve numbers and qualities of metals.

(3) There was no material change in these estimates during the period from 31 December 2011 to 31 December 2019.

The Walege Mine Mineral Resource Summary – as at 31 December 2019 Grade Tonnage Reported above a Cut-off Grade of 2.5% Pb

JORC Mineral Resource Category	Tonnes (Mt)	Grade Pb (%)	Ag (g/t)	Lead Metal (1,000t)	Silver Metal (1,000Kg)
Measured	13.996	3.79	44.80	530.4	627.1
Indicated	18.343	3.57	43.32	655.6	794.7
Inferred	10.688	3.82	48.22	408.5	515.4
Totals	**43.027**	**3.71**	**45.02**	**1,595.5**	**1,937.2**

MINERAL RESOURCES AND RESERVES *(Continued)*

Notes:

(1) The mineral resource estimates ("MRE") is based on 136 diamond drilling holes, 54 trenching projects and 9 pit excavation engineering completed up until 2018. The wireframes were generated based on cross sectional widths of 50m-100m*100m-200m spacing. This was based on exploration drilling patterns. Mineralisation cut-off grades of 0.5% Pb combined with the geological logging were used to define the mineralised envelopes.

(2) The mineral resources have been classified and reported in accordance with the JORC Code. Resource classification is based on confidence in the mapping, geological interpretation, drill spacing and geostatistical measures. The current resource models provide robust global estimates of the in situ mineralisation of Pb and Ag. Mineral Resources have been reported above cut-off of 2.5% Pb.

(3) The MRE was based on 72 diamond drill holes completed up until 2013 and the wireframes were generated based on cross sectional widths of 100m-100m spacing as disclosed in the Company's circular dated 2 December 2015. Save as disclosed above, there were no material changes in the MRE for the years ended 31 December 2018 and 2019.

FINANCE REVIEW

Revenue, cost of sales, gross profit and gross profit margin

The Group's revenue decreased by approximately 3.0% from approximately RMB320.7 million in 2018 to approximately RMB311.2 million in 2019, which was primarily due to the decrease in volumes of concentrates sold during the year. Our cost of sales increased by approximately 9.7% from approximately RMB185.0 million in 2018 to approximately RMB202.9 million in 2019,

The overall gross profit decreased by approximately 20.1% from approximately RMB135.6 million for the year ended 31 December 2018 to approximately RMB108.3 million for the year ended 31 December 2019. Gross profit margin decreased from approximately 42.3% for the year ended 31 December 2018 to approximately 34.8% for the year ended 31 December 2019.

(i) Concentrates products

Revenue from sales of concentrates products decreased by approximately 8.9% from approximately RMB320.7 million for the year ended 31 December 2018 to approximately RMB292.0 million for the year ended 31 December 2019.

For the year ended 31 December 2019, we sold 3,139 tonnes of copper in copper concentrates, 108,761 tonnes of iron concentrates and 5,691 tonnes of zinc in zinc concentrates, compared to 3,446 tonnes, 111,153 tonnes and 5,096 tonnes respectively for the year ended 31 December 2018, representing decreases of approximately 8.9%, 2.2% and increase of 11.7%, for copper in copper concentrates, iron concentrates and zinc in zinc concentrates, respectively. Such decreases were principally attributable to the process trials and technical transformation conducted in processing plant.

The average prices of copper in copper concentrates, iron concentrates and zinc in zinc concentrates in 2019 were RMB35,330, RMB507 and RMB10,207 per tonne respectively, compared to RMB36,636, RMB376 and RMB14,946 per tonne respectively in 2018, representing an decrease of approximately 3.6%, increases of 34.8% and decrease of 31.7% respectively. During 2019, except for iron, most of the metals prices have dropped. Our Directors believe that such decrease was mainly due to the outbreak of the Sino-US tensions in the second half of 2019.

The cost of sales of concentrates products decreased by approximately 0.7% from approximately RMB185.0 million in 2018 to approximately RMB183.7 million in 2019, such decrease was mainly driven by the corresponding decrease in revenue.

FINANCE REVIEW *(Continued)*

Revenue, cost of sales, gross profit and gross profit margin *(Continued)*

(i) ***Concentrates products*** *(Continued)*

The gross profit of concentrates products for the year ended 31 December 2019 was approximately RMB108.3 million, which represented a decrease of approximately 20.1% compared to approximately RMB135.6 million for the year ended 31 December 2018. The gross profit margin decreased from approximately 42.3% for the year ended 31 December 2018 to approximately 37.1% for the year ended 31 December 2019. Such decrease was mainly attributable to the drop in the selling price of the concentrates.

(ii) ***Trading of electrolytic copper***

Starting from November 2019, the Group set up a branch for trading of electrolytic copper. Revenue from trading of electrolytic copper for the year ended 31 December 2019 was approximately RMB19.2 million.

Other income

Our other income mainly comprised bank interest income of approximately RMB0.5 million, incentives received from a local governmental authority of approximately RMB0.6 million and government grant and subsidy to Yifeng Wanguo in relation to the mining technology improvement of approximately RMB1.2 million for the year ended 31 December 2019. Other income decreased by approximately RMB0.7 million as compared with 2018, which was mainly attributable to the decrease in sales of other ore during 2019.

Other gains and losses

Our other gains and losses increased by approximately RMB2.7 million, which comprised mainly unrealised exchange gain of approximately RMB3.0 million as a result of the translation of Hong Kong dollars into Renminbi under the appreciation of Hong Kong dollars as at 31 December 2019, whereas for the year ended 31 December 2018, there were loss on written-off of approximately RMB0.5 million in respect of receivable from a counterparty and a loss on disposal of property, plant and equipment of approximately RMB0.4 million.

Distribution and selling expenses

Our distribution and selling expenses decreased by approximately 18.9% from approximately RMB3.7 million for the year ended 31 December 2018 to approximately RMB3.0 million for the year ended 31 December 2019. The decrease was mainly attributable to the decrease in sales volume.

Administrative expenses

Our administrative expenses decreased by approximately 6.0% from approximately RMB40.0 million in 2018 to approximately RMB37.6 million in 2019. The decrease was principally attributable to the decrease in research and development expenses incurred in connection with the completion of technical transformation.

Finance costs

Our finance costs decreased by approximately 21.1% from approximately RMB9.5 million in 2018 to approximately RMB7.5 million in 2019, primarily due to the decrease in bank loan interest expenses resulted from repayment of bank loans.

Income tax expense

Our income tax expense was approximately RMB10.0 million in 2019, consisting of PRC corporate income tax payable of approximately RMB9.0 million, withholding tax payable of approximately RMB2.3 million and overprovision of income tax of approximately RMB1.3 million. Our income tax expense was approximately RMB13.8 million in 2018, consisting of PRC corporate income tax payable of approximately RMB13.7 million, withholding tax payable of approximately RMB2.5 million, deferred tax credit of approximately RMB0.7 million and overprovision of income tax of approximately RMB1.6 million.

The decrease in our income tax expense for the year ended 31 December 2019 was primarily due to the decrease in the PRC corporate income tax expense as a result of decrease in operating profit.

FINANCE REVIEW *(Continued)*

Profit for the year

As a result of the foregoing, our profit after taxation decreased by approximately 22.9%, or approximately RMB16.5 million, from approximately RMB71.9 million for the year ended 31 December 2018 to approximately RMB55.4 million for the year ended 31 December 2019. Our net profit margin decreased from approximately 22.4% for the year ended 31 December 2018 to approximately 17.8% for the year ended 31 December 2019.

Profit attributable to owners of our Company

The profit attributable to the owners of our Company decreased by approximately 23.0% or approximately RMB16.7 million, from approximately RMB72.1 million for the year ended 31 December 2018 to approximately RMB55.5 million for the year ended 31 December 2019.

Analysis of property, plant and equipment and construction in progress

As at 31 December 2019, the Group's property, plant and equipment and construction in progress were approximately RMB438.2 million, representing a decrease of RMB0.5 million or 0.1% over last year mainly due to the depreciation of property, plant and equipment.

Analysis of inventories

Inventories consist of raw materials, ore and processed concentrates. Raw materials mainly include forged steel grinding balls, explosives, chemical products and diesel oil used for the production of concentrates. As at 31 December 2019 and 2018, our inventories were approximately RMB9.3 million and approximately RMB7.3 million respectively. The increase in inventories was mainly due to substantial volume of concentrates produced during the last quarter of 2019.

Analysis of trade receivables

Trade receivables represent receivables from the sale of processed concentrates. Our Group generally requests our concentrates customers to make a certain amount of down payment prior to delivery. For trade customers, our Group grants a credit period up to 60 days. As at 31 December 2019 and 2018, our trade receivables were approximately RMB7.9 million and RMB4.5 million respectively. The increase in trade receivables as at 31 December 2019 was mainly due to no down payment being received prior to delivery from a reputable customer.

Analysis of trade payables

Trade payables mainly consist of payables in respect of (i) the purchase of forged steel grinding balls and cement; (ii) construction fee payable to our contractors under the expansion plan; and (iii) fees payable to our third-party contractor, Wenzhou No. 2 Well and Tunnel Construction Company, for our mining work. As at 31 December 2019 and 2018, our trade payables were approximately RMB37.9 million and approximately RMB15.9 million respectively. The increase in trade payables as at 31 December 2019 was mainly due to delay in payment to our third-party contractors.

Liquidity and capital resources

Our liquidity requirements relate to funding working capital, capital expenditures, acquisition of mining right and maintaining cash reserves, which are funded by a combination of bank borrowings and cash generated from operation.

Our Group had cash and cash equivalents of approximately RMB4.7 million as at 31 December 2019, compared to approximately RMB22.0 million as at 31 December 2018, of which approximately RMB1.1 million (2018: approximately RMB1.0 million) was denominated in Hong Kong dollars, Australian dollars and US dollars.

As at 31 December 2019, the Group recorded net assets and net current liabilities of approximately RMB830.5 million (2018: RMB795.3 million) and approximately RMB238.7 million (2018: RMB233.2 million) respectively. The current ratio of the Group as at 31 December 2019 was 0.17 times as compared to 0.22 times as at 31 December 2018. The increase in net current liabilities and decrease in current ratio were attributable to the decrease in current assets mainly resulted from increase in expenditures in Gold Ridge project.

FINANCE REVIEW *(Continued)*

Borrowings

As at 31 December 2019, the Group had bank borrowings of approximately RMB49.9 million in aggregate with maturity from one year to eight years and effective interest rate of approximately 5.73%.

Gearing Ratio

The Group's gearing ratio (representing total bank borrowings and payables to former non-controlling shareholder of a subsidiary divided by total assets) amounted to 8.7% (2018: 16.5%). The decrease in gearing ratio was mainly attributable to increase in deposits for acquisition of a subsidiary and decrease in bank borrowings.

Cash Flows

The following table sets out a condensed summary of our Group's consolidated statement of cash flows for the year ended 31 December 2019 and 2018:

	Year ended 31 December	
	2019	2018
	RMB'000	RMB'000
Net cash inflow from operating activities	**137,597**	147,230
Net cash outflow from investing activities	**(86,283)**	(233,201)
Net cash outflow from financing activities	**(68,459)**	(1,941)
Net decrease in cash and cash equivalents	**(17,145)**	(87,912)
Effect of foreign exchange rate changes	**(182)**	1,262
Cash and cash equivalents at the beginning of the year	**21,989**	108,639
Cash and cash equivalents at the end of the year	**4,662**	21,989

Net cash flow from operating activities

For the year ended 31 December 2019, net cash inflow from operating activities amounted to approximately RMB137.6 million, which mainly comprised the profit before working capital changes of approximately RMB103.6 million, together with increase in trade and other payables of approximately RMB20.2 million and increase in contract liabilities of approximately RMB32.6 million and was offset by increase in inventories of approximately RMB2.0 million, increase in trade and other receivables of approximately RMB5.5 million and income tax paid of approximately RMB11.3 million.

Net cash flow from investment activities

Net cash outflow from investing activities amounted to approximately RMB86.3 million for the year ended 31 December 2019. It was primarily attributable to the payments of capital expenditure for property, plant and equipment of approximately RMB50.4 million, payment for evaluation and exploration assets of approximately RMB2.9 million, payments for development costs approximately RMB4.2 million, deposit paid for acquisitions of approximately RMB34.2 million and was offset by release of restricted bank balances of approximately RMB5.0 million and interest income of approximately RMB0.4 million.

Net cash flow from financing activities

Net cash outflow from financing activities amounted to approximately RMB68.5 million for the year ended 31 December 2019. This was principally due to new bank loan of approximately RMB53.8 million and non-interest bearing and unsecured advance from related parties of approximately RMB33.2 million and was offset by repayment of bank loans and interests of approximately RMB140.1 million, repayment of lease liabilities of approximately RMB0.4 as well as redemption monies of approximately RMB15.0 million paid to a former non-controlling shareholder of a subsidiary.

CAPITAL EXPENDITURES

The total capital expenditure of the Group decreased from approximately RMB263.7 million for the year ended 31 December 2018 to approximately RMB91.7 million for the year ended 31 December 2019, representing a decrease of approximately 65.2%. The capital expenditure in 2019 was primarily incurred from the purchase of mining equipment, construction of mining structures at the Xinzhuang Mine and deposits for acquisitions.

CONTRACTUAL OBLIGATIONS AND CAPITAL COMMITMENT

As at 31 December 2019, the Group's capital commitments amounted to approximately RMB266.8 million, which was attributable to the acquisition of equity interest in and the Reconstruction Works for the Gold Ridge Project.

As at 31 December 2019, the Group has also entered the following commitments in relation to the development of the Xinzhuang Mine.

	RMB'000
Three new shafts projects	936
Upgrading the processing plants	6,765
Other civil work	5,797
	13,498

CONTINGENT LIABILITIES

As at 31 December 2019, the Group did not have any material contingent liabilities or guarantees.

SIGNIFICANT INVESTMENTS, ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Save as disclosed in this annual report, the Group had no significant investments nor were there any other material acquisition and disposal of subsidiaries, associates and joint venture during the year ended 31 December 2019.

FUTURE PLAN FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Save as disclosed in this annual report, the Group does not have any plan authorised by the Board for material investments or additions of capital assets as at the date of this annual report.

CHARGE ON GROUP ASSETS

As at 31 December 2019, the Group's right-of-use-assets and buildings with carrying value of approximately RMB71.4 million (31 December 2018: RMB81.7 million of prepaid lease payments, mining right and buildings) were pledged to secure the Group's bank borrowings.

EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES

The Group's businesses are located primarily in the PRC and most of the transactions are conducted in Renminbi. Except for the Group's certain bank balances and cash, other receivables and other payables denominated in Hong Kong dollars, Australian dollars and US dollars, the majority of the Group's assets and liabilities are denominated in Renminbi.

As Renminbi fluctuates against Hong Kong dollars and Australian dollars in a limited extent during the year 2019, the Group had no material adverse exposure to foreign exchange fluctuations during the year 2019.

Management Discussion and Analysis

INTEREST RATE RISK

Our bank borrowings are denominated in Renminbi and Hong Kong dollars borrowed from domestic commercial banks at interest rates that are determined by reference to the benchmark interest rates set by the People's Bank of China ("**PBoC**") and Hong Kong Interbank Offered Rate ("**HIBOR**") respectively. Interest rates on our bank loans are subject to adjustments by our lenders in accordance with changes in the PBoC benchmark rates and HIBOR. We are exposed to interest rate risk resulting from changes in interest rates on our short-term and long-term bank borrowings. Increases in benchmark interest rates will increase the interest rates on our bank loans. Increases in interest rates will increase our expense on outstanding borrowings and the cost of new borrowings, and therefore could have a material adverse effect on our financial results. We have not used any interest rate swaps or other derivatives to hedge against interest rate risk.

FINANCIAL INSTRUMENTS

The Group's major financial instruments include trade and other receivables, bank balances and cash, restricted bank balance, trade and other payables, amounts due to related parties, consideration payable to a former non-controlling shareholder of a subsidiary and bank borrowings.

FINAL DIVIDEND

The Board did not recommend the payment of final dividend for the year ended 31 December 2019 (2018: RMB2.78 cents per share).

ANNUAL GENERAL MEETING

The 2020 annual general meeting (the "**AGM**") of the Company will be held on Friday, 26 June 2020. A notice convening the AGM will be published and despatched to the Shareholders in accordance with the requirements of the articles of association of the Company (the "**Articles**") and the Rules (the "**Listing Rules**") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") in due course.

CLOSURE OF REGISTER OF MEMBERS

To ascertain the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 22 June 2020 to Friday, 26 June 2020, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Friday, 19 June 2020.

Management Discussion and Analysis

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2019, we had a total of 349 (2018: 345) full-time employees, excluding the independent third-party contractor which is responsible for underground mining work.

	Number
Underground technical and supporting mine workers	
– Safety supervision	22
– Mining and geological technical staff	13
– Mining record and surveying staff	11
– Geological drilling operators	20
– Ventilation and hauling facilities and water-pump operators and maintenance staff	72
– Backfilling team	21
Processing plant workers	77
Mine management and supporting staff	113
	349

The remuneration of the employees of the Group is based on their experience, qualifications, and competence. Other employees' benefits include contributions to statutory mandatory provident funds for our Hong Kong employees, superannuation for our Australia employees, and social insurance together with housing provident funds for our PRC employees.

EXPLORATION, DEVELOPMENT AND MINING ACTIVITIES

Xinzhuang Mine

Mineral exploration

During 2019, the exploration activities in the Xinzhuang Mine was within 4-29 exploration line. We have completed underground geological drilling of 19,703 m, with drill size of 60-90 mm for the year ended 31 December 2019. For the year ended 31 December 2019, we have also finished tunnel drilling of 529 m and completed adit mapping of 15,296 m.

For the year ended 31 December 2019, no expenditure of mineral exploration was incurred.

Development

During 2019, the Group incurred development expenditure of approximately RMB50.4 million.

Detailed breakdown of development expenditure is as follows:

	RMB'(million)
Mining structures	44.7
Machinery and electronic equipment for processing plants	5.1
Motor vehicles	0.6
	50.4

EXPLORATION, DEVELOPMENT AND MINING ACTIVITIES *(Continued)*

Xinzhuang Mine *(Continued)*

Mining activities

During 2019, we processed a total of 782,431 tonnes of ore in the Xinzhuang Mine. The following table shows the volume of our concentrates products sold during 2019.

Type of concentrates sold	Volume
Copper in copper concentrates	3,139 tonnes
Iron concentrates	108,761 tonnes
Zinc in zinc concentrates	5,691 tonnes
Sulfur concentrates	155,444 tonnes
Lead in lead concentrates	690 tonnes
Gold in copper concentrates	53 kg
Silver in copper concentrates	2,670 kg
Gold in zinc concentrates	1 kg
Silver in zinc concentrates	811 kg
Gold in lead concentrates	52 kg
Sliver in lead concentrates	3,106 kg
Copper in lead concentrates	232 kg

During 2019, the Group incurred expenditures for mining and processing activities were RMB106.5 million (2018: RMB106.2 million) and RMB51.7 million (2018: RMB54.5 million) respectively. The unit expenditures for mining and processing activities were RMB135.3/t (2018: RMB140.7/t) and RMB66.1/t (2018: RMB72.2/t) respectively.

Walege Mine

The Group owns 51% equity interest of Xizang Changdu, which in turn owns the Walege Mine in which the Group can conduct both open-pit and underground mining. The Group is in the progress of converting its exploration license to mining license.

Mineral exploration

No mineral exploration was conducted in 2019. During 2019, the main activities were the license maintenance as well as application of conversion of exploration license to mining license.

Development

During 2019, the Group incurred the development expenditure of approximately RMB2.8 million in respect of preparation and submission of final draft geological exploration report for the Evaluation Centre to review and approve and for the registration of mineral resource reserves in the Tibet Land Resources Bureau.

Mining activities

Since the Walege Mine is still in development stage, no mining activity has taken place during the year ended 31 December 2019.

Management Discussion and Analysis

PROSPECT

We intend to continue to grow our business into a leading copper and iron mining company in the PRC through the following major strategies.

Growing production at our mine and outsourcing our mining works

The scale of our production operation in the Xinzhuang Mine has increased to our targeted mining capacity and processing capacity of 600,000 tpa by end of 2014. We planned to further upgrade the mining capacity to 900,000 tpa in coming years. To minimise costs, we will continue to outsource our underground mining works to third-party contractors.

Horizontal expansion through future acquisitions of new mines

We intend to further expand our mineral resources and ore reserves through the acquisitions of new mines. We will consider and balance assessment criteria carefully in respect of our acquisition targets, in order to pursue acquisitions prudently with a view to further growing our business and maximising returns to the Shareholders.

OUTLOOK

A common view is that with the recent recovery in international trade optimism, the risk of global economic recession in 2020 have dropped sharply, and the positive effects of global central bank easing in 2019 will also begin to appear. However, the uncertainties of international trade and outbreak of novel coronavirus pneumonia will also affect the global economy and therefore downward pressure on the domestic economy still exists, coupled with the fact that the Sino-US issue has not yet completely resolved, the pressure on metal prices in 2020 remains.

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

The Company has adopted the PRC laws relating to the mineral industry such as Mineral Resources Law of the PRC（中華人民共和國礦產資源法）, the Rules for Implementation of the Mineral Resources Law（中華人民共和國礦產資源法實施細則）, the Procedures for the Registration of Mining and Mineral Resources（礦產資源開採登記管理辦法）and other practices to ensure adherence to applicable legal and regulatory requirements and in particular, those that have a significant impact on the operations of the Group. The Board reviews and monitors regularly the Group's policies and practices on compliance with legal and regulatory requirements. Any changes in the applicable laws, rules and regulations are brought to the attention of relevant employees and senior management from time to time.

In addition, as a company listed on the Main Board of the Stock Exchange, the Company is subject to, among others, the Rules Governing the Listing Rules, the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission, the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) and the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the "**SFO**"). To the best knowledge of the Directors, the Company has complied with the relevant laws and regulations during the year ended 31 December 2019.

Biographical Information of Directors and Senior Management

EXECUTIVE DIRECTORS

Mr. GAO Mingqing (高明清), aged 67, is our chairman, chief executive officer and executive Director. He has been the general manager of Yifeng Wanguo since November 2003. Mr. Gao was appointed as our executive Director on 13 May 2011. Mr. Gao has approximately 19 years of experience in the mining industry. He is primarily responsible for our business strategies planning, management and supervision of overall operations including production, business development and financing and investment activities of our Group. In January 2012, Mr. Gao received a second class China Nonferrous Metals Industry Science and Technology Award (中國有色金屬工業科學技術獎) from the China Nonferrous Metals Industry Association (中國有色金屬工業協會) and the Nonferrous Metals Society of China (中國有色金屬學會) in respect of the Integrated Technology for Complicated Hard-to-mine Heavy Water Deposits Safety Mining of the Xinzhuang Mine (新莊銅鋅礦複雜難採大水礦床安全開採綜合技術). Mr. Gao was recognised by the People's Government of Yichun Municipal (宜春市人民政府) as an Excellent Entrepreneur (優秀企業家) in 2007 and an Outstanding Individual in New Business Establishment (全民創業標兵) in 2007, 2008 and 2010. Mr. Gao is also a director of Victor Soar Investments Limited, a substantial and controlling shareholder of the Company. Mr. Gao is a cousin of Mr. Li Kwok Ping, our non-executive Director.

Ms. GAO Jinzhu (高金珠), aged 60, is an executive Director and a member of the nomination committee (the "**Nomination Committee**") of the Board. She has been the deputy general manager of Yifeng Wanguo since January 2004. Ms. Gao was appointed as our executive Director on 13 May 2011. Ms. Gao has approximately 19 years of experience in the mining industry. She is primarily responsible for the human resources management of our Group. Ms. Gao completed the Business Administration Advance Research Program of the School of Continuing Education, Tsinghua University in July 2009. Ms. Gao is also a director of Achieve Ample Investments Limited, a substantial shareholder of the Company.

