



DONGGUANG CHEMICAL LIMITED

東光化工有限公司

(incorporated in the Cayman Islands with limited liability) Stock Code : 1702



2020 ANNUAL REPORT



CONTENTS

Corporate Profile	2
Corporate Information	3
Financial Highlights	5
Chairman's Statement	6
Management Discussion and Analysis	8
Board of Directors	14
Senior Management	18
Corporate Governance Report	19
Directors' Report	60
Independent Auditor's Report	73
Consolidated Statement of Profit or Loss and Other Comprehensive Income	77
Consolidated Statement of Financial Position	78
Consolidated Statement of Changes in Equity	80
Consolidated Statement of Cash Flows	81
Notes to the Consolidated Financial Statements	83
Summary of Financial Information	136

CORPORATE PROFILE

Dongguang Chemical Limited (the “Company”) and its subsidiaries (the “Group”) are one of the major coal-based urea producers with annualised designed production capacity of approximately 1.1 million tonnes of urea in the People’s Republic of China (the “PRC”) and with headquarters in Hebei Province.

The Group has an operating history of over 40 years in Hebei Province. Its predecessor, Hebei Dongguang Huafei Factory* (河北省東光縣化肥廠) (“Dongguang Huafei”), was originally established in 1970 as a local state-owned enterprise and was later privatised and reorganised in July 1998. The Group has been operating in the urea industry since 2001 and is an experienced player in the region with long-term and established relationships with customers in the industry.

The Group has developed the production know-how and management which by its long operating history enhances the production efficiency by maximising the quantity and quality of the products while minimising costs. The Group’s management team has extensive experience and an in-depth understanding of the history and future trends of the urea industry in the PRC.

Urea is the Group’s major product and application of urea can be broadly categorised into agricultural and industrial uses. It is widely used as a source of nitrogen in fertilisers and it has wide industrial application, such as production of adhesives, coatings, plastics, and cosmetics. The Group also produces and sells by-products of urea, including methanol, liquid carbon dioxide and liquefied natural gas.

The Group has two active production plants with advanced production technologies located at Dongguang County of Cangzhou City, Hebei Province. The production processes are also designed to ensure compliance with PRC environmental laws and regulations and to enhance production efficiency by maximising the quantity and quality of the products and minimising costs.

The Group’s production facilities are strategically located in close proximity to Beijing and Tianjin, as well as the Bohai Economic Rim (環渤海經濟圈) and it has access to major national highways, railways, and major ports of North China including Tianjin international port and Huanghua domestic port. The proximity of these transportations has enabled the Group to obtain the supply of coal timely, and to deliver products to the customers based in Beijing, Tianjin, Hebei Province and the nearby regions, including Heilongjiang Province, Inner Mongolia Autonomous Region, Jilin Province and Liaoning Province in a timely and cost-efficient manner.

For more information, please visit www.dg-chemical.com.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Wang Zhihe *(Chairman)*
Mr. Sun Zushan
Mr. Xu Xijiang

Non-executive Director

Ms. Chen Jimin

Independent non-executive Directors

Ms. Lin Xiuxiang
Mr. Liu Jincheng
Mr. Ng Sai Leung

BOARD COMMITTEES

Audit Committee

Mr. Ng Sai Leung *(Chairman)*
Ms. Lin Xiuxiang
Mr. Liu Jincheng

Remuneration Committee

Ms. Lin Xiuxiang *(Chairlady)*
Mr. Liu Jincheng
Mr. Sun Zushan

Nomination Committee

Mr. Wang Zhihe *(Chairman)*
Ms. Lin Xiuxiang
Mr. Liu Jincheng

Corporate Governance Committee

Mr. Ng Sai Leung *(Chairman)*
Mr. Xu Xijiang
Ms. Lin Xiuxiang

COMPANY SECRETARY

Mr. Cheng Shing Hay, HKICPA
(non-practising), CAANZ

AUTHORISED REPRESENTATIVES

(for the purpose of the Listing Rules)

Mr. Wang Zhihe
Mr. Cheng Shing Hay

COMPANY'S LEGAL ADVISER AS TO HONG KONG LAW

Chiu & Partners

AUDITOR

BDO Limited
Certified Public Accountants

REGISTERED OFFICE

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

HEADQUARTERS IN THE PRC

Chengdong Industrial Zone
Dongguang County
Hebei Province
The PRC

CORPORATE INFORMATION

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 1615-20, 16/F, Tower II,
Grand Century Place
193 Prince Edward Road West
Mongkok, Kowloon
Hong Kong

SHARE REGISTRAR AND TRANSFER OFFICE

Principal Share Registrar and Transfer Office in the Cayman Islands

Conyers Trust Company
(Cayman) Limited
Cricket Square
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

Hong Kong Branch Share Registrar and Transfer Office

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

PRINCIPAL BANKERS

China Construction Bank
Dongguang Branch
Industrial and Commercial Bank of China Limited
Dongguang Branch
Agricultural Bank of China
Dongguang County Branch
Bank of Cangzhou Dongguang Branch

STOCK CODE

1702

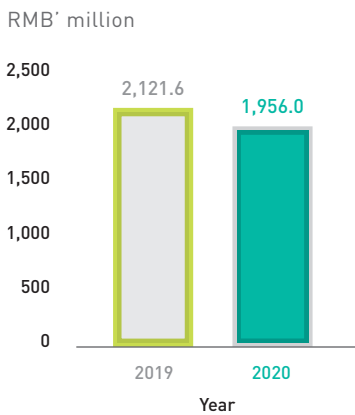
COMPANY WEBSITE

www.dg-chemical.com

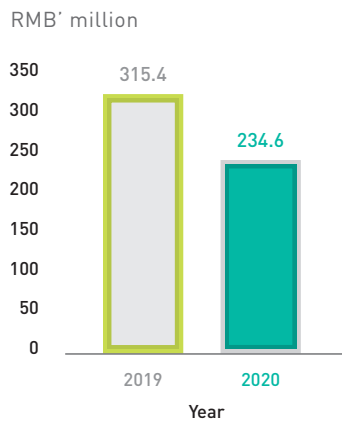
FINANCIAL HIGHLIGHTS

	FY2020	FY2019
Revenue (RMB' million)	1,956.0	2,121.6
Gross Profit (RMB' million)	234.6	315.4
Profit for the Year (RMB' million)	126.5	161.6
Earnings per Share – Basic (RMB cents)	20.2	26.0
Net Asset Value per Share – Basic (RMB)	2.0	1.8

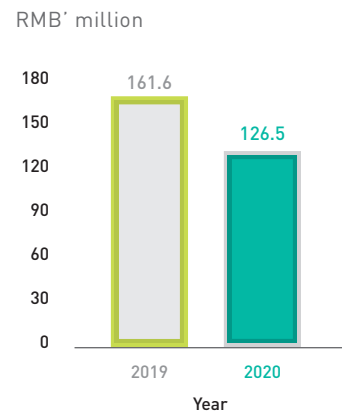
REVENUE DECREASE: 7.8%



GROSS PROFIT DECREASE: 25.6%

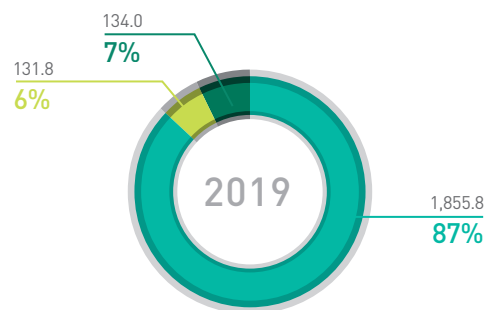
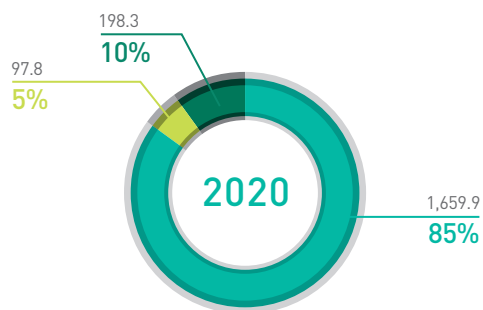


PROFIT FOR THE YEAR DECREASE: 21.7%



REVENUE BY PRODUCTS

RMB' million



● Urea ● Methanol ● Other products

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the board (the "Board") of directors (the "Directors") of the Company, I am pleased to present the audited annual results of the Group for the year ended 31 December 2020 (the "Reporting Period").

BUSINESS REVIEW

In 2020, the COVID-19 pandemic exerted a strong impact on the global economy. As the domestic and global economy were unstable, there had been a high volatility of the urea and other chemical product prices. Due to the restrictions of grain export in numerous countries, fertilizer received extensive attention as "food" for grain. Since the first half of 2020, the Chinese government encouraged chemical fertilizer enterprises to increase their operational efficiency to meet agricultural demands, market demands for urea therefore has gradually revived, and the urea price has begun to rise again in the fourth quarter, making the Group achieve a better performance in the second half of the year compared to the first half of 2020.

During the Reporting Period, we recorded a profit of approximately RMB126.5 million, a year-on-year decrease by approximately RMB35.1 million, or 21.7%, from approximately RMB161.6 million for the last year, mainly due to a decrease of the Group's overall gross profit and gross profit margin. The Group's urea and methanol products continued to contribute the main revenue for the Group which accounted for approximately 85% and 5% respectively of our total revenue during the Reporting Period. Although our revenue decreased by approximately RMB165.6 million, or 7.8%, from approximately RMB2,121.6 million for the year ended 31 December 2019 to approximately RMB1,956.0 million for the Reporting Period, mainly due to the decrease in the average selling price of urea and methanol products, the sales volume of our products remained strong and stable, and we managed to achieve considerable profit margins and maintain a high-level operation in such difficult times by effectively controlling our cost of sales, tightening our administrative expenses and reducing our finance costs.

The Group, as one of China's major urea manufacturers, commits itself to seize market opportunities, develop existing markets and consolidating its position in the industry, the Group is also actively exploring new markets and developing new products. Dongzhiqing, a vehicles urea solution newly developed by the Group, has achieved remarkable results since it was officially put into operation in 2020. At present, the annual production capacity of vehicles urea is 300,000 tons. Meanwhile, the Group has always attached great importance to the environmentally-friendly and green development of enterprises. With the Group's outstanding performance in innovation-driven green development and social responsibility practice in the past year, Hebei Dongguang Chemical



Wang Zhihe

Chairman

CHAIRMAN'S STATEMENT

Co., Ltd., a wholly owned subsidiary of the Group, was awarded the "Model of Green Development" [綠色發展典範] of the 13th Five-Year Plan China Petroleum and Chemical Industry as well as the "Model of Social Responsibility" [社會責任典範] of China Petroleum and Chemical Model List of Enterprises and Citizens. Those two industry awards reflected social recognition of the Group's work in environmental protection.

Having a team of professional and a strong platform for technological innovation, the Group committed itself actively to clean production, pollution prevention and other technical researches of environmental protection issues, and timely applied them to the practice of production, to provide strong support for environmentally-friendly and green development of enterprises. In 2020, the Group successfully grasped the essence of environmental issues in the industry, boldly innovated, developed and implemented the environmental protection and treatment project of fixed-bed intermittent coal gasification, which achieved favourable effect after a year operation. It realized wet slag with fixed bed intermittent gasification technology, the zero discharge of VOCs and ultra-low discharge of wastewater, setting up a model project and transformation mode for the whole industry to solve the long-term environmental problems of fixed-bed users. In November 2020, the project passed the appraisal of scientific and technological achievements by experts organized by the China Nitrogen Fertilizer Industry Association and was highly recognized by representatives of the China Nitrogen Fertilizer Industry Association and relevant departments. The Group will continue to seek new development opportunities actively, and carry out technological transformation and development of new products on an on-going basis, committing to the path of safe, green and high-quality development.

OUTLOOK

Agriculture plays a crucial role in China's development. At the 2020 Central Economic Conference, "solving issues of seeds and cultivated land" attracted extensive attention as it is emphasized that agriculture is the foundation of food security. Secondly, many local governments started to issue documents to prevent the misuse of cultivated land for the non-grain purpose and ensure the safety of food production. With food security remaining the main theme of the agricultural products in the year of 2021, the importance of urea has been intensified again. The improvement of grain prices will arouse the enthusiasm of farmers, and the agricultural planting area is expected to continue to increase, which will support the demand for urea. Dually driven by the national policy of food security and economic performance, it is expected that domestic demand for chemical fertilizer will maintain a significant growth; in terms of industry, with the continuous development of new domestic infrastructure and recovery of overseas economy in 2021, the overall industrial demand for urea is expected to grow.

With the effective control of the COVID-19 pandemic in China, enhanced demand-side reform as well as the accelerated construction of a new "dual cycle" development pattern, the economy in 2021 is expected to revive strongly, and the whole urea industry will continue to develop in a healthy and orderly direction. The Group will, as always, continue to follow to the path of safe, green, high-quality and sustainable development, make full use of favorable platforms of capital market to seek new opportunities for development actively. It will continuously improve its market competitiveness and anti-risk ability through investment, merger and acquisition as well as continuous technological innovation, new product development and product structure adjustment, and realize steady and rapid development of the Group under the premise of safety and environmental protection.

Lastly, I would like to take this opportunity to extend my sincere gratitude to our shareholders, the management of the Company, all our employees and clients, and those who care and support the Group. Over the past year, all employees worked relentlessly to improve the financial and management performance of the Group amid complicated market conditions. The Group will adhere to the development philosophy of "Developing Companies, Creating Values, Enriching Employees, Serving Society", and commit itself to generate greater values to the society, creating higher returns for shareholders as well as realizing greater development of the Group.

Wang Zhihe

Chairman of the Board

26 March 2021

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

In 2020, affected by the outbreak of the Coronavirus Disease 2019 ("COVID-19"), the urea industry and global economy experienced turbulence. Although the impact of the global spread of COVID-19 has not been dispersed, the domestic situation in the PRC tends to be stable. During the second half of 2020, as the domestic situation of COVID-19 was under control and the industrial economy had recovered, the overall urea market became more balanced, and the urea industry had gradually recovered in a rational and orderly manner, and therefore the market demand had gradually recovered during the Reporting Period. Although the average market prices of the Group's major products such as urea and methanol products still fluctuated and declined as compared to 2019, the operating results of the Group for the second half of 2020 has outperformed the first half of the year.

During the Reporting Period, we recorded a decrease in profit by approximately RMB35.1 million, or 21.7%, from RMB161.6 million for the year ended 31 December 2019 to approximately RMB126.5 million for the Reporting Period, mainly due to the decrease of gross profit and gross profit margin of the Group as a whole which was mainly due to the decrease in our revenue and the higher percentage decrease of revenue than the percentage decrease of cost of sales during the Reporting Period.

Our revenue decreased by approximately RMB165.6 million, or 7.8%, from approximately RMB2,121.6 million for the year ended 31 December 2019 to approximately RMB1,956.0 million for the Reporting Period, mainly due to the decrease in the average selling price of urea and methanol products. The average selling price of our urea products was approximately RMB1,495 per tonne during the Reporting Period, representing a decrease of approximately 9.3% from RMB1,648 per tonne in 2019. The average selling price of our methanol products was approximately RMB1,236 per tonne during the Reporting Period, representing a decrease of approximately 20.8% from RMB1,561 per tonne in 2019.

However, benefit from the Group's product differentiation strategy by effectively increasing production capacity and expanding the value chain to urea related products, the Group's other urea by-products such as carbon dioxide, compound fertilizer and the newly developed vehicles urea solution products contributed an increase in revenue for the Reporting Period. Our revenue generated from the sales of other products increased by approximately RMB64.3 million, or 48.0% from approximately RMB134.0 million for the year ended 31 December 2019 to approximately RMB198.3 million for the Reporting Period.

OPERATING AND FINANCIAL REVIEW

Revenue by Products

	Year ended 31 December 2020 RMB'000	Year ended 31 December 2019 RMB'000	% Change + / (-)
Urea	1,659,912	1,855,794	(10.6)%
Methanol	97,851	131,785	(25.7)%
Other products	198,281	134,013	48.0%
Total	1,956,044	2,121,592	(7.8)%

Urea

Revenue from urea decreased by approximately RMB195.9 million, or 10.6%, from approximately RMB1,855.8 million for the year ended 31 December 2019 to approximately RMB1,659.9 million during the Reporting Period, as the average selling price of our urea decreased by approximately RMB153 per tonne, or 9.3%, from approximately RMB1,648 per tonne for the year ended 31 December 2019 to approximately RMB1,495 per tonne for the Reporting Period.

MANAGEMENT DISCUSSION AND ANALYSIS

Methanol

Revenue from methanol decreased by approximately RMB33.9 million, or 25.7%, from approximately RMB131.8 million for the year ended 31 December 2019 to approximately RMB97.9 million during the Reporting Period, as the average selling price of our methanol decreased by approximately RMB325 per tonne, or 20.8%, from approximately RMB1,561 per tonne for the year ended 31 December 2019 to approximately RMB1,236 per tonne for the Reporting Period.

Other products

Other products include carbon dioxide, liquid ammonia, compound fertiliser, vehicle urea solution and LNG. Revenue from other products increased by approximately RMB64.3 million, or 48.0%, from approximately RMB134.0 million for the year ended 31 December 2019 to approximately RMB198.3 million for the Reporting Period mainly due to the increase in revenue of our carbon dioxide, compound fertilizer and vehicle urea solution products during the Reporting Period. The increase in revenue of carbon dioxide was mainly due to the increase of the sales volume and average selling price of our carbon dioxide products for the Reporting Period; the increase in revenue of compound fertilizer was mainly due to the increase of sales volume for the Reporting Period; and the increase in revenue of vehicle urea solution was mainly due to its full-scale production in the Reporting Period.

Cost of sales

Our cost of sales decreased by approximately RMB84.8 million, or 4.7%, from approximately RMB1,806.2 million for the year ended 31 December 2019 to approximately RMB1,721.4 million for the Reporting Period, primarily due to the decrease in raw materials costs, partially offset by the increase in labour costs and electricity cost during the Reporting Period.

Gross Profit and Gross Profit Margin

	Year ended 31 December 2020		Year ended 31 December 2019		Change	
	Gross Profit RMB'000	Margin %	Gross Profit RMB'000	Margin %	RMB'000	%
Urea	195,047	11.8	273,225	14.7	(78,178)	(28.6)
Methanol	(34,579)	(35.3)	(15,458)	(11.7)	(19,121)	123.7
Other products	74,181	37.4	57,646	43.0	16,535	28.7
Total	234,649	12.0	315,413	14.9	(80,764)	(25.6)

Our gross profit decreased by approximately RMB80.8 million, or 25.6%, from approximately RMB315.4 million for the year ended 31 December 2019 to approximately RMB234.6 million for the Reporting Period, primarily due to the decrease in our revenue resulting from the decrease in the average selling price of our urea and methanol products while our cost of sales decreased mainly due to the decrease in raw materials costs during the Reporting Period. As a result of the decrease in our revenue and the higher percentage decrease of revenue than the percentage decrease of cost of sales during the Reporting Period, our gross profit margin decreased from approximately 14.9% for the year ended 31 December 2019 to approximately 12.0% for the Reporting Period.

MANAGEMENT DISCUSSION AND ANALYSIS

Other income

Other income increased by approximately RMB1.8 million, or 16.5%, from approximately RMB10.9 million for the year ended 31 December 2019 to approximately RMB12.7 million for the Reporting Period, primarily due to the increase in gain on financial assets at fair value through profit or loss representing investment gain from trading of urea future contracts and increase in rental income.

Other gains/(losses), net

Other gains (net) of approximately RMB1.8 million (2019: other loss of approximately RMB8.5 million) was recorded for the Reporting Period mainly due to RMB appreciated against HKD.

Administrative expenses

Administrative expenses decreased by approximately RMB4.2 million, or 6.8%, from approximately RMB61.4 million for the year ended 31 December 2019 to approximately RMB57.2 million for the Reporting Period, primarily due to the decrease in consultancy fee, and such decrease was partially offset by the increase in staff salaries and welfares, donations to support the local government and legal and professional fees for the Reporting Period.

Distribution expenses

There was no material fluctuation for distribution expenses which accounted for approximately RMB3.2 million for the Reporting Period and approximately RMB2.8 million for the year ended 31 December 2019.

Finance costs

Finance costs decreased by approximately RMB16.1 million, or 48.2%, from approximately RMB33.4 million for the year ended 31 December 2019 to approximately RMB17.3 million for the Reporting Period, primarily due to general decrease in the level of borrowings.

Taxation

Income tax expenses decreased by approximately RMB13.6 million, or 23.2%, from approximately RMB58.6 million for the year ended 31 December 2019 to approximately RMB45.0 million for the Reporting Period, primarily due to decrease of profit before taxation for the Report Period.

Profit for the year

Profit for the year decreased by approximately RMB35.1 million or 21.7% from approximately RMB161.6 million for the year ended 31 December 2019 to approximately RMB126.5 million for the Reporting Period. This was mainly due to the decrease in gross profit of approximately RMB80.8 million and increase in distribution expenses of approximately RMB0.4 million during the Reporting Period. The decrease in profit for the Reporting Period was partially offset by the increase in other income of approximately RMB1.8 million, increase in other gains (net) of approximately RMB10.3 million, decrease in administrative expenses of approximately RMB4.2 million, decrease in finance cost of approximately RMB16.1 million and decrease in income tax expense of RMB13.6 million.

MANAGEMENT DISCUSSION AND ANALYSIS

CAPITAL STRUCTURE

As at 31 December 2020, the Group had net assets of approximately RMB1,234.1 million (as at 31 December 2019: approximately RMB1,145.4 million), comprising of non-current assets of approximately RMB1,251.0 million (as at 31 December 2019: approximately RMB1,234.4 million), and current assets of approximately RMB508.1 million (as at 31 December 2019: approximately RMB590.2 million), which primarily consist of cash and bank balances amounted to approximately RMB367.1 million (as at 31 December 2019: approximately RMB431.8 million). Moreover, inventories amounted to approximately RMB82.4 million (as at 31 December 2019: approximately RMB80.9 million) and prepayments, deposit and other receivables amounted to approximately RMB50.1 million (as at 31 December 2019: approximately RMB72.3 million) are also major current assets. The Group recorded a net current assets position of approximately RMB28.5 million as at 31 December 2020 (as at 31 December 2019: net current liabilities of approximately RMB50.0 million). Major current liabilities include trade payables amounted to approximately RMB62.9 million (as at 31 December 2019: approximately RMB77.4 million), other payables and accruals amounted to approximately RMB58.0 million (as at 31 December 2019: approximately RMB65.2 million), contract liabilities amounted to approximately RMB64.8 million (as at 31 December 2019: approximately RMB44.7 million) and current portion of interest-bearing bank and other borrowings amounted to approximately RMB281.0 million (as at 31 December 2019: approximately RMB442.1 million).

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2020, the Group had cash and bank balances of approximately RMB367.1 million (as at 31 December 2019: approximately RMB431.8 million) and had total interest-bearing bank borrowings of approximately RMB291.0 million (as at 31 December 2019: approximately RMB442.1 million). The Group's interest-bearing bank borrowings bear interests ranging from 3.70% to 5.20% (as at 31 December 2019: 4.39% to 5.53%) per annum.

As at 31 December 2020, total current and non-current bank and other borrowings of the Group repayable within one year and after one year were approximately RMB281.0 million and RMB10.0 million respectively (as at 31 December 2019: approximately RMB442.1 million and nil respectively).

As at 31 December 2020, the gearing ratio for the Group was 23.6% (as at 31 December 2019: 38.7%), based on bank and other borrowings of approximately RMB291.0 million (as at 31 December 2019: approximately RMB442.1 million) and equity attributable to owners of the Company of approximately RMB1,230.9 million (as at 31 December 2019: approximately RMB1,143.4 million). The Group would serve its debts primarily with cash flow generated from its operation, seeking renewal of the outstanding bank borrowings and new banking facilities and exploring the availability of alternative source of financing. The management is confident that the Group has adequate financial resources to meet its future debt repayment and support its working capital requirement and future expansion.

MANAGEMENT DISCUSSION AND ANALYSIS

PROSPECTS

Looking forward in 2021, as the domestic situation of COVID-19 will be brought under control, coupled with the strengthening of effort in demand-side reform and acceleration in the construction of the new “dual circulation” development landscape, a strong economic recovery is expected, and the entire urea industry will continue to develop in a healthy and orderly manner. As always, the Group will stick to the path of safe development, green development, quality development and sustainable development, fully leveraging on the favourable development platform provided by the capital market, and actively pursue new development opportunities. Provided that we achieve safety and environmental protection, the Group’s continued effort to strengthen our competitive edge and risk appetite will realise a steady growth and rapid development through investments, acquisitions and mergers and other initiatives, in addition to continued transformation of technology, development of new products and adjustment of product structure.

Lastly, the Group would like to take this opportunity to extend its sincere gratitude and best regards to each of the shareholder, the management and the employees and clients of the Group, and those who show care and support to the Group. Over the past year, all the employees of the Group worked relentlessly to improve the business and management of the Group amid complicated market conditions. The Group will adhere to the development philosophy of “Developing Companies, Creating Values, Enriching Employees, Serving Society”, and commit itself to generating greater values to the society, creating better returns for its shareholders and realising greater achievements of the Group.

FOREIGN CURRENCY EXPOSURE

The Group is exposed to foreign exchange risk during the Reporting Period arising from various currency exposures mainly to the extent of its borrowings in currencies denominated in Hong Kong dollars.

The Group does not have a formal foreign currency hedging policy or conducts hedging exercise to reduce its foreign currency exposure. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should it be necessary.

CAPITAL COMMITMENTS

As at 31 December 2020, capital commitment of the Group which had been contracted for but not provided in the financial statements was approximately RMB30.1 million (as at 31 December 2019: approximately RMB23.0 million).

CHARGE ON ASSETS

As at 31 December 2020, the Group’s secured short-term bank loans and long-term bank loan were secured by certain of the Group’s property, plant and equipment and leasehold land. As at 31 December 2019, the Group’s secured short-term bank loans, short-term other loan and long-term bank loan were secured by certain of the Group’s property, plant and equipment and leasehold land. Short-term secured other loans were granted from a finance leasing company in the PRC and was fully repaid on 19 February 2020.

CONTINGENT LIABILITIES

As at 31 December 2020, the Group did not have any material contingent liabilities (as at 31 December 2019: Nil).

MANAGEMENT DISCUSSION AND ANALYSIS

EMPLOYEES AND EMOLUMENT POLICY

As at 31 December 2020, the Group employed a total of 1,315 employees (as at 31 December 2019: 1,295 employees). The Group's emolument policy is formulated based on industry practices and performance of individual employees. During the Reporting Period, the total staff costs (including directors' emoluments) amounted to approximately RMB101.5 million (year ended 31 December 2019: RMB102.0 million). The Company has also adopted a share option scheme for the purpose of providing incentives and rewards to eligible participants, including the employees of the Group, for their contribution to the Group.

MATERIAL ACQUISITIONS AND DISPOSAL OF SUBSIDIARIES AND ASSOCIATED COMPANIES

There was no material acquisition or disposal of subsidiaries or associated companies of the Company during the Reporting Period.

SIGNIFICANT INVESTMENTS

There was no significant investment held by the Company during the Reporting Period.

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

During the Reporting Period, neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

PROPOSED FINAL DIVIDEND

The Board recommended the payment of a final dividend of HK5 cents (2019: HK6 cents) per ordinary share, absorbing a total amount of about HK\$31.0 million (2019: HK\$37.3 million), in respect of the year ended 31 December 2020 (the "Proposed Final Dividend"), which is subject to the approval of the shareholders of the Company at the forthcoming annual general meeting of the Company to be held on Friday, 28 May 2021 (the "2021 AGM"). The proposed final dividend is expected to be paid on Friday, 18 June 2021 to all shareholders whose names to be appeared on the register of members of the Company on Monday, 7 June 2021.

BOARD OF DIRECTORS

EXECUTIVE DIRECTORS

Mr. Wang Zhihe (王治河), aged 63

Executive Director and chairman of the Board

Mr. Wang is an executive Director and the chairman of the Board, and is responsible for overall strategic development, and leading the business development of the Group. He was appointed as a Director on 12 June 2014 and re-designated as executive Director on 20 June 2017. Mr. Wang is one of the founders of the Group and a controlling shareholder of the Company. He has over 42 years of experience in operation, and over 28 years of experience in managing the business of manufacturing coal-based fertiliser. Mr. Wang joined the Group in July 1998. He has been the chairman of Hebei Dongguang Chemical Co., Ltd* (河北省東光化工有限責任公司) ("Dongguang Chemical") since July 1998. Mr. Wang was the general manager of Dongguang Chemical from July 1998 to February 2012, the factory director of Dongguang Huafei from November 1992 to June 1998, the deputy factory director of Dongguang Huafei from January 1992 to October 1992, the office director of Dongguang Huafei from June 1986 to December 1991, the chief of sales division of Dongguang Huafei from January 1984 to May 1986 and the statistician of Dongguang Huafei from January 1978 to December 1983. He completed a semi-sabbatical study junior college professional certificate course in industrial management organised by Hebei Faculty of Technology* (河北工學院) (currently known as Hebei University of Technology (河北工業大學)) in June 1990. Mr. Wang is also a director of certain subsidiaries of the Group. Besides, Mr. Wang is a director of Sino-Coal Chemical Holding Group Limited ("Sino-Coal Holding") and Bloom Ocean Investments Limited ("Bloom Ocean") respectively. Each of Sino-Coal Holding and Bloom Ocean was the beneficial owner of 279,680,000 and 180,320,000 shares of US\$0.0001 each in the share capital of the Company ("Shares") as at 31 December 2020 respectively. Mr. Wang's interest in the Shares as at 31 December 2020 is disclosed under the paragraph headed "Directors' Report — Directors' and Chief Executive's Interests and Short Positions in the Shares, Underlying Shares and Debentures of the Company or Any Associated Corporation" in this Annual Report.

Mr. Sun Zushan (孫祖善), aged 68

Executive Director and chief operating officer of the Group

Mr. Sun is an executive Director and the chief operating officer of the Group, and is responsible for overall operational management of the Group. He was appointed as a Director on 12 June 2014 and re-designated as executive Director on 20 June 2017. Mr. Sun is one of the founders of the Group. He has over 50 years of experience in operation, and over 22 years of experience in managing the business of manufacturing coal-based fertiliser. Mr. Sun joined the Group in July 1998. He was the general manager of Dongguang Chemical from March 2012 to December 2017. Mr. Sun was the deputy general manager of Dongguang Chemical from July 1998 to February 2012, the deputy factory director and director of Dongguang Huafei from May 1998 to June 1998, assistant factory director of Dongguang Huafei from March 1997 to April 1998, chief of sales division of Dongguang Huafei from April 1994 to February 1997, the director of the technology transformation office of Dongguang Huafei from April 1991 to April 1994, the chief of production division of Dongguang Huafei from June 1989 to April 1991, the chief of supply division of Dongguang Huafei from January 1989 to June 1989, the deputy branch chemical factory director of Dongguang Huafei from September 1986 to January 1989, the deputy chief of equipment division of Dongguang Huafei from July 1984 to August 1986, the deputy director of chemical workshop of Dongguang Huafei from September 1978 to June 1984, the repairman of repair workshop of Dongguang Huafei from May 1974 to August 1978 and the operator of transform workshop of Dongguang Huafei from June 1970 to May 1974. He is also a director of certain subsidiaries of the Group. Besides, Mr. Sun is a director of Sino-Coal Holding. Sino-Coal Holding is owned as to approximately 6.908% by Power Moon Limited, a company wholly owned by Mr. Sun.