Mr. XIE Yaolin (謝要林), aged 57, an executive Director, has been our chief engineer and the mine manager of our Xinzhuang Mine since he joined our Group in July 2008. Mr. Xie was appointed as our executive Director on 12 June 2012. He is primarily responsible for the technical side of our mining operations, including supervising and managing production, operational safety and the development and planning of new mines. Mr. Xie has more than 35 years of experience in the mining industry, especially in the area of construction and design of mines and mining operations and management. He worked for Hunan Shuikoushan Non-Ferrous Metal Group Limited (湖南水口山有色金屬集團公司), previously known as Hunan Shuikou Mining Bureau (湖南水口山礦務局), from 1981 to 2008 where he was responsible for the general operations and management of mines including production management, construction management and mining technology implementation. In Hunan Shuikoushan Non-Ferrous Metal Group Limited, he last served as the chief engineer and deputy mine manager of Kangjiawan Mine (康家灣礦), a lead, zinc and gold mine in Hunan province. In January 2012, Mr. Xie received a second class China Nonferrous Metals Industry Science and Technology Award (中國有色金屬工業科學技術獎) from the China Nonferrous Metals Industry Association (中國有色金屬工業協會) and the Nonferrous Metals Society of China (中國有色金屬學會) in respect of the Integrated Technology for Complicated Hard– to-mine Heavy Water Deposits Safety Mining of the Xinzhuang Mine (新莊銅鋅礦複雜難採大水礦床安全開採綜合技術). Mr. Xie has been a committee member of the Mining Research and Development (礦業研究與開發), a magazine jointly published by the China Non–Ferrous Metal Association (中國有色金屬學會) and the Changsha Mining Research Institute (長沙礦山研究院), since September 2010. Mr. Xie was recognised as a senior engineer in geological investigation and mining exploration by Human Resources Office of Hunan Province (湖南省人事廳) in September 2001. He graduated from the China University of Geosciences (中國地質大學) with a bachelor's degree in hydrogeology in June 1989.

Mr. LIU Zhichun (劉志純), aged 52, is an executive Director and a member of the remuneration committee (the "**Remuneration Committee**") of the Board. He has been the deputy general manager of Yifeng Wanguo since he joined our Group in January 2008. Mr. Liu was appointed as an executive Director on 12 June 2012. He is primarily responsible for the marketing and sale of our products. Mr. Liu has approximately 21 years of experience in general marketing and sales of mining products. Prior to joining us in 2008, Mr. Liu worked in Hunan Province Chejiang Copper Mine (湖南省車江銅礦) from 1991 to 1997 where he last served as the deputy manager of the business department. Mr. Liu received a bachelor's degree in history from the Hunan Science and Technology University (湖南科技大學), previously known as the Xiangtan Normal University (湘潭師範學院), in June 1991.

Biographical Information of Directors and Senior Management

NON-EXECUTIVE DIRECTORS

Mr. LI Kwok Ping（李國平）, aged 57, was appointed as our non-executive Director on 12 June 2012. He is primarily responsible for advising on marketing activities and expansion of client network and has been a director of Yifeng Wanguo since November 2007. Mr. Li has approximately 24 years of experiences in cross-border trading. He has been a director of Corbest Development Limited（高柏斯發展有限公司）, a company engaged in the manufacture and trading of electronic products, since October 2000. Mr. Li is a cousin of Mr. Gao Mingqing, our chairman, chief executive officer and executive Director.

Mr. LEE Hung Yuen（李鴻淵）, aged 49, was appointed as our non-executive Director on 12 June 2012. He is primarily responsible for advising on investment strategies and office administration. Mr. Lee has been a director of Yifeng Wanguo since November 2007 and has been the company secretary of Taylor Investment International Limited (an indirect wholly-owned subsidiary of the Company) since August 2010. Mr. Lee has approximately 23 years of experiences in business development and investment in China. He has been engaged in the manufacture and sale of electronic and light-emitting diode lighting products since 1995.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. LU Jian Zhong（呂建中）, aged 58, is our independent non-executive Director and a member of each of the audit committee (the "**Audit Committee**") of the Board and the Remuneration Committee. Dr. Lu has approximately 19 years of experience in corporate senior management. He has been the Weir Group China President since November 2017. He was a Partner of Beijing Brunswick Consultancy Limited Shanghai Branch from June 2015 to October 2017. He held various positions in Sateri Holdings Limited, a company listed on the Main Board of the Stock Exchange in 2010 (stock code: 1768) and delisted in 2016, as well as RGE Management (China) Co., Ltd, and Asia Symbol (Shandong) Pulp and Paper Co., Limited from November 2013 to April 2015. Dr. Lu previously held various positions in BHP Billiton Limited, an international resources company listed on the London Stock Exchange (stock code: BLT) and Australian Securities Exchange (stock code: BHP), from March 2000 to July 2007. Dr. Lu was an expert in the United Nations from December 1994 to May 1997. Dr. Lu is a member of the Australian Institute of Management and a fellow of the World Academy of Productivity Science (WAPS). He graduated from Zhejiang University（浙江大學）with a bachelor's degree in engineering in July 1983. Dr. Lu was awarded a postgraduate degree in engineering of technological innovation from the Ecole Centrale Paris in 1990 and a doctor's degree in philosophy from the Royal Melbourne Institute of Technology in May 2000.

Mr. QI Yang（祁楊）, aged 52, is our independent non-executive Director, the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee. Mr. Qi has joined Hunan Nonferrous Metals Holding Group Co., Ltd.（湖南有色金屬控股集團有限公司）("**HNG**"), the parent company of Hunan Nonferrous Metals Corporation Limited（湖南有色金屬股份有限公司）("**HNL**") shares of which were listed on the Main Board of the Stock Exchange (stock code: 2626) and delisted on 31 March 2015, since November 2006 and acted as the head of its legal affairs department. He currently acts as the head of office of the board of directors and a member of its investment audit committee of HNG. Mr. Qi has also been a supervisor of HNL since March 2009. He was awarded the "Pioneering Individual in Provincial Legal Affairs in Corporate Supervision"（省屬監管企業法律事務工作先進個人）in 2008 by the State-Owned Assets Supervision and Administration Commission of Hunan Provincial People's Government（湖南省人民政府國有資產管理監督管理委員會）. Mr. Qi was qualified as a lawyer in the PRC in 1994. He graduated from the Zhongnan Institute of Politics and Law（中南政法學院）with a bachelor's degree in law in July 1991 and graduated as a research student in economic law from the Hunan University（湖南大學）in December 2002.

Biographical Information of Directors and Senior Management

Mr. SHEN Peng (沈鵬), aged 44, is our independent non-executive Director and the chairman of each of the Audit Committee and Nomination Committee. He has more than 21 years of experience in finance and mining industry of China and Australia. From January 2014 to June 2017, Mr. Shen was the director of Carabella Resources Limited, shares of which were listed on the Australian Stock Exchange (stock code: CLR) and delisted on 19 February 2014. Prior to joining Carabella Resources Limited, he was the chief financial officer of Yancoal Australia Limited, shares of which are listed on the Australian Securities Exchange (stock code: YAL), from 2010 to 2013. Mr. Shen served the Shenhua Group Corporation Limited (神華集團有限責任公司), the parent company of China Shenhua Energy Company Limited (中國神華能源股份有限公司) shares of which were dually listed on the Stock Exchange (stock code: 01088) and the Shanghai Stock Exchange (stock code: 601088), from 2004 to 2010. Mr. Shen worked in Deloitte Touche Tohmatsu CPA Ltd. Beijing Branch from 1998 to 2001. He graduated from the Central University of Finance and Economics (中央財經大學) with a bachelor's degree in economics in July 1998 and the University of Melbourne with a master's degree in applied finance in December 2003.

Mr. Wang Xin (王昕), aged 49, has been appointed as our independent non-executive Director and a member of the Audit Committee on 2 January 2020. He is currently the chairman of Foshan Nanhai Antaike Trading Company Ltd (佛山市南海安泰科經貿有限公司), primarily involved in trading of non-ferrous metals. Since 1992, he has worked as a professor-level senior engineer in the China Nonferrous Metals Techno-Economic Research Institute (有色金屬技術經濟研究院), primarily involved in industry research, and serving as an assistant to the dean and vice president. Mr. Wang is also an independent director of Fujian Minfa Aluminum Co., Ltd (福建省閩發鋁業股份有限公司), a company listed on Shenzhen Stock Exchange with stock code: 002578. Mr. Wang was the vice president of Indium and Bismuth Branch of China Nonferrous Metals Industry Association between November 2012 and November 2015. He also served as a director of the Second Session of the Aluminum Branch of the China Nonferrous Metals Industry Association from November 2012 to November 2015. Mr. Wang graduated from the Central South University of Technology (中南工業大學) in July 1992 with a bachelor degree of engineering, in mining engineering.

SENIOR MANAGEMENT

Mr. WONG Chi Wah (王志華), FCCA, HKICPA, aged 45, is our chief financial officer and company secretary. He was appointed as chief financial officer and company secretary in July 2011 and May 2012 respectively. Mr. Wong is responsible for the management of our Group's financial matters. He has approximately 24 years of experience in auditing and accounting fields. Prior to joining our Group, Mr. Wong was the chief financial controller and company secretary of China Automotive Interior Decoration Holdings Limited (stock code: 48, previously stock code: 8321), a company listed on the GEM of the Stock Exchange from February 2010 to June 2011. Mr. Wong received a bachelor degree in accountancy from the Hong Kong Polytechnic University in 1996. He is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants.

Corporate Governance Report

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining high standards of corporate governance to protect the interests of the Shareholders. The Company's corporate governance practices are based on principles, code provisions and certain recommended best practices as set out in the Corporate Governance Code (the "**CG Code**") in Appendix 14 to the Listing Rules. Except for the deviation from code provisions A.2.1 and A.2.7 of the CG Code as described in the relevant paragraphs of this corporate governance report, the Company had complied with the CG Code for the year ended 31 December 2019.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the "**Model Code**"). Having made specific enquiries with all Directors, the Company confirmed that all Directors have complied with the Model Code and the required standards of dealings as set out in the code of conduct for the year ended 31 December 2019 and up to the date of this annual report.

The Company has also established written guidelines on terms no less exacting than the Model Code (the "**Employees Written Guidelines**") for securities transactions by relevant employees who are likely to possess inside information of the Company. No incident of non-compliance of the Employees Written Guidelines by the relevant employees was noted by the Company for the year ended 31 December 2019.

BOARD OF DIRECTORS

During the year ended 31 December 2019 and up to the date of this annual report, the Board comprised four executive Directors, two non-executive Directors and four independent non-executive Directors as follows:

Executive Directors

Mr. Gao Mingqing *(Chairman and Chief Executive Officer)*
Ms. Gao Jinzhu
Mr. Xie Yaolin
Mr. Liu Zhichun

Non-executive Directors

Mr. Li Kwok Ping
Mr. Lee Hung Yuen
Ms. Iu Ching (resigned on 21 January 2020)

Independent non-executive Directors

Dr. Lu Jian Zhong
Mr. Qi Yang
Mr. Shen Peng
Mr. Xiong Zeke (resigned on 30 September 2019)
Mr. Wang Xin (appointed on 2 January 2020)

The composition of the Board is well balanced with each Director having sound industry knowledge, extensive corporate and strategic planning experience and/or expertise relevant to the business of the Group. The biographical details of the Directors and the relationship among the members of the Board are set out in the "Biographical Information of Directors and Senior Management" on pages 20 to 22 of this annual report. Save as disclosed in this annual report, and to the best knowledge of the Company, there is no financial, business, family or other material/relevant relationships among the members of the Board.

BOARD OF DIRECTORS *(Continued)*

Following the resignation of Mr. Xiong Zeke, the number of independent non-executive Directors has not represented one-third of the Board as required under Rule 3.10A of the Listing Rules since 30 September 2019. Please refer to the Company's announcement dated 30 September 2019 for details. As additional time was required by the Company to identify and appoint a suitable candidate, the Company therefore applied to the Stock Exchange for a waiver from strict compliance with Rules 3.10A of the Listing Rules for a period of one month from 30 December 2019 for filling the vacancy (the "**Waiver Application**"). The Company had become in compliance with the relevant requirements under the Rule 3.10A of the Listing Rules that the number of independent non-executive Directors represents one-third of the Board following the appointment of Mr. Wang Xin on 2 January 2020 and as at the date of this annual report. The Company subsequently amended the Waiver Application to cover the period from 30 December 2019 to 1 January 2020 and the Stock Exchange has granted to the Company, a waiver from strict compliance with Rules 3.10A of the Listing Rules for filling the vacancy for such period. Please refer to Company's announcement dated 2 January 2020 and 15 January 2020 respectively for details.

Save as disclosed above, during the year and as at 31 December 2019, the Board complied with the requirement of the Listing Rules relating to the appointment of at least three independent non-executive Directors and at least one of them has appropriate professional qualifications or accounting or related financial management expertise. The Company has received from each independent non-executive Director an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and the Company considers all the independent non-executive Directors to be independent.

ROLES AND RESPONSIBILITIES OF THE DIRECTORS

Generally, the responsibilities of the Board include:

- Formulation of overall strategic development of the Group;
- Supervision of the financial performance and risk management and internal control of the Group's business operations;
- Material acquisitions, investments, disposal of assets or any significant capital expenditure;
- Appointment, removal or reappointment of Board members and auditors;
- Review of remuneration of Directors; and
- Recommendation and declaration of any interim and final dividends.

The Board has delegated a schedule of responsibilities to the executive Directors and senior management of the Company. These responsibilities include implementing decisions of the Board and directing and co-ordinating day-to-day operation and management of the Company. The delegated functions and responsibilities are periodically reviewed by the Board. Approval has to be obtained from the Board prior to any significant transactions entered into by the aforesaid officers.

The Board has established three committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee (the "**Committees**", each a "**Committee**") for overseeing particular aspects of the Company's affairs. A copy of the current terms of reference of each Committee is available on the Investor Relations section of the Company's website. To comply with the Listing Rules, the terms of reference of each Committee are also available on the website of Hong Kong Exchanges and Clearing Limited ("**HKEX**"). The Board delegates its powers and authorities from time to time to the Committees in order to ensure operational efficiency and specific issues are being handled with relevant expertise. The Committees do not take action or make decision on behalf of the Board unless specifically mandated by prior Board authority to do so.

In addition, the Company has maintained a procedure for the Directors to seek independent professional advice, in appropriate circumstances, at the Company's expense in discharging their duties to the Company.

Corporate Governance Report

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the functions of corporate governance. For the year ended 31 December 2019, the Board performed the functions of corporate governance as set out in the code provision D.3.1 of the CG Code.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

According to code provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Gao Mingqing, in addition to his duties as the chairman of the Board (the "**Chairman**"), is also responsible for the strategic planning and overseeing all aspects of the Group's operations as the Chief Executive Officer of the Company. This constitutes a deviation from code provision A.2.1 of the CG Code. Mr. Gao Mingqing as one of the founders of the Group has extensive experience and knowledge in the core business of the Group and his duties of overseeing the Group's operations are clearly beneficial to the Group. The Board considers that this structure will not impair the balance of power and authority between the Board and the management of the Group.

BOARD MEETINGS

The Company held seven Board meetings during the year ended 31 December 2019, in which four Board meetings were held for reviewing and approving the financial and operating performance and considering the overall strategies and policies of the Group, and the remaining Board meetings were held for considering and approving (where applicable), among others, the resignation of Mr. Xiong Zeke as independent non-executive Director, the change of auditors of the Company and the delay in payment of 2018 final dividend.

The following table shows the attendance record of each Director at the Board meetings and the annual general meeting held during the year ended 31 December 2019:

	Attendance/Number of meetings	
Members	**Board meeting**	**Annual general meeting**
Executive Directors		
Mr. Gao Mingqing	7/7	1/1
Ms. Gao Jinzhu	6/7	1/1
Mr. Liu Zhichun	4/7	0/1
Mr. Xie Yaolin	7/7	1/1
Non-executive Directors		
Mr. Li Kwok Ping	7/7	1/1
Mr. Lee Hung Yuen	3/7	0/1
Ms. Iu Ching (resigned on 21 January 2020)	3/7	1/1
Independent non-executive Directors		
Dr. Lu Jian Zhong	3/7	0/1
Mr. Qi Yang	5/7	0/1
Mr. Shen Peng	3/7	0/1
Mr. Xiong Zeke (resigned on 30 September 2019)	0/4	0/1
Mr. Wang Xin (appointed on 2 January 2020)	N/A	N/A

BOARD MEETINGS *(Continued)*

According to code provision A.2.7 of the CG Code, the chairman should at least annually hold meetings with the independent non-executive Directors without the presence of other Directors. During the year, the Chairman did not hold any meeting with the independent non-executive Directors without other Directors present. Nevertheless, from time to time, the independent non-executive Directors express their views directly to the Chairman via other means including correspondences and emails. The Company is of the view that there is efficient communication between independent non-executive Directors and the Chairman.

PRACTICES AND CONDUCT OF MEETINGS

Notices of regular Board meetings are served to all Directors at least 14 days before the meetings to give all Directors an opportunity to attend. For other board meetings, reasonable notices have been given to all Directors.

The Directors will receive details of agenda and minutes of Committee/Board meetings in advance of and after each Committee/Board meeting respectively. The company secretary of the Company (the "**Company Secretary**") will distribute relevant documents to the Directors in a timely manner to enable the Directors to make informed decisions on matters to be raised at the Board meetings. All Directors have access to the advice and services of the Company Secretary who is responsible for ensuring the procedures of the Board meetings are complied with, and in consultation with legal adviser of the Company, advising the Board on compliance matters. Moreover, the Company Secretary prepares minutes of the Board meetings and keeps records of matters discussed and decisions resolved at all Board meetings. The Company Secretary also keeps the minutes of the Board meetings, which are open for inspection at any reasonable time on reasonable notice by any Director.

If a substantial Shareholder or Director has a conflict of interest in a matter to be discussed by the Board which the Board considers material, such matter shall be considered at a Board meeting instead of resolved by written resolutions. Independent non-executive Directors who and whose close associate(s) have no material interest in the matter should be present at such a Board meeting.

CONTINUOUS PROFESSIONAL DEVELOPMENT OF DIRECTORS

In accordance with code provision A.6.5 of the CG Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills in order to ensure that their contribution to the board remains informed and relevant.

Every newly appointed Director will receive formal, comprehensive and tailored induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

Internally-facilitated briefings for Directors will be arranged and reading material on relevant topics will be issued to Directors where appropriate.

Relevant reading materials including legal and regulatory update have been provided to the Directors for their reference and studying. Directors are encouraged to attend relevant training courses at the Company's expenses.

During the year ended 31 December 2019, all Directors have provided a record of their training to the Company Secretary. All Directors confirmed that they have read training materials provided by the Company in respect of corporate governance, updates of the Listing Rules and the Companies Ordinance.

Corporate Governance Report

CONTINUOUS PROFESSIONAL DEVELOPMENT OF DIRECTORS *(Continued)*

A summary of training received by the Directors for the year ended 31 December 2019 according to the records provided by the Directors is as follows:

Name of the Directors	Type of Continuous Professional Development: Reading on corporate governance, regulatory updates development and other relevant topics	Attending relevant training session
Executive Directors		
Mr. Gao Mingqing	✓	✓
Ms. Gao Jinzhu	✓	✓
Mr. Xie Yaolin	✓	✓
Mr. Liu Zhichun	✓	✓
Non-executive Directors		
Mr. Li Kwok Ping	✓	ABS
Mr. Lee Hung Yuen	✓	ABS
Ms. Iu Ching (resigned on 21 January 2020)	✓	✓
Independent non-executive Directors		
Dr. Lu Jian Zhong	✓	ABS
Mr. Qi Yang	✓	✓
Mr. Shen Peng	✓	ABS
Mr. Xiong Zeke (resigned on 30 September 2019)	✓	ABS
Mr. Wang Xin (appointed on 2 January 2020)	N/A	N/A

ABS: Absent
N/A: not applicable

On 10 January 2020, the Company's legal adviser provided a training in respect of updates of the Listing Rules, corporate governance and directors' duties to our Directors and senior management in order to develop and refresh their knowledge and skills. Mr. Gao Mingqing, Ms. Gao Jinzhu, Mr. Liu Zhichun, Mr. Li Kwok Ping, Mr. Lee Hung Yuen, Dr. Lu Jian Zhong, Mr. Qi Yang, Mr. Shen Peng and Mr. Wang Xin, attended the aforesaid training provided by our legal adviser.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Every Director (including executive Directors, non-executive Directors and independent non-executive Directors) has been appointed for a term of three years with automatic renewal, subject to termination by either party giving the other not less than three months' prior written notice.

The procedures and process of appointment, re-election and removal of the Directors have been set out in the Articles. The Nomination Committee is responsible for reviewing the Board's composition, developing and formulating relevant procedures for nomination and appointment or re-appointment of the Directors, monitoring appointment and succession planning of the Directors, and assessing independence of the independent non-executive Directors, as detailed below under the sub-section headed "Nomination Committee".

APPOINTMENT AND RE-ELECTION OF DIRECTORS *(Continued)*

According to article 87 of the Articles, one-third of the Directors (or if their number is not a multiple of three, the number nearest to but no less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. The retiring Directors shall be eligible for re-election.

Mr. Xie Yaolin, Mr. Lee Hung Yuen and Dr. Lu Jian Zhong will retire by rotation at the forthcoming AGM, and being eligible, offer themselves for re-election.

Pursuant to article 86(3) of the Articles, Mr. Wang Xin, who was appointed by the Board as an independent non-executive Director on 2 January 2020, will retire from office at the AGM and, being eligible, offer himself for re-election.

On 29 April 2020, the Board accepted the nomination from the Nomination Committee and recommended the retiring Directors to stand for re-election at the AGM.

DIRECTORS' LIABILITY INSURANCE

The Company has arranged for appropriate insurance cover to protect Directors from possible legal action against them.

NOMINATION COMMITTEE

The Nomination Committee was established on 12 June 2012 with written terms of reference in compliance with the CG Code. The Nomination Committee is mainly responsible for making recommendations to the Board regarding appointment of Directors. As at the date of this annual report, the Nomination Committee comprises one executive Director, namely Ms. Gao Jinzhu, and two independent non-executive Directors, namely Mr. Shen Peng and Mr. Qi Yang. Mr. Shen Peng has been appointed as the chairman of the Nomination Committee.

Board Diversity

The Nomination Committee has adopted a policy concerning diversity of Board members (the "**Board Diversity Policy**"), which is achieved through consideration of a number of factors, including but not limited to gender, age, cultural and educational background, or professional experience of the Board members.

All appointments to the Board will be based on merits against the selection criteria, having due regard to the benefits of diversity on the Board as well as the Company's own business model and specific needs arising from time to time. The Nomination Committee will review the Board Diversity Policy and its effectiveness regularly, monitor its implementation by conducting review of the Board composition under diversified perspectives and discuss any need for changes with the Board and recommend changes to the Board Diversity Policy to the Board for its consideration and approval.

Nomination Policy

On 29 March 2019, the Board has adopted a nomination policy (the "**Nomination Policy**") to assist the Board in identifying suitably qualified candidates and making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors as well as providing the selection criteria and procedures adopted for making recommendations by the Nomination Committee. A summary of the selection criteria and procedures for recommendation and selection of candidates for directorship is disclosed below.

NOMINATION COMMITTEE *(Continued)*

Nomination Policy *(Continued)*

Selection Criteria

In assessing the suitability of a proposed candidate, the Nomination Committee shall consider, among others, the following factors:

- reputation for integrity;
- accomplishment, experience and reputation of the relevant business of the Group;
- time to be devoted and attention to the affairs of the Company;
- diversity of the Board in all aspects, including but not limited to gender, age, cultural background, educational background, skills, knowledge and professional experience;
- compliance with the criteria of independence as prescribed under Rule 3.13 of the Listing Rules for the appointment of an independent non-executive Director; and
- any other relevant factors as may be determined by the Nomination Committee or the Board from time to time.

The appointment of any proposed candidate(s) to the Board or re-appointment of any existing member(s) of the Board shall be made in accordance with the Articles and other applicable rules and regulations.