Mr. Xu Xijiang (徐希江), aged 59

Executive Director and chief technology officer of the Group

Mr. Xu is an executive Director and the chief technology officer of the Group, and is responsible for overall management of technology and production of the Group. He was appointed as a Director on 12 June 2014 and re-designated as executive Director on 20 June 2017. Mr. Xu is one of the founders of the Group. He has over 39 years of experience in operation, and over 22 years of experience in managing the business of manufacturing coal-based fertiliser. Mr. Xu joined the Group in July 1998. He has been the deputy general manager of Dongguang Chemical since July 1998. Mr. Xu was the assistant factory director of Dongguang Huafei from December 1992 to June 1998, the chief of production division of Dongguang Huafei from October 1990 to December 1992, the director of chrysophenine workshop (凍黃車間) of Dongguang Huafei from May 1989 to October 1990 and the workman of Dongguang Huafei from September 1981 to May 1989. He is also a director of certain subsidiaries of the Group. Besides, Mr. Xu is a director of Sino-Coal Holding. Sino-Coal Holding is owned as to approximately 6.908% by Decent Magic Limited, a company wholly owned by Mr. Xu.

NON-EXECUTIVE DIRECTOR

Ms. Chen Jimin (陳繼敏), aged 47

Non-executive Director

Ms. Chen is a non-executive Director of the Board. She was appointed as a non-executive Director on 6 April 2018. Ms. Chen has over 17 years of experience in finance, management and investment. Ms. Chen had worked for Hebei Guofu Agricultural Investment Group Limited (河北省國富農業投資集團有限公司) from July 1996 to May 2006. Since then, she has been working for its subsidiary, Guofu (Hong Kong) Holdings Limited (國富(香港)控股有限公司), and currently as a member of the board of directors as well as the general manager who is in charge of the company operation, management and team formation. She had worked as the vice general manager of China U-Ton Holdings Limited (中國優通控股有限公司), a company then listed on the Growth Enterprise Market of the Stock Exchange (stock code: 8232), and was in charge of investment, finance and external relationships from November 2010 to July 2012. Ms. Chen was awarded the designation of a Fellow Chartered Financial Practitioner by the Asia Pacific Financial Services Association in February 2008 and obtained the qualification of an Accredited Financial Planner from the American Association for the Certification of Training Program in April 2008. Ms. Chen obtained a diploma in computerised accounting and statistics in June 1996 from Northwest Normal University (西北師範大學), a diploma from the Advanced Course for Financial Planners (財務策劃師高級研修班) organised by the School of Continuing Education of Tsinghua University (清華大學繼續教育學院) in August 2008 and a certificate from Asset Management Association of China (中國證券投資基金業協會) in April 2018.

BOARD OF DIRECTORS

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Lin Xiuxiang (林秀香), aged 58

Independent non-executive Director

Ms. Lin is an independent non-executive Director. She was appointed as an independent non-executive Director on 20 June 2017. Ms. Lin has over 30 years of experience in the education field in financial management and accounting. She has been the director of the department of financial management of the school of accountancy of the Central University of Finance and Economics (中央財經大學) (“CUFE”) since October 2003 and a professor in the faculty of accounting and financial management of the school of accountancy of CUFE since September 2006. She has also been an independent director and a director of the audit committee of Minsheng Securities (民生證券股份有限公司) since August 2012 to August 2018. She has also been an associate professor in the faculty of financial management of the school of accountancy of CUFE from October 2003 to August 2006, an associate professor in the faculty of finance of CUFE from September 1999 to September 2003, a lecturer in financial management of the faculty of finance of CUFE from May 1996 to August 1999, a lecturer in finance and accounting of the faculty of finance of Central School of Finance* (中央財政金融學院) (currently known as CUFE) from November 1992 to April 1996 and a teaching assistant in finance and accounting of the faculty of finance of Central School of Finance from August 1988 to October 1992. Ms. Lin obtained a doctoral degree in economics from CUFE in June 2006. She also obtained a master’s degree in economics from the Central School of Finance in July 1988.

Mr. Liu Jincheng (劉金成), aged 57

Independent non-executive Director

Mr. Liu is an independent non-executive Director. He was appointed as an independent non-executive Director on 20 June 2017. Mr. Liu has over 25 years of experience in operation and management in chemical industry. He has been the Head of Technical Committee of Hebei Yangmei Zhengyuan Chemical Group Co., Ltd* (河北陽煤正元化工集團有限公司), which principally engages in the manufacture of fertiliser and the research and development of equipment for the production of fertiliser, since September 2019, the vice chairman of the board of Hebei Yangmei Zhengyuan Chemical Group Co., Ltd* (河北陽煤正元化工集團有限公司) from January 2010 to September 2019 and the general manager of Cangzhou Zhengyuan Fertiliser Co., Ltd* (滄州正元化肥有限公司), which is principally engaged in the manufacture of fertiliser, from October 2013 to September 2017. He has also been the president of Hebei Zhengyuan Chemical Group Joint Stock Co., Ltd* (河北正元化工集團股份有限公司) (formerly known as Hebei Zhengyuan Chemical Group Co., Ltd* (河北正元化工集團有限公司)), which principally engages in the manufacture of fertiliser and the research and development of equipment for the production of chemical, from April 2006 to January 2010, the president of Hebei Zhengyuan Investment Co., Ltd* (河北正元投資有限責任公司), which principally engages in the operation and investment in fertiliser businesses, from April 2005 to April 2006, and the technology manager of Shijiazhuang Zhengyuan Gaoxiao Tower Development Company* (石家莊正元高效塔器開發公司), which principally engages in the manufacture of equipment for the production of chemical, from October 1992 to April 2005. Mr. Liu obtained a master’s degree in chemical engineering from the Hebei Faculty of Technology* (河北工學院) (currently known as Hebei University of Technology (河北工業大學)) in July 1988.

Mr. Ng Sai Leung (吳世良), aged 48

Independent non-executive Director

Mr. Ng is an independent non-executive Director. He was appointed as an independent non-executive Director on 20 June 2017. Mr. Ng has over 20 years of experience in investment banking and business assurance industries. He is the independent non-executive Director who has the qualifications and experience to meet the requirements under Rule 3.10(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

Mr. Ng has been the Managing Director and Head of Corporate Finance of Shanxi Securities International Capital Limited, a licensed corporation under the SFO which principally engages in the provision of investment banking services, since August 2019. He has been appointed as an independent non-executive director of MEIGU Technology Holding Group Limited, a company listed on the Growth Enterprise Market of the Stock Exchange (stock code: 8349) with effect on 16 December 2016. He was also the managing director of Baron Global Financial Services Limited (currently known as VBG Capital Limited), a licensed corporation under the SFO which principally engages in the provision of investment banking services, from January 2015 to August 2019, a director of the investment banking department of CMB International Capital Corporation Limited, which principally engages in the provision of investment banking services to global, local institutional and corporate clients as well as individual investors, from August 2010 to January 2015, a vice president and senior vice president of the corporate finance division of CIMB Securities (HK) Ltd., a company which principally engages in the provision of a full range of services from cash equities, equity sales and research and debt capital markets through to financial/corporate advisory and merger and acquisitions, from June 2006 to August 2010, a senior manager and an associate director of MasterLink Securities (HK) Corp., Ltd., a company which principally engages in the provision of corporate finance advisory services, from May 2004 to May 2006, an assistant manager, manager and senior manager of the corporate finance department of Tai Fook Capital Limited (currently known as Haitong International Capital Limited), a company which principally engages in the provision of corporate finance advisory services, from September 1999 to April 2004, an officer of the compliance department of Hong Kong Futures Exchange Limited from March 1998 to September 1999, and a junior internal officer of the private banking division of Swiss Bank Corporation, an investment bank which then principally engaged in the provision of financial services, from March 1997 to February 1998. He also worked as an accountant of Ernst & Young from August 1995 to March 1997. Mr. Ng was certified as a certified public accountant from the Board of Public Accountants of the State of Montana, the US in September 1997. He is also a member of the Chartered Financial Analyst Institute. Mr. Ng obtained a bachelor's degree in business administration from The University of Hong Kong in November 1995. He also obtained a master's degree in business administration from The Chinese University of Hong Kong in December 2002.

SENIOR MANAGEMENT

Mr. Guo Jianming (郭建明), aged 47

General manager of the Group

Mr. Guo is the general manager of the Group, and is responsible for the overall production and operation management of the Group. He has been with the Group since July 1998. He has been the general manager of Dongguang Chemical since December 2017. He was the deputy general manager of Dongguang Chemical from August 2003 to December 2017. Mr. Guo was the assistant general manager of Dongguang Chemical from March 2001 to August 2003, the director of plastic woven workshop of Dongguang Chemical from June 1999 to March 2001 and the operator of transform workshop of Dongguang Chemical from July 1998 to June 1999 and the operator of transform workshop of Dongguang Huafei from April 1997 to June 1998. He completed junior college study course in industrial analysis organised by Hebei Institute of Technology* (河北理工學院) (currently known as Hebei United University (河北聯合大學)) in July 1996.

Mr. Cheng Shing Hay (鄭承熙), aged 42

Chief financial officer and company secretary of the Company

Mr. Cheng, is the chief financial officer and company secretary of the Company. He was appointed as the chief financial officer on 11 February 2015 and the company secretary on 31 March 2015. Mr. Cheng is responsible for overseeing the Group's financial and company secretarial functions. He has over 19 years of experience in finance, accounting and auditing field. Prior to joining the Group, Mr. Cheng was the chief financial officer and company secretary of China New City Commercial Development Limited (stock code: 1321), a company which shares are listed on the Main Board of the Stock Exchange, from January 2014 to January 2015, the financial controller and later the joint chief financial officer of Xiangyu Dredging Holdings Limited (stock code: 871), a company which shares are listed on the Main Board of the Stock Exchange, from December 2012 to November 2013, and chief financial officer of a PRC based internet company from October 2011 to November 2012. Prior to that, between September 2001 and October 2011, Mr. Cheng had worked in various positions of the audit department in Deloitte Touche Tohmatsu and Grant Thornton. Mr. Cheng is a non-practicing member of the Hong Kong Institute of Certified Public Accountants and chartered accountant of the Chartered Accountants Australia and New Zealand (formerly known as Institute of Chartered Accountants of New Zealand). He was appointed as an independent non-executive director of Ascent International Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 264) from 15 September 2017 to 7 September 2018. Mr. Cheng obtained a graduate diploma in commerce from the University of Auckland in May 2001 and a bachelor degree in commerce from the University of Auckland in May 2000.

CORPORATE GOVERNANCE REPORT

(I) STATEMENT OF COMPLIANCE

It is the policy of the Company to manage the affairs of the Group in accordance with the appropriate standards for good corporate governance. Summarised below is a statement on how the Company during the year ended 31 December 2020 has applied the principles and complied with the code provisions as set out in the Corporate Governance Code in effect during the year ended 31 December 2020 (the "CG Code") as contained in Appendix 14 of the Listing Rules.

A. Directors

A.1 *The Board*

Principle

An issuer should be headed by an effective Board which should assume responsibility for its leadership and control and be collectively responsible for promoting its success by directing and supervising its affairs. Directors should take decisions objectively in the best interests of the issuer.

The Board should regularly review the contribution required from a Director to perform his responsibilities to the issuer, and whether he is spending sufficient time performing them.

Summary of Code Provisions	Any deviations?	Governance practices of the Company
A.1.1 At least 4 Board meetings should be held each year.	No	The Board has overall responsibility for the proper conduct of the Company's business. Regular Board meetings are held on a quarterly basis and ad hoc Board meetings will be held as and when required.
A.1.2 All Directors should be given an opportunity to include matters in the agenda for regular Board meetings.	No	Draft notice and agenda for regular Board meetings are provided to all Directors for comments and consideration and inclusion of any matters for deliberation at the meetings.
A.1.3 Notice of at least 14 days should be given of a regular Board meeting. For all other Board meetings, reasonable notice should be given.	No	Reasonable notice will be given for all other Board meetings.

CORPORATE GOVERNANCE REPORT

(I) STATEMENT OF COMPLIANCE *(CONTINUED)*

A. Directors *(Continued)*

A.1 The Board *(Continued)*

Principle *(Continued)*

Summary of Code Provisions	Any deviations?	Governance practices of the Company
A.1.4 Minutes of Board and Board Committees meetings should be kept by a duly appointed secretary of the meeting and should be open for inspection on reasonable notice by any Director.	No	Minutes of the meetings of the Board, the Audit Committee, the Nomination Committee, Remuneration Committee and Corporate Governance Committee are kept by the Company Secretary. Such minutes are available for inspection on reasonable notice by any Director.
A.1.5 Draft and final versions of minutes of Board meetings should be sent to all Directors for their comments and records within a reasonable time after the Board meeting is held.	No	Draft and final versions of minutes of Board meetings are sent to all Directors for their comments and records within a reasonable time.
A.1.6 There should be a procedure agreed by the Board to enable Directors, upon reasonable request, to seek independent professional advice in appropriate circumstances, at the issuer's expense.	No	The Board has agreed on a procedure to enable the Directors to seek independent professional advice in appropriate circumstances, at the Company's expense, to assist them to perform their duties.
A.1.7 If a substantial shareholder or a Director has a conflict of interest in a material matter to be considered by the Board, the matter should be dealt with by a physical Board meeting rather than a written resolution.	No	Material transactions with connected persons will be considered at Board meetings whereat the Directors may consider, if appropriate, granting approval in-principle for the proposed transactions and authorising the final forms thereof be further approved by way of circulation of written resolution or by a Board committee set up for that purpose. The Company's Articles of Association and the Cayman Islands laws allow the attendance of the Company's Directors by means of, inter alia, telephone or electronic facilities and such attendance shall be counted as attendance at a physical Board meeting.
A.1.8 Issuer should arrange appropriate insurance cover in respect of legal action against its Directors.	No	All Directors are provided with appropriate insurance cover in respect of legal action against them.

(I) STATEMENT OF COMPLIANCE (CONTINUED)**A. Directors (Continued)***A.2 Chairman and Chief Executive*

Principle

There are two key aspects of the management of every issuer – the management of the Board and the day-to-day management of business. There should be a clear division of these responsibilities to ensure a balance of power and authority, so that power is not concentrated in any one individual.

Summary of Code Provisions		Any deviations?	Governance practices of the Company
A.2.1	Roles of Chairman and Chief Executive should be separate and should not be performed by the same individual.	No	Mr. Wang Zhihe is the Group's Chairman but no Chief Executive Officer has been appointed.
A.2.2	The Chairman should ensure that all Directors are properly briefed on issues arising at Board meetings.	No	All Directors are properly briefed on issues arising at Board meetings.
A.2.3	The Chairman should ensure that Directors receive, in a timely manner, adequate information which must be accurate, clear, complete and reliable.	No	Adequate business documents and information about the Group are provided to all Directors in a timely manner.
A.2.4	The Chairman provides leadership for the Board and should ensure that the Board works effectively and performs its responsibilities, and that all key and appropriate issues are discussed by it in a timely manner.	No	The Board, under the leadership of the Chairman, works effectively and performs its responsibilities with all key and appropriate issues discussed in a timely manner. Comments on the draft notice and agenda of regular Board meetings and matters proposed to be included in such drafts by any Director will be duly considered before finalisation.
A.2.5	The Chairman should ensure that good corporate governance practices and procedures are established.	No	The Board establishes and maintains good governance practices and procedures.

CORPORATE GOVERNANCE REPORT

(I) STATEMENT OF COMPLIANCE *(CONTINUED)*

A. Directors *(Continued)*

A.2 Chairman and Chief Executive *(Continued)*

Principle *(Continued)*

Summary of Code Provisions	Any deviations?	Governance practices of the Company
A.2.6 The Chairman should encourage all Directors to make a full and active contribution to the Board's affairs and take the lead to ensure that it acts in the best interests of the issuer.	No	All Directors are encouraged to make a full and active contribution to the Board's affairs and to voice their concerns if they have different views. Directors are given sufficient time for discussion at Board meetings. All Directors endeavour to act in the best interests of the Company.
A.2.7 The Chairman should at least annually hold meetings with the independent non-executive Directors ("INED(s)") without the presence of other Directors.	No	During the year ended 31 December 2020, the Chairman of the Board had held a meeting with the INEDs of the Company.
A.2.8 The Chairman should ensure that appropriate steps are taken to provide effective communication with shareholders and that their views are communicated to the Board as a whole.	No	Shareholders' Communication Policy has been established by the Board to ensure that an effective system of communication with shareholders is in place. Shareholders are encouraged to participate in general meetings whereat members of the Board and Board Committees are available to answer their questions.
A.2.9 The Chairman should promote a culture of openness and debate by facilitating the effective contribution of non-executive Directors and ensuring constructive relations between executive and non-executive Directors.	No	All Directors are encouraged to openly share their views on the Company's affairs and issues and they are entitled to have access to the management who will respond to queries raised by the Directors as promptly and fully as possible. The Board has agreed on a procedure to enable the Directors to seek independent professional advice in appropriate circumstances, at the Company's expense, to assist them to perform their duties.

(I) STATEMENT OF COMPLIANCE (CONTINUED)**A. Directors (Continued)***A.3 Board composition*

Principle

The Board should have a balance of skills and experience and diversity of perspectives appropriate to the requirements of the issuer's business. It should ensure that changes to its composition can be managed without undue disruption. It should include a balanced composition of executive and non-executive Directors (including INEDs) so that there is a strong independent element on the Board, which can effectively exercise independent judgement. Non-executive Directors should be of sufficient calibre and number for their views to carry weight.

Summary of Code Provisions	Any deviations?	Governance practices of the Company
A.3.1 INEDs should be identified in all corporate communications that disclose the names of Directors.	No	Composition of the Board at the prevailing time throughout the year, by category of Directors, including names of executive Director(s), non-executive Director and INEDs, has been disclosed in all corporate communication.
A.3.2 Issuer should maintain on the websites of its own and the Exchange an updated list of its Directors identifying their roles and functions and whether they are INEDs.	No	An updated list of the Company's Directors identifying their roles and functions and whether they are INEDs is available on the Company's website and the website of the Exchange.

CORPORATE GOVERNANCE REPORT

(I) STATEMENT OF COMPLIANCE (CONTINUED)

A. Directors (Continued)

A.4 Appointments, re-election and removal

Principle

There should be a formal, considered and transparent procedure for the appointment of new Directors. There should be plans in place for orderly succession for appointments. All Directors should be subject to re-election at regular intervals. An issuer must explain the reasons for the resignation or removal of any Director.

Summary of Code Provisions	Any deviations?	Governance practices of the Company
A.4.1 Non-executive Directors should be appointed for a specific term, subject to re-election.	No	The INEDs and the non-executive Director were each appointed for an initial term of three years which may be terminated by either party giving not less than three months written notice. The term of appointment shall be renewed and extended automatically for successive terms of two years upon expiry of the then current term until terminated by either party giving not less than three months' written notice to the other.
A.4.2 All Directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after appointment. Every Director should be subject to retirement by rotation at least once every three years.	No	The Company's Articles of Association conform with this code provision whereby every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years and Directors appointed by the Board to fill casual vacancy shall be subject to re-election by shareholders at the first general meeting after appointment.
A.4.3 Re-appointment of any INED who has served more than 9 years should be subject to a separate resolution to be approved by shareholders and the papers to shareholders accompanying that resolution should include the reasons why the Board believes he is still independent and should be re-elected.	No	There is no INED who has served more than 9 years.

(I) STATEMENT OF COMPLIANCE (CONTINUED)**A. Directors (Continued)***A.5 Nomination Committee*

Principle

In carrying out its responsibilities, the Nomination Committee should give adequate consideration to the Principles under A.3 and A.4 above.

Summary of Code Provisions	Any deviations?	Governance practices of the Company
A.5.1 A Nomination Committee should be established and be chaired by the Chairman of the Board or an INED and comprises a majority of INEDs.	No	The Board has established a Nomination Committee which is chaired by the Chairman of the Board. A majority of the members of the Nomination Committee are INEDs.
A.5.2 The Nomination Committee should have specific written terms of reference to include the prescribed specific duties.	No	The Nomination Committee has specific written terms of reference which contain all the specific duties as prescribed by the CG Code. Please refer to section (III)(C)(2) of this Corporate Governance Report for the principal duties of the Nomination Committee.
A.5.3 The Nomination Committee should make available its terms of reference by including them on the websites of the Exchange and the issuer.	No	Terms of reference of the Nomination Committee (including its role and functions) are available on the websites of the Exchange and the Company.
A.5.4 The Nomination Committee should be provided with sufficient resources to perform its duties.	No	The Nomination Committee is entitled to seek independent professional advice, at the Company's expenses, if it considers necessary in order to perform its duties.

CORPORATE GOVERNANCE REPORT

(I) STATEMENT OF COMPLIANCE *(CONTINUED)*

A. Directors *(Continued)*

A.5 Nomination Committee *(Continued)*

Principle *(Continued)*

Summary of Code Provisions	Any deviations?	Governance practices of the Company
<p>A.5.5 Where the Board proposes a resolution to elect an individual as an INED at the general meeting, it should set out in the circular to shareholders and/or explanatory statements accompanying the notice of the relevant general meeting:</p> <p>(a) the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;</p> <p>(b) if the proposed INED will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;</p> <p>(c) the perspectives, skills and experience that the individual can bring to the Board; and</p> <p>(d) how the individual contributes to diversity of the Board.</p>	No	When there is a proposed re-appointment of a retiring INED, the Company will include in the circular to shareholders accompanying the notice of the relevant general meeting the required information.

(I) STATEMENT OF COMPLIANCE (CONTINUED)**A. Directors (Continued)***A.6 Responsibilities of Directors*

Principle

Every Director must always know his responsibilities as a Director of an issuer and its conduct, business activities and development. Given the essential unitary nature of the Board, Non-executive Directors have the same duties of care and skill and fiduciary duties as executive Directors.

Summary of Code Provisions	Any deviations?	Governance practices of the Company
A.6.1 Every newly appointed Director should receive a comprehensive, formal and tailored induction on appointment. Subsequently, he should receive such briefing and professional development as is necessary.	No	Every newly appointed Directors are given relevant guideline materials regarding the duties and responsibilities of being a Director, the relevant laws and regulations applicable to the Directors, duty of disclosure of interest and business of the Group. The Directors are updated on the latest developments regarding the Listing Rules and other applicable regulatory requirement to ensure compliance and enhance their awareness of good corporate governance practices. Continuing briefings and professional development to Directors will be arranged whenever necessary.
A.6.2 Functions of non-executive Directors should include the following: <ul style="list-style-type: none"> (a) participating in Board meetings to bring an independent judgement; (b) taking the lead where potential conflicts of interest arise; (c) serving on the audit, remuneration, nomination and other governance committees, if invited; and (d) scrutinising the issuer's performance in achieving agreed corporate goals and objectives, and monitoring performance reporting. 	No	All INEDs and the non-executive Director of the Company in office during the year ended 31 December 2020 have duly performed these functions.

CORPORATE GOVERNANCE REPORT

(I) STATEMENT OF COMPLIANCE *(CONTINUED)*

A. Directors *(Continued)*

A.6 Responsibilities of Directors *(Continued)*

Principle *(Continued)*

Summary of Code Provisions	Any deviations?	Governance practices of the Company
A.6.3 Every Director should give sufficient time and attention to the issuer's affairs.	No	The Directors continue to give appropriate time and attention to the affairs of the Company.
A.6.4 Written guidelines should be established for relevant employees' dealings in the securities of the issuer, which shall be on no less exacting terms than the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 of the Listing Rules. "Relevant Employee" includes any employee or a Director or employee of a subsidiary or holding company who is likely to be in possession of unpublished price sensitive information in relation to the issuer or its securities.	No	The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules in force during the year ended 31 December 2020 as its code of conduct regarding securities transactions by its Directors. The Model Code has been extended and has become equally applicable to dealings in the securities of the Company by members of senior management as included in the Company's latest annual report or as otherwise resolved by the Board from time to time.
A.6.5 All Directors should participate in continuous professional development to develop and refresh their knowledge and skills. The issuer should be responsible for arranging and funding suitable training, placing an appropriate emphasis on the roles, functions and duties of a listed company director.	No	All Directors are provided with continuous updates and briefings on the latest changes or material developments in statutes, the Listing Rules, corporate governance practices, etc. and are encouraged to participate in continuous professional development programmes, at the Company's expenses, to update and enhance their knowledge and skills for performing Directors' roles and responsibilities.

(I) STATEMENT OF COMPLIANCE (CONTINUED)**A. Directors (Continued)***A.6 Responsibilities of Directors (Continued)**Principle (Continued)*

Summary of Code Provisions	Any deviations?	Governance practices of the Company
A.6.6 Each Director should disclose to the issuer at the time of his appointment, and in a timely manner for any change, the number and nature of offices held in public companies or organisations and other significant commitments. The identity of the public companies or organisations and an indication of the time involved should also be disclosed.	No	Each Director is required, on appointment, to disclose to the Board his directorships in public companies or organisations and other significant commitments, and provides continuous updates, on a regular basis, for any change therein, with an indication of the time involved.
A.6.7 INEDs and other non-executive Directors, as equal Board members, should give the Board and any committees on which they serve the benefit of their skills, expertise and varied backgrounds and qualifications through regular attendance and active participation. Generally they should also attend general meetings to gain and develop a balanced understanding of the views of shareholders.	No	<p>During the year ended 31 December 2020, all INEDs and, where relevant, the non-executive Director of the Company have given the Board and any Board Committees on which they served the benefit of their skills, expertise, varied backgrounds and qualifications through regular attendance and active participation at meetings of the Board and relevant Board Committees (as the case may be).</p> <p>Most of the INEDs and the non-executive Director of the Company had attended the annual general meeting of the Company held on 29 May 2020.</p>
A.6.8 INEDs and other non-executive Directors, should make a positive contribution to the development of the issuer's strategy policies through independent, constructive and informed comments.	No	Please refer to the section headed "Board of Directors" of this Annual Report for the skills and experience of each Director. Adequate business documents and information about the Group were provided to all Directors in a timely manner. The INEDs in office during the year ended 31 December 2020 were able to provide independent, constructive and informed comments and decisions on the development of the Company's strategy and policies.

CORPORATE GOVERNANCE REPORT

(I) STATEMENT OF COMPLIANCE *(CONTINUED)*

A. Directors *(Continued)*

A.7 *Supply of and access to information*

Principle

Directors should be provided in a timely manner with appropriate information in the form and quality to enable them to make an informed decision and perform their duties and responsibilities.

Summary of Code Provisions	Any deviations?	Governance practices of the Company
A.7.1 For regular Board meetings, and as far as practicable in all other cases, Board papers should be sent, in full, to all Directors at least 3 days (or other agreed period) before a Board or Board Committee meeting.	No	Board papers in respect of regular Board meetings, and as far as practicable in all other cases, are sent to all Directors or Board Committee members (as the case may be) at least 3 days (or other agreed period) before the relevant meetings.
A.7.2 Management has an obligation to supply the Board and its committees with adequate information in a timely manner. The Board and individual Directors should have separate and independent access to the issuer's Senior Management.	No	The Company continues to supply the Board and its committees with adequate information in a timely manner. There are formal and informal contacts between the Board and the management from time to time at Board meetings and other events.
A.7.3 All Directors are entitled to have access to Board papers and related materials. Queries raised by Directors should receive a prompt and full response, if possible.	No	Board papers, minutes and related corporate documentation are made available for inspection by all Directors. All Directors are entitled to have access to the management who will respond to queries raised by the Directors as promptly and fully as possible.

(I) STATEMENT OF COMPLIANCE (CONTINUED)**B. Remuneration of Directors and Senior Management and Board Evaluation***B.1 The level and make-up of remuneration and disclosure*

Principle

An issuer should disclose its Directors' remuneration policy and other remuneration related matters. The procedure for setting policy on executive Directors' remuneration and all Directors' remuneration packages should be formal and transparent. Remuneration levels should be sufficient to attract and retain Directors to run the company successfully without paying more than necessary. No Director should be involved in deciding his own remuneration.

Summary of Code Provisions	Any deviations?	Governance practices of the Company
B.1.1 The Remuneration Committee should consult the Chairman and/or Chief Executive about their remuneration proposals for other executive Directors and have access to independent professional advice if necessary.	No	The Remuneration Committee members will consult the Chairman when formulating proposals on the remuneration of other executive Directors, if any, prior to their due consideration by the Remuneration Committee. During the year ended 31 December 2020, the Remuneration Committee did not require the service of an independent professional advice.
B.1.2 The terms of reference of the Remuneration Committee should include, as a minimum, the prescribed specific duties.	No	Terms of reference of the Remuneration Committee contain all the specific duties as prescribed by the CG Code. Please refer to section (III)(B)(2) of this Corporate Governance Report for the principal duties of the Remuneration Committee.
B.1.3 The Remuneration Committee should make available its terms of reference by including them on the websites of the Exchange and the issuer.	No	Terms of reference of the Remuneration Committee (including its role and functions) are available on the websites of the Exchange and the Company.
B.1.4 The Remuneration Committee should be provided with sufficient resources to perform its duties.	No	The Remuneration Committee is entitled to seek independent professional advice, at the Company's expenses, if it considers necessary in order to perform its duties.
B.1.5 Issuers should disclose details of any remuneration payable to members of the senior management by band in their annual reports.	No	Remuneration paid to members of the senior management has been disclosed by band in this Annual Report. Please refer to section (III)(B)(5) of this Corporate Governance Report for details of remuneration payable to members of the senior management by band.

CORPORATE GOVERNANCE REPORT

(I) STATEMENT OF COMPLIANCE *(CONTINUED)*

C. Accountability and Audit

C.1 Financial reporting

Principle

The Board should present a balanced, clear and comprehensible assessment of the issuer's performance, position and prospects.