Nomination Procedures

To nominate a candidate for the appointment and/or re-appointment of Directors, the procedures are as follows:

- The secretary of the Nomination Committee shall convene a meeting, and invite nominations of candidates from Board members (if any), for consideration by the Nomination Committee. The Nomination Committee may also put forward candidates who are not nominated by Board members;
- Proposed candidates will be asked to submit the necessary personal information, together with their written consent to be appointed as a director of the Company and to the public disclosure of their personal data on any documents or relevant website in connection with their nomination or otherwise pursuant to applicable rules and regulatory requirements. Recommendation will then be made by the Nomination Committee upon review of the relevant documents for Board's consideration and approval. The Nomination Committee may request candidates to provide additional information and documents, if considered necessary;
- In the context of re-appointment of any existing member(s) of the Board, the Nomination Committee shall make recommendations to the Board for its consideration and recommendation, for the candidates to stand for re-election at a general meeting;
- Please refer to the "Procedures for Shareholders to Propose a Person for Election as a Director of the Company", which is available on the Company's website, for procedures for shareholders' nomination of any candidate for election as a Director; and
- The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at any general meeting.

The Board will review the Nomination Policy, as appropriate, to ensure the effectiveness of the Nomination Committee.

NOMINATION COMMITTEE *(Continued)*

Nomination Policy *(Continued)*

Nomination Procedures *(Continued)*

During the year ended 31 December 2019, one meeting was held by the Nomination Committee to review and make recommendations to the Board on the re-appointment of each Director prior to that Director seeking for re-election at the following annual general meeting and review the biography of candidates to be appointed as new Director. The recommendations were made in accordance with the objective criteria with due regard for the benefits of diversity as set out in the Board Diversity Policy and the Articles. The following table shows the number of attendance of each member at the meeting of the Nomination Committee held during the year:

Members	Attendance
Mr. Shen Peng *(Chairman)*	✓
Mr. Qi Yang	✓
Ms. Gao Jinzhu	✓

On 29 April 2020, the Nomination Committee had recommended to the Board the re-appointment of Mr. Xie Yaolin, Mr. Lee Hung Yuen, Dr. Lu Jian Zhong and Mr. Wang Xin for re-election at the forthcoming AGM. The Board had accepted the Nomination Committee's recommendation.

REMUNERATION COMMITTEE

The Remuneration Committee was established on 12 June 2012 with written terms of reference in compliance with code provision B.1.2 of the CG Code. The primary duties of the Remuneration Committee include developing remuneration policies of the Directors, evaluating the performance, making recommendations on the remuneration package of our Directors and senior management and evaluating and making recommendations on employee benefit arrangements. As at the date of this annual report, the Remuneration Committee comprises one executive Director, namely Mr. Liu Zhichun, and two independent non-executive Directors, namely Mr. Qi Yang and Dr. Lu Jian Zhong. Mr. Qi Yang has been appointed as the chairman of the Remuneration Committee.

During the year ended 31 December 2019, one meeting was held by the Remuneration Committee for reviewing, assessing and making recommendations to the Board on the remuneration packages of the Directors and senior management for 2020. The following table shows the attendance of each member at the meeting of the Remuneration Committee held during the year:

Members	Attendance
Mr. Qi Yang *(Chairman)*	✓
Dr. Lu Jian Zhong	✓
Mr. Liu Zhichun	✓

Corporate Governance Report

AUDIT COMMITTEE

The Audit Committee was established on 12 June 2012 in compliance with Rule 3.21 of the Listing Rules, with written terms of reference in compliance with code provision C.3.3 of the CG Code.

The primary duties of the Audit Committee are, among other things, to provide independent view of our financial reporting process, risk management and internal control systems, oversee the audit process and perform other duties and responsibilities as assigned by the Board. As at the date of this annual report, the Audit Committee comprises four independent non-executive Directors, namely Mr. Shen Peng, Mr. Qi Yang, Dr. Lu Jian Zhong and Mr. Wang Xin. Mr. Shen Peng has been appointed as the chairman of the Audit Committee.

During the year ended 31 December 2019, four meetings were held by the Audit Committee to discharge its responsibilities and review the Group's annual and interim results, reporting and compliance procedures, and the re-appointment of the external auditor. The following table shows the number of attendance of each member at the meetings of the Audit Committee held during the year:

Members	**Attendance**
Mr. Shen Peng *(Chairman)*	3/4
Mr. Qi Yang	3/4
Dr. Lu Jian Zhong	3/4
Mr. Xiong Zeke (resigned on 30 September 2019)	2/2
Mr. Wang Xin (appointed on 2 January 2020)	N/A

The Audit Committee reviews the interim and annual reports respectively as well as the results announcements before submission to the Board. The Audit Committee focuses not only on the impact of the changes in accounting policies and practices but also on the compliance with accounting standards, the Listing Rules and the legal requirements in respect of the Company's interim and annual reports as well as the results announcements.

The Audit Committee is also responsible for making recommendations to the Board as to the appointment, re-appointment and removal of the external auditor, which is subject to the approval by the Board and at the general meetings of the Company by the Shareholders.

AUDITOR'S REMUNERATION

For the year ended 31 December 2019, the total fee paid/payable to the Group's external auditor, Crowe (HK) CPA Limited, in respect of annual audit services and non-audit services are set out below:

	Fees paid/payable HK$'000
Audit services	
Annual audit services	1,300
Non-audit services	
Major transaction services	200

DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Directors acknowledged their responsibility for the preparation of the financial statements of the Company for the year ended 31 December 2019, which give a true and fair view of the financial position of the Group. The auditor of the Company is responsible to form an independent opinion, based on the audit, on the financial statements prepared by the Directors and report the opinion solely to the Shareholders.

RISK MANAGEMENT AND INTERNAL CONTROL

The risk management and internal control systems has been designed to safeguard the assets of the Group, maintain proper accounting records, execute with appropriate authority and comply with the relevant laws and regulations.

The Board is responsible for maintaining and reviewing the effectiveness of the Group's risk management and internal control systems. They have carried out an annual review of the implemented systems and procedures, including areas covering financial, operational and legal compliance controls and risk management functions. The risk management and internal control systems are implemented to minimise the risks to which the Group is exposed and used as a management tool for the day-to-day operation of business. The system can only provide reasonable but not absolute assurance against misstatement or losses.

For the year ended 31 December 2019, the Board considered that the Company's risk management and internal control systems are adequate and effective and the Company has complied with the CG Code.

Main features of risk management and internal control systems

The Company has adopted a risk management policy which is applicable to the Group with objectives of:

(i) determination of risk acceptable to the Group;

(ii) identification and prioritisation of the risk arising from Group's operating activities;

(iii) placing of appropriate mitigation or treatment strategies to manage, transfer or avoid risks; and

(iv) annual review of risks and relevant mitigation strategies for their appropriateness.

To help ensure all risks which are relevant to the Group are considered, a systematic approach to risk identification is followed. Identifiable risk areas which are considered include:

- maintaining a safe work environment for the Group's employees;
- safeguarding and efficient use of assets;
- management of human resources;
- ensuring the Group complies with legal and regulatory obligations;
- achieving established objectives and goals;
- reliability and integrity of financial and operational information;
- compliance with internal policies and procedures; and
- changes in the Group's internal and external environments.

RISK MANAGEMENT AND INTERNAL CONTROL *(Continued)*

Main features of risk management and internal control systems *(Continued)*

Measures of consequence and likelihood have been determined and are used on a consistent basis. Risk assessment process consists of:

(i) the Group's primary risk assessment process comprises a comprehensive annual risk review. This review involves a complete re-development and re-assessment of the risks to the Group. A team approach comprising senior management from all business units of the Group's operations is used in this assessment phase;

(ii) the review is coordinated with the strategic planning cycle of the Group to ensure risk associated with all strategic business objectives and activities are considered;

(iii) risks identified by each business unit who review their risk profiles annually, and results of internal audit work, are also incorporated into the review;

(iv) the Group's senior management team measures the risks which have been identified and prioritises them in terms of their impact on the Group;

(v) results of the annual review are documented, and include mitigation strategies where appropriate; and

(vi) the Board and the Audit Committee perform annual review.

During 2019, the Company has appointed Infinity Concept Ripple Limited, an independent consultant, to take up the role of the Group's internal audit function, reviewing the effectiveness of the risk management and internal control systems as well as providing any recommendations for material defects to the Group.

The Group has also adopted a "Insider Information Dissemination" policy as follows:

(i) all Directors and senior management have been advised to follow the policy;

(ii) any potential insider information identified by any business units should be notified to the Company Secretary immediately. Such information should be kept confidential and to allow the Board or senior management for investigation and consultation with legal adviser;

(iii) the Company Secretary will draft the appropriate announcements for the Board approval and arrange for publication to the public as soon as practicable; and

(iv) in case, the issue is complicated and requested more time to handle or has been known to the public, the Company Secretary will apply for a temporary suspension of trading from the Stock Exchange with the reasons on hand before issuing an appropriate and complete announcement.

COMPANY SECRETARY

The Company Secretary has attended more than 15 hours of continuing professional development training arranged by several professional bodies during the year ended 31 December 2019.

DIVIDEND POLICY

On 29 March 2019, the Board has adopted a dividend policy (the "**Dividend Policy**") with an aim to provide the Shareholders with stable and sustainable returns.

The payment and the amount of any dividends will be at the discretion of our Directors and will depend upon our future operations and earnings, acquisitions, capital requirements and surplus, general financial conditions, contractual restrictions and other factors which our Directors deem relevant. Cash dividends on our Shares, if any, will be paid in Hong Kong dollars.

Corporate Governance Report

SHAREHOLDERS' RIGHTS

Pursuant to article 58 of the Articles, an extraordinary general meeting shall be convened on the written requisition of any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company. Such members shall at all times have the right, by written requisition to the Board or the Company Secretary, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

There are no provisions allowing Shareholders to move new resolutions at general meetings under the Cayman Islands Companies Law or the Articles. Shareholders who wish to move a resolution may request the Company to convene a general meeting following the procedures set out in the preceding paragraph.

Regarding proposing a person for election as a Director, please refer to the procedures available on the website of the Company.

Shareholders may at any time send their enquiries and concerns to the Board in writing to the Company's principal place of business in Hong Kong at Unit 1, 28/F., Singga Commercial Centre, 144-151 Connaught Road West, Hong Kong.

INVESTOR RELATIONS AND COMMUNICATION WITH SHAREHOLDERS

The Company has established a range of communication channels between itself and its Shareholders, and investors. These include the publication of interim and annual reports, notices, announcements and circulars, the Company's website at www.wgmine.com and meetings with investors and analysts.

The Company encourages all Shareholders to attend the annual general meetings to stay informed of the Group's strategy and goals. It provides an opportunity for direct communication between the Board and its Shareholders. The chairman of the meeting explains the detailed procedures for conducting a poll and then answers any questions from the Shareholders. The poll results are published on the websites of the Company and HKEX.

CONSTITUTIONAL DOCUMENTS

During the year ended 31 December 2019, the Company has not made any changes to its memorandum and articles of association.

Environmental, Social and Governance Report

We are committed to operating safely and responsibly. As the mining industry is relatively demanding in terms of safety, our objective is to create a workplace without fatalities, injuries or occupational diseases. Our priority in our workplace is to protect the health and safety of our staff. Our policies and procedures support our practice and we meet or exceed applicable laws and regulations in PRC. The Company has engaged with the Board, management and staff for the purpose of obtaining information on the approach to environmental, social and governance (the "**ESG**") needed pursuant to the Environmental, Social and Governance Reporting Guide set out in Appendix 27 to the Listing Rules. As Yifeng Wanguo is the only operating entity of the Group as at 31 December 2019, our ESG reporting will solely base on the Xinzhuang Mine which is owned by Yifeng Wanguo.

A. ENVIRONMENTAL

Emissions

Our operations are subject to various PRC laws and regulations with respect to environmental protection and environmental rehabilitation. Other than general laws such as Environmental Protection Laws of PRC（中華人民共和國環境保護法）applicable to all entities in PRC, we are also subject to the Provisions on the Protection of the Geologic Environment of Mines（礦山地質環境保護規定）(the "**Provisions**") effective as of 1 May 2009. We complied a plan for the protection and restoration of the mine's geological environment and obtained approval from the Land Resources Bureau. We paid the guarantee deposit for restoration of the geological environment of mines under the Provisions and the provision for restoration cost is recognised annually in accordance with relevant rules and regulations applicable in the PRC at end of reporting period as well.

We formulated our own policy based on Environmental Protection Laws requirements, increasing the investment in environmental protection, strengthening environmental protection management for the purpose of increasing in production volume with low level growth in pollution released.

The Xinzhuang Mine has a valid pollutant discharge permit from the relevant local environmental protection department to undertake mining and processing activities at their respective mining site. Major environmental issues in our underground-type mining industry are management of wastewater and management of tailings. We have adopted various measures within our operations as well as emergency procedures with regard to environmental protection.

Wastewater: The site has developed a water-recycling management system. The Xinzhuang Mine obtains top-up water from the underground mine workings. Wastewater produced will be undergone several steps of precipitation and filteration, which is recycled to the concentrator for reuse. Pollutants will be discharged in tailings storage facilities.

The Group emitted approximately 941,000 tonnes (2018: 555,000 tonnes) of wastewater in production, which contained 21.9 tonnes (2018: 23.3 tonnes) of pollutants and effluent concentration was approximately 23.28 mg/L (2018: 42.03mg/L), which is below the required standard of 60mg/L. The discharge of Chemical Oxygen Demand was 21.9 tonnes in 2019 (2018: 23.3 tonnes), which was below the allowable level of 38.72 tonnes per year set by local environmental bureau.

Management of tailings: Underground waste is either left underground for back filling or used for construction purposes.

The Group produced approximately 493,000 tonnes (2018: 457,000 tonnes) of tailings.

During the year, approximately 70% (2018: 70%) of the tailings (coarse fraction) were mixed with cement and sent underground for back filling. The remaining 30% (2018: 30%) were stored in tailing dam and sales.

A. ENVIRONMENTAL *(Continued)*

Use of resources

Yifeng Wanguo adopted an initiative policy of staff assessment reward, linking consumption of fuels and electricity with their performance assessment.

During the year, the Group consumed approximately total of 6,675,000 tonnes (2018: 3,904,000 tonnes) of water, while it consumed approximately 560,000 tonnes (2018: 555,000 tonnes) of new water extracted from underground. The rate of water recycle was approximately 85.9% (2018: 85.8%), which was within our target of over 75%. During 2019, the Group optimised the circulation system of waste water pipes in the plants, which enhanced use of waste water.

During the year, electricity usage for production was 42,131,538 kwh (2018: 39,802,259 kwh) in total, which comprised mining of 15,734,596 kwh (2018: 14,493,701 kwh), processing of 24,092,766 kwh (2018: 24,438,603 kwh) and back-filling of 839,294 kwh (2018: 869,955 kwh) while the total ore processed during the year was 782,431 tonnes (2018: 754,973 tonnes). The total carbon emission for electricity use during production in 2019 was approximately 42.0 million kg (2018: 31.9 million kg). The unit of production per electricity usage was 53.9 kwh per tonne (2018: 52.7 kwh per tonne), which was attributed to renovation in ore processing.

Diesel usage was 145,334 lite (2018: 134,065 lite) for 12 vehicles (2018: 10 vehicles). The total carbon emission for diesel usage in 2019 was approximately 0.4 million kg (2018: 0.3 million kg).

The Environment and Nature Resources

We have adopted various policies on efficient use of resources as well as recycling and re-use of resources. Details are as follows:

Water management: the site has been developed with an emphasis on recycling used process and tailings storage facility drainage water, which is recycled to the concentrator for reuse. A recycling rate of over 75% is obtained. The Xinzhuang Mine obtains top-up water from the underground mine workings, while any surplus waste water from the site (including treated sewage) will be discharged to the nearby Shishui River following treatment in accordance with the regulatory standards in the PRC.

Solid waste: underground waste is either left underground for back filling or used for construction purposes (as a good quality construction material it is also sold locally).

Our operations may have the following impacts of activities on the environment and we have taken the corresponding actions to manage them.

Dust and air quality mitigation: water sprays will be used for the crushing and screening plant (with wet scrubbers to also be installed in conjunction with the project expansion). However, the ore and concentrates are either wet or damp, thereby requiring minimal dust mitigation measures. Other mitigation measures include enclosure of any potentially dusty activities, paving of surface roads, revegetation and availability of personal protection devices to workers to provide additional personal protection from dust, as required.

Noise control: methods of noise control include sound insulation by isolating the noisy machines in the specific locations of the plant from the staff operation room, and provision of noise protective articles to staff involved.

Rehabilitation: the Group prepared a conceptual mine closure plan which comprised part of the site's soil and water conservation plan and it pays periodically guarantee deposits in specific amounts for restoration of the land upon closure of mine in accordance with the requirements of Land Resources Bureau.

A. ENVIRONMENTAL *(Continued)*

The Environment and Nature Resources *(Continued)*

Environmental monitoring: a mine site environmental monitoring plan is in place under which analytical results are complied with the regulatory standards in the PRC. The regular company monitoring programme is supplemented by periodic monitoring tests conducted by both the Bureau of Environmental Protection of Jiangxi Province and Bureau of Environmental Protection of Yifeng County respectively.

Waste water on-line detection system has been installed to monitor the pollution level of waste water automatically.

Emergency Procedures: Overtopping of tailings storage facility and dam breaking are two exceptional environmental incidents that may occur in our operation.

The Group has implemented efficient emergency procedures in case of occurrence of the aforesaid events, including rescue responses, reporting procedures, relevant staff arrangement, provision of specific rescue materials, communications and transportation as well as contractual rescue plan with the nearby hospitals.

B. SOCIAL

Employment

Except for underground mining work, we provide equal opportunities and have no sex or age discrimination in recruitment of staff. For blasting operation, we only recruit staff with qualified license pursuant to relevant laws and regulations. Staff has to report to us whether there are any relatives in our Group and attend safety education training. In addition, staff has to be checked with police for non-criminal record.

Compensation and working hours

Generally, wages of workers comprise basic salary, performance salary and allowance. Working hours are 8 hours per day and are divided into normal working hours and shifting hours under different duties. Staff has 4 days-off in a month and enjoys public holidays, sick leave, wedding leave, funeral leave as well as maternity leave under local labour laws.

Benefits and welfares

Benefits and welfares include subsidy in meal expenses, accommodations, home-fare during Spring Festival, as well as various insurances under laws and regulations. Some staff can also have subsidy in telephone expenses. For home leave, marriage leave, funeral leave as well as participation in social activities, staff can still be paid normally.

As at 31 December 2019, the Group had a total workforce of 349 (2018: 345) which comprised 335 (2018: 331) in Jiangxi Province of the PRC, 2 (2018: 2) in Hong Kong and 12 (2018: 12) in Australia. 271 (2018: 269) were male and 78 (2018: 76) were female.

Set out below is the distribution of our workforce.

By employment type

	No. of workforce	Turnover rate
Underground technical and supporting mine workers		
– Safety supervision	22	18.2%
– Mining and geological technical staff	13	53.8%
– Mining record and surveying staff	11	18.2%
– Geological drilling operators	20	25.0%
– Ventilation and hauling facilities and water-pump operators and maintenance staff	72	0.0%
– Backfilling team	21	0.0%
Processing plant workers	77	13.0%
Mine management and supporting staff	113	7.1%
	349	10.3%

B. SOCIAL *(Continued)*

Benefits and welfares *(Continued)*

By age group

	No. of workforce	Turnover rate
20 or below	2	0.0%
21-30	36	36.1%
31-40	64	9.4%
41-50	136	6.6%
51 or above	111	7.2%
Total	349	10.3%

Health and Safety

Occupational health and safety is one of our prime responsibilities, we have implemented and enforced a number of measures to ensure compliance of the regulatory requirements and our production safety and environmental protection. We have set up a department tailored for occupational health and safety, and a safety production management committee for safety activities. We have our own safety production and operational manual which specifies certain procedures such as our safety production procedures in respect of different posts and departments, our accident prevention procedures and accident reporting procedures. Regular safety drills are carried out to ensure the awareness of safety production measures in case of emergency handling. The roles and responsibilities of each of the supervising staff and workers are clearly defined and each supervising staff is accountable for their respective areas of responsibility. Our mine manager supervises the implementation of regular on-site examination and continuously monitors the safety policies. Our safety supervisor inspects the implementation of safety procedures on a daily basis.

We have implemented a set of guidelines and rules regarding the handling of such dangerous articles which comply with existing PRC laws, regulations and policies. We have implemented a mandatory safety training programme for all our employees in strict accordance with requirements under Production Safety Law of the PRC（中華人民共和國安全生產法）and Law of the PRC on Safety in Mines（中華人民共和國礦山安全法）. All new employees must participate in a three levels safety education programme before they start their work. Employees with specialized technical duties will be required to receive training pursuant to the respective regulations and requirements. We also conduct regular training for our existing staff to enhance their awareness of safety issues, and improve their knowledge in working safety techniques in order to reduce and eliminate the occurrence of accidents. During the year, there were no work-related fatalities. Lost days due to work injury were 744 days (2018: 533 days) while the number of incidents was 17 (2018: 17). Increase in lost days in 2019 due to inclusion 177 days for the work injury incurred in 2018.

Development and training

One of our prime developments is to provide an opportunity for all staff in learning and developing aspects so as to enhance personal development.

Our Group has arranged experienced staff, managerial staff, or other outsourcing expert, scholar or professional trainer to provide training to our staff.

Both on-the-job training and training programme are offered to the relevant staff. In accordance with the need of our Group, we will irregularly arrange job training to staff who will be assigned or transferred to different posts.

The Group encourages staff to take courses relevant to job in professional training institutions. Staff who obtains relevant technical titles, qualified certificates, graduate or master degree, can apply for assistance after completion.

New ground staff should attend not less than 36 hours tertiary safety education（三級安全培訓）while new underground staff should attend not less than 72 hours training. All staff should attend a 20 hours training organized by the county safety bureau each year.

B. SOCIAL *(Continued)*

Labour standards

The Group has policies to prevent child or forced labour. It does not allow recruiting staff of age under 18. If we discover any fake or hidden facts or cheats during the recruitment process, the candidate will be removed from our selection. If it is discovered after recruitment process, we will terminate the labour contract. Every candidate should provide personal identification documents, such as identity card, household record copy for verification purpose during recruitment process.

During the year, the Group has not discovered any non-compliance.

OPERATING PRACTICES

Supply chain management

The ore extracted from the Xinzhuang Mine is our principal raw material for producing our concentrate products. We do not purchase ores from third parties.

Ore processing at the Xinzhuang Mine consumes many types of auxiliary materials including forged steel grinding balls, chemical products, explosives, diesel oil and other production related materials. All our explosives, machinery and equipment, spare parts and auxiliary materials are sourced from local third-party suppliers in the PRC.

We implemented the Management of suppliers and assessment policy（供應商管理和考核制度）, to manage and assess the qualification, credit rating and quality of suppliers as well as daily maintenance measures. During 2019, there was a total of 65 (2018: 65) qualified major suppliers available for selection in the Group.

Product responsibility

We have a quality control policy in place to ensure that the quality of our concentrates meets the standard (including the level of minerals and impurities contained) for acceptance by our customers. Our quality control department is responsible for ensuring our product quality. We closely monitor our various production processes by conducting on-site inspection and taking samples during each shift and examining them at our laboratory. Regular trainings are also provided to our employees to enhance the quality standard. There are no requirements in compliance with relevant laws and regulations in this aspect. However, the pricing of our concentrates is based on level of minerals contained in our concentrates. An initiative policy is also adopted linking the performance of staff with level of minerals produced in our concentrates.

In 2019, we have not received any material complaints due to quality problems of our products.

Anti-corruption

Our Group has established the Anti-Fraud policy and procedures（反舞弊政策及程序）. Corruption is one of the frauds that will disrupt operation of the Group and violates the laws. In 2019, we have not received any complaints in relation to corruption.

Senior management is to lead by example and comply with the policies and regulations issued by the Group.

Every employee obtains a staff handbook which includes corporate policies and regulations. In addition, the Group arranges training in respect of ethics and anti-fraud to staff, for the purpose of handling conflict or temptation of interest.

For any corruption, fraud or other unethical activities discovered, staff can report to the management using real names or anonymously.

COMMUNITY INVESTMENT

The Group encourages recreational and sport activities held by staff and takes care of the need of staff, exploring the staff talent, participating in voluntary activities in the community and donations. Yifeng Wanguo participated in the Xinzhuang Town New Year's Day Party 2020.

In addition, the Group makes donations to community irregularly, and contributes to and participates in community. During the year, the Group donated approximately RMB198,000 in respect of staff in need and approximately RMB291,000 for charitable activities.

Directors' Report

The Directors are pleased to present this report and the audited consolidated financial statements of the Group for the year ended 31 December 2019.

1. PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Group is principally engaged in the business of mining, ore processing and sale of the concentrates products in the PRC. A review of the business of the Company and a discussion and analysis of the Group's performance during the year ended 31 December 2019 and the material factors underlying its results and financial position are provided in the sections of "Chairman's Statement" and "Management Discussion and Analysis" respectively from pages 2 to 3 and pages 4 to 19 of this annual report. The outlook of the Company's business is discussed throughout this annual report.

An indication of the likely future development in the Group's business is set out and included in the section headed "Business Review" from pages 6 to 11 and "Prospect" on page 19 of "Management Discussion and Analysis".

The Group's environmental policies and performance are set out and included in the "Environmental, Social and Governance Report" from pages 35 to 39 of this annual report and the "Environmental and Social Matters" set out in paragraph 38 below. Compliance with relevant laws and regulations which have a significant impact on the Company is set out and included in the section headed "Compliance with the Relevant Laws and Regulations" of "Management Discussion and Analysis" on page 19 of this annual report. Particulars of important events affecting the Company that have occurred since the end of the financial year 2019, if any, can also be found in paragraph 39 below.

An account of the Company's relationships with its key stakeholders (including substantial shareholders, employees, suppliers and customers) is included in the "Investor relations and communication with Shareholders" set out in the "Corporate Governance Report", "Substantial Shareholders' and other parties' Interest in Securities" and "Emolument Policy" set out in paragraphs 24 and 19 respectively below as well as the sections headed "Social" and "Operating Practices" in the "Environmental, Social and Governance Report", from pages 37 to 39 of this annual report.

2. PRINCIPAL RISKS AND UNCERTAINTIES

(i) Our mining operations are concentrated at one mining site

Our operations are exposed to uncertainties in relation to the Xinzhuang Mine, which is currently our only operating mine. All of our current operating cash flows and revenue are derived from the sales of concentrates produced from this single mine. Any significant operational or other difficulties in the mining, processing, storing and transporting of our products at or from the Xinzhuang Mine could reduce, disrupt or halt our production, which would materially and adversely affect our business, results of operation and financial condition.

In order to diversify the above risk, the Group has actively explored possibilities in acquisition. The Group has completed the acquisition of Xizang Changdu since 2017 and was in the progress of completing the acquisition of a gold mine in the Solomon Islands during 2019.

(ii) Accuracy of the mineral resources and reserves estimates of the Xinzhuang Mine is based on a number of assumptions and we may produce less mineral concentrates than our estimates

The mineral resources and reserves estimates of the Xinzhuang Mine are based on a number of assumptions that have been made by an independent technical expert in accordance with the JORC code. Resources and reserves estimates involve expressions of judgement based on various factors such as knowledge, experience and industry practice, number of drilling and sampling of the ore body and analysis of the ore samples etc.

The Group has already completed additional exploration outside the planned mining area in the Xinzhuang Mine within the boundary covered by the current mining license and a mineral resources verification report has been finished in April 2014 and obtained registration in December 2014 for the purpose of the application of increasing the mining capacity set forth in its mining license. Additional reserves discovered during the aforesaid exploration allow us to upgrade the mining capacity.

2. PRINCIPAL RISKS AND UNCERTAINTIES *(Continued)*

(iii) Risks of safety production

Although the Group maintains a high standard in safety production, the non-ferrous metal mining is still a hazardous industry and faces uncertainties caused by production environment, natural disaster and so on. Safety production is the top priority of the Group to achieve sustainable and stable development.

We have implemented and enforced a number of measures to ensure compliance of the regulatory requirements and our production safety and environmental protection. Please refer to the section headed "Health and Safety" of the "Environmental, Social and Governance Report" for details.

(iv) Fluctuations in the commodity markets

Our revenue is generated from sales of concentrates we produce. The price we obtain for our concentrates is determined by the amount of copper, iron, zinc and other metals contained in the concentrates and the market prices for these metals. The market price of these metals has fluctuated widely and has experienced periods of significant decline. We have limited ability to anticipate and manage commodity price fluctuations.

The Group has considered the use of hedging products available in the market to reduce the effect of such fluctuations. In addition, expansion of lead-silver mine in the Walege Mine and gold mine in the Solomon Islands will further increase our product mix and thus strengthen the Group's capacity to fight against market fluctuations.

3. RESULTS AND FINANCIAL POSITION

The Group's results for the year are set out in the consolidated statement of profit or loss and other comprehensive income on page 56.

The state of affairs of the Group and of the Company as at 31 December 2019 are set out in the consolidated statement of financial position on pages 57 to 58 and statement of financial position of the Company on page 123 respectively.

4. SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in Note 35 to the consolidated financial statements.

5. SUBSIDIARIES

Particulars of the Company's subsidiaries are set out in Note 44 to the consolidated financial statements.

6. SUMMARY OF FINANCIAL INFORMATION

A summary of financial results and of the assets and liabilities of the Group for the last five financial years are set out in the section headed "Summary of Financial Information" on page 125 in this report.

7. RESERVES

The movements in the reserves of the Group during the year are set out in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity. The movements in the reserves of the Company during the year are set out in Note 46 to the consolidated financial statements.

8. DISTRIBUTABLE RESERVES

At 31 December 2019, the Company's reserves available for distribution to owners of the Company comprising share premium account less accumulated losses amounted to approximately RMB169.4 million (2018: RMB214.9 million).

9. FINAL DIVIDENDS

The Directors did not recommend the payment of any dividend for the year ended 31 December 2019 (2018: RMB2.78 cents per share).

10. PROPERTY, PLANT, AND EQUIPMENT

Additions to the property, plant and equipment of the Group amounted to approximately RMB31.3 million for the year ended 31 December 2019. Details of the movements during the year in the Group's property, plant and equipment are set out in Note 15 to the consolidated financial statements in this annual report.

11. DONATIONS

Donations made by the Group during the year amounted to approximately RMB291,000.

12. MAJOR CUSTOMERS AND SUPPLIERS

During the year, sales to the Group's five largest customers in aggregate accounted for approximately 60.1% (2018: 81.0%) of the total sales for the year and sales to the largest customer accounted for approximately 15.9% (2018: 25.6%) of total sales.

Purchases from the Group's five largest suppliers in aggregate accounted for approximately 82.5% (2018: 68.5%) of the total purchases for the year and purchases from the largest supplier accounted for approximately 35.7% (2018: 32.8%) of total purchases.

None of the Directors, their close associates (as defined in the Listing Rules) or any shareholders of the Company (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had directly, or indirectly had any interest in the Group's five largest customers and suppliers during the year.

13. MANAGEMENT CONTRACTS

Other than the service contracts of the Directors, the Company has not entered into any contract with any individuals, firms or corporate entities to manage or regulate the whole or any substantial part of any business of the Company.

Directors' Report

14. DIRECTORS

The Directors during the year and up to the date of this annual report were as follows:

Executive Directors:
Mr. Gao Mingqing *(Chairman and Chief Executive Officer)*
Ms. Gao Jinzhu
Mr. Xie Yaolin
Mr. Liu Zhichun

Non-executive Directors:
Mr. Li Kwok Ping
Mr. Lee Hung Yuen
Ms. Iu Ching (resigned on 21 January 2020)

Independent non-executive Directors:
Dr. Lu Jian Zhong
Mr. Qi Yang
Mr. Shen Peng
Mr. Xiong Zeke (resigned on 30 September 2019)
Mr. Wang Xin (appointed on 2 January 2020)

In accordance with article 87 of the Articles, one-third of the Directors (or if their number is not a multiple of three, the number nearest to but no less than one-third) shall retire from office by rotation provided that every Directors are subject to retirement by rotation at least once every three years. Mr. Xie Yaolin, Mr. Lee Hung Yuen and Dr. Lu Jian Zhong will retire by rotation at the forthcoming AGM, and being eligible, offer themselves for re-election.

Pursuant to article 86(3) of the Articles, Mr. Wang Xin, who was appointed by the Board as an independent non-executive Director on 2 January 2020, shall retire from office at the forthcoming AGM and, being eligible, offer himself for re-election.

15. BIOGRAPHY OF THE DIRECTORS AND SENIOR MANAGEMENT

Biographical information of the Directors and senior management of the Group are set out on pages 20 to 22 of this annual report.

16. DISCLOSURE OF INFORMATION OF DIRECTORS PURSUANT TO RULE 13.51B(1) OF THE LISTING RULES

Changes of Director's information have been properly disclosed in "Biographical information of the Directors and senior management" on pages 20 to 22 of this annual report pursuant to the Rule 13.51B(1) of the Listing Rules.

Save as disclosed in this annual report, there are no other changes to the Directors' information as required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

17. DIRECTORS' SERVICE AGREEMENTS AND LETTER OF APPOINTMENT

Each of the Directors has entered into a service agreement or letter of appointment with the Company for a term of three years which is automatically renewable for subsequent periods of three years, unless terminated by at least three month's written notice served by either party at any time during the then existing term.

None of the Directors, including those proposed for re-election at the forthcoming AGM, has a service agreement which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

18. PERMITTED INDEMNITY PROVISION

The Company has arranged for an appropriate insurance cover for Directors' and officers' liabilities in respect of legal actions against its Directors and senior management arising out of corporate activities. The permitted indemnity provision is in force for the benefit of the Directors as required by section 470 of the Companies Ordinance when this Directors' Report is approved in accordance with section 391(1)(a) of the Companies Ordinance.

19. EMOLUMENT POLICY

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

The emoluments of the Directors are reviewed by the Remuneration Committee and approved by the Board, having regard to the relevant Director's experience, responsibility, workload and the time devoted to the Group; the Company's operating results and comparable market statistics.

The Company has adopted a share option scheme (the "**Scheme**") on 12 June 2012 to which the Directors and eligible employees, among others are entitled to participate in. The Company operates the Scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Details of the Scheme are set out in paragraph 36 below.

20. REMUNERATION OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

Details of the emoluments of the Directors and the five highest paid individuals in the Group are set out in Notes 11 and 12 to the consolidated financial statements.

21. INDEPENDENCE OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS

Each of the independent non-executive Directors has presented an annual confirmation letter to confirm his independence pursuant to Rule 3.13 of the Listing Rules. The Company has reviewed the independence of each of the independent non-executive Directors and considers all the independent non-executive Directors to be independent in accordance therewith.

22. CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS

The Company has adopted the code of conduct for securities transactions by the Directors on terms no less exacting than the required standard of dealings as set out on the Model Code. The Company, having made specific enquiries to all Directors, has confirmed that all the Directors have complied with the Model Code and the required standards of dealings as set out in the code of conduct for the year ended 31 December 2019 and up to the date of this annual report.

The Company has also established the Employees Written Guidelines for securities transactions by relevant employees who are likely to possess inside information of the Company. No incident of non-compliance of the Employees Written Guidelines by the relevant employees was noted by the Company for the year ended 31 December 2019.

23. DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SECURITIES

As at 31 December 2019, the interests or short positions of our Directors and chief executives in the shares, underlying shares or debentures of our Company and our associated corporations (within the meaning of Part XV of the SFO as notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or as recorded, pursuant to section 352 of the SFO, in the register referred to therein or which were required to be notified to our Company and the Stock Exchange pursuant to the Model Code contained in the Listing Rules, were as follows:

(a) Long positions in Shares

Name of Director	Capacity/nature of interest	Number of issued Shares held	Approximate percentage of shareholding in the Company
Mr. Gao Mingqing	Interest in controlled corporation	281,400,000[1]	39.08%
Ms. Gao Jinzhu	Interest in controlled corporation	138,600,000[2]	19.25%

Notes:

1. The 281,400,000 Shares were owned by Victor Soar Investments Limited, which is wholly owned and controlled by Mr. Gao Mingqing.

2. The 138,600,000 Shares were owned by Achieve Ample Investments Limited, which is wholly owned and controlled by Ms. Gao Jinzhu.

Save as disclosed above, as at 31 December 2019, so far as is known to any Directors or chief executives of the Company, none of the Directors or chief executives of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO) or (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or (c) were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

24. SUBSTANTIAL SHAREHOLDERS' AND OTHER PARTIES' INTERESTS IN SECURITIES

As at 31 December 2019, the following persons, other than the Directors and chief executives of the Company, had or were deemed or taken to have an interest and/or short position in the shares or the underlying shares which would fall to be disclosed under the provisions of Division 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company under section 336 of the SFO, or who was, directly or indirectly, interested in 5% or more of the issued share capital of the Company.

Long positions in Shares

Name of shareholder	Capacity/nature of interest	Number of issued Shares held	Approximate percentage of shareholding in the Company
Victor Soar Investments Limited	Beneficial owner	281,400,000[(1)]	39.08%
Ms. Lin Yinyin	Interest of spouse	281,400,000[(2)]	39.08%
Achieve Ample Investments Limited	Beneficial owner	138,600,000[(3)]	19.25%
Mr. Wang Weimian	Interest of spouse	138,600,000[(4)]	19.25%
Cheng Tun Prime Shine Limited	Beneficial owner	120,000,000[(5)]	16.67%
Shenzhen Chengtun Equity Investments Company Limited	Interest in controlled corporation	120,000,000[(5)]	16.67%
Haitong International Financial Solutions Limited	Security interest	450,000,000[(6)]	62.50%
Haitong International Securities Group Limited	Interest in controlled corporation	450,000,000[(6)]	62.50%
Haitong International Holdings Limited	Interest in controlled corporation	450,000,000[(6)]	62.50%
Haitong Securities Co., Ltd.	Interest in controlled corporation	450,000,000[(6)]	62.50%

Notes:

1. Victor Soar Investments Limited is wholly owned and controlled by Mr. Gao Mingqing.

2. Ms. Lin Yinyin is the wife of Mr. Gao Mingqing and is deemed to be interested in the 281,400,000 Shares held by Victor Soar Investments Limited, a company controlled by Mr. Gao Mingqing.

3. Achieve Ample Investments Limited is wholly owned and controlled by Ms. Gao Jinzhu.

4. Mr. Wang Weimian is the husband of Ms. Gao Jinzhu and is deemed to be interested in the 138,600,000 Shares held by Achieve Ample Investments Limited, a company controlled by Ms. Gao Jinzhu.

5. Cheng Tun Prime Shine Limited is a wholly-owned subsidiary of Shenzhen Chengtun Equity Investments Company Limited (深圳盛屯股權投資有限公司), which in turn is wholly-owned by Chengtun Mining Group Co., Ltd., a company listed on Shanghai Stock Exchange with stock code 600711.

6. Haitong International Financial Solutions Limited is indirectly owned by Haitong International Securities Group Limited, which in turn is owned as to 62.43% by Haitong International Holdings Limited and is ultimately owned Haitong Securities Co., Ltd.

Other than as disclosed above, as at 31 December 2019, the Company has not been notified by any person (other than the Directors or chief executive of the Company) who had interests or short position in the shares or underlying shares of the Company as recorded in the register required to be kept pursuant to Section 336 of the SFO.

Directors' Report

25. DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in paragraph 27 below, no Director nor any connected entity of the Director had a material interest, either directly or indirectly, in any transactions, arrangements or contract of significance to the business of the Group to which a controlling shareholder of the Company, the Company or any of its subsidiaries of fellow subsidiaries was a party at the end of the year or at any time during the year.

26. CONTRACTS OF SIGNIFICANCE

Save as disclosed in this annual report, no contract of significance in relation to the Group's business in which the Company, or any of its subsidiaries or fellow subsidiaries or a controlling shareholder of the Company was a party, and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the financial year 2019 or at any time during the financial year 2019.

27. CONNECTED TRANSACTION

Except for those disclosed in note 30 to the consolidated financial statements, there was no contract of significance to which the Company, or any of its subsidiaries, and a controlling shareholder or any subsidiaries was a party at the end of the year or at any time during the year.

28. DIRECTORS' RIGHTS TO ACQUIRE SHARES AND DEBENTURES OF THE COMPANY

Save as disclosed in paragraph 23 above, at no time during the year was the Company, or its subsidiaries, or its fellow subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of acquisition of shares in, or debentures of the Company or any other body corporate.

29. SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the best knowledge information and belief of the Directors, the Directors confirm that the Company has maintained a sufficient public float under the Listing Rules throughout the year ended 31 December 2019.

30. COMPETING INTERESTS

The Directors are not aware of any business or interest of the Directors, the controlling shareholders and their respective associates (as defined under the Listing Rules) that compete or may compete with the business of the Group and any other conflict of interest which any such person has or may have with the Group for the year ended 31 December 2019.

As disclosed in the Prospectus, each of our controlling shareholders has entered into the deed of non-competition in favour of our Company to the effect that each of them will not, and will procure each of their respective associates not to, directly or indirectly participate in, or hold any right or interest, or otherwise be involved in any business which may be in competition with our businesses.

The independent non-executive Directors have reviewed the status of compliance and are of the view that each of the controlling shareholders of the Company has complied with its undertaking under the deed of non-competition for the year ended 31 December 2019.

31. RELATED PARTY TRANSACTIONS

During the year, except for those disclosed in note 40 to the consolidated financial statements, the Group had no transactions with its related parties.

The related party transactions as disclosed in note 40 to the consolidated financial statements constituted exempted connected transactions under the Listing Rules.

32. PURCHASE, SALE OR REDEMPTION OF THE LISTED SECURITIES OF THE COMPANY

For the year ended 31 December 2019, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

33. BANK BORROWINGS

Particulars of bank borrowings of the Group as at 31 December 2019 are set out in note 32 to the consolidated financial statements.

34. RETIREMENT BENEFIT SCHEMES

Particulars of the retirement benefit schemes of the Group are set out in note 39 to the consolidated financial statements.

35. PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles or the laws of Cayman Islands which oblige the Company to offer new shares on a pro-rata basis to its existing shareholders.

36. SHARE OPTION SCHEME

The Company adopted a share option scheme (the "**Share Option Scheme**") on 12 June 2012.

(i) Purpose of the Share Option Scheme

The purpose of the Share Option Scheme is to provide an incentive for Eligible Participants (defined below) to work with commitment towards enhancing the value of our Company and the Shares for the benefit of our Shareholders and to retain and attract calibres and working partners whose contributions are or may be beneficial to the growth and development of our Group.

(ii) Participants of the Share Option Scheme and the basis of determining the eligibility of the participants

The Board may at its discretion grant options to any full-time or part-time employees, potential employees, consultants, executives or officers (including executive, non-executive and independent non-executive Directors) of our Company or any of its subsidiaries and any suppliers, customers, consultants, agents and advisers who, in the sole opinion of the Board has contributed or will contribute to our Group (collectively "**Eligible Participants**").

(iii) Maximum number of Shares

The maximum number of Shares in respect of which options may be granted under the Share Option Scheme shall not in aggregate exceed the number of Shares that shall represent 10% of the total number of Shares in issue as of the Listing Date (i.e. 10 July 2012), which is 60,000,000 Shares, being approximately 8.33% of the issued share capital of the Company as at the date of this annual report. The limit may be refreshed at any time provided that the new limit must not be in aggregate exceed 10% of the issued share capital of the Company as at the date of the Shareholders' approval in general meeting.

However, the total number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other scheme of the Company must not in aggregate exceed 30% of the shares in issue from time to time.

(iv) Maximum entitlement of each participant

Unless approved by our Shareholders in general meeting in the manner prescribed in the Listing Rules, the Board shall not grant options to any participant if the acceptance of those options would result in the total number of Shares issued and to be issued to that participant on exercise of his options during any 12-month period exceeding 1% of the total Shares then in issue.

36. SHARE OPTION SCHEME *(Continued)*

(v) Offer period and amount payable for options

The offer shall remain open for acceptance for a period of 14 business days from the date on which it is made provided that no such offer shall be open for acceptance after the expiry of the Scheme Period (as defined below) or after the termination of the Share Option Scheme. Unless otherwise determined by the Board and stated in the Offer Letter, there shall be no general performance target for the vesting or exercise of options.

An option shall be deemed to have been granted to (subject to certain restrictions in the Share Option Scheme), and accepted by, the Eligible Participant (the "**Grantee**") and to have taken effect upon the issue of an option certificate after the duplicate offer letter comprising acceptance of the option duly signed by the Grantee together with a remittance in favor of our Company of HK$1.00 by way of consideration for the grant of the option shall have been received by our Company on or before the last day for acceptance set out above.

(vi) Minimum period for which an option must be held before it can be exercised

Options may be exercised at any time from the date of grant of the option in the following manner:

i. up to 25% of the option granted from the first anniversary of date of grant of the option

ii. up to 50% of the option granted from the second anniversary date of grant of the option

iii. up to 75% of the option granted from the third anniversary date of grant of the option

iv. up to 100% of the option granted from the fourth anniversary date of grant of the option

(vii) Basis of determining the exercise price

The exercise price is determined by the Directors, and will not be less than the highest of (i) the closing price per share as stated in the Stock Exchange's daily quotations sheets on the date of the grant of the options; (ii) the average closing price per share as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of the grant of the options; or (iii) the nominal value of a share.

(viii) Remaining Life of the Share Option Scheme

The Share Option Scheme shall be valid and effective for 10 years from the Listing Date i.e. 10 July 2012 (the "**Scheme Period**"), after which time no further option will be granted but the provisions of the Share Option Scheme shall remain in full force and effect in all other respects.

During the year ended 31 December 2019, no share options was granted, exercised, expired or lapsed and there is no outstanding share options under the Share Option Scheme.

37. CORPORATE GOVERNANCE

The Company has complied with all code provisions stipulated in the CG Code as set out in Appendix 14 to the Listing Rules for the year ended 31 December 2019 except for the deviation from code provisions A.2.1 and A.2.7 of the CG Code and non-compliance with Rule 3.10A of the Listing Rules from 30 December 2019 and 1 January 2020.

A report of the corporate governance practice adopted by the Group is set out on pages 23 to 34 of this annual report.

38. ENVIRONMENTAL AND SOCIAL MATTERS

As the mining industry is relatively demanding in terms of safety, our objective is to create a workplace without fatalities, injuries or occupational diseases. Our policies and procedures support our practice and we meet or exceed applicable laws and regulations in PRC such as Environmental Protection Laws of PRC（中華人民共和國環境保護法）and Provisions on the Protection of the Geologic Environment of Mines（礦山地質環境保護規定）, Production Safety Law of the PRC（中華人民共和國安全生產法）and Law of the PRC on Safety in Mines（中華人民共和國礦山安全法）etc. We have implemented and enforced a number of measures to ensure compliance of the regulatory requirements and our production safety and environmental protection. During the year ended 31 December 2019, there were no work-related fatalities. Lost days due to work injury were 744 days while the number of incidents was 17.

We also implemented policies or procedures for our key stakeholders, such as employees, customers and suppliers. Details are as following: Regular and irregular trainings are provided to every staff member across different levels for their personal development as well as health and safety awareness. We implemented policies to manage, assess and maintain the relationship with our key auxiliary materials suppliers to avoid any interruption during our production process. We have a quality control policy in place to ensure that the quality of our concentrates meets the standard for acceptance by our customers. We did not receive any material complaints due to quality problems of our products during the year.

For detailed information, please refer to the Environmental, Social and Governance Report set out from pages 35 to 39 of this annual report.

39. EVENTS AFTER THE REPORTING PERIOD

Since the outbreak of the COVID-19 in China, ongoing prevention and control measures have been carried out throughout the whole world. The epidemic will impact the overall economy as well as the Group, especially the demand of processed concentrates of various metals in China. Therefore, the Group's operations and revenue may be negatively affected to a certain extent depending on the effects of the prevention and control measures, duration of the outbreak and implementation of various policies. The Company will closely monitor the situation, and assess its impacts on the Group's financial position and operating results. As it is difficult to estimate how much longer the situation will persist and the extent of impacts to the business, the Group will take a prudent approach to explore business opportunities that are beneficial to the Group and the Shareholders as a whole.

On 24 April 2020, the Company and AXF Resources entered into an amendment agreement to the Amendment in relation to acquisition of the majority shareholding of AXF Gold Ridge, pursuant to which, amongst other things, the consideration for the acquisition has been adjusted to AUD39.215 million (including the AUD17.110 million that has been paid for the Reconstruction Works) and the Company's obligations for the Reconstruction Works and for entering into Put Option Agreement to acquire remaining shares of the AXF Gold Ridge has ceased as well. Please refer to the announcement of the Company dated 24 April 2020 for details.