Summary of Code Provisions	Any deviations?	Governance practices of the Company
C.1.1 Management should provide sufficient explanation and information to the Board to enable it to make an informed assessment of financial and other information put before it for approval.	No	The Directors are regularly provided with relevant reports and updates on the Company's business and financial information.
C.1.2 Management should provide all members of the Board with monthly updates giving a balanced and understandable assessment of the issuer's performance, position and prospects in sufficient detail to enable the Board and each Director to discharge their duties.	No	All Directors are provided with monthly updates giving a balanced and understandable assessment of the Group's performance, position, recent developments and prospects, where applicable, in sufficient details to keep the Directors abreast of the Group's affairs in order to perform their duties.
C.1.3 The Directors should acknowledge in this Corporate Governance Report their responsibility for preparing the accounts. There should be a statement by the auditor about their reporting responsibilities in the Auditor's Report on the financial statements.	No	<p>The Directors are responsible for preparing accounts for each financial year which give a true and fair view of the financial position of the Group and of the financial performance and cash flows of the Group for the year then ended. In preparing accounts for the year ended 31 December 2020, the Directors have:</p> <ul style="list-style-type: none">(i) selected suitable accounting policies and applied them consistently;(ii) made judgements and estimates that are prudent and reasonable; and(iii) prepared accounts on the going concern basis. <p>The Independent Auditor's Report states the auditor's reporting responsibilities.</p>

(I) STATEMENT OF COMPLIANCE (CONTINUED)**C. Accountability and Audit (Continued)***C.1 Financial reporting (Continued)**Principle (Continued)*

Summary of Code Provisions	Any deviations?	Governance practices of the Company
C.1.4 The Directors should include in the separate statement containing a discussion and analysis of the issuer group's performance in the annual report, an explanation of the basis on which the issuer generates or preserves value over the longer term and the strategy for delivering the issuer's objectives of the Group.	No	The Company's corporate strategy and long term business model are explained in the section headed "Management Discussion and Analysis" of this Annual Report.
C.1.5 The Board should present a balanced, clear and understandable assessment in annual and interim reports and other financial disclosures required by the Listing Rules; and for reports to regulators and information disclosed under statutory requirements.	No	The Board endeavours to present a balanced, clear and understandable assessment of the Group's position in all corporate communications issued under statutory and/or regulatory requirements.

CORPORATE GOVERNANCE REPORT

(I) STATEMENT OF COMPLIANCE *(CONTINUED)*

C. Accountability and Audit *(Continued)*

C.2 Internal control

Principle

The Board should ensure that the issuer maintains sound and effective internal control to safeguard shareholders' investment and the issuer's assets.

Summary of Code Provisions	Any deviations?	Governance practices of the Company
C.2.1 Directors shall at least annually conduct a review of the effectiveness of the issuer's and its subsidiaries' internal control systems and report to shareholders that they have done so in this Report. The review should cover all material controls, including financial, operational and compliance controls and risk management functions.	No	<p>The Board through the Audit Committee, has conducted periodic reviews of the effectiveness of the Group's system of internal control, which include financial, operational, compliance controls and risk management functions.</p> <p>The Board is of the view that the Group maintains a reasonably sound and effective system of internal control relevant to its level of operations.</p>
C.2.2 The Board's annual review should, in particular, consider the adequacy of resources, staff qualifications and experience, training programmes and budget of the issuer's accounting and financial reporting function.	No	<p>The periodic reviews of the Board conducted through the Audit Committee as mentioned above have also considered the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function.</p>

(I) STATEMENT OF COMPLIANCE (CONTINUED)**C. Accountability and Audit (Continued)***C.2 Internal control (Continued)**Principle (Continued)*

Summary of Code Provisions	Any deviations?	Governance practices of the Company
<p>C.2.3 The Board's annual review should consider:</p> <p>(a) the changes, since the last annual review, in the nature and extent of significant risks; and the issuer's ability to respond to changes in its business and external environment;</p> <p>(b) the scope and quality of management's ongoing monitoring of risks and of the internal control system;</p> <p>(c) the extent and frequency of communication of monitoring results to the board which enables it to assess control of the issuer and the effectiveness of risk management;</p> <p>(d) significant control failings or weaknesses that have been identified during the period; and</p> <p>(e) the effectiveness of the issuer's processes for financial reporting and Listing Rule compliance.</p>	No	The Company's review has generally covered the aspects as referred to in C.2.3 of the CG Code.
<p>C.2.4 The issuer should disclose a narrative statement on how they have complied with risk management and internal control code provisions.</p>	No	Please refer to section (III)(J) of this Corporate Governance Report.
<p>C.2.5 Issuers should have an internal audit function. Issuers without an internal audit function should review the need for one on an annual basis and should disclose the reasons for the absence of such a function.</p>	No	The Company has an internal audit function.

CORPORATE GOVERNANCE REPORT

(I) STATEMENT OF COMPLIANCE *(CONTINUED)*

C. Accountability and Audit *(Continued)*

C.3 Audit Committee

Principle

The Board should establish formal and transparent arrangements to consider how it will apply financial reporting and internal control principles and maintain an appropriate relationship with the issuer's Auditors. The Audit Committee established under the Listing Rules should have clear terms of reference.

Summary of Code Provisions	Any deviations?	Governance practices of the Company
C.3.1 Minutes of Audit Committee meetings should be kept a duly appointed secretary of the meeting. Draft and final versions of minutes of the meetings should be sent to all committee members for their comments and records within a reasonable time after the meeting.	No	Minutes of the Audit Committee meetings are kept by the Company Secretary as Secretary of the Audit Committee. Draft and final versions of minutes of Audit Committee meetings are sent to all committee members for their comments and records within a reasonable time.
C.3.2 A former partner of the issuer's existing auditing firm should be prohibited from acting as a member of its Audit Committee for a period of two years from the date of the person ceasing: (a) to be partner of the firm; or (b) to have any financial interest in the firm, whichever is later.	No	None of the Directors who served on the Audit Committee during the year ended 31 December 2020 were former partners of the external auditor.
C.3.3 The Audit Committee's terms of reference should include at least the prescribed specific duties.	No	The terms of reference of the Audit Committee contain at least the specific duties as prescribed by the CG Code in force during the year ended 31 December 2020. Please refer to section (III)(D)(2) of this Corporate Governance Report for the principal duties of the Audit Committee.

(I) STATEMENT OF COMPLIANCE (CONTINUED)**C. Accountability and Audit (Continued)***C.3 Audit Committee (Continued)**Principle (Continued)*

Summary of Code Provisions	Any deviations?	Governance practices of the Company
C.3.4 The Audit Committee should make available its terms of reference by including them on the websites of the Exchange and the issuer.	No	The terms of reference of the Audit Committee (including its role and functions) are available on the websites of the Exchange and the Company.
C.3.5 Where the Board disagrees with the Audit Committee's view on the selection, appointment, resignation or dismissal of the external auditors, the issuer shall include in this Corporate Governance Report a statement from the Audit Committee explaining its recommendation and the reasons why the Board has taken a different view.	No	The Audit Committee recommended to the Board that, subject to shareholders' approval at the forthcoming annual general meeting, BDO Limited be re-appointed as the external auditor. The Board endorsed the Audit Committee's recommendation on the re-appointment of the external auditor.
C.3.6 The Audit Committee should be provided with sufficient resources to perform its duties.	No	The Audit Committee is entitled to seek independent professional advice, at the Company's expenses, if it considers necessary in order to perform its duties.
C.3.7 The terms of reference of the Audit Committee should also require it to review arrangements employees of the issuer can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters, and to ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action; and to act as the key representative body for overseeing the issuer's relations with the external auditor.	No	The terms of reference of the Audit Committee contain at least the specific duties as prescribed by the CG Code in force during the year ended 31 December 2020. Please refer to section (III)(D)(2) of this Corporate Governance Report for the principal duties of the Audit Committee.

CORPORATE GOVERNANCE REPORT

(I) STATEMENT OF COMPLIANCE *(CONTINUED)*

D. Delegation by the Board

D.1 Management functions

Principle

An issuer should have a formal schedule of matters specifically reserved for Board approval. The Board should give clear directions to the management on the matters that must be approved by it before decisions are made on the issuer's behalf.

Summary of Code Provisions	Any deviations?	Governance practices of the Company
D.1.1 When the Board delegates aspects of its management and administration functions to the management, it must also give clear directions as to the management's powers.	No	The Board delegates management and administration functions to the management as it considers appropriate from time to time, with clear directions as to the management's powers including circumstances where the management shall report back and obtain prior Board approval.
D.1.2 The issuer should formalise the functions reserved to the Board and those delegated to senior management and review those arrangements periodically.	No	There is a formal schedule of matters reserved for the Board's decision, including: (i) Mergers and acquisitions; (ii) Investments and divestments; (iii) Acquisitions and disposals of assets; (iv) Major corporate policies on key area of operations; (v) Acceptances of bank facilities; (vi) Annual budget; (vii) Release of Group's interim and full year results; and (viii) Those matters which are likely to have a material impact on the Group's operating units and/or financial position as well as matters other than in the ordinary course of business.

(I) STATEMENT OF COMPLIANCE (CONTINUED)**D. Delegation by the Board (Continued)***D.1 Management functions (Continued)**Principle (Continued)*

Summary of Code Provisions	Any deviations?	Governance practices of the Company
D.1.3 The issuer should disclose the respective responsibilities, accountabilities and contributions of the Board and the management.	No	Please refer to sections (III)(A)(1) and (2) of this Corporate Governance Report for the respective responsibilities, accountabilities and contributions of the Board and the management.
D.1.4 Issuers should have formal letters of appointment for Directors who should clearly understand delegation arrangements in place.	No	A formal letter of appointment setting out the key terms and conditions of appointment had been entered into between the Company and individual Directors. Each Director understands the delegation arrangements in place.

*D.2 Board Committees**Principle*

Board committees should be formed with specific written terms of reference which deal clearly with their authority and duties.

Summary of Code Provisions	Any deviations?	Governance practices of the Company
D.2.1 The Board should give sufficiently clear terms of reference to Board Committees.	No	Clear terms of reference have been adopted for the formal Board Committees of the Company, namely the Audit Committee, the Remuneration Committee, the Nomination Committee and the Corporate Governance Committee.
D.2.2 The terms of reference of Board Committees should require them to report back to the Board on their decisions or recommendations, unless there are legal or regulatory restriction on their ability to do so.	No	This term has been included in the terms of reference of the relevant Board Committees.

CORPORATE GOVERNANCE REPORT

(I) STATEMENT OF COMPLIANCE *(CONTINUED)*

D. Delegation by the Board *(Continued)*

D.3 Corporate Governance Functions

Summary of Code Provisions	Any deviations?	Governance practices of the Company
D.3.1 The terms of reference of the Board (or a committee(s) performing the corporate governance functions) should include, as a minimum, the prescribed specific duties.	No	Terms of reference of the Corporate Governance Committee contain all the specific corporate governance duties as prescribed by the CG Code.
D.3.2 The Board should perform or delegate to a committee or committees to perform the prescribed corporate governance duties.	No	The Board has delegated the corporate governance functions to the Corporate Governance Committee.

E. Communication with Shareholders

E.1 Effective communication

Principle

The Board should be responsible for maintaining an on-going dialogue with shareholders and in particular, use annual general meetings or other general meetings to communicate with them and encourage their participation.

Summary of Code Provisions	Any deviations?	Governance practices of the Company
E.1.1 A separate resolution on each substantially separate issue should be proposed by the Chairman of a general meeting to avoid "bundling" resolutions unless they are interdependent and linked and in such case, the reasons and material implications should be explained in the notice of meeting.	No	A separate resolution had been proposed on each substantially separate issue at the annual general meeting of the Company held on 29 May 2020.

(I) STATEMENT OF COMPLIANCE *(CONTINUED)***E. Communication with Shareholders** *(Continued)**E.1 Effective communication (Continued)*Principle *(Continued)*

Summary of Code Provisions	Any deviations?	Governance practices of the Company
<p>E.1.2 Chairman of the Board should attend the annual general meeting and invite the Chairmen of the Audit, Remuneration, Nomination and any other Committees (as appropriate) to attend and in their absence, invite another member of the committee or failing this, his duly appointed delegate, to attend. These persons should be available to answer questions at the annual general meeting.</p> <p>Management should ensure the external auditor attend the annual general meeting to answer questions about the conduct of the audit, the preparation and content of the auditors' report, the accounting policies and auditor independence.</p>	No	<p>The Chairman had attended the Company's annual general meeting held on 29 May 2020. The Chairman and/or other members of the Audit Committee, Remuneration Committee, Nomination Committee and Corporate Governance Committee and the external auditor of the Company were available to answer questions at the general meeting.</p>
<p>E.1.3 The issuer should arrange for the notice to shareholders to be sent for annual general meetings at least 20 clear business days before the meeting and to be sent at least 10 clear business days for all other general meetings.</p>	No	<p>At least 20 clear business days' notice period had been given for the Company's annual general meeting held on 29 May 2020.</p>
<p>E.1.4 The Board should establish a shareholders' communication policy and review it regularly to ensure its effectiveness.</p>	No	<p>Shareholders' Communication Policy has been established by the Board and will be reviewed regularly to ensure its effectiveness.</p>
<p>E.1.5 The issuer should have a policy on payment of dividends and should disclose it in the annual report.</p>	No	<p>The Company has adopted a dividend policy. A summary of the dividend policy is disclosed in section headed "Dividend Policy" in the Directors' Report.</p>

CORPORATE GOVERNANCE REPORT

(I) STATEMENT OF COMPLIANCE *(CONTINUED)*

E. Communication with Shareholders *(Continued)*

E.2 Voting by poll

Principle

The issuer should ensure that shareholders are familiar with the detailed procedures for conducting a poll.

Summary of Code Provisions	Any deviations?	Governance practices of the Company
E.2.1 The Chairman of a meeting should provide an explanation on the detailed procedures for conducting a poll and answer questions from shareholders on voting by poll.	No	Procedures for conducting a poll had been properly explained during the Company's annual general meeting held on 29 May 2020.

F. Company Secretary

Principle

The Company Secretary plays an important role in supporting the Board by ensuring good information flow within the Board and that Board policy and procedures are followed. The Company Secretary is responsible for advising the Board through the Chairman and/or the Chief Executive on governance matters and should also facilitate induction and professional development of Directors.

Summary of Code Provisions	Any deviations?	Governance practices of the Company
F.1.1 The Company Secretary should be an employee of the issuer and have day-to-day knowledge of the issuer's affairs.	No	The Company Secretary is an employee of the Company and has general knowledge of its affairs.
F.1.2 The Board should approve the selection, appointment or dismissal of the Company Secretary.	No	The selection, appointment or dismissal of the Company Secretary shall be approved by the Board as appropriate at Board meeting, as and when the occasion arises.
F.1.3 The Company Secretary should report to the Board Chairman and/or the Chief Executive.	No	The Company Secretary reports to the Board of Directors on Board matters.
F.1.4 All Directors should have access to the advice and services of the Company Secretary to ensure that Board procedures, and all applicable law, rules regulations, are followed.	No	All Directors have access to the advice and services of the Company Secretary on Board procedures and corporate governance matters as and when required.

(III) STATE OF INTERNAL CONTROL

(A) Board responsibilities

The Board, in addition to its statutory responsibilities to protect and enhance long-term shareholders' values, is responsible for the overall performance of the Group. It provides effective leadership, sets the Company's values and standards and ensures that the necessary financial and human resources are in place for the Company to achieve its objectives.

(B) Internal controls

The Board recognises that it is responsible for the overall internal controls framework, but accepts that no cost effective internal control system will preclude all errors and irregularities, as the system is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Company does not have a risk management committee. However, the management regularly reviews the Company's business and operational activities to identify areas of significant business risks as well as appropriate measures to control and mitigate these risks. The management reviews all significant control policies and procedures and highlights all significant matters to the Board and Audit Committee. During the year ended 31 December 2020, an external professional firm was engaged to review the Group's business and operational activities and identify the significant risk areas and to recommend the appropriate measures to mitigate these risks.

The Audit Committee also reviews the effectiveness of the actions taken by the management on the recommendations made by the external professional firm for internal control review and external auditors and ensures that there are follow-up actions on the implementation. The effectiveness of the internal financial control systems and procedures is monitored by the management.

The Company has engaged an external professional firm to review the internal controls and risk management functions of the Group. Internal control weaknesses noted during the internal control review and their recommendations thereof are reported to the Audit Committee including the management's responses. The Audit Committee will review these findings and ensure that the recommendations are implemented.

The Audit Committee is of the view that the external professional firm have adequate resources to perform the internal control review and have, to the best of their ability, maintained their independence from the audit activities. The Audit Committee reviews the adequacy and effectiveness of the internal control review performed annually to ensure that the competency for performing internal control review and that the internal controls are performed effectively.