Save as disclosed above, the Group did not have any significant events after the reporting period up to the date of this report.

40. AUDITOR

Following the resignation of Deloitte Touche Tohmatsu as the auditor of the Company on 25 November 2019, Crowe (HK) CPA Limited ("**Crowe**") was appointed as the auditor of the Company on the same day to fill the vacancy. Save as disclosed above, there were no other changes in auditors of the Company during the past three years.

The consolidated financial statements of the Group for the year ended 31 December 2019 were audited by Crowe, Crowe will retire and, being eligible, offer themselves for reappointment at the forthcoming AGM. A resolution to re-appoint Crowe as the auditor fo the Company will be proposed at the forthcoming AGM.

On behalf of the Board

Gao Mingqing
Chairman
Hong Kong, 29 April 2020

Independent Auditor's Report

國富浩華(香港)會計師事務所有限公司
Crowe (HK) CPA Limited
9/F Leighton Centre,
77 Leighton Road,
Causeway Bay, Hong Kong

TO THE SHAREHOLDERS OF WANGUO INTERNATIONAL MINING GROUP LIMITED
(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Wanguo International Mining Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 56 to 124, 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 Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the 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.

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to note 1 to the consolidated financial statements, which indicates that as at 31 December 2019 the Group's current liabilities exceeded its current assets by approximately RMB238,744,000 and the Group had capital commitments contracted for but not provided in the consolidated financial statements of approximately RMB117,304,000, of which approximately RMB63,845,000 is due for payments in the next twelve months from the date of approval of these consolidated financial statements. The Group has also incurred a net cash outflow of approximately RMB17,145,000 for the year ended 31 December 2019. The Company is in the process of renewing the existing loan facilities of the Group and is actively identifying alternative sources of funding to meet the liquidity needs of the Group for the next twelve months from the end of the reporting period. However, the eventual outcome of the renewal of loan facilities and implementation of other fund raising activities could not be determined as at the date of our report. These events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

KEY AUDIT MATTERS

Key audit matters are the matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. The 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.

In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters below to be the key audit matters to be communicated in our report:

KEY AUDIT MATTERS *(Continued)*

Key audit matter	How our audit addressed the key audit matter
Impairment assessment of mining assets of the Yifeng Projects *Refer to note 17 to the consolidated financial statements* We identified the impairment assessment of the mining assets comprising principally property, plant and equipment, mining right, right-of-use assets and development costs in relation to the mining projects in Yifeng, Jiangxi Province, the People's Republic of China (the "PRC") ("Yifeng Projects"), as a key audit matter due to the significant degree of judgement and high estimation uncertainty involved in determining the key inputs and assumptions, described below, required for the value-in-use valuation model. As set out in note 4 to the consolidated financial statements, the aggregate carrying value of the mining assets of the Yifeng Projects was approximately RMB505,043,000 as at 31 December 2019. Management's assessment of the recoverable amount of these assets as a single cash generating unit based on its value-in-use requires determination of inputs of key parameters including the forecasted selling prices of metallic concentrates, future revenue which are dependent on future metal prices, growth rate and discount rate of Yifeng Projects in its value in use calculation using the discounted cash flow model. Based on management's assessment, there is no impairment of the relevant mining assets for the year ended 31 December 2019.	Our procedures in relation to impairment assessment of the mining assets of the Yifeng Projects included: • Evaluating the reasonableness of the management's estimates of future revenue expected to arise from the Yifeng Projects with reference to the historical performance, estimated future metal prices, latest budgets of the Group approved by the management and our understanding of the economic outlook of the mining industry. • Evaluating if management's estimates of future production volume are consistent with the reserve reports of external specialists. • Evaluating the reasonableness of the discount rate applied in the impairment assessment model with reference to the market data derived externally, including the current market risk-free rate of interest and the entity-specific risk factor. • Evaluating the accuracy of management's projection of future cash flow underlying the impairment assessment by comparing the historical estimate to the actual performance during the year.

KEY AUDIT MATTERS *(Continued)*

Key audit matter	How our audit addressed the key audit matter
Impairment assessment of exploration and evaluation assets and other intangible asset of Xizang Changdu *Refer to notes 18 and 19 to the consolidated financial statements*	
We identified the impairment assessment of the exploration and evaluation assets and other intangible asset in relation to the lead mine in Walege of the Changdu County, Tibet Autonomous Region, the PRC, owned by the subsidiary, Xizang Changdu County Dadi Mining Company Limited ("Xizang Changdu"), as a key audit matter due to the significant degrees of judgement involved in determining future revenue which is dependent on future metal prices and production plan and a discount rate applied in the impairment assessment model. As set out in note 4 to the consolidated financial statements, the aggregate carrying value of the exploration and evaluation assets and other intangible asset of the Xizang Changdu were approximately RMB187,436,000 and RMB319,288,000 respectively as at 31 December 2019. Management's assessment of the recoverable amount of these assets as a single cash generating unit ("CGU") also involved the appointment of an independent valuer to estimate the recoverable amounts of the CGU, which requires input of key parameters including the forecasted selling prices of metallic concentrates, growth rate and discount rate of Xizang Changdu in its fair value less cost of disposal using the discounted cash flow model. Based on management's assessment, there is no impairment of the exploration and evaluation assets and other intangible asset for the year ended 31 December 2019.	Our procedures in relation to impairment assessment of the exploration and evaluation assets and other intangible asset included: • Evaluating the independent valuer's competence, capabilities and objectivity. • Evaluating the reasonableness of the management's estimate of future revenue expected to arise from the Xizang Changdu with reference to feasibility studies performed by external specialists, estimated future metal prices, latest budgets of the Group approved by the management and our understanding of the economic outlook of the mining industry. • Evaluating if management's estimate of future production volume is consistent with the reserve reports of external specialists. • Evaluating the reasonableness of the discount rate applied in the impairment assessment model with reference to the market data derived externally, including the current market risk-free rate of interest and the entity-specific risk factor. • Engaging an independent external expert to assist us in assessing the valuer's work.

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 HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

The Board of Directors of the Company is charged with governance and is responsible for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAs, we exercise professional 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.

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

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

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

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

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

- 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.

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.

Crowe (HK) CPA Limited
Certified Public Accountants
Hong Kong, 29 April 2020

Chow Yiu Wah, Joseph
Practising Certificate Number: P04686

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 December 2019

	Notes	2019 RMB'000	2018 RMB'000
Revenue	5	**311,155**	320,669
Cost of sales		**(202,855)**	(185,039)
Gross profit		**108,300**	135,630
Other income	6	**2,275**	2,949
Other gains and losses	7	**3,014**	340
Distribution and selling expenses		**(3,024)**	(3,745)
Administrative expenses		**(37,574)**	(40,034)
Finance costs	8	**(7,541)**	(9,480)
Profit before tax		**65,450**	85,660
Income tax expense	9	**(10,044)**	(13,802)
Profit for the year	10	**55,406**	71,858
Other comprehensive income for the year			
– Exchange differences arising on translation of a foreign operation, which may be reclassified subsequently to profit or loss		**(200)**	1,287
Total comprehensive income for the year		**55,206**	73,145
Profit/(loss) for the year attributable to:			
Owners of the Company		**55,539**	72,145
Non-controlling interests		**(133)**	(287)
		55,406	71,858
Total comprehensive income attributable to:			
Owners of the Company		**55,339**	73,432
Non-controlling interests		**(133)**	(287)
		55,206	73,145
Earnings per share			
Basic (RMB cents)	13	**7.7**	10.1

Consolidated Statement of Financial Position

At 31 December 2019

	Notes	2019 RMB'000	2018 RMB'000
NON-CURRENT ASSETS			
Property, plant and equipment	15	**438,219**	438,651
Right-of-use assets	16	**58,965**	–
Mining right	17	**13,690**	14,755
Exploration and evaluation assets	18	**187,436**	184,548
Other intangible asset	19	**319,288**	319,288
Prepaid lease payments	20	**–**	58,455
Development costs	21	**4,249**	–
Deposit for purchase of property, plant and equipment		**725**	2,067
Deposits for acquisitions	22	**184,338**	147,669
Deferred tax assets	23	**3,897**	3,903
Restricted bank balances	24	**2,654**	2,655
		1,213,461	1,171,991
CURRENT ASSETS			
Inventories	25	**9,275**	7,314
Trade and other receivables	26	**36,086**	29,930
Prepaid lease payments	20	**–**	1,379
Bank balances and cash	24		
– cash and cash equivalents		**4,662**	21,989
– restricted bank balances		**–**	5,000
		50,023	65,612
CURRENT LIABILITIES			
Trade and other payables	27	**98,693**	98,939
Contract liabilities	28	**57,262**	24,633
Lease liabilities	29	**330**	–
Tax payable		**7,823**	11,392
Amounts due to related parties	30	**37,977**	4,780
Consideration payable to a former non-controlling shareholder of a subsidiary	31	**32,806**	32,333
Dividend payable		**20,000**	–
Bank borrowings	32	**33,876**	126,696
		288,767	298,773
NET CURRENT LIABILITIES		**(238,744)**	(233,161)
TOTAL ASSETS LESS CURRENT LIABILITIES		**974,717**	938,830

Consolidated Statement of Financial Position

At 31 December 2019

	Notes	**2019 RMB'000**	2018 RMB'000
NON-CURRENT LIABILITIES			
Consideration payable to a former non-controlling shareholder of a subsidiary	31	**27,262**	40,823
Bank borrowings	32	**16,000**	3,792
Lease liabilities	29	**218**	–
Deferred income	33	**9,842**	11,042
Deferred tax liabilities	23	**85,142**	82,822
Provisions	34	**5,746**	5,050
		144,210	143,529
CAPITAL AND RESERVES			
Share capital	35	**58,882**	58,882
Reserves		**561,182**	525,843
Equity attributable to owners of the Company		**620,064**	584,725
Non-controlling interests		**210,443**	210,576
TOTAL EQUITY		**830,507**	795,301
		974,717	938,830

The consolidated financial statements on pages 56 to 124 were approved and authorised for issue by the board of directors on 29 April 2020 and are signed on its behalf by:

Gao Mingqing	Gao Jinzhu
Director	*Director*

Consolidated Statement of Changes in Equity

For the year ended 31 December 2019

	Attributable to owners of the Company								
	Share capital RMB'000	**Share premium** RMB'000	**Capital reserve** RMB'000 (note a)	**Statutory and surplus reserves** RMB'000 (note b)	**Translation reserve** RMB'000	**Retained profits** RMB'000	**Sub-total** RMB'000	**Non-controlling interests** RMB'000	**Total** RMB'000
At 1 January 2018	54,516	165,186	71,005	123,889	–	43,561	458,157	186,735	644,892
Profit (loss) and total comprehensive income for the year	–	–	–	–	1,287	72,145	73,432	(287)	73,145
Issue of new shares	4,366	76,848	–	–	–	–	81,214	–	81,214
Transaction costs attributable to issue of new ordinary shares	–	(78)	–	–	–	–	(78)	–	(78)
Capitalisation of amounts due to non-controlling interests of a subsidiary (note 40 (a))	–	–	–	–	–	–	–	24,128	24,128
Dividend recognised as distribution (note 14)	–	(28,000)	–	–	–	–	(28,000)	–	(28,000)
Transfers	–	–	–	28,955	–	(28,955)	–	–	–
At 31 December 2018	58,882	213,956	71,005	152,844	1,287	86,751	584,725	210,576	795,301
Profit (loss) for the year	–	–	–	–	–	55,539	55,539	(133)	55,406
Other comprehensive income for the year	–	–	–	–	(200)	–	(200)	–	(200)
Total comprehensive income for the year	–	–	–	–	(200)	55,539	55,339	(133)	55,206
Dividend recognised as distribution (note 14)	–	(20,000)	–	–	–	–	(20,000)	–	(20,000)
At 31 December 2019	58,882	193,956	71,005	152,844	1,087	142,290	620,064	210,443	830,507

Notes:

(a) The capital reserve represents contributions from an equity participant in 2011.

(b) The statutory reserve represents the appropriation of 10% of profit after taxation determined based on the relevant accounting rules and regulations of the People's Republic of China (the "PRC") in accordance with the relevant PRC laws until the PRC statutory reserve reaches 50% of the registered capital of the relevant subsidiaries. The statutory reserve can be applied either to set off accumulated losses or to increase capital.

The surplus reserve represents further appropriation out of the retained profits of the subsidiaries established in the PRC for any amount approved by its board of directors after the appropriation to the statutory reserve.

Consolidated Statement of Cash Flows

For the year ended 31 December 2019

	2019 RMB'000	2018 RMB'000
OPERATING ACTIVITIES		
Profit before tax	**65,450**	85,660
Adjustments for:		
Depreciation of property, plant and equipment	**31,856**	26,206
Depreciation of right-of-use assets	**1,695**	–
Amortisation of mining right	**1,065**	1,067
Release of prepaid lease payments	**–**	1,379
Provision for restoration cost	**696**	651
Write off of other receivables	**–**	503
Finance costs	**7,541**	9,480
Interest income	**(453)**	(512)
Loss on disposal of property, plant and equipment	**30**	383
Release of deferred income	**(1,200)**	(1,523)
Exchange gain	**(3,044)**	(1,226)
Operating cash flows before movements in working capital	**103,636**	122,068
(Increase)/decrease in inventories	**(1,961)**	1,988
(Increase)/decrease in trade and other receivables	**(5,590)**	13,112
Increase in trade and other payables	**20,171**	23,549
Increase in contract liabilities	**32,629**	15,370
Cash generated from operations	**148,885**	176,087
Income taxes paid	**(11,288)**	(28,857)
NET CASH FROM OPERATING ACTIVITIES	**137,597**	147,230
INVESTING ACTIVITIES		
Acquisition of a subsidiary in 2017	**–**	(113,610)
Deposit paid for acquisitions	**(34,241)**	(112,276)
Payments of capital expenditure for property, plant and equipment	**(50,359)**	(35,285)
Payments for development costs	**(4,249)**	–
Payment for evaluation and exploration assets	**(2,888)**	(2,409)
Payment for land use right	**–**	(107)
Proceeds from disposal of property, plant and equipment	**–**	14
Interest received	**453**	512
Proceeds from disposal of exploration and evaluation assets	**–**	5,000
Release of restricted bank balances	**5,001**	24,960
NET CASH USED IN INVESTING ACTIVITIES	**(86,283)**	(233,201)

Consolidated Statement of Cash Flows

For the year ended 31 December 2019

	2019 RMB'000	2018 RMB'000
FINANCING ACTIVITIES		
Repayment of bank borrowings	**(134,456)**	(122,430)
Repayment of consideration payable for redemption of non-controlling interests	**(15,000)**	(36,470)
Dividend paid	**–**	(28,000)
Interest paid	**(5,556)**	(7,588)
Repayment of lease liabilities	**(353)**	–
Repayment to related parties	**(7,917)**	(5,837)
Advance from related parties	**41,073**	10,249
Proceeds from issue of shares, net (note 35)	**–**	81,136
New bank borrowing raised	**53,750**	106,999
NET CASH USED IN FINANCING ACTIVITIES	**(68,459)**	(1,941)
NET DECREASE IN CASH AND CASH EQUIVALENTS	**(17,145)**	(87,912)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	**21,989**	108,639
Effect of foreign exchange rate changes	**(182)**	1,262
CASH AND CASH EQUIVALENTS AT END OF THE YEAR, represented by bank balances and cash	**4,662**	21,989

1. GENERAL INFORMATION AND BASIS OF PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

The Company is a public limited company incorporated in the Cayman Islands and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information section of the annual report.

The principal activity of the Company is investment holding. A principal subsidiary of the Company, Jiangxi Province Yifeng Wanguo Mining Company Ltd ("Yifeng Wanguo"), located in Jiangxi Province, the PRC, is engaged in mining and processing of ores and sales of processed concentrates in the PRC. Details of the Company's subsidiaries are set out in note 44.

The consolidated financial statements are presented in Renminbi ("RMB"), which is also the functional currency of the Company and its subsidiaries.

In preparing the consolidated financial statements, the directors of the Company have given careful consideration to the future liquidity of the Company and its subsidiaries (the "Group") in light of the fact that as at 31 December 2019, the Group's current liabilities exceeded its current assets by approximately RMB238,744,000; and had capital commitments contracted for but not provided in the consolidated financial statements of approximately RMB117,304,000, of which approximately RMB63,845,000 is due for payment in the next twelve months from the date of approval of these consolidated financial statements. The Group had also incurred a net cash outflow of approximately RMB17,145,000 for the year ended 31 December 2019.

The events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern.

The directors of the Company have performed an assessment of the Group's future liquidity and cash flows, taking into account the following relevant matters:

(i) Mr. Gao Mingqing, substantial shareholder and executive director of the Company, had committed to further support the Group financially to enable it to meet its financial obligations as they fall due for the foreseeable future.

(ii) In January 2020, the Company obtained a credit facility of approximately RMB300,000,000 from an entity, which is the subsidiary of a reputable stated-owned enterprise in the PRC which is listed in the HKEx. The new credit facility granted is for the Group's mining project of AXF Gold Ridge Pty Limited (notes 22 and 37);

(iii) A new loan facility of approximately RMB104,000,000 was granted by a bank after the year ended 31 December 2019. The new loan facility granted is mainly for the Group's working capital purposes at present.

(iv) Bank borrowings of approximately RMB33,876,000 will be due in 2020 or contain a repayment on demand clause and the directors are confident that the Group is able to extend the bank borrowings in full upon their maturity, and the banks will not demand for early repayment, based on the past history of renewals and good relationship of the Group with the banks.

(v) Amounts due to related parties of RMB37,977,000 as at 31 December 2019 are repayable on demand. Since the related parties are substantial shareholders of the Company or controlled by the substantial shareholders of the Company, the directors of the Company are confident that the related parties will not demand for repayment until the Group has improved its liquidity position.

The directors of the Company consider that after taking into account the abovementioned financing plans and financial supports of the substantial shareholders, the Group will have sufficient working capital to satisfy its present requirements for at least the next twelve months from the date of approval of these consolidated financial statements. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

New and Amendments to HKFRSs that are mandatorily effective for the current year

The Group has applied the following new and amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") for the first time in the current year:

HKFRS 16	Leases
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments
Amendments to HKFRS 9	Prepayment Features with Negative Compensation
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015-2017 Cycle

Except as described below, the application of the new and amendments to HKFRSs in the current year has had no material impact on the Group's financial performance and positions for the current and prior periods and on the disclosures set out in these consolidated financial statements.

2.1 Impacts and changes in accounting policies of application on HKFRS 16 "*Leases*"

The Group has applied HKFRS 16 for the first time in the current year. HKFRS 16 superseded HKAS 17 "*Leases*" ("HKAS 17"), and the related interpretations.

Definition of a lease

The Group has elected the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease* and not apply this standards 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 HKFRS 16 in assessing whether a contract contains a lease.

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(Continued)*

2.1 Impacts and changes in accounting policies of application on HKFRS 16 "*Leases*" *(Continued)*

As a lessee

The Group has applied HKFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 January 2019. Any difference at the date of initial application is recognised in the opening retained profits and comparative information has not been restated.

When applying the modified retrospective approach under HKFRS 16 at transition, the Group applied the following practical expedients to leases previously classified as operating leases under HKAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts:

i. elected not to recognise right-of-use assets and lease liabilities for leases with lease term ends within 12 months of the date of initial application;

ii. excluded initial direct costs from measuring the right-of-use assets at the date of initial application.

On transition, the Group has made the following adjustments upon application of HKFRS 16:

The Group recognised lease liabilities of approximately RMB814,000 and right-of-use assets of approximately RMB60,648,000 at 1 January 2019.

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 lessee's incremental borrowing rate applied is 9.92%.

	At 1 January 2019 RMB'000
Operating lease commitments disclosed as at 31 December 2018	1,172
Less: Recognition exemption – short-term leases	(245)
	927
Lease liabilities discounted at relevant incremental borrowing rates	814
Lease liabilities relating to operating leases recognised upon application of HKFRS 16 as at 1 January 2019	814
Analysed as	
Current	278
Non-current	536
	814

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(Continued)*

2.1 Impacts and changes in accounting policies of application on HKFRS 16 "*Leases*" *(Continued)*

As a lessee *(Continued)*

The carrying amount of right-of-use assets as at 1 January 2019 comprises the following:

	At 1 January 2019 RMB'000
Right-of-use assets relating to operating leases recognised upon application of HKFRS 16	814
Reclassified from prepaid lease payments (Note)	59,834
	60,648
By class:	
Leasehold lands	59,834
Land and buildings	814
	60,648

Note: Upfront payments for leasehold lands in the PRC were classified as prepaid lease payments as at 31 December 2018. Upon application of HKFRS 16, the current and non-current portion of prepaid lease payments amounting to approximately RMB1,379,000 and RMB58,455,000 respectively were reclassified to right-of-use assets.

New and amendments to HKFRSs in issue but not yet effective

HKFRS 17	Insurance Contracts[1]
Amendments to HKFRS 3	Definition of a Business[2]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[3]
Amendments to HKAS 1 and HKAS 8	Definition of Material[4]
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform[4]

1 Effective for annual periods beginning on or after 1 January 2021

2 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

3 Effective for annual periods beginning on or after a date to be determined

4 Effective for annual periods beginning on or after 1 January 2020

In addition to the above new and amendments to HKFRSs, a revised Conceptual Framework for Financial Reporting was issued in 2018. Its consequential amendments, *the Amendments to References to the Conceptual Framework in HKFRS Standards*, will be effective for annual periods beginning on or after 1 January 2020.

Except for the new and amendments to HKFRSs mentioned below, the directors of the Company anticipate that the application of all other new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(Continued)*

Amendments to HKFRS 3 "*Definition of a Business*"

The amendments:

- add an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The election on whether to apply the optional concentration test is available on transaction-by-transaction basis;

- clarify that to be considered a business, an acquired set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs; and

- narrow the definitions of a business and of outputs by focusing on goods and services provided to customers and by removing the reference to an ability to reduce costs.

The amendments are applied prospectively to all business combinations and asset acquisitions for which the acquisition date is on or after the first annual reporting period beginning on or after 1 January 2020, with early application permitted.

The optional concentration test and the amended definition of a business are not expected to have a significant impact to the Group.

Amendments to HKAS 1 and HKAS 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 HKFRSs 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. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") *(Continued)*

Conceptual Framework for Financial Reporting 2018 (the "New Framework") and the Amendments to References to the Conceptual Framework in HKFRS 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 HKFRSs have been updated to the New Framework, whilst some HKFRSs are still referred to the previous versions of the framework. These amendments are effective for annual periods beginning on or after 1 January 2020, with earlier application permitted. 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.

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange ("Listing Rules") and by the Hong Kong Companies Ordinance ("HKCO").

The consolidated financial statements have been prepared on the historical cost basis 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 share-based payment transactions that are within the scope of HKFRS 2 "Share-based Payment", leasing transactions that are accounted for in accordance with HKFRS 16 (since 1 January 2019) or HKAS 17 (before application of HKFRS 16), and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 "Inventories" or value in use in HKAS 36 "Impairment of Assets".

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 investment with the investee; and
- has the ability to use its power to affect its returns.

The Group reassess 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.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Basis of consolidation *(Continued)*

Consolidation of a subsidiary begins with 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 Company gains control until the date when the Group ceases to control the subsidiary.

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 Group's accounting policies.

All intra-group 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.

Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 "Income Taxes" and HKAS 19 "Employee Benefits" respectively;

- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 "Share-based Payment" at the acquisition date (see the accounting policy below); and

- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 "Non-current Assets Held for Sale and Discontinued Operations" are measured in accordance with that standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after re-assessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Business combinations *(Continued)*

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets or at fair value. The choice of measurement basis is made on a transaction-by-transaction basis.

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 and 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.

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to a contract are accounted for and presented on a net basis.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Leases

Definition of a lease (upon application of HKFRS 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 HKFRS 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 HKFRS 16 in accordance with transitions in note 2)

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases of buildings that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

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;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

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 HKFRS 9 Financial Instruments ("HKFRS 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.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Leases *(Continued)*

The Group as a lessee (upon application of HKFRS 16 in accordance with transitions in note 2) *(Continued)*

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.

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/expected payment under a guaranteed residual value, 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. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Leases *(Continued)*

The Group as a lessee (upon application of HKFRS 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. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified 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.

Leases (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.

The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term.

Leasehold land and building

When the Group makes payments for a property interest which includes both leasehold land and building elements, the Group assesses the classification of each element separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire property is accounted as an operating lease. Specifically, the entire consideration (including any lump-sum upfront payments) are allocated between the leasehold land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element at initial recognition.

To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as "prepaid lease payments" in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis. When the payments cannot be allocated reliably between the leasehold land and building elements, the entire property is generally classified as if the leasehold land is under finance lease.

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 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 operations are translated into the presentation currency of the Group (i.e. RMB) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve.

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.

Borrowing costs

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

All other borrowing costs 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 are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

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 benefit costs

Payments to the Mandatory Provident Fund schemes in Hong Kong and PRC state-managed retirement benefits schemes are recognised as an expense when employees have rendered service entitling them to the contributions.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any account already paid.

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 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 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 differences 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 and interests 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 each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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 the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 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 by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Taxation *(Continued)*

Current and deferred tax is recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Property, plant and equipment

Property, plant and equipment including buildings held for use in the production or supply of goods, or for administrative purposes (other than construction in progress as described below) are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of assets (other than construction in progress) less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Construction in progress represents buildings and mining structures in the course of construction for production or for its own use purposes. Construction in progress is stated at cost less any identified impairment loss. Cost comprises construction expenditure and other direct costs attributable to such projects, if the amount of capital expenditures and the time involved to complete the construction are significant. Construction in progress is classified to the appropriate category of property, plant and equipment when completed and ready for intended use. Deprecation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

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.

Mining right

Mining right with finite useful lives are carried at cost less accumulated amortisation and any accumulated impairment loss. Amortisation is provided using the unit of production method based on the actual production volume over the estimated total proven and probable reserves of the ore mine within the terms of licence.

Exploration and evaluation assets

All costs directly associated with exploration and evaluation are initially capitalised. Subsequent to initial recognition, exploration and evaluation assets are stated at cost less any accumulated impairment loss. Exploration and evaluation assets are those expenditures for an area where technical feasibility and commercial viability has not been determined. Exploration and evaluation assets include topographical and geological surveys, exploratory drilling, sampling and activities in relation to commercial and technical feasibility studies, and expenditure incurred to secure further mineralisation in existing ore bodies and to expand the capacity of a mine.

Expenditure incurred prior to acquiring legal rights to explore an area is written off as incurred. When the technical feasibility and commercial viability of extracting mineral resources become demonstrable, previously recognised exploration and evaluation assets are reclassified to intangible assets or property, plant and equipment. These assets are assessed for impairment annually and before reclassification.

Exploration and evaluation assets acquired in a business combination are initially recognised at their fair value at the acquisition date (which is regarded as their costs). Subsequent to initial recognition, exploration and evaluation assets are stated at cost less any accumulated impairment loss, reclassified to intangible assets or property, plant and equipment and assessed for impairment on the same basis as the costs directly associated with exploration and evaluation incurred by the Group.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Exploration and evaluation assets *(Continued)*

Impairment of exploration and evaluation assets

The carrying amount of the exploration and evaluation assets is reviewed annually and adjusted for impairment in accordance with HKAS 36 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.

Internally-generated intangible assets – research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development activities (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Internally-generated intangible assets – research and development expenditure *(Continued)*

The amount initially recognised for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses (if any), on the same basis as intangible assets that are acquired separately.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated cost of completion and cost necessary to make the sale.

Impairment of tangible and intangible assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets with finite useful lives 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 tangible and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount of an asset individually, the Group estimates the recoverable amount of the cash-generating unit to with the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

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.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Impairment of tangible and intangible assets *(Continued)*

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. 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. 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. 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) 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) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instruments.

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 HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) 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 fair value through profit or loss are recognised immediately in profit or loss.

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.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

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 the reporting period following the determination that the asset is no longer credit impaired.

Impairment of financial assets

The Group performs impairment assessment under expected credit loss ("ECL") model on financial assets at amortised cost which are subject to impairment under HKFRS 9. 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. The ECL on these assets are assessed individually for debtors with significant balance or collectively with similar credit risk characteristics based primarily on the debtors' aging profiles.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when 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.

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;

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Impairment of financial assets *(Continued)*

Significant increase in credit risk (Continued)

- 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 result in a significant decrease in the debtor's ability to meet its debt obligations.

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.

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.

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default 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:

- significant financial difficulty of the issuer or the borrower;

- a breach of contract, such as a default or past due event;

- 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;

- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or

- the disappearance of an active market for that financial asset because of financial difficulties.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Impairment of financial assets *(Continued)*

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, 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.

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 by considering the following factors:

- Nature of financial instruments;
- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

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, where the corresponding adjustment is recognised through a loss allowance account.

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the assets expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

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 either as 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 the group are recognised at the proceeds received, net of direct issue costs.

Financial liabilities at amortised cost

The Group's financial liabilities, including trade and other payables, amounts due to a shareholder, consideration payable for acquisition of a subsidiary, consideration payable to a former non-controlling shareholder of a subsidiary and bank borrowings, are subsequently measured at amortised cost, using the effective interest method.

Non-substantial modifications of financial liabilities

For non-substantial modifications of financial liabilities that do not result in derecognition, the carrying amount of the relevant financial liabilities will be calculated at the present value of the modified contractual cash flows discounted at the financial liabilities' original effective interest rate. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial liabilities and are amortised over the remaining term. Any adjustment to the carrying amount of the financial liability is recognised in profit or loss at the date of modification.

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.

Provision for restoration cost

The Group is required to make payments for restoration of the land after the underground sites have been mined. Provision for restoration cost is recognised when the Group has a present obligation as a result of past event, and it is probable that the Group will be required to settle that obligation. Provision is measured in accordance with the relevant rules and regulations applicable in the PRC at the end of the reporting period, and using the cash flows forecast to estimate the present obligation, and is discounted to their present value where the effect is material.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting periods, that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Impairment assessment of mining assets of the Yifeng Projects

The Group, through Yifeng Wanguo, owns the entire interests of certain mining projects in Yifeng, Jiangxi Province, the PRC, where underground mining was conducted. The existing mining projects in Yifeng and its surrounding areas has a substantial volume of non-ferrous polymetallic mineral resources (the "Yifeng Projects"). The mining assets for the mining projects in Yifeng mainly include certain property, plant and equipment, mining right, development costs and right-of-use assets (upon application of HKFRS 16) or prepaid lease payments (before application of HKFRS 16) on the Group's consolidated statement of financial position and are considered as a single cash generating unit for impairment assessment.

The management assessed the recoverable amounts of the mining assets of the Yifeng Projects based on a value in use calculation using discounted cash flow model in respect of the impairment assessment as at 31 December 2019 and estimates of future production volume and metallic resources of the Yifeng Projects with reference to reserve reports prepared in the past by external specialists, as described in Note 17. Key assumptions applied in the impairment assessment model include forecasted selling prices of the metallic concentrates, the growth rate and the discount rate. As at 31 December 2019, the aggregate carrying value of the mining assets of the Yifeng Projects amounted to approximately RMB505,043,000 (2018: RMB503,370,000). No impairment losses has been recognised in profit or loss during the years ended 31 December 2019 or 2018.

Impairment assessment of exploration and evaluation assets and other intangible asset of Xizang Changdu

The carrying values of the exploration and evaluation assets and other intangible asset of Xizang Changdu County Dadi Mining Company ("Xizang Changdu"), a subsidiary incorporated in Tibet Autonomous Region, the PRC, which was acquired by the Group on 13 July 2017, were approximately RMB187,436,000 (2018: RMB184,548,000) and RMB319,288,000 (2018: RMB319,288,000) respectively as at 31 December 2019 and 2018. Management's assessment of the recoverable amount of these assets as a single CGU is described in Note 19.

The management assessed the recoverable amounts of the exploration and evaluation assets and other intangible asset of the Xizang Changdu based on a fair value less cost of disposal calculation using discounted cash flow model in respect of the impairment assessment as at 31 December 2019 and estimates of future production volume and metallic resources of Xizang Changdu with reference to feasibility studies performed by external specialists. Key assumptions applied in the impairment assessment model include forecasted selling prices of the metallic concentrates, the growth rate and a discount rate. No impairment losses in respect of these assets has been recognised in profit or loss during the years ended 31 December 2019 or 2018.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY *(Continued)*

Key sources of estimation uncertainty *(Continued)*

Provision of ECL for trade receivables

The Group uses provision matrix to calculate ECL for the trade receivables. The provision rates are based on aging of trade receivables as groupings of various debtors that have similar loss patterns. The provision matrix is based on the Group's historical default rates taking into consideration forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered. In addition, trade receivables with significant balances and credit impaired are assessed for ECL individually.

The assessment of the provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables are disclosed in note 42.

Provision for restoration costs

The provision for restoration costs has been determined by the management of the Group based on their best estimates. The directors estimated this liability for restoration upon the closure of the mines based on detailed calculations of the amount and timing of future cash flows spending for a third party to perform the required work of restoration, including material cost and labour cost, escalated for inflation, then discounted at a discount rate of 7.05% that reflects current market assessments of the time value of money and the risks specific to the liability, such that the provision reflects the present value of the expenditures expected to be required to settle the obligation. However, the estimate of the associated expenditures may be subject to change due to new government environmental policy in the future. The provision is reviewed regularly to ensure that it properly reflects the present value of the obligation arising from the mining activities. As at 31 December 2019, the carrying amount of provision for restoration costs was approximately RMB5,746,000 (2018: RMB5,050,000).

Income taxes

Determining income tax provisions involves judgement on the future tax treatment of certain transactions. The Group carefully evaluates tax implications of transactions and tax provisions are set-up accordingly. The tax treatment of such transactions is reconsidered periodically to take into account changes in tax legislations. Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

5. REVENUE AND SEGMENT INFORMATION

Operating segments are identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker ("CODM"), being the executive directors of the Company, in order to allocate resources to segments and to assess their performance.

The CODM reviews the overall results and financial position of the Group as a whole based on the same accounting policies as set out in note 3. Accordingly, the Group has only one operating segment.

The Group operates, in and all revenue is generated from, the PRC. The Group's principal non-current assets are also located in the PRC.

Revenue represents revenue arising on sales of processed concentrates of various metals. All of the revenue of the Group is recognised at a point in time. An analysis of the Group's revenue from its major products for the reporting period is as follows:

	2019 **RMB'000**	2018 RMB'000
Disaggregation of revenue from contracts with customers:		
By types of major products		
– Copper concentrates	**110,901**	126,249
– Zinc concentrates	**58,091**	76,167
– Iron concentrates	**55,116**	41,813
– Sulfur concentrates	**12,102**	14,656
– Gold in copper concentrates	**13,632**	14,288
– Gold in lead concentrates	**14,041**	14,085
– Lead concentrates	**7,715**	11,606
– Silver in lead concentrates	**9,316**	9,288
– Silver in copper and zinc concentrates	**6,983**	6,454
– Copper in lead concentrates	**3,994**	6,028
– Gold in zinc concentrates	**59**	35
– Electrolytic Copper	**19,205**	–
	311,155	320,669
By revenue source		
– Own mined products	**291,950**	320,669
– Sourced outside	**19,205**	–
	311,155	320,669

5. REVENUE AND SEGMENT INFORMATION *(Continued)*

Performance obligations for contracts with customers

The Group's sales of the processed concentrates products to mineral trading enterprises is recognised when control of the goods has been transferred, being when the goods have been shipped to the customers' specific locations (delivery) or when they are collected by customers at the Group's ore processing plant at their choices. The payment terms and credit terms (if any) are set out in note 26. A contract liability is recognised for sales receipts in which revenue has yet been recognised. In each transaction, a sample of the ore concentrates is inspected to determine the mineral content to be adopted as the basis of calculation of transaction price. The directors of the Company consider that in general the grades of the Group's concentrates products can meet the customers' requirements and no further processing is required to improve the grades of the goods before delivery to or collection by its customers.

The Group has applied the practical expedient in paragraph 121 of HKFRS 15 to its sales contracts for processed concentrates such that the above information does not include information about revenue that the Group will be entitled to when it satisfies the remaining performance obligations under the contracts for sales of processed concentrates that had an original expected duration of one year or less.

Information about major customers

Revenues from customers of the corresponding periods contributing over 10% of the total sales of the Group are as follows:

	2019	2018
	RMB'000	RMB'000
Customer A[1]	**47,864**	82,168
Customer B[4]	**49,495**	64,438
Customer C[2]	**N/A**[5]	57,854
Customer D[3]	**33,488**	41,007
Customer E[4]	**35,584**	N/A[5]

1 Revenue for sales of copper concentrates, gold and silver in copper concentrates and zinc concentrates

2 Revenue for sales of zinc concentrates, gold and silver in zinc concentrates

3 Revenue for sales of lead concentrates, gold, silver and copper in lead concentrates

4 Revenue for sales of copper concentrates, gold and silver in copper concentrates.

5 The corresponding revenue did not contribute 10% or more of the total revenue of the Group in the respective year.

6. OTHER INCOME

	2019 RMB'000	2018 RMB'000
Government grants:		
– Related to assets (note i)	**1,200**	1,523
– Others (note ii)	**563**	300
Bank interest income	**453**	512
Others	**59**	614
	2,275	2,949

Notes:

(i) Amount represents the amount granted by a municipal government in the PRC to Yifeng Wanguo for mining technology improvement and is released to profit or loss over the expected useful lives of the relevant assets resulting from the mining technology improvement (note 33).

(ii) Amount primarily represents incentives received from a local governmental authority by Yifeng Wanguo as immediate financial support for fulfilment of, among other conditions, certain retention criteria of local employees as required by the relevant governmental authority, where no future related cost is expected to be incurred nor related to any assets.

7. OTHER GAINS AND LOSSES

	2019 RMB'000	2018 RMB'000
Net foreign exchange gain	**3,044**	1,226
Loss on disposal of property, plant and equipment	**(30)**	(383)
Write-off of other receivables	**–**	(503)
	3,014	340

8. FINANCE COSTS

	2019 RMB'000	2018 RMB'000
Interest on bank borrowings	**5,556**	7,588
Imputed interest expenses on consideration payable to a former non-controlling shareholder of a subsidiary	**1,912**	1,892
Interest on lease liabilities	**73**	–
	7,541	9,480

9. INCOME TAX EXPENSE

	2019 RMB'000	2018 RMB'000
Current tax:		
PRC Enterprise Income Tax ("EIT")		
– Current year	**9,026**	13,671
– Overprovision in prior years	**(1,308)**	(1,636)
	7,718	12,035
Deferred tax (note 23)		
– Current year	**2,326**	1,767
	10,044	13,802

No provision for Hong Kong Profits Tax has been made as the Group had no assessable profits subject to Hong Kong Profits Tax during both years.

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of EIT Law, the tax rate of the subsidiaries established in the PRC was 25% during both years, except for as set out below.

During the year ended 31 December 2018, Yifeng Wanguo was approved as an enterprise that satisfied the conditions as high and new technology enterprises and obtained the Certificate of High and New Technology Enterprises enjoying the preferential enterprise income tax rate of 15% for a consecutive three calendar years from 2018 to 2020.

In addition, pursuant to the relevant rules and regulations, certain qualified research and development costs incurred by the Group during the year and endorsed by a local tax authority in the PRC is eligible for further deduction for PRC EIT up to 75% of the relevant costs incurred.

The tax charge 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.

	2019 RMB'000	2018 RMB'000
Profit before tax	**65,450**	85,660
Tax at the EIT rate of 25% (2018: 25%)	**16,362**	21,415
Tax effect of expenses not deductible for tax purpose	**438**	444
Overprovision in respect of prior years	**(1,308)**	(1,636)
Tax effect of tax losses not recognised	**–**	1,482
Income tax at concessionary rate	**(6,817)**	(9,011)
Tax effect of additional tax benefit on research and development expenses	**(951)**	(1,392)
Withholding tax on distributable earnings of a subsidiary established in the PRC	**2,320**	2,500
Income tax expense for the year	**10,044**	13,802

10. PROFIT FOR THE YEAR

	Note	2019 RMB'000	2018 RMB'000
Profit for the year has been arrived at after charging:			
Directors' emoluments (note 11)		**3,958**	3,875
Other staff costs		**25,882**	30,525
Retirement benefit scheme contributions, excluding those of directors		**1,340**	1,732
Total staff costs	(i)	**31,180**	36,132
Depreciation of property, plant and equipment	(ii)	**31,856**	26,206
Depreciation of right-of-use assets		**1,695**	–
Amortisation of mining right	(iii)	**1,065**	1,067
Release of prepaid lease payments		**–**	1,379
Total depreciation and amortisation		**34,616**	28,652
Auditor's remuneration (including audit and non-audit services)		**1,175**	1,792
Research and development costs	(i), (ii)	**12,704**	12,413
Less: Capitalisation to development costs		**(4,249)**	–
		8,455	12,413
Minimum lease payments for rented properties classified as operating leases under HKAS 17		**–**	507
Cost of inventories recognised as an expense	(i), (ii), (iii)	**202,855**	185,039

(i) Total staff costs amounting to approximately RMB14,926,000 (2018: RMB14,808,000) are included in cost of inventories; amounting to approximately RMB9,510,000 (2018: RMB14,555,000) are included in other administrative expenses; amounting to approximately RMB419,000 (2018: RMB394,000) are included in distribution and selling expenses, and approximately RMB6,325,000 (2018: RM6,375,000) are included in research and development costs in administrative expenses.

(ii) Depreciation of property, plant and equipment amounting to approximately RMB26,068,000 (2018: RMB20,443,000) are included in cost of inventories; amounting to approximately RMB3,608,000 (2018: RMB3,581,000) are included in other administrative expenses and amounting to approximately RMB2,180,000 (2018: RMB2,182,000) are included in research and development costs in administrative expenses.

(iii) Amortisation of mining right is included in cost of inventories.

11. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

Directors' and chief executive's remuneration for the year, disclosed pursuant to the applicable Listing Rules and HKCO, is as follows:

Name of directors	Fees RMB'000	Retirement benefit scheme contributions RMB'000	Other emoluments, mainly salaries and allowance RMB'000	Total RMB'000
For the year ended 31 December 2019				
Executive directors:				
Mr. Gao Mingqing	**–**	**–**	**1,076**	**1,076**
Ms. Gao Jinzhu	**–**	**–**	**636**	**636**
Mr. Xie Yaolin	**–**	**8**	**807**	**815**
Mr. Liu Zhichun	**–**	**–**	**465**	**465**
Non-executive directors:				
Mr. Li Kwok Ping	**–**	**–**	**200**	**200**
Mr. Lee Hung Yuen	**–**	**–**	**200**	**200**
Ms. Iu Ching (resigned on 21 January 2020)	**–**	**–**	**–**	**–**
Independent and non-executive directors:				
Dr. Lu Jian Zhong	**150**	**–**	**–**	**150**
Mr. Qi Yang	**150**	**–**	**–**	**150**
Mr. Shen Peng	**200**	**–**	**–**	**200**
Mr. Xiong Zeke (resigned on 30 September 2019)	**66**	**–**	**–**	**66**
	566	**8**	**3,384**	**3,958**
For the year ended 31 December 2018				
Executive directors:				
Mr. Gao Mingqing	–	–	1,033	1,033
Ms. Gao Jinzhu	–	–	593	593
Mr. Xie Yaolin	–	9	800	809
Mr. Liu Zhichun	–	9	465	474
Non-executive directors:				
Mr. Li Kwok Ping	–	–	200	200
Mr. Lee Hung Yuen	–	–	200	200
Ms. Iu Ching (appointed on 20 March 2018)	–	–	–	–
Independent and non-executive directors:				
Dr. Lu Jian Zhong	150	–	–	150
Mr. Qi Yang	150	–	–	150
Mr. Shen Peng	200	–	–	200
Mr. Xiong Zeke (appointed on 20 March 2018)	66	–	–	66
	566	18	3,291	3,875

11. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS *(Continued)*

The executive directors' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group.

The non-executive directors' emoluments shown above were for their services as directors of the Company or its subsidiaries.

The independent non-executive directors' emoluments shown above were for their services as directors of the Company.

The number of each of the director whose remuneration fell within the following bonds is as follows:

	2019 **No. of directors**	2018 No. of directors
Nil to HK$1,000,000	**10**	10
HK$1,000,001 to HK$1,500,000	**1**	1
	11	11

Mr. Gao Mingqing is the Chief Executive of the Company and his emoluments disclosed above include those for services rendered by him as the Chief Executive.

12. EMPLOYEES' EMOLUMENTS

(a) Emoluments of senior management

Of the six (2018: six) senior management of the Group for the year ended 31 December 2019, four (2018: four) of them are the executive directors of the Company and their remuneration has been disclosed in note 11. The total emoluments of the remaining two (2018: two) senior management are as follows:

	2019 **RMB'000**	2018 RMB'000
Salaries, other allowances and benefit-in-kinds	**1,731**	1,546
Retirement benefits scheme contributions	**16**	15
	1,747	1,561

The number of each of the above employee whose remuneration fell within the following bands is as follows:

	2019 **No. of employees**	2018 No. of employees
Nil to HK$1,000,000	**1**	1
HK$1,000,001 to HK$1,500,000	**1**	1
	2	2

12. EMPLOYEES' EMOLUMENTS *(Continued)*

(b) Five highest paid employees

The five highest paid employees of the Group during the year included three (2018: three) directors and two (2018: two) senior management, details of whose remuneration are set out in the disclosures in notes 11 and 12(a) above.

During both years, no emoluments were paid by the Group to any of the directors of the Company as set out in note 11 or the five highest paid individuals (including directors, senior management and employees) as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors waived any emoluments during both years.

13. EARNINGS PER SHARE

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

	2019	2018
Earnings figures are calculated as follows:		
Profit for the year attributable to owners of the Company for the purpose of basic earnings per share (in RMB'000)	**55,539**	72,145
Number of shares:		
Weighted average number of ordinary shares for the purpose of basic earnings per share (in thousand)	**720,000**	711,419

No diluted earnings per share are presented as there were no potential ordinary shares in issue during both years.

14. DIVIDEND

During the reporting period, the Company recognised the following dividends as distribution:

	2019 **RMB'000**	2018 RMB'000
Final dividend for the year ended 31 December 2018 of RMB2.78 cents (2018: final dividend for the year ended 31 December 2017: 3.89 cents) per share	**20,000**	28,000

No dividend was paid or proposed for the year ended 31 December 2019, nor has any dividend been proposed since the end of the reporting period.

Final dividend for the year ended 31 December 2018 was paid on 31 March 2020.

15. PROPERTY, PLANT AND EQUIPMENT

	Mining structures RMB'000	Buildings RMB'000	Machinery RMB'000	Motor vehicles RMB'000	Electronic equipment RMB'000	Construction in progress RMB'000	Total RMB'000
COST							
At 1 January 2018	228,968	127,848	93,992	5,650	8,107	75,509	540,074
Effect of foreign currency exchange differences	–	427	(9)	–	27	–	445
Additions	–	–	1,106	284	96	67,474	68,960
Transfer	89,844	8,101	4,330	204	340	(102,819)	–
Disposals	–	(411)	(85)	(86)	(147)	–	(729)
At 31 December 2018	318,812	135,965	99,334	6,052	8,423	40,164	608,750
Effect of foreign currency exchange differences	**–**	**207**	**2**	**8**	**14**	**–**	**231**
Additions	**–**	**1**	**2,675**	**310**	**277**	**28,021**	**31,284**
Transfer	**5,375**	**207**	**5,517**	**–**	**268**	**(11,367)**	**–**
Disposals	**(161)**	**–**	**(2,216)**	**(539)**	**–**	**–**	**(2,916)**
At 31 December 2019	**324,026**	**136,380**	**105,312**	**5,831**	**8,982**	**56,818**	**637,349**
DEPRECIATION							
At 1 January 2018	62,779	28,661	40,651	5,244	6,784	–	144,119
Effect of foreign currency exchange differences	–	81	(3)	–	28	–	106
Provided for the year	11,482	5,873	8,020	448	383	–	26,206
Eliminated on disposals	–	(57)	(43)	(86)	(146)	–	(332)
At 31 December 2018	74,261	34,558	48,625	5,606	7,049	–	170,099
Effect of foreign currency exchange differences	**–**	**46**	**2**	**–**	**13**	**–**	**61**
Provided for the year	**16,056**	**6,355**	**8,702**	**250**	**493**	**–**	**31,856**
Eliminated on disposals	**(161)**	**–**	**(2,186)**	**(539)**	**–**	**–**	**(2,886)**
At 31 December 2019	**90,156**	**40,959**	**55,143**	**5,317**	**7,555**	**–**	**199,130**
CARRYING VALUES							
At 31 December 2019	**233,870**	**95,421**	**50,169**	**514**	**1,427**	**56,818**	**438,219**
At 31 December 2018	244,551	101,407	50,709	446	1,374	40,164	438,651

15. PROPERTY, PLANT AND EQUIPMENT *(Continued)*

An analysis of the carrying values of the buildings is as below:

	2019	2018
	RMB'000	RMB'000
In Hong Kong	**7,302**	7,457
Outside Hong Kong	**88,119**	93,950
	95,421	101,407

The above items of property, plant and equipment other than construction in progress are depreciated on a straight-line basis at the following estimated useful lives:

Mining structures	8-20 years
Buildings	20-30 years
Machinery	5-10 years
Motor vehicles	4-5 years
Electronic equipment	3-5 years

Details of the property, plant and equipment pledged to banks to secure loan facilities granted to the Group is set out in note 36.