Based on the internal controls established and maintained by the Group, reviews conducted by the external professional firm, the Board, with the concurrence of the Audit Committee, is of the opinion that the internal controls and risk management system addressing the Group's financial, operational, and compliance risks are sound and effective as at 31 December 2020. The management will continue to focus on improving the standard of internal controls and corporate governance.

The Group's financial risk management is disclosed under Note 36 of the Notes to the Consolidated Financial Statements on pages 128 to 133 of this Annual Report.

CORPORATE GOVERNANCE REPORT

(III) OTHER INFORMATION

In addition to the information disclosed above, set out below is other information required to be disclosed pursuant to the rules on Corporate Governance Report contained in Appendix 14 to the Listing Rules in force during the year ended 31 December 2020.

(A) Board of Directors

- (1) The Board is responsible for the overall performance of the Group. It provides effective leadership, sets the Company's values and standards and ensures that the necessary financial and human resources are in place for the Company to achieve its objectives.
- (2) The Board delegates management and administration functions to the management as it considers appropriate from time to time, with clear directions as to the management's powers including circumstances where the management shall report back and obtain prior Board approval. There is a formal schedule of matters reserved for the Board's decision, including:
 - (a) Mergers and acquisitions;
 - (b) Investments and divestments;
 - (c) Acquisitions and disposals of assets;
 - (d) Major corporate policies on key area of operations;
 - (e) Acceptances of bank facilities;
 - (f) Annual budget;
 - (g) Release of Group's interim and full year results; and
 - (h) Those matters which are likely to have a material impact on the Group's operating units and/or financial position as well as matters other than in the ordinary course of business.
- (3) The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules in force during the year ended 31 December 2020 as its code of conduct regarding securities transactions by its Directors. Each of the Directors has confirmed, following specific enquiry by the Company, that during the year ended 31 December 2020, he has complied with the required standard set out in the Model Code as contained in Appendix 10 of the Listing Rules in force during the said period.

(III) OTHER INFORMATION (CONTINUED)

(A) Board of Directors (Continued)

- (4) Details of Directors' attendance at the Board, Board Committees and the annual general meeting, held for the year ended 31 December 2020 are set out in the table below:

Meetings of	Board	AC	NC	RC	CGC	Annual General Meeting
Total held in 2020	8	3	1	1	1	1
Attendance Record						
Executive Directors						
Mr. Wang Zhihe	7	N/A	1	N/A	N/A	1
Mr. Sun Zushan	7	N/A	N/A	N/A	1	1
Mr. Xu Xijiang	7	N/A	N/A	1	N/A	1
Mr. Sun Yi (retired on 29 May 2020)	–	N/A	N/A	–	–	–
Non-executive Director						
Ms. Chen Jimin	7	N/A	N/A	N/A	N/A	1
Independent Non-executive Directors						
Mr. Ng Sai Leung	7	3	N/A	N/A	1	1
Ms. Lin Xiuxiang	7	3	1	1	1	1
Mr. Liu Jincheng	8	3	1	1	N/A	1

- (5) During the year ended 31 December 2020, in accordance with the CG Code, the Board has, inter alia:
- considered and adopted the risk management framework and program, policy and manual; and
 - considered and reviewed the Company's compliance with the CG Code and disclosure in the Corporate Governance Report, taking into account the related reports and views of the Board Committees in their respective areas.
- (6) All Directors are committed to participate in continuous professional development programmes to update and enhance their knowledge and skills for performing Directors' roles and responsibilities, and would update the Company on the training received by them.

(III) OTHER INFORMATION *(CONTINUED)*

(A) Board of Directors *(Continued)*

- (7) New Directors, on appointment, will be given a comprehensive formal induction covering the Group's businesses and the statutory and regulatory obligations of a director of a listed company. All Directors are also furnished with continuous updates and briefings on the latest changes or material developments in statutes, the Listing Rules, and corporate governance practices, etc. The updates and briefings covered a broad range of topics including, inter alia, directors' duties, dealing in securities by directors, disclosure obligation of inside information, financial information and general information, and rules and regulations relating to notifiable transactions, connected transactions and corporate governance. During the year ended 31 December 2020, all Directors are provided with monthly updates giving a balanced and understandable assessment of the Group's performance, position, recent developments and prospects, where applicable, in sufficient details to keep the Directors abreast of the Group's affairs in order to perform their duties.
- (8) Pursuant to the code provision A.6.5 of the Code for the year ended 31 December 2020, the Directors had participated in continuous professional development in relation to regulatory update, corporate governance and/or professional skills update by attending seminars or briefing and reading materials.

(III) OTHER INFORMATION *(CONTINUED)***(B) Remuneration Committee**

- (1) The Remuneration Committee, regulated by a set of written terms of reference, comprises the following Directors:

Independent non-executive Directors

Ms. Lin Xiuxiang *(Chairlady)*

Mr. Liu Jincheng

Executive Director

Mr. Sun Zushan

- (2) The principal duties of the Remuneration Committee include the following:
- (a) to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
 - (b) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
 - (c) to determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management, this should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
 - (d) to make recommendations to the Board on the remuneration of non-executive Directors;
 - (e) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;
 - (f) to review and approve compensation payable to executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
 - (g) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; and
 - (h) to ensure that no Director or any of his associates is involved in deciding his own remuneration.

CORPORATE GOVERNANCE REPORT

(III) OTHER INFORMATION *(CONTINUED)*

(B) Remuneration Committee *(Continued)*

- (3) The executive Directors are entitled to a salary and a performance bonus to be determined at the discretion of the Board.

The annual review of the remuneration packages of all Directors and key management personnel was carried out by the Remuneration Committee to ensure that their remuneration commensurate with their duties and responsibilities, performance, qualifications and experience as well as the Company's performance. For the year ended 31 December 2020, the Remuneration Committee is satisfied with the remuneration packages of the Directors and key management personnel and recommended the same for Board's approval. The Board had approved the Remuneration Committee's recommendation accordingly.

The objective of the remuneration policies is to ensure that the Directors would be provided with the appropriate incentives to encourage enhanced performance and are, in a fair and reasonable manner, rewarded for their individual contributions to the success of the Group.

Each member of the Remuneration Committee had abstained from voting on any resolutions and making recommendations and/or participating in any deliberations of the Remuneration Committee in respect of his remuneration package or fees.

- (4) No Director or any of his associates is involved in deciding his own remuneration.
- (5) The breakdown of each individual Director's remuneration, showing the level and mix for the year ended 31 December 2020, is as follows:

Name of Director	Directors' fees RMB'000	Salaries, allowances and benefit in kind RMB'000	Discretionary bonuses RMB'000	Retirement benefit scheme contributions RMB'000	Total RMB'000
Mr. Wang Zhihe	657	511	-	-	1,168
Mr. Sun Zushan	313	313	-	-	626
Mr. Xu Xijiang	313	119	-	-	432
Mr. Sun Yi <i>(retired on 29 May 2020)</i>	772	-	-	-	772
Ms. Chen Jimin	-	-	-	-	-
Mr. Ng Sai Leung	156	-	-	-	156
Ms. Lin Xiuxiang	156	-	-	-	156
Mr. Liu Jincheng	156	-	-	-	156

The emoluments paid or payable to members of senior management under code provision B.1.5 of the CG Code were within the following bands:

	2020 No. of individuals
Nil to HK\$1,000,000	1
HK\$1,000,001 to HK\$2,000,000	1
HK\$2,000,001 to HK\$3,000,000	-

(III) OTHER INFORMATION *(CONTINUED)***(C) Nomination Committee**

- (1) The Nomination Committee is regulated by a set of written terms of reference. The majority of the members are independent non-executive Directors.

The members of the Nomination Committee are as follows:

Executive Director

Mr. Wang Zhihe *(Chairman)*

Independent non-executive Directors

Ms. Lin Xiuxiang

Mr. Liu Jincheng

- (2) The principal duties of the Nomination Committee include the following:
- (a) to review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually and make recommendations on any proposed changes to the board to complement the Company's corporate strategy;
 - (b) to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships;
 - (c) to assess the independence of the independent non-executive Directors;
 - (d) to make recommendations to the Board on:
 - (i) the role, responsibilities, capabilities, skills, knowledge, experience and diversity of perspectives required from members of the Board;
 - (ii) the policy on the terms of employment of non-executive Directors;
 - (iii) the composition of the audit committee, remuneration committee, corporate governance committee and other board committees of the Company;
 - (iv) proposed changes to the structure, size and composition of the Board;
 - (v) candidates suitably qualified to become members of the Board;
 - (vi) the selection of individuals nominated for directorship;
 - (vii) the re-election by shareholders of the Company of any Directors who are to retire by rotation having regard to their performance and ability to continue to contribute to the Board;
 - (viii) the continuation (or not) in service of any independent non-executive Director serving more than nine years and to provide recommendation to the shareholders of the Company as to how to vote in the resolution approving the re-election of such independent non-executive Director;
 - (ix) the appointment or re-appointment of Directors;
 - (x) succession planning for Directors in particular the chairman and the chief executive; and
 - (xi) the policy concerning diversity of Board members and the measurable objectives for implementing such policy;

(III) OTHER INFORMATION *(CONTINUED)*

(C) Nomination Committee *(Continued)*

- (2) The principal duties of the Nomination Committee include the following: *(Continued)*
- (e) to give adequate consideration to the following in the discharge of its duties as mentioned in its terms of reference:
 - (i) planning for orderly succession of appointment of Directors;
 - (ii) leadership needs of the Group with a view of maintaining or fostering the competitive edge of the Group over others;
 - (iii) changes in market environment and commercial needs of the market in which the Group operates;
 - (iv) the balance of the skills, expertise and experience required from members of the Board for the requirement of the Group's business;
 - (v) the impact on the Group arising from any change of composition of the Board;
 - (vi) the balance composition of executive and non-executive Directors (including independent non-executive Directors) to ensure a strong independent element on the Board which can effectively exercise independent judgement;
 - (vii) non-executive Directors should be of sufficient calibre and number for their views to carry weight;
 - (viii) there should be a formal, considered and transparent procedure for the appointment of new Directors;
 - (ix) all Directors should be subject to re-election at regular intervals;
 - (x) the reasons for the resignation or removal of any Director;
 - (xi) the Board's policy concerning diversity of Board members adopted from time to time; and
 - (xii) the relevant requirements of the Listing Rules with regard to directors of a listed issuer;
 - (f) in respect of any proposed service contracts to be entered into by any members of the Group with its director or proposed director, which require the prior approval of the shareholders of the Company at general meeting under rule 13.68 of the Listing Rules, to review and provide recommendations to the shareholders of the Company (other than shareholders who are directors with a material interest in the relevant service contracts and their respective associates) as to whether the terms of the service contracts are fair and reasonable and whether such service contracts are in the interests of the Company and the shareholders as a whole, and to advise shareholders on how to vote;
 - (g) to ensure that on appointment to the Board, non-executive Directors receive a formal letter of appointment setting out what is expected of them in terms of time commitment, committee service and involvement outside meetings of the Board;
 - (h) to conduct exit interviews with any Director upon their resignation in order to ascertain the reasons for his departure;
 - (i) to review the policy on Board diversity and the measurable objectives for implementing such policy from time to time adopted by the Board, and to review the progress on achieving these objectives; and
 - (j) to consider other matters, as defined or assigned by the Board from time to time.

(III) OTHER INFORMATION *(CONTINUED)***(C) Nomination Committee** *(Continued)*

- (3) The Nomination Committee will review the performance of each of the Directors and will recommend to the Board if their term of office would be renewed for a further year. The Remuneration Committee will review and recommend to the Board if there were any changes to their existing remuneration packages.

In accordance with the Company's Articles of Association, each Director is required to retire at least once in every three years by rotation and all newly appointed Directors will have to retire at the next annual general meeting following their appointments. The retiring Directors are eligible to offer themselves for re-election.

Each member of the Nomination Committee shall abstain from voting on any resolutions and/or participating in deliberation in respect of his re-election as Director.

An evaluation of the Board performance is conducted annually by the Nomination Committee to assess the effectiveness of the Board as a whole which examines factors such as Board composition, information flow to the Board, Board procedures, Board accountability, and standards of conduct of the Board members.

For the year ended 31 December 2020, the Nomination Committee had conducted a Board review. The results of the Board review were collated and presented to the Nomination Committee for discussion. The Nomination Committee was generally satisfied with the results of the Board review for the year ended 31 December 2020, which no significant issues were identified. The Nomination Committee had presented the results to Board members.

The Nomination Committee was of the view that given the small Board size, the cohesiveness of the Board members and that the same independent non-executive Directors sit on the various Board Committees, there would not be any value added in having separate assessments of Board committees.

- (4) The Board has adopted a board diversity policy which aims to set out the approach to achieve diversity on the Board. All Board appointments will be based on merit while taking into account diversity. The Company aims to build and maintain a Board with a diversity of Directors, in terms of skills, professional experience, educational background, knowledge, expertise, culture, independence, age and gender. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board and the business needs of the Company from time to time. The Nomination Committee will regularly review the measurable objectives to ensure its effectiveness to achieve diversity on the Board. At present, the Nomination Committee considered that the Board is sufficiently diverse and the Board has not set any measurable objectives. The Nomination Committee will review the Board Diversity Policy, as appropriate, to ensure its effectiveness.

(III) OTHER INFORMATION *(CONTINUED)*

(C) Nomination Committee *(Continued)*

- (5) The Company has adopted a Director Nomination Policy which sets out the selection criteria and process in relation to nomination and appointment of Directors and aims to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company and the continuity of the Board and appropriate leadership at Board level.

The Director Nomination Policy sets out the criteria for evaluating and selecting any proposed candidate for directorship, including but not limited to the following:

- character and integrity;
- qualifications including professional qualifications, skills, knowledge and experience and diversity aspects under the Board Diversity Policy that are relevant to the Company's business and corporate strategy;
- requirement for the Board to have independent directors in accordance with the Listing Rules and whether the candidate would be considered independent with reference to the independence guidelines set out in the Listing Rules;
- any potential contributions the candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity;
- willingness and ability to devote adequate time to discharge duties as a member of the Board and/or Board committee(s) of the Company; and
- such other perspectives that are appropriate to the Company's business and succession plan and where applicable, may be adopted and/or amended by the Board and/or the Nomination Committee from time to time for nomination of directors and succession planning.

The Director Nomination Policy also sets out the procedures and process for the selection and appointment of new Directors and re-election of Directors at general meetings. During the Reporting Period, the Nomination Committee adhered to the following nomination procedures and the process set out in the Director Nomination Policy to select and recommend candidates for directorship:

- (a) Appointment of new Director
- (i) Upon receipt of the proposal on appointment of new Director and the biographical information (or relevant details) of the candidate, the Nomination Committee should, evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.
 - (ii) If the process yields one or more desirable candidates, the Nomination Committee should rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable).
 - (iii) The Nomination Committee should then recommend to the Board to appoint the appropriate candidate for directorship, as applicable.
 - (iv) For any person that is nominated by a Shareholder for election as a Director at the general meeting of the Company, the Nomination Committee should evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.

Where appropriate, the Nomination Committee and/or the Board should make recommendation to Shareholders in respect of the proposed election of Director at the general meeting.

(III) OTHER INFORMATION *(CONTINUED)***(C) Nomination Committee** *(Continued)*

(5) *(Continued)*

(b) Re-election of Director at General Meeting

- (i) The Nomination Committee should review the overall contribution and service to the Company of the retiring Director and the level of participation and performance on the Board.
- (ii) The Nomination Committee should also review and determine whether the retiring Director continues to meet the criteria as set out above.
- (iii) The Nomination Committee and/or the Board should then make recommendation to shareholders in respect of the proposed re-election of Director at the general meeting.

The Nomination Committee will review the Director Nomination Policy, as appropriate, to ensure its effectiveness.

(D) Audit Committee

- (1) The Audit Committee, regulated by a set of written terms of reference, comprises three members, all of whom are independent non-executive Directors. The members of the Audit Committee are:

Independent non-executive Directors

Mr. Ng Sai Leung *(Chairman)*

Ms. Lin Xiuxiang

Mr. Liu Jincheng

- (2) The Board is of the view that the members of the Audit Committee are appropriately qualified, having the necessary accounting or related financial management expertise or experience as the Board interprets such qualification to discharge their responsibilities.

The principal functions and duties of the Audit Committee include:

- (a) to be primarily responsible for making recommendations to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and other terms of engagement of the external auditor, and any questions of its resignation or dismissal;
- (b) to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards;
- (c) to discuss with the auditors the nature and scope of the audit and reporting obligations and ensure co-ordination where more than one audit firm is engaged before the audit commences;
- (d) to develop and implement policy on engaging an external auditor to supply non-audit services;
- (e) to monitor the integrity of the Company's financial statements and annual report and accounts, interim report and, if prepared for publication, quarterly reports, and to review significant financial reporting judgments contained in them;

(III) OTHER INFORMATION *(CONTINUED)*

(D) Audit Committee *(Continued)*

(2) *(Continued)*

- (f) to discuss problems and reservations arising from the interim and final audits, and any matters the auditors may wish to discuss (in the absence of management where necessary);
- (g) to review the Company's financial controls, and unless expressly addressed by a separate risk committee of the Board, or by the Board itself, to review the Company's risk management and internal control systems;
- (h) to discuss the risk management and internal control system with management to ensure that management has performed its duty to have effective systems;
- (i) to consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response to these findings;
- (j) where an internal audit function exists, to ensure co-ordination between the internal and external auditors, and to ensure that the internal audit function is adequately resourced and has appropriate standing within the Company, and to review and monitor its effectiveness;
- (k) to review the Group's financial and accounting policies and practices; and
- (l) to review the external auditor's management letter, any material queries raised by the auditor to management about accounting records, financial accounts or systems of control and management's response.

The Audit Committee has the explicit powers to conduct or authorise investigation into any of the abovementioned matters.

During the year ended 31 December 2020, three meetings of the Audit Committee were held. The Audit Committee shall meet at least two times a year and when deemed appropriate to carry out its functions as sets out under its terms of reference. The Audit Committee has full access to and the co-operation of the management, has full discretion to invite any Directors to attend its meetings, and has reasonable adequate resources to enable it to discharge its functions.

(3) Three Audit Committee meetings were held in the year ended 31 December 2020 to:

- (a) discuss and review the interim and annual financial statements of the Company before submission to the Board for adoption;
- (b) discuss and review the audit plans and audit reports with the external professional firm for reviewing the internal controls and external auditors;
- (c) discuss and review the adequacy and effectiveness of the internal controls system and made recommendations to the Board for improvement of internal controls and risk management;
- (d) discuss and review the nomination and appointment or re-appointment of external professional firm for reviewing the internal controls and external auditors;
- (e) discuss and review with the external professional firm for reviewing the internal controls and external auditors to discuss the results of their audit findings and their evaluation of the Group's system of accounting and internal controls, set out in their respective reports;

(III) OTHER INFORMATION *(CONTINUED)***(D) Audit Committee** *(Continued)*

(3) *(Continued)*

- (f) ascertained that both the external professional firm for reviewing the internal controls and external auditors have had the full co-operation of the management in carrying out their work. No non-audit services were rendered by the external auditors in the year ended 31 December 2020;
- (g) keep abreast of accounting standards and discuss and review issues that could potentially impact financial reporting through quarterly updates and advice from the external auditors;

The Audit Committee has recommended to the Board the nomination of BDO Limited, Certified Public Accountants, Hong Kong as auditor at the forthcoming annual general meeting.

The Board concurred with the Audit Committee's recommendation.

(E) Corporate Governance Committee

- (1) To facilitate more effective implementation of corporate governance practices, the Corporate Governance Committee has been established with specific written terms of reference which deal clearly with the committee's authority and duties. The members of the Corporate Governance Committee are as follows:

Independent non-executive Directors

Mr. Ng Sai Leung *(Chairman)*

Ms. Lin Xiuxiang

Executive Director

Mr. Xu Xijiang

- (2) The Corporate Governance Committee is responsible for performing the corporate governance duties, including, inter alia, developing, reviewing and monitoring compliance with the Company's policies and practices on corporate governance to ensure that they accord with the appropriate standards for good corporate governance. The principal functions and duties of the Corporate Governance Committee include the following:
- (a) to develop and review the Group's policies and practices on corporate governance and to make recommendations to the Board;
 - (b) to review and approve the annual corporate governance report and related disclosures in the annual and interim reports of the Group and ensuring compliance with relevant requirements under the Listing Rules or the rules of any other stock exchange in respect of which the securities of the Company are listed or quoted, or other laws, regulations, rules and codes as may be applicable to the Group (the "Applicable Laws");
 - (c) to make sure that appropriate monitoring systems are in place to ensure compliance against the relevant internal controls systems, processes and policies, and in particular to monitor the implementation of the Group's plans to maintain high compliance with its own risk management standards;
 - (d) to monitor each of the Remuneration Committee and Nomination Committee has duly discharged their respective duties and obligations in accordance with their respective terms of reference, the Listing Rules and any Applicable Laws;

CORPORATE GOVERNANCE REPORT

(III) OTHER INFORMATION *(CONTINUED)*

(E) Corporate Governance Committee *(Continued)*

(2) *(Continued)*

- (e) to monitor proper segregation of duties between the chairman and the chief executive officer of the Group;
 - (f) to develop and formalise the functions reserved to the Board and those to be delegated by the Board to the management of the Group, and to review those arrangements on a periodic basis to ensure that they remain appropriate to the needs of the Group;
 - (g) to review and monitor the Group's process of disclosure, including assessing and verifying the accuracy and materiality of price-sensitive information and determine the form and content of any required disclosure;
 - (h) to review and monitor the Group's communication policy with its shareholders to ensure a high degree of transparency and that the shareholders are informed of relevant information on a regular basis thus allowing them to evaluate the Group's performance and prospects;
 - (i) to review and monitor the Group's policies and practices on compliance with any requirement, direction and regulation that may be prescribed by the Board or contained in any constitutional documents of the Group or imposed by the Listing Rules, the Applicable Laws and other applicable organisational governance standards;
 - (j) to review and monitor the training and continuous professional development of Directors and senior management of the Group;
 - (k) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors of the Group;
 - (l) to review the Group's compliance with the corporate governance code from time to time adopted by the Group and the disclosure in the corporate governance report to be contained in the Company's annual reports; and
 - (m) to review from time to time as appropriate these terms of reference and the effectiveness of the Committee and recommend to the Board any necessary changes.
- (3) During the year ended 31 December 2020, the Corporate Governance Committee reviewed the policies and practices on corporate governance of the Company, the training and continuous professional development of the Directors, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

(III) OTHER INFORMATION (CONTINUED)**(F) Directors' and Auditors' Responsibility for the Consolidated Financial Statements**

The management provides such explanation and information to the Board and reports regularly to the Board on financial position and prospects of the business of the Company so as to enable the Board to make an informed assessment of the financial and other information put before the Board for approval.

The Directors acknowledge their responsibility for preparing the consolidated financial statements of the Group. The Company's consolidated financial statements are prepared in accordance with all relevant statutory requirements and applicable accounting standards. The Directors are responsible for ensuring that appropriate accounting policies have been adopted and applied consistently, and that judgments and estimates made are prudent and reasonable. Having made appropriate enquiries, the Board is not aware of any material uncertainties relating to events or conditions which may cast significant doubt over the Group's ability to continue as a going concern. Accordingly, the Board has continued to adopt the going concern basis in preparing the consolidated financial statements.

The responsibilities of external auditors of the Company are disclosed in the Independent Auditor's Report.

(G) Auditor's Remuneration

The auditor of the Company, BDO Limited, have affirmed their independence in this respect. Audit services rendered by the external auditor amounted to RMB1,343,000.

(H) Shareholders' Rights

At the annual general meetings, the shareholders will be given an opportunity to voice their views and seek clarification from the Directors and members of the senior management.

To safeguard the shareholders' interests and rights, separate resolutions will be proposed at shareholders' meetings on each substantial issue, including the re-election of the retiring Directors.

All votes of the shareholders at the shareholders' meeting will be taken by poll. Poll results will be posted on the websites of the Company and the Stock Exchange after the meeting.

Procedures for shareholders to convene an extraordinary general meeting and putting forward proposals at general meetings

In accordance with the Company's Articles of Association, one or more shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, 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 2 months after the deposit of such requisition. If within 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.

(III) OTHER INFORMATION *(CONTINUED)*

(H) Shareholders' Rights *(Continued)*

Procedures for raising enquiries

Shareholders should direct their questions about their shareholdings, share transfer, registration and payment of dividend to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.

For putting forward any enquiries to the Board, shareholders may send written enquiries to the Company. Shareholders may send their enquiries or requests in respect of their rights to the Company's principal place of business in Hong Kong.

Shareholders are reminded to lodge their questions together with their detailed contact information for the prompt response from the Company if it deems appropriate.

(I) Changes in Constitutional Documents

The Group has no change in constitutional documents during the year ended 31 December 2020.

(J) Risk Management and Internal Control

The Board is overall responsible for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, and ensuring that the Group established and maintained appropriate and effective risk management and internal control systems.

The Audit Committee reviews the risk management and internal controls that are significant to the Group on an on-going basis. The Audit Committee would consider the adequacy of resource, qualifications and experience and training of staff and external advisor of the Group's accounting, internal audit and financial reporting function.

The management of the Group is responsible for designing, maintaining, implementing and monitoring of the risk management and internal control system to ensure adequate control in place to safeguard the Group's assets and stakeholder's interest.

The Group has established risk management procedures to address and handle all the significant risks associate with the business of the Group. The Board would perform annual review on any significant change of the business environment and establish procedures to response the risks result from significant change of business environment. The risk management and internal control systems are designed to mitigate the potential losses of the business.

(III) OTHER INFORMATION *(CONTINUED)***(J) Risk Management and Internal Control** *(Continued)*

The management would identify the risks associate with the business of the Group by considering both internal and external factors and events which include political, economic, technological, environmental, social and human resources aspects. Each of the risks has been assessed and prioritised based on their relevant impact and probability of occurrence. The relevant risk management strategy would be applied to each type of risks according to the assessment results, type of risk management strategy has been listed as follow:

- Risk retention and reduction: accept the impact of risk or undertake actions by the Group to reduce the impact of the risks;
- Risk avoidance: change business process or objective so as to avoid the risk;
- Risk sharing and diversification: diversify the effect of the risk or allocate to different location or product or market;
- Risk transfer: transfer ownership and liability to a third party.

The internal control systems are designed and implemented to reduce the risks associated with the business accepted by the Group and minimise the adverse impact results from the risks. The risk management and internal control system are design to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

During the year ended 31 December 2020, the Group has engaged an external professional firm to perform the internal control review to ensure the effectiveness and efficiency of the risk management and internal control system of the Group. There is no significant deficiency and weakness on the internal control system has been identified by the external professional firm for the year ended 31 December 2020.

The Board considered that, for the year ended 31 December 2020, the risk management and internal control system and procedures of the Group, covering all material controls including financial, operational and compliance controls and risk management functions were reasonably effective and adequate.

(K) Deed of Non-competition

In respect of the compliance with the provisions of the Deed of Non-competition by the Covenantors, please refer to the section headed "Deed of Non-competition" in the Directors' Report.

(L) Investor Relations

The Company has an internal investor relations function which focuses on facilitating communications with shareholders and analysts on a regular basis, attending to their queries or concerns and keeping them apprised of the Group's corporate developments and financial performance. During such interactions, the Company solicits and understands the views of shareholders and the investment community.

DIRECTORS' REPORT

The Directors present their report and audited consolidated financial statements of the Group for the year ended 31 December 2020.

PRINCIPAL ACTIVITIES

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 26 July 2013 under the Companies Law of the Cayman Islands. The principal activity of the Company is investment holding. Details of the principal activities of the subsidiaries are set out in note 32 to the consolidated financial statements.

There was no significant change in the nature of the principal activities of the Group during the year ended 31 December 2020.

SHARE CAPITAL

As of 31 December 2020, the total issued share capital of the Company was approximately US\$62,094, divided into 620,944,000 ordinary shares of nominal value of US\$0.0001 each. Details of movements during the year ended 31 December 2020 in the share capital of the Company are set out in note 29 to the consolidated financial statements. The Company has not issued any Shares during the year ended 31 December 2020.

DEBENTURES IN ISSUE

The Company did not have any debentures in issue for the year ended 31 December 2020.

BUSINESS REVIEW

The business review of the Group for the year ended 31 December 2020 is set out in the "Financial Highlights", "Chairman's Statement" and "Management Discussion and Analysis" on page 5, pages 6 to 7 and pages 8 to 13 respectively of this Annual Report. The financial risk management of the Group are set out in note 36 to the consolidated financial statements. In addition, an analysis of the Group's performance during the year ended 31 December 2020 using key financial performance indicators is set out in the "Financial Highlights" of this Annual Report.

PRINCIPAL RISKS AND UNCERTAINTIES

The total revenue of the Group is mainly generated from the sales of urea products and therefore profit margin and profitability are highly affected by average selling price of urea products and procurement costs of coal. The price of coal may fluctuate significantly as a result of numerous factors and uncertainties. In addition to the general economic conditions in the PRC and the fluctuations in coal prices in the international markets, the PRC Government also influences the coal prices in PRC through various policies.

It is the reason that the Group started broadening the product range of the Group aiming to diversify the risk of over reliance on any single product, and continuously enhancing production efficiency in order to minimise production cost per unit.

ENVIRONMENTAL POLICIES

The Group is committed to environmental protection and values corporate social responsibilities. The Group continues to update internal policies and programs for environmental risk prevention to ensure compliance with requirements of applicable national, industrial and local standards, laws, regulations and policies. The Group also continues to implement environmental protection, energy saving and emission reduction projects to improve environmental management, setting a solid foundation for better future development.

COMPLIANCE WITH LAWS AND REGULATIONS

As far as the Board is aware, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group.

ACCOUNT OF THE GROUP'S KEY RELATIONSHIPS

(i) Employees

The Group offers a comprehensive range of staff facilities and fringe benefits to attract, retain and motivate employees. Key personnel have been part of the management team since the inception of business. During the year ended 31 December 2020, the Group considered the relationship with employees was well and the turnover rate was acceptable.

(ii) Suppliers

The Group's suppliers mainly include raw material suppliers. During the year ended 31 December 2020, the Group considered the relationship with its suppliers was well and stable.

(iii) Customers

The Group sells products directly to customers. The Group maintains a good relationship with all the customers.

RESULTS AND APPROPRIATION

The financial performance of the Group for the year ended 31 December 2020 and the financial position of the Group as at that date are set out in the consolidated financial statements on pages 77 to 79.

DIVIDEND POLICY

The Company has adopted a Dividend Policy on payment of dividends. It is the policy of the Board, in considering the payment of dividends, to strike a balance between maintaining sufficient capital to grow the Group's business and rewarding the shareholders of the Company.

The Board shall consider the following factors before declaring or recommending dividends:

- the Company's results of operations and financial conditions;
- the Company's cash flow, working capital requirements, capital expenditure requirements and future expansion plans;
- retained earnings and distributable reserves of the Company and each of the members of the Group;
- the Group's liquidity position;
- general economic conditions, future prospects of the Group and other internal or external factors that may have an impact on the business or financial performance and position of the Company; and
- other factors that the Board deems relevant.