16. RIGHT-OF-USE ASSETS

	Leasehold lands RMB$'000	Leased properties RMB'000	Total RMB'000
Cost			
At 31 December 2018	–	–	–
Adjustment upon application of HKFRS 16	59,834	814	60,648
At 1 January 2019	59,834	814	60,648
Effect of foreign currency exchange difference	–	18	18
At 31 December 2019	59,834	832	60,666
Accumulated depreciation			
At 31 December 2018 and 1 January 2019	–	–	–
Depreciation charge	1,379	316	1,695
Effect of foreign currency exchange difference	–	6	6
At 31 December 2019	1,379	322	1,701
Carrying values			
At 31 December 2019	58,455	510	58,965
At 1 January 2019	59,834	814	60,648
At 31 December 2018	–	–	–
Total cash outflow for leases	–	353	353

An analysis of the carrying values of the right-of-use assets is as below:

	2019 RMB'000	2018 RMB'000
Current portion	**–**	–
Non-current portion	**58,965**	–
	58,965	–

Details of the right-of-use assets pledged to a bank to secure loan facilities granted to the Group is set out in note 36.

The above items of right-of-use assets are depreciated on a straight-line basis at the following estimated useful lives:

Leasehold lands	50 years
Leased properties	2 years

17. MINING RIGHT

	2019 RMB'000	2018 RMB'000
COST		
At beginning and end of the year	**22,233**	22,233
AMORTISATION		
At beginning of the year	**7,478**	6,411
Provided for the year	**1,065**	1,067
At end of the year	**8,543**	7,478
CARRYING VALUES	**13,690**	14,755

As at 31 December 2018, the mining right was pledged to a bank to secure loan facilities granted to the Group as set out in note 36.

The mining right represents the right to conduct mining activities in the Xinzhuang Mine in Jiangxi Province, the PRC, and has legal life of twenty-six years.

The mining right is amortised using the unit of production method based on the actual production volume over the estimated total proven and probable reserves of the ore mine within the terms of licence. The extension of the mining period and the enlargement of the annual production limit as mentioned above may change the total proven and probable reserves of the ore mine over the terms of the licenced period.

Impairment test on mining projects in Yifeng, Jiangxi Province, the PRC ("Yifeng Projects")

In view of significant adverse changes in the economic environment in which the Group operates, the directors of the Company have performed impairment assessment on the property, plant and equipment, mining right, right-of-use assets (upon application of HKFRS 16) or prepaid lease payments (before application of HKFRS 16) and development costs belonging to the Yifeng Projects being carried out in the Xinzhuang Mine, with carrying amounts as at 31 December 2019 of approximately RMB428,649,000 (2018: RMB428,781,000), RMB13,690,000 (2018: RMB14,755,000), RMB58,455,000 (2018: RMB59,834,000) and RMB4,249,000 (2018: Nil) respectively. Management's assessment of the recoverable amount of these assets was performed on the Yifeng Projects as a single CGU. The recoverable amounts of this CGU has been determined by the directors of the Company based on value-in-use calculations. The pre-tax discount rate in measuring the amount of value in use is 16% per annum in relation to this CGU (2018: 17% per annum). The discounted cash flow analysis used cash flow projections for a period of 13 years up to 2032 (2018: 14 years up to 2032) with a growth rate of 3% (2018: 3%) per annum being applied for estimated selling prices, direct costs and expenses. The growth rate reflects the long-term growth rate for the country in which the entity of the CGU operates. The key assumptions also include budgeted gross margins based on past performances and management expectations of market development, and estimated mineral resources reserves of the Xinzhuang Mine based on technical report. There has been no change from the valuation technique used in prior year. As a result of the impairment assessment, no impairment loss had been recognised in respect of the property, plant and equipment, mining right, right-of-use assets (upon application of HKFRS 16) or prepaid lease payments (before application HKFRS 16) and development costs in relation to the Yifeng Projects during the year ended 31 December 2019 (2018: Nil).

18. EXPLORATION AND EVALUATION ASSETS

	RMB'000
Cost less accumulated impairment	
At 1 January 2018	187,139
Additions	2,409
Disposals	(5,000)
At 31 December 2018	184,548
Additions	2,888
At 31 December 2019	187,436

The exploration and evaluation assets represent all costs directly associated with exploration and evaluation and are initially capitalised. As at 31 December 2019 and 2018, the exploration and evaluation assets related to costs of the activities which occurred in the area of Changdu, Tibet Autonomous Region, the PRC, which is the principal place of business of Xizang Changdu.

As at 31 December 2017, the exploration and evaluation assets included costs of the activities which occurred in the Balcooma District and the Einasleigh District, Australia, which were the principal places of business of a subsidiary incorporated in Australia, where the relevant exploration and evaluation assets at cost of RMB5,000,000 have been disposed of during the year ended 31 December 2018 as set out below.

On 8 March 2018, Wanguo Australia International Group Pty Ltd. ("Wanguo Australia"), an indirect wholly owned subsidiary of the Company, entered into a Geological Data and Exploration Results Transfer Agreement with an independent third party, pursuant to which the Group has agreed to dispose of, and the independent third party has agreed to acquire, all the geological data, exploration results and interests in relation to the projects in Australia and all related data at a consideration of RMB5,000,000 ("Disposal"). The Group expects the carrying amount of the exploration and evaluation assets of the relevant projects at 31 December 2017 be exceed of its recoverable amount, including the sales proceeds from the buyer upon Disposal and the refundable environmental deposit paid by the Group in prior years by RMB5,744,000 and such amount was recognised as an impairment loss of exploration and evaluation assets in profit or loss for the year ended 31 December 2017. The Disposal has been completed during the year ended 31 December 2018.

During the current year, the Group incurred costs directly associated with the exploration and evaluation assets of approximately RMB2,888,000 (2018: RMB2,409,000).

19. OTHER INTANGIBLE ASSET

	RMB'000
COST	
At 1 January 2018, 31 December 2018 and 2019	319,288

In addition to the exploration and evaluation assets as set out in note 18 above, the Group has recognised other intangible asset which represents, in the opinion of the directors, premium paid for the mining right license to be obtained by Xizang Changdu pursuant to such acquisition to conduct mining activities in the lead mine in Walege of the Changdu County, Tibet Autonomous Region, the PRC, owned by Xizang Changdu. The Group is in the process of applying the mining permit for the above mine with the relevant regulatory authorities and the directors of the Company expect the mining permit will be granted to the Group in the foreseeable future. The relevant mining permit, when granted to the Group, will allow the Group to mine up to a predetermined level of ore every year from the date of grant through the expiry of the mining license.

19. OTHER INTANGIBLE ASSET *(Continued)*

Impairment test on Xizang Changhu

The directors of the Company have performed impairment assessment on the exploration and evaluation assets and other intangible asset of Xizang Changdu. Management's assessment of the recoverable amount of these assets was performed on Xizang Changdu as a single CGU. The recoverable amounts of this CGU has been determined by an independent professional valuer, Vision Appraisal and Consulting Limited based on fair value less cost of disposals calculations which is determined by discounted cash flow approach. The post-tax discount rates in measuring the amount of fair value less cost of disposal is 17% per annum in relation to this CGU. As a result of the impairment assessment, no impairment loss had been recognised in respect of the exploration and evaluation assets and other intangible asset of the Xizang Changdu during the year ended 31 December 2019.

The key assumptions for the fair value less cost of disposal calculation are those regarding the discount rate, growth rate of 3% per annum being applied for estimated selling prices, direct costs and expenses, and budgeted production plan of 16 years from 2024 to 2039. The discount rate had been determined based on the market comparables. The growth rate reflects the long-term growth rate for the country in which the entity of the CGU operates. The budget production plan had been determined based on the management's expectation for the market development, pre-feasibility study of the above mine and the expected production capacity of relevant cash generating units.

Apart from the considerations described above in determining the fair value less cost of disposal of the cash-generating unit, the Group's management is not currently aware of any other probable changes that would necessitate changes in these key assumptions. However, the estimate of recoverable amount of the Group's cash generating units is particularly sensitive to the discount rate applied.

The fair values less cost of disposal of these cash generating units are classified as level 3 measurement.

20. PREPAID LEASE PAYMENTS

The prepaid lease payments represent land use rights in the PRC held under medium-term leases of 50 years and are analysed for reporting purposes as follows:

	2018 RMB'000
Current portion	1,379
Non-current portion	58,455
	59,834

Details of the prepaid lease payments pledged to banks to secure loan facilities granted to the Group is set out in note 36.

21. DEVELOPMENT COSTS

	RMB'000
Cost	
At 1 January 2018 and 31 December 2018	–
Additions	4,249
At 31 December 2019	4,249

The Group is researching new techniques that could enhance the efficiency of metal ore extraction. It has incurred research and development expenses of approximately RMB8,456,000 in the current year (2018: RMB12,413,000) which are included in administrative expenses in the statement of profit or loss and other comprehensive income.

22. DEPOSITS FOR ACQUISITIONS

On 16 July 2017, the Group entered into a share sales and purchase agreement with AXF Resources Pty Limited ("AXF Resources") pursuant to which the Company has conditionally agreed to acquire, and AXF Resources has conditionally agreed to dispose of 61.1% equity interest of AXF Gold Ridge Pty Limited ("AXF Gold Ridge").

On 20 February 2018, the Group and AXF Resources entered into a deed of amendment and restatement (the "Deed") to supersede the original sale and purchase agreement. Pursuant to the Deed:

(i) the Group has conditionally agreed to acquire, and AXF Resources has conditionally agreed to dispose of 77.78% equity interest of AXF Gold Ridge for a revised aggregate consideration of AU$53,473,000 (equivalent to approximately RMB261,178,000, including the maximum committed costs for reconstruction works of AU$11,110,000 (equivalent to approximately RMB54,265,000) attributable to the 22.22% equity interest in AXF Gold Ridge held by AXF Resources following the completion of the acquisition as set out below);

(ii) the Group has committed to invest a maximum amount of AU$50,000,000 (equivalent to approximately RMB244,215,000), including the said amount of AU$11,110,000 for the construction, installation of machines and other relevant works with a view to rebuilding the gold mine project to resume the exploration, processing and production of gold;

(iii) on the date of completion, both parties shall sign a put option agreement, pursuant to which AXF Resources will agree to pay AU$10 to the Group and the Group will grant AXF Resources an option to require the Group to purchase all of the remaining 22.22% equity interest in AXF Gold Ridge held by AXF Resources. The put option can only be exercised by AXF Resources within 12 months after the first gold (or gold ore) be extracted and sold from this gold mine project. The consideration to be paid by the Group on exercise of the put option shall be AU$26,388,000 (equivalent to approximately RMB128,887,000) plus any premium to be agreed by the parties. Hence, the total maximum amount of commitment of the Group for the acquisition and the put option is approximately AU$118,751,000 (equivalent to approximately RMB580,015,000), of which the consideration amount of AU$10,308,000 (equivalent to approximately RMB50,347,000) and AU$21,510,000 (equivalent to approximately RMB99,614,000) will be due for payments within one year and more than one year respectively.

As at 31 December 2019, the balances of approximately RMB187,436,000 represent the deposits paid for the acquisition of 77.78% equity interest of AXF Gold Ridge of approximately AU$21,655,000 (equivalent to approximately RMB111,217,000) (2018: RMB106,580,000) and deposits for reconstruction works of approximately RMB73,121,000 (2018: RMB41,089,000).

Subsequent to the end of the reporting period on 24 April 2020, the Group and AXF Resources entered into an amendment agreement to the share sales and purchase agreement (the "Amendment"). Pursuant to the Amendment, the aggregate consideration of AU$53,473,000 as stated in (i) above has been adjusted to AU$39,215,000, including AU$17,110,000 that has already been paid for the reconstruction works. Moreover, the obligations of subsequent reconstruction work as mentioned in (ii) above and the put option agreement for acquiring remaining shares of the AXF Gold Ridge as stated in (iii) above are ceased as well. For details, please refer to the Company's announcement dated 24 April 2020.

Up to the date of these consolidated financial statements are approved for issuance, this transaction has not yet been completed.

23. DEFERRED TAX ASSETS/LIABILITIES

The following is an analysis of the deferred tax balances for financial reporting purposes:

	2019 RMB'000	2018 RMB'000
Deferred tax assets	**3,897**	3,903
Deferred tax liabilities	**(85,142)**	(82,822)
	(81,245)	(78,919)

The following are the major deferred tax assets (liabilities) recognised and movements thereon during both years:

	Undistributed earnings of PRC subsidiary RMB'000	Fair value adjustments on other intangible asset arising from acquisition of a subsidiary RMB'000	Restoration cost and other provisions RMB'000	Government subsidy RMB'000	Total RMB'000
At 1 January 2018	(2,500)	(79,822)	1,298	1,872	(79,152)
(Charge) credit to profit or loss	(2,500)	–	84	649	(1,767)
Settlements of withholding income tax relating to earnings of a subsidiary established in the PRC	2,000	–	–	–	2,000
At 31 December 2018	(3,000)	(79,822)	1,382	2,521	(78,919)
(Charge) credit to profit or loss	(2,320)	–	175	(181)	(2,326)
At 31 December 2019	**(5,320)**	**(79,822)**	**1,557**	**2,340**	**(81,245)**

From 1 January 2008, pursuant to the EIT Law and its detailed implementation rules, dividend distributed out of the profit generated thereafter shall be subject to EIT at 10% and withheld by the PRC entity. By the Tax Arrangement for Avoidance of Double Taxation between China and Hong Kong, a Hong Kong resident company should be entitled to a preferential tax rate of 5% when receiving dividend from its investee in the PRC if such investor is the beneficial owner of the PRC entity of over 25% interest. Taylor Investment International Limited ("HK Taylor"), which was incorporated in Hong Kong and owns the entire equity interest of the Group's subsidiaries established in the PRC, enjoys the preferential tax rate aforementioned. Accordingly, deferred taxation has been provided for in the consolidated financial statements in respect of the expected dividend stream from these subsidiaries with the applicable tax rate of 5%.

At the end of the reporting period, the Group has unused tax losses of approximately RMB9,082,000 (2018: RMB10,140,000) available for offset against future profits with no expiry date.

No deferred tax asset has been recognised in relation to such unused tax losses as it is not probable that taxable profit will be available against which the unused tax losses differences can be utilised.

24. RESTRICTED BANK BALANCES/BANK BALANCES AND CASH

The restricted bank balances carry interest at a fixed rate of 1.5% (2018: 1.5%) per annum. They represent the guarantee deposits in specified accounts which are restricted for the usage for restoration of the land upon closure of mines.

The bank balances and cash carry interest at market rates as follows:

	2019	2018
	%	%
Range of interest rates (per annum)	**0.00 to 1.50**	0.00 to 1.50

The bank balances and cash that are denominated in currencies other than the functional currency of the relevant group entities are set out below:

	2019	2018
	RMB'000	RMB'000
HK$	**271**	273
AU$	**20**	30
US$	**1**	27

25. INVENTORIES

	2019	2018
	RMB'000	RMB'000
Mining products		
– Raw materials	**6,480**	6,857
– Work-in-progress	**563**	–
– Finished goods	**2,232**	457
	9,275	7,314

26. TRADE AND OTHER RECEIVABLES

	2019	2018
	RMB'000	RMB'000
Trade receivables from contracts with customers	**7,510**	4,484
Bills receivables	**364**	–
	7,874	4,484
Prepayments and other receivables		
– prepayments	**14,763**	13,362
– other receivables	**13,449**	12,084
	28,212	25,446
Total trade and other receivables	**36,086**	29,930

26. TRADE AND OTHER RECEIVABLES *(Continued)*

As at 1 January 2018, trade receivables from contracts with customers amounted to approximately RMB14,498,000.

For long-term customers with good credit quality and payment history, the Group allows credit periods of no longer than 60 days for sales of certain products. For others, the Group generally requests for deposits in advance from customers (see notes 5 and 28). The following is an aged analysis of trade and bills receivables presented based on the invoice dates at the end of the reporting period as follows:

	2019 **RMB'000**	2018 RMB'000
Within 30 days	**7,874**	4,484
	7,874	4,484

No trade receivables are past due as at the end of the reporting period. The Group does not hold any collateral over these balances.

The ECL for trade receivables as at 31 December 2019 have been assessed collectively based on the trade debtors' aging, grouped by debtor balances that are not yet due and different aging brackets of numbers of days past due (if any). Based on the assessment of the management of the Group, allowance for credit losses from the trade receivables as at 31 December 2019 is insignificant.

As at 31 December 2019, the above bills received are held by the Group for future settlement of trade receivables. All bills received by the Group are with a maturity period of less than one year.

Details of impairment assessment of trade and other receivables for the year ended 31 December 2019 are set out in note 42.

27. TRADE AND OTHER PAYABLES

	2019 **RMB'000**	2018 RMB'000
Trade payables	**37,941**	15,924
Value-added tax, resource tax and other tax payables	**13,805**	30,068
Payables for construction in progress and property, plant and equipment	**22,700**	43,118
Accrued expenses and other payables		
– Accrued expenses	**1,276**	125
– Accrued staff cost	**7,243**	3,024
– Other payables	**15,728**	6,680
	60,752	83,015
	98,693	98,939

27. TRADE AND OTHER PAYABLES *(Continued)*

The aged analysis of trade payables, presented based on the invoice date at the end of the reporting period, is as follows:

	2019 RMB'000	2018 RMB'000
Within 30 days	**12,288**	7,693
31-60 days	**7,350**	5,004
61-90 days	**7,078**	1,180
91-180 days	**11,217**	1,596
Over 180 days	**8**	451
	37,941	15,924

28. CONTRACT LIABILITIES

	2019 RMB'000	2018 RMB'000
Sales of processed concentrates products and analysed for reporting purpose as current liabilities	**57,262**	24,633

At 1 January 2018, contract liabilities amounted to approximately RMB9,263,000, and the entire balance has been recognised as revenue during the year ended 31 December 2018.

Contract liabilities represent the deposit amounts received from certain customers at the requests of the Group when they place confirmed orders. Approximately RMB4,076,000 of the contract liabilities as at 1 January 2019 has been recognised as revenue during the current year.

The significant increase in contract liabilities in 2019 and 2018 was due to advances received from new and existing customers.

29. LEASE LIABILITIES

	2019 RMB'000
Lease liabilities payable:	
Within one year	**330**
Within a period of more than one year but not more than two years	**218**
Less: Amount due for settlement with 12 months shown under current liabilities	**(330)**
Amount due for settlement after 12 months shown under non-current liabilities	**218**

30. AMOUNTS DUE TO RELATED PARTIES

	Note	2019 RMB'000	2018 RMB'000
Victor Soar Investments Limited ("Victor Soar")	(a), (b)	**2,845**	1,512
Mr. Gao Mingqing	(a)	**12,624**	174
Fujian Jianyang Wanguo Electric Applicane Co., Ltd. ("Jianyang Wanguo")	(a), (c)	**3,520**	2,563
Ms. Gao Jinzhu	(a), (d)	**18,654**	531
Achieve Ample Investments Limited ("Achieve Ample")	(a), (d)	**334**	–
		37,977	4,780

Notes:

(a) All of the amounts above are non-trade in nature, interest free, unsecured and repayable on demand, of which approximately RMB3,179,000 (2018: RMB2,217,000) are denominated in HK$.

(b) Victor Soar held approximately 39.08% (2018: 39.08%) of the issued share capital of the Company and is wholly owned and controlled by Mr. Gao Mingqing.

(c) Jianyang Wanguo is owned as to 98.86% and controlled by Mr. Gao Mingqing.

(d) Ms. Gao Jinzhu is interested in 19.25% (2018: 19.25%) of the issued share capital of the Company via Achieve Ample which is wholly owned and controlled by her.

31. CONSIDERATION PAYABLE TO A FORMER NON-CONTROLLING SHAREHOLDER OF A SUBSIDIARY

On 3 March 2012, Yifeng Wanguo, West-Jiangxi of the Bureau of Geology and Mineral Exploration of Jiangxi Province ("West-Jiangxi Brigade") and HK Taylor entered into a capital reduction agreement (the "Capital Reduction Agreement") pursuant to which, among other things, West-Jiangxi Brigade shall redeem all of its 12% equity investment in Yifeng Wanguo for a consideration of RMB207,872,000. According to the Capital Reduction Agreement, the consideration shall be payable by Yifeng Wanguo to West-Jiangxi Brigade by instalments set out below:

(i) RMB6,000,000 within five working days after the completion of the Capital Reduction Agreement;

(ii) RMB6,000,000 in December of the year in which the completion of the Capital Reduction Agreement took place and the year thereafter, respectively;

(iii) RMB20,000,000 in December of the second year after the year in which the completion of the Capital Reduction Agreement took place; and

(iv) RMB42,468,000 in December of each of the third year to the sixth year after the year in which the completion of the Capital Reduction Agreement took place.

The Capital Reduction Agreement was approved by the relevant PRC government authorities on 23 April 2012. Upon the approval of the Capital Reduction Agreement and the completion of registration with the relevant authorities in the PRC, Yifeng Wanguo became a wholly-owned subsidiary of the Company on 27 April 2012.

As a result, the Group has recorded a liability of RMB153,584,000, which was the present value of the total consideration discounted at 7.05% payable by Yifeng Wanguo to West-Jiangxi Brigade as at the date of the completion of the transaction.

During the year ended 31 December 2018, an amount of approximately RMB42,468,000 which fell due in that year is agreed to be extended to 2021.

At the end of the reporting period, the carrying amount of consideration payable is repayable as below:

	2019 **RMB'000**	2018 RMB'000
Within one year	**32,806**	32,333
More than one year, but not exceeding two years	**27,262**	34,212
More than two years, but not exceeding five years	**–**	6,611
	60,068	73,156
Less: Amount due within one year shown under current liabilities	**(32,806)**	(32,333)
Amount shown under non-current liabilities	**27,262**	40,823

32. BANK BORROWINGS

	2019 RMB'000	2018 RMB'000
Unsecured bank borrowings at:		
– fixed rate	**16,000**	–
Secured bank borrowings at:		
– fixed rate	**30,000**	49,257
– floating rate	**3,876**	81,231
	49,876	130,488
The carrying amounts of the above borrowing are repayable:		
– within one year	**30,000**	126,696
– within a period of more than one year but not exceeding two years	**16,000**	450
– within a period of more than two years but not exceeding five years	**–**	1,417
– a period of more than five years	**–**	1,925
	46,000	130,488
Carrying amount of bank borrowings that contain a repayment on demand clause (shown under current liabilities)	**3,876**	–
	49,876	130,488
Less: Amount due within one year shown under current liabilities	**(33,876)**	(126,696)
Amount shown under non-current liabilities	**16,000**	3,792

The interest rates of the Group's floating rate borrowings are based on Hong Kong Interbank Offered Rate and RMB Benchmark Loan Rates issued by the People's Bank of China. Interest is reset every year.

The effective interest rates on the Group's borrowings are as follows:

	2019 %	2018 %
Effective interest rate (per annum)	**2.35 to 9.57**	2.35 to 6.50

The secured bank borrowings that are denominated in currencies other than the functional currency of the relevant group entities are set out below:

	2019 RMB'000	2018 RMB'000
HK$	**3,876**	4,230

33. DEFERRED INCOME

Deferred income represents government grants received by Yifeng Wanguo from the Yifeng Finance Bureau for mining technology improvement.

The deferred income is released to income over the expected useful life of the relevant assets resulting from the mining technology improvement. Movements of deferred income during the year are as follows:

	2019	2018
	RMB'000	RMB'000
Government grant related to assets:		
At the beginning of the year	**11,042**	12,565
Released to profit or loss	**(1,200)**	(1,523)
At the end of the year	**9,842**	11,042

34. PROVISIONS

	2019	2018
	RMB'000	RMB'000
At beginning of the year	**5,050**	4,399
Provisions	**696**	651
At end of the year	**5,746**	5,050

In accordance with relevant PRC rules and regulations, the Group is obliged to restore the land upon closure of the mines. The Group provided the cost for restoration for its present obligation.

The provision for restoration costs has been determined by the directors based on their best estimates. The directors estimated this liability for restoration upon the closure of the mines based on detailed calculations of the amount and timing of future cash flows spending for a third party to perform the required work of restoration, including material cost and labour cost, escalated for inflation, then discounted at a discount rate of 7.05% that reflects current market assessments of the time value of money and the risks specific to the liability, such that the provision reflects the present value of the expenditures expected to be required to settle the obligation.

35. SHARE CAPITAL

Details of share capital of the Company are as follows:

	Number of shares '000	Share capital HK$'000
Ordinary shares of HK$0.10 each		
Authorised:		
At 1 January 2018, 31 December 2018 and 31 December 2019	1,000,000	100,000
Issued:		
At 1 January 2018	666,000	66,600
Issue of shares	54,000	5,400
At 31 December 2018 and 31 December 2019	720,000	72,000

	2019 RMB'000	2018 RMB'000
Shown in the consolidated statement of financial position	**58,882**	58,882

During the year ended 31 December 2018, the subscription for the remaining 54,000,000 shares in the Company under the subscription agreement has been completed and 54,000,000 shares in the Company have been issued and allotted to the subscriber. Upon completion of the subscription, the shares held by the subscriber represent approximately 16.67% of the then issued share capital of the Company as enlarged by the issue of the 120,000,000 subscription shares. The gross and net proceeds from the subscription of the 54,000,000 shares amounted to approximately RMB81,214,000 and RMB81,136,000, respectively.

The Company has adopted a share option scheme (the "Scheme") on 12 June 2012 to which the directors and eligible employees, among others are entitled to participate in. The Company operates the Scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Details of the Scheme are set out in the directors' report section of the annual report. No share options have been granted, exercised, cancelled or lapsed under the Scheme during the year ended 31 December 2019 and 2018.

36. PLEDGE OF ASSETS

At the end of the reporting period, the following assets were pledged to banks for loan facilities granted to the Group:

	2019 RMB'000	2018 RMB'000
Property, plant and equipment	**46,009**	40,912
Prepaid lease payments	**–**	26,028
Right-of-use assets	**25,381**	–
Mining right	**–**	14,755
	71,390	81,695

In addition to the above, the entire shareholding of Yifeng Wanguo as at 31 December 2018 was also pledged to a bank for a bank facility provided to the Group.

37. CAPITAL COMMITMENTS

	2019 RMB'000	2018 RMB'000
Capital expenditure in respect of:		
– acquisition of equity interest in; and construction, installation of machines and other relevant works for the mining project of AXF Gold Ridge (note 22)		
– contracted for but not provided in the consolidated financial statements	**103,806**	105,933
– authorised but not contracted for	**162,984**	192,049
	266,790	297,982
– acquisition of property, plant and equipment contracted for but not provided in the consolidated financial statements	**13,498**	14,444
	280,288	312,426

38. LEASE COMMITMENTS

At 31 December 2018, the commitment for future minimum lease payments under non-cancellable operating leases which fall due as follows:

	2018 RMB'000
Within one year	539
More than one year, but not exceeding two years	418
More than two years, but not exceeding five years	215
	1,172

Operating lease payments represent rentals payable by the Group for provision of office and housing premises to certain of its directors.

39. RETIREMENT BENEFIT SCHEMES

The Group operates a Mandatory Provident Fund Scheme for all qualifying employees in Hong Kong. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. The Group contributes 5% of relevant payroll costs (with a cap in accordance with the statutory requirements) to the Scheme, which contribution is matched by employees.

The Group participates in a state-managed defined contribution retirement scheme organised by the relevant local government authorities in the PRC. PRC employees of the Group eligible to participate in the retirement scheme are entitled to retirement benefits from the scheme. The Group is required to make monthly contributions to the retirement scheme of the eligible employees at specified percentage, ranging from 12% to 20%, of the payroll and the local government authority is responsible for the pension liabilities to these employees upon their retirement.

During the year, the retirement benefit scheme contributions amounted to approximately RMB1,348,000 (2018: RMB1,750,000).

40. RELATED PARTY TRANSACTIONS

(a) Related party balances and transactions

Details of the balances with related parties as at 31 December 2019 and 2018 are set out in the consolidated statement of financial position and in note 30.

During the year ended 31 December 2019, Mr. Gao Mingqing and Ms. Gao Jinzhu, substantial shareholders and executive directors of the Company, advanced an aggregate amount of RMB24,000,000 to the Group, which are repayable on demand as at 31 December 2019.

During the year ended 31 December 2018, an aggregate amount of approximately RMB24,128,000 due to the non-controlling interests of a subsidiary, Xizang Changdu, was capitalised as contributions from shareholders.

In addition, certain of the Group's bank borrowing as set out in note 32 as at 31 December 2019 and 2018 were personally guaranteed by Mr. Gao Mingqing and Ms. Gao Jinzhu.

(b) Compensation of key management personnel

The remuneration of directors of the company and other key management personnel during the year were as follows:

	2019 **RMB'000**	2018 RMB'000
Fees, salaries and other allowances	**5,681**	5,403
Retirement benefit scheme contributions	**24**	33
	5,705	5,436

The remuneration of directors and key executives is determined having regard to the performance of individuals and market trends.

41. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to owners through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of debts, which include bank borrowings (note 32), and equity attributable to owners of the Company, comprising issued share capital, retained profits and other reserves.

The directors of the Company review the capital structure regularly. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the payment of dividends, new share issue and the issue of new debt or the redemption of existing debt. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or process for managing capital during the years ended 31 December 2018 and 2019.

42. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

	2019	2018
	RMB'000	RMB'000
Financial assets:		
Amortised cost	**28,639**	46,213
Financial liabilities:		
Amortised cost	**246,114**	274,271

(b) Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, cash and cash equivalents, restricted bank balances, trade and other payables, consideration payable to a former non-controlling shareholder of a subsidiary, amounts due to related parties, lease liability, dividend payable and bank borrowings. Details of the financial instruments are disclosed in respective notes. The risks associated with the financial instruments include market risks (currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

42. FINANCIAL INSTRUMENTS *(Continued)*

(b) Financial risk management objectives and policies *(Continued)*

Market risk

Currency risk

Other than the subsidiaries incorporated in Hong Kong and Australia which functional currencies are HK$ and AU$ respectively, the functional currency of the Company and its subsidiaries incorporated in the PRC is RMB since all of the Group's revenue is derived from operations in the PRC and denominated in RMB.

The Group's exposure to foreign currency risk related primarily to certain bank balances and other receivables maintained in HK$, AU$ and US$.

The carrying amounts of the Group's foreign currencies denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

	2019 RMB'000	2018 RMB'000
Assets		
HK$	**4,693**	2,499
AU$	**19**	30
US$	**1**	27
Liabilities		
HK$	**8,256**	7,045

Sensitivity analysis

The following table details the Group's sensitivity to a 5% (2018: 5%) increase or decrease in RMB against HK$, AU$ and US$. 5% (2018: 5%) represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis adjusts their translation at the year end for a 5% (2018: 5%) change in foreign currency rates.

	2019 RMB'000	2018 RMB'000
HK$ impact:		
5% increase in the value of the functional currency RMB		
Decrease in post-tax profit for the year	**(134)**	(171)
5% decrease in the value of the functional currency RMB		
Increase in post-tax profit for the year	**134**	171
AU$ impact:		
5% increase in the value of the functional currency RMB		
Increase in post-tax profit for the year	**1**	1
5% decrease in the value of the functional currency RMB		
Decrease post-tax profit for the year	**(1)**	(1)
US$ impact:		
5% increase in the value of the functional currency RMB		
Increase in post-tax profit for the year	**–**	1
5% decrease in the value of the functional currency RMB		
Decrease post-tax profit for the year	**–**	(1)

42. FINANCIAL INSTRUMENTS *(Continued)*

(b) Financial risk management objectives and policies *(Continued)*

Market risk *(Continued)*

Currency risk *(Continued)*

Sensitivity analysis (Continued)

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure does not reflect the exposure during the relevant year.

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate restricted bank balance (note 24) and bank borrowings (note 32).

The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank balances (note 24) and bank borrowings (note 32).

The Group's cash flow interest rate risk on its bank balances is limited because these balances carry interest at prevailing rates and they are of short maturity.

The Group's exposures to interest rates on bank borrowings are detailed in the liquidity risk management section of this note. The Group's cash flow interest rate risk is mainly concentrated on the fluctuations of People's Bank of China RMB Benchmark Loan Rates arising from the Group's RMB denominated borrowings and fluctuations of Hong Kong Interbank Offered Rate arising from the Group's HKD denominated borrowing.

The Group currently does not have an interest rate hedging policy in relation to fair value interest rate risk and cash flow interest rate risk. The directors monitor the Group's exposure on an on-going basis and will consider hedging the interest rate should the need arise.

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for bank balances and bank borrowings at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. 50 basis points increase or 50 basis points decrease (2018: 50 basis points increase or decrease) represents management's assessment of the reasonably possible change in interest rates.

If interest rates on bank balances and bank borrowings had been 50 basis points (2018: 50 basis points) higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 December 2019 would decrease/increase by approximately RMB190,800 (2018: RMB218,000).

Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to trade receivables, bills receivables, bank balances and other receivables and deposits. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

Trade receivables

The Group has concentration of credit risk in respect of trade receivables with 58% of total trade receivables as at 31 December 2019 (2018: 63%) was due from one customer. The Group believes that the amount is considered recoverable after taking into account the subsequent settlement after the year end, credit history of the customer and forward-looking information.

42. FINANCIAL INSTRUMENTS *(Continued)*

(b) Financial risk management objectives and policies *(Continued)*

Credit risk and impairment assessment *(Continued)*

Trade receivables *(Continued)*

The Group has concentration of credit risk by geographical location as the entire balance of its trade receivable as at 31 December 2018 and 2019 were in the PRC.

In order to minimise the credit risk, the Group's current credit practices include assessment and evaluation of customers' credit reliability and periodically review of their financial status to determine credit limit to be granted. In addition, the Group performs impairment assessment under ECL model upon application of HKFRS 9 on trade receivables collectively for those with similar credit risk characteristics based primarily on the trade debtors' aging profiles. The Group has been exploring new customers in order to reduce the concentration of credit risk.

Bills receivables

The credit risk associated with bills receivables, which are all bank acceptance drafts, is limited because the accepting bank will cash the bills unconditionally when the Group presents these bills on due dates.

Bank balances

The credit risk of the Group on liquid funds is limited because the majority of the counterparties are international banks and state-owned banks with good reputation.

Other receivables and deposits

The credit risk on other receivables is also limited because of the historical settlement record, past experience, and also quantative and qualitative information that is reasonable and supportive forward-looking information.

The tables below detail the credit risk exposures of the Group's financial assets, which are subject to ECL assessment:

2019	Notes	**Internal credit rating**	**12-month or lifetime ECL**	**Gross carrying amount RMB'000**
Financial assets at amortised costs				
Bank balances and cash and restricted bank balances	24	**N/A**	**12-month ECL**	**7,316**
Bills receivables	26	**N/A**	**12-month ECL**	**364**
Trade receivables	26	**(note i)**	**Lifetime ECL**	**7,510**
Other receivables	26	**(note ii)**	**12-month ECL**	**13,449**

42. FINANCIAL INSTRUMENTS *(Continued)*

(b) Financial risk management objectives and policies *(Continued)*

Credit risk and impairment assessment *(Continued)*

2018	Notes	Internal credit rating	12-month or lifetime ECL	Gross carrying amount RMB'000
Financial assets at amortised costs				
Bank balances and cash and restricted bank balance	24	N/A	12-month ECL	29,644
Trade receivables	26	(note i)	Lifetime ECL	4,484
Other receivables	26	(note ii)	12-month ECL	12,085

Notes:

(i) For trade receivables, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the ECL on these items base on the Group's historical default rates taking into consideration forward-looking information.

(ii) For the purposes of internal credit risk management, the Group uses past due information to assess whether credit risk has increased significantly since initial recognition. As at 31 December 2019 and 2018, these balances are either not past due or doesn't have fixed repayment. The Group determines the ECL on these items by historical default rate and adjusts for forward-looking information.

Liquidity risk

The Group manages liquidity risk by maintaining adequate reserves, undrawn banking facilities and other debt financing instruments, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

In preparing the consolidated financial statements, the management of the Group has given careful consideration to the liquidity of the Group in light of the fact that the Group's current liabilities exceeded its current assets by approximately RMB238,744,000 as at 31 December 2019, and have taken into considerations of the measurements and sources of liquidity as set out in details in note 1. The directors of the Company consider the Group's liquidity risk is minimal.

42. FINANCIAL INSTRUMENTS *(Continued)*

(b) Financial risk management objectives and policies *(Continued)*

Liquidity risk *(Continued)*

Liquidity tables

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, which is also the agreed repayment date, on which the Group can be required to pay. The table includes both interest and principal cash flows. 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.

The amounts included below for variable rate instruments for non-derivative financial liabilities are subject to change if changes in variable rates differ to those estimates of interest rates determined at the end of the reporting period.

	Weighted average effective interest rate %	On demand/ less than 3 months RMB'000	3 months to 1 year RMB'000	1-5 years RMB'000	Over 5 years RMB'000	Total undiscounted cash flow RMB'000	Carrying amount RMB'000
As at 31 December 2019							
Non-derivative financial liabilities							
Trade and other payables	–	**77,645**	–	–	–	**77,645**	**77,645**
Amounts due to related parties	–	**37,977**	–	–	–	**37,977**	**37,977**
Consideration payable to a former non-controlling shareholder of a subsidiary	**7.05**	**9,000**	**27,000**	**27,936**	–	**63,936**	**60,068**
Dividend payable	–	**20,000**	–	–	–	**20,000**	**20,000**
Lease liabilities	**9.92**	**91**	**279**	**219**	–	**589**	**548**
Bank borrowings							
– fixed rate	**8.20**	–	**30,485**	**18,161**	–	**48,646**	**46,000**
– floating rate	**2.35**	**4,244**	–	–	–	**4,244**	**3,876**
		148,957	**57,764**	**46,316**	–	**253,037**	**246,114**
As at 31 December 2018							
Non-derivative financial liabilities							
Trade and other payables	–	56,599	9,248	–	–	65,847	65,847
Amounts due to related parties	–	4,780	–	–	–	4,780	4,780
Consideration payable to a former non-controlling shareholder of a subsidiary	7.05	9,000	27,468	42,468	–	78,936	73,156
Secured bank borrowings							
– fixed rate	4.91	15,027	34,888	–	–	49,915	49,257
– floating rate	5.67	5,142	74,794	2,153	2,018	84,107	81,231
		90,548	146,398	44,621	2,018	283,585	274,271

42. FINANCIAL INSTRUMENTS *(Continued)*

(b) Financial risk management objectives and policies *(Continued)*

Liquidity risk *(Continued)*

Liquidity tables *(Continued)*

Bank borrowings with a repayment on demand clause are included in the "on demand/less than 3 months" time band in the above maturity analysis. As at 31 December 2019, the aggregate amounts of these bank borrowings amounted to approximately RMB3,876,000 (2018: Nil).

For the purpose of managing liquidity risk, management reviewed the expected cash flow information of the Group's bank loans with a repayment on demand clause based on the scheduled repayment dates set out in the agreement as below:

	On demand/ less than 3 months RMB'000	3 months to 1 year RMB'000	1-5 years RMB'000	Over 5 years RMB'000	Total undiscounted cash flow RMB'000	Carrying amount RMB'000
As at 31 December 2019						
Bank borrowings with a repayment on demand clause	137	411	2,738	958	4,244	3,876

The amounts included above for floating interest rate instruments for non-derivative financial liabilities are subject to change if changes in floating interest rates differ to those estimates of interest rates determined at the end of the reporting period.

(c) Fair value measurements of financial instruments that are recorded at amortised cost

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

43. 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 statements of cash flows as cash flows from financing activities.

	Lease liabilities RMB'000	**Bank borrowings** RMB'000	**Amounts due to related parties** RMB'000	**Dividend payable** RMB'000	**Consideration payable to a former non-controlling shareholder of a subsidiary** RMB'000	**Total** RMB'000
At 1 January 2018	–	145,704	351	–	107,734	253,789
Financing cash flows	–	(23,019)	4,412	(28,000)	(36,470)	(83,077)
Non-cash changes						
Interest expenses	–	7,588	–	–	1,892	9,480
Dividend declared	–	–	–	28,000	–	28,000
Effect of foreign currency exchange differences	–	215	17	–	–	232
At 31 December 2018	–	130,488	4,780	–	73,156	208,424
Adjustment upon application of HKFRS 16	814	–	–	–	–	814
As at 1 January 2019 (restated)	814	130,488	4,780	–	73,156	209,238
Financing cash flows	(353)	(86,262)	33,156	–	(15,000)	(68,459)
Non-cash changes						
Interest expenses	73	5,556	–	–	1,912	7,541
Dividend declared	–	–	–	20,000	–	20,000
Effect of foreign currency exchange differences	14	94	41	–	–	149
At 31 December 2019	548	49,876	37,977	20,000	60,068	168,469

44. PARTICULARS OF SUBSIDIARIES OF THE COMPANY

Details of the Company's subsidiaries as at 31 December 2019 and 2018 are as follows:

Name of subsidiaries	Place of incorporation/ establishment/ operation	Issued and fully paid share capital/ registered capital	Equity interest attributable to the Group		Principal activities
			2019	2018	
Directly owned					
Multinational International Holdings Limited	British Virgin Islands	US$50,000	**100%**	100%	Investment holding
Indirectly owned					
HK Taylor	Hong Kong	HK$86,900,000	**100%**	100%	Investment holding
Yifeng Wanguo (note)	The PRC	RMB268,990,000	**100%**	100%	Mining and processing of ores and sales of processed concentrates
Xizang Changdu	The PRC	RMB195,000,000	**51%**	51%	Exploration of mineral resources
Wanguo Australia	Australia	AU$1,000	**100%**	100%	Exploration of mineral resources
Wanguo Ascendant Holding Limited	Hong Kong	HK$1	**100%**	100%	Investment holding
Mega Harvest International Development Limited	Hong Kong	HK$1	**100%**	100%	Investment holding

None of the subsidiaries had issued any debt securities at the end of the reporting period or at any time during both years.

Note:

It was a sino-foreign equity joint venture enterprise with limited liability, and became a wholly foreign owned enterprise since 27 April 2012.

45. DETAILS OF NON-WHOLLY-OWNED SUBSIDIARY THAT HAS MATERIAL NON-CONTROLLING INTERESTS

Summarised financial information in respect of Xizang Changdu, which the Group has material non-controlling interests, is set out below. The summarised financial information of Xizang Changdu prepared in accordance with the significant accounting policies of the Group are as follows:

Financial information of statement of profit or loss and other comprehensive income

	2019 **RMB'000**	2018 RMB'000
Revenue	**–**	–
Expenses and taxation	**(271)**	(585)
Loss for the year	**(271)**	(585)
Loss for the year attributable to:		
Equity holders of the Company	**(138)**	(298)
Non-controlling interests of the Group	**(133)**	(287)
	(271)	(585)

45. DETAILS OF NON-WHOLLY-OWNED SUBSIDIARY THAT HAS MATERIAL NON-CONTROLLING INTERESTS *(Continued)*

Financial information of statement of financial position

	2019 RMB'000	2018 RMB'000
Non-current assets	**506,961**	504,334
Current assets	**2,516**	5,586
Current liabilities	**(179)**	(351)
Non-current liabilities	**(79,822)**	(79,822)
	429,476	429,747
Equity attributable to:		
Equity holders of the Company	**219,033**	219,171
Non-controlling interests of the Group	**210,443**	210,576
	429,476	429,747

Financial information of statement of cash flows

	2019 RMB'000	2018 RMB'000
Net cash inflow/(outflow) from operating activities	**963**	(11,483)
Net cash outflow from investing activities	**(2,889)**	(2,407)
Net cash inflow from financing activities	**1,945**	9,406
Net cash inflow/(outflow)	**19**	(4,484)

46. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

	2019 RMB'000	2018 RMB'000
NON-CURRENT ASSETS		
Interest in subsidiaries	**1**	1
Amounts due from subsidiaries	**241,262**	267,423
Deposits for acquisitions	**5,440**	5,321
	246,703	272,745
CURRENT ASSETS		
Other receivables and prepayments	**5,585**	3,379
Bank balances and cash	**154**	83
	5,739	3,462
CURRENT LIABILITIES		
Dividend payable	**20,000**	–
Amount due to shareholders	**3,026**	1,144
Other payables	**1,165**	1,252
	24,191	2,396
NET CURRENT (LIABILITIES)/ASSETS	**(18,452)**	1,066
TOTAL ASSETS LESS CURRENT LIABILITIES	**228,251**	273,811
CAPITAL AND RESERVES		
Share capital	**58,882**	58,882
Reserves	**169,369**	214,929
TOTAL EQUITY	**228,251**	273,811

46. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY *(Continued)*

Movement in reserves:

	Share premium RMB'000	Accumulated (loss) retained profits RMB'000	Total RMB'000
At 1 January 2018	165,186	(19,472)	145,714
Gain and total comprehensive expense for the year	–	20,445	20,445
Issue of new shares	76,848	–	76,848
Transaction costs attributable to issue of new shares	(78)	–	(78)
Dividend recognised as distribution	(28,000)	–	(28,000)
At 31 December 2018	213,956	973	214,929
Loss and total comprehensive expense for the year	–	(25,560)	(25,560)
Dividend recognised as distribution	(20,000)	–	(20,000)
At 31 December 2019	193,956	(24,587)	169,369

47. EVENTS AFTER THE REPORTING PERIOD

(a) Subsequent to the end of the reporting period on 24 April 2020, the Group and AXF Resources entered into the Amendment. For details please refer to note 22.

(b) Since the outbreak of the Novel Coronavirus (COVID-19) disease in China, ongoing prevention and control measures have been carried out throughout the whole world. The epidemic will impact the overall economy as well as the Group, especially the demand of processed concentrates of various metals in China. Therefore, the Group's operations and revenue may be negatively affected to a certain extent depending on the effects of the prevention and control measures, duration of the outbreak and implementation of various policies. The Company will closely monitor the situation, and assess its impacts on the Group's financial position and operating results. As of the date of this annual report, such assessment is still ongoing.

Summary Financial Information

RESULTS

	For the year ended 31 December				
	2019	2018	2017	2016	2015
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Revenue	**311,155**	320,669	348,494	206,875	220,787
Profit before tax	**65,450**	85,660	102,819	33,026	27,285
Income tax expenses	**(10,044)**	(13,802)	(32,534)	(11,054)	(10,712)
Profit for the year	**55,406**	71,858	70,285	21,972	16,573
Profit attributable to owners of the Company	**55,539**	72,145	70,864	21,972	16,573

	As at 31 December				
	2019	2018	2017	2016	2015
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Non-current assets	**1,213,461**	1,171,991	1,030,487	576,054	502,854
Current assets	**50,023**	65,612	186,975	72,827	47,446
Current liabilities	**(288,767)**	(298,773)	(414,635)	(225,129)	(156,597)
Total assets less current liabilities	**974,717**	938,830	802,827	423,752	393,703
Non-current liabilities	**(144,210)**	(143,529)	(157,935)	(136,788)	(120,711)
Non-controlling interests	**(210,443)**	(210,576)	(186,735)	–	–
Equity attributable to owners of the Company	**620,064**	584,725	458,157	286,964	272,992