The payment of dividend is also subject to compliance with applicable laws and regulations including the laws of Cayman Islands and the Company's articles of association. The Board will continually review the Dividend Policy from time to time and there can be no assurance that dividends will be paid in any particular amount for any given period.

DIRECTORS' REPORT

FINAL DIVIDEND

The Board recommended the payment of a final dividend of HK5 cents per ordinary share, absorbing a total amount of approximately HK\$31.0 million in respect of the year ended 31 December 2020 (2019: HK6 cents), which is subject to the approval of the shareholders of the Company at the forthcoming annual general meeting of the Company to be held on Friday, 28 May 2021, the proposed final dividend is expected to be paid on Friday, 18 June 2021 to all shareholders whose names to be appeared on the register of members of the Company on Monday, 7 June 2021.

None of the shareholders of the Company entered into any arrangement to waive or agree to waive any dividend.

PROPERTY, PLANT AND EQUIPMENT

Details of the movement in property, plant and equipment of the Group are set out in note 15 to the consolidated financial statements.

INTEREST-BEARING BANK BORROWINGS

Particulars of interest-bearing bank borrowings of the Group as at 31 December 2020 are set out in note 28 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

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

TAX RELIEF

The Company is not aware of any tax relief or exemption available to the shareholders of the Company by reason of their holding of the Shares during the year ended 31 December 2020.

RESERVES

Movements in the reserves of the Group and the Company during the year ended 31 December 2020 are set out in the Consolidated Statement of Changes in Equity on page 80 of this Annual Report and note 30 to the consolidated financial statements respectively.

DISTRIBUTABLE RESERVES

As at 31 December 2020, the Company's reserves available for distribution, calculated in accordance with the provision of laws of Cayman Islands, amounted to approximately RMB600 million (2019: approximately RMB599 million).

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

During the year ended 31 December 2020, neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

EQUITY-LINKED AGREEMENT

Save as disclosed under the paragraph headed "Share Option Scheme" in this Director's Report, the Company did not enter into any other equity-linked agreement, nor did any other equity-linked agreement exist during the year ended 31 December 2020.

SHARE OPTION SCHEME

The Company has adopted a share option scheme (the "Share Option Scheme") on 20 June 2017. The purpose of the Share Option Scheme is to provide incentives or rewards to selected participants who contribute to the success of the Group's operations. All directors, employees, suppliers of goods or services, customers, persons or entities that provide research, development or other technological support to the Group, shareholders of any member of the Group, advisers or consultants of the Group and any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement and growth of the Group are eligible to participate in the Share Option Scheme.

The Share Option Scheme will remain in force for a period of 10 years commencing on its adoption date.

The total number of Shares which may be allotted and issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme adopted by the Group must not in aggregate exceed 10% of the Shares in issue on the Listing Date (the "General Scheme Limit"). As at the date of this Directors' Report, the total number of Shares available for issue under the Share Option Scheme was 62,000,000 Shares, representing approximately 10% of the issued share capital of the Company. The Company may renew the General Scheme Limit with shareholders' approval provided that each such renewal may not exceed 10% of the Shares in issue as at the date of the shareholders' approval.

The maximum 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 share option scheme adopted by the Group must not in aggregate exceed 30% of the Shares in issue from time to time.

Unless approved by the shareholders of the Company, the total number of Shares issued and to be issued upon exercise of the options granted under the Share Option Scheme and any other share option scheme of the Group (including both exercised or outstanding options) to each participant in any 12-month period shall not exceed 1% of the issued share capital of the Company for the time being.

An option may be accepted by a participant within 21 days from the date of the offer of grant of the option. A nominal consideration of HK\$1 is payable on acceptance of the grant of an option.

DIRECTORS' REPORT

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period to be determined and notified by the Directors to each grantee, which period may commence on a day after the date upon which the offer for the grant of options is made but shall end in any event not later than 10 years from the date of grant of the option, subject to the provisions for early termination thereof. Unless otherwise determined by the Directors and stated in the offer of the grant of options to a grantee, there is no minimum period required under the Share Option Scheme for the holding of an option before it can be exercised.

The subscription price for the Shares under the Share Option Scheme will be a price determined by the Directors, but shall not be less than the highest of: (i) the closing price of Shares as stated in the Stock Exchange's daily quotations sheet on the date of the offer of grant, which must be a business day; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheet for the five business days immediately preceding the date of the offer for the grant; and (iii) the nominal value of a Share.

No share options have been granted, exercised or cancelled by the Company under the Scheme since its adoption and up to the date of this Directors' Report.

MAJOR CUSTOMERS AND SUPPLIERS

In the year ended 31 December 2020, sales to the Group's five largest customers accounted for less than 30% of the total sales for the year.

In the year ended 31 December 2020, purchases from the Group's five largest suppliers accounted for approximately 65% of the total purchases for the year and purchases from the largest supplier included therein amounted to approximately 33%. None of the Directors or any of their close associates or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any interest in the Group's five largest suppliers.

DIRECTORS

The Directors of the Company during the year end 31 December 2020 and up to the date of this Directors' Report are as follows:

Executive Directors:

Mr. Wang Zhihe (*Chairman*)

Mr. Sun Zushan

Mr. Xu Xijiang

Mr. Sun Yi (*retired on 29 May 2020*)

Non-executive Director:

Ms. Chen Jimin

Independent non-executive Directors:

Mr. Ng Sai Leung

Ms. Lin Xiuxiang

Mr. Liu Jincheng

By virtue of Articles 105(A) and 105(B) of the Articles of Association of the Company, Mr. Wang Zhihe, Ms. Chen Jimin and Mr. Ng Sai Leung will retire as Directors at the forthcoming annual general meeting, and they, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

The Company has received annual confirmations of independence from each of its independent non-executive Directors and considers Mr. Ng Sai Leung, Ms. Lin Xiuxiang and Mr. Liu Jincheng to be independent under Rule 3.13 of the Listing Rules.

Biographical details of the Directors and the senior management of the Group are set out on pages 14 to 18 of this Annual Report.

DIRECTORS' SERVICE CONTRACTS

Executive Directors

Each of the executive Directors has entered into a service contract with the Company pursuant to which they agreed to act as executive Directors for an initial term of three years with effect from 20 June 2017 which may be terminated by either party by giving not less than three months' written notice. Each of Mr. Wang Zhihe, Mr. Sun Zushan and Mr. Xu Xijiang has also entered into a supplemental service contract with the Company on 25 January 2019. The term of service contract shall be renewed and extended automatically for successive terms of one year upon expiry of the then current term until terminated by either party by giving not less than three months' written notice to the other.

During the term of the service contract, each of these executive Directors is entitled to their respective basic salary (subject to an annual adjustment at the discretion of the Directors).

In addition, during the term of the service contract, each of the executive Directors is also entitled to a discretionary management bonus in such sum as the Board may in its absolute discretion determine provided that the aggregate amount of bonuses payable to all the executive Directors for any financial year of the Company shall not exceed 10% of the audited consolidated or combined net profit attributable to the shareholders of the Company (after taxation and minority interests and payment of such bonuses but before extraordinary or exceptional items) in respect of that financial year of the Company. An executive Director may not vote on any resolution of the Directors regarding the amount of management bonus payable to him.

Non-executive Director

The non-executive Director has been appointed for an initial term of three years commencing from 6 April 2018 which may be terminated by either party by giving not less than three months' written notice. The term of appointment shall be renewed and extended automatically for successive terms of two years upon expiry of the then current term until terminated by either party giving not less than three months' written notice to the other. The appointment is subject to the provisions of the Articles of Association with regard to vacation of office of Directors, removal and retirement by rotation of Directors. The non-executive Director does not receive any directors' fee nor entitled to any other emoluments for her appointment as non-executive Director.

DIRECTORS' REPORT

Independent non-executive Directors

Each of the independent non-executive Directors has been appointed for an initial term of three years commencing from 20 June 2017 which may be terminated by either party by giving not less than three months' written notice. The term of appointment shall be renewed and extended automatically for successive terms of two years upon expiry of the then current term until terminated by either party giving not less than three months' written notice to the other. The appointments are subject to the provisions of the Articles of Association with regard to vacation of office of Directors, removal and retirement by rotation of Directors. Each of the independent non-executive Directors is entitled to a director's fee of HK\$180,000 per annum during the term of the appointment. Save for directors' fees, none of the independent non-executive Directors is expected to receive any other remuneration for holding their office as an independent non-executive Director.

None of the Directors proposed for re-election at the forthcoming annual general meeting has entered into any service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as those disclosed in the sections headed "Directors' Service Contracts" above and "Related Party Transactions" below, and note 34 to the consolidated financial statements, no transactions, arrangements and contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a Director or his connected entity had a material interest, whether directly or indirectly, subsisted at the end of the year ended 31 December 2020 or at any time during the year ended 31 December 2020.

CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as disclosed in the section headed "Directors' Service Contracts" and note 34 to the consolidated financial statements, no controlling shareholder of the Company or any of its subsidiaries has any contract of significance (including contract of significance for the provision of services) with the Company or its subsidiaries during the year ended 31 December 2020.

ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES OR DEBENTURES

During and at the end of the year ended 31 December 2020, neither the Company nor any of its subsidiaries was a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate and none of the Directors, their spouses or children under the age of 18, had any rights to subscribe for securities of the Company, or had exercised any such rights during the year ended 31 December 2020.

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

As at the date of this Directors' Report, the interests and short positions of the Directors and the chief executive of the Company in the Shares, underlying shares and debentures of the Company or its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (the "SFO")), as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code set out in Appendix 10 to the Listing Rules, were as follows:

Name of Director	The company in which the interest is held	Capacity/nature of interest	Number of shares involved (Note 1)	Approximate percentage* of shareholding
Mr. Wang Zhihe	The Company	Interest of controlled corporation	460,000,000 Shares (L) (Note 2)	74.08%

* The percentage represents the number of shares involved divided by the number of the Company's issued shares as at the date of this Directors' Report.

Notes:

- The letter "L" denotes the Director's long position in the shares of the Company.
- Among these 460,000,000 Shares, 279,680,000 Shares are held by Sino-Coal Holding (which is owned as to approximately 33.059% by Timely Moon Limited ("Timely Moon")); and 180,320,000 Shares are held by Bloom Ocean (which is owned as to approximately 44.27% by Timely Moon). Timely Moon is wholly owned by Mr. Wang Zhihe. By virtue of the SFO, each of Timely Moon and Mr. Wang Zhihe is taken to be interested in the Shares held by each of Sino-Coal Holding and Bloom Ocean.

Save as disclosed above, as at the date of this Directors' Report, none of the Directors or chief executive of the Company had any interests and short positions in the Shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO), as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' REPORT

SUBSTANTIAL SHAREHOLDERS' INTERESTS UNDER THE SFO

As at the date of this Directors' Report, so far as is known to the Directors, the following corporations or persons (other than a Director or the chief executive of the Company) had an interest or short position in the Shares and underlying Shares as recorded in the register required to be kept by the Company under Section 336 of the SFO:

Name of shareholders	Capacity/ nature of interest	Number of shares involved (Note 1)	Approximate percentage* of shareholding
Timely Moon	Interest of controlled corporation	460,000,000 Shares (L) (Note 2)	74.08%
Ms. Sun Yukun	Interest of spouse	460,000,000 Shares (L) (Note 3)	74.08%
Sino-Coal Holding	Beneficial owner	279,680,000 Shares (L)	45.04%
Bloom Ocean	Beneficial owner	180,320,000 Shares (L)	29.04%
Plenty Sun Limited ("Plenty Sun")	Interest of controlled corporation	180,320,000 Shares (L) (Note 4)	29.04%
Mr. Sun Yi	Interest of controlled corporation	180,320,000 Shares (L) (Note 4)	29.04%
Ms. Yao Juan	Interest of spouse	180,320,000 Shares (L) (Note 5)	29.04%
Guofu (Hong Kong) Holdings Limited	Beneficial owner	31,132,000 Shares (L) (Note 6)	5.01%
Hebei Guofu Agricultural Investment Group Co., Ltd** (河北省國富農業投資集團有限公司)	Interest of controlled corporation	31,132,000 Shares (L) (Note 6 & 7)	5.01%

* The percentage represents the number of shares involved divided by the number of the Company's issued shares as at the date of this Directors' Report.

** Denotes English translation of the name of a Chinese company, and is provided for identification purposes only.

Notes:

- The letter "L" denotes the shareholder's long position in the Shares.
- Among these 460,000,000 Shares, 279,680,000 Shares are held by Sino-Coal Holding (which is owned as to approximately 33.059% by Timely Moon); and 180,320,000 Shares are held by Bloom Ocean (which is owned as to approximately 44.27% by Timely Moon). Timely Moon is wholly owned by Mr. Wang Zhihe. By virtue of the SFO, each of Timely Moon and Mr. Wang Zhihe is taken to be interested in the Shares held by each of Sino-Coal Holding and Bloom Ocean.
- Ms. Sun Yukun is the spouse of Mr. Wang Zhihe. Under the SFO, Ms. Sun Yukun is taken to be interested in the same number of Shares in which Mr. Wang Zhihe is interested.

DIRECTORS' REPORT

4. These 180,320,000 Shares are held by Bloom Ocean (which is owned as to approximately 44.01% by Plenty Sun). Plenty Sun is wholly owned by Mr. Sun Yi. By virtue of the SFO, each of Plenty Sun and Mr. Sun Yi is taken to be interested in the Shares held by Bloom Ocean.
5. Ms. Yao Juan is the spouse of Mr. Sun Yi. Under the SFO, Ms. Yao Juan is taken to be interested in the same number of Shares in which Mr. Sun Yi is interested.
6. The information disclosed is based on the disclosure of interests forms submitted by these substantial shareholders respectively.
7. Hebei Guofu Agricultural Investment Group Co., Ltd** (河北省國富農業投資集團有限公司) is deemed to be interested in these Shares through its controlled corporation, namely, Guofu (Hong Kong) Holdings Limited.

Save as disclosed above, other than the Directors and the chief executives of the Company whose interests are set out in the paragraph headed "Directors' and Chief Executives' Interests and Short Positions in the Shares, Underlying Shares and Debentures of the Company or Any Associated Corporation" above, no person had interest or short position in the Shares or underlying Shares which were required to be recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

CORPORATE GOVERNANCE

Details of the Company's corporate governance practices are set out in the Corporate Governance Report on pages 19 to 59 of this Annual Report.

RELATED PARTY TRANSACTIONS

Details of related party transactions of the Group are set out in note 34 to the consolidated financial statements. None of the related party transactions disclosed in note 34 in the notes to the consolidated financial statements constitute connected transaction or continuing connected transaction (as defined in Chapter 14A of the Listing Rules) of the Company for the year ended 31 December 2020. Accordingly, the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

During the year ended 31 December 2020 and up to the date of this Directors' Report, none of the Directors are considered to have interests in a business that competes or is likely to compete, either directly or indirectly, with the businesses of the Group.

DIRECTORS' REPORT

DEED OF NON-COMPETITION

The Company has received the written confirmation from each of Bloom Ocean, Sino-Coal Holding, Fair Noble Limited, Fair Tycoon Limited, Power Moon Limited, Decent Magic Limited, Wide Axis Limited, Elite Captain Limited, Honest Nature Limited, Timely Moon, Plenty Sun, Mr. Wang Zhihe, Mr. Sun Yi, Mr. Sun Zushan, Mr. Xu Xijiang, Mr. Song Jianning, Mr. Liu Yingdong, Mr. Li Hongliang, Ms. Li Guie, Mr. Guo Jianming and Mr. Yip Kean Mun (the "Covenantors") in respect of the compliance with the provisions of the deed of non-competition (the "Deed of Non-competition"), entered into between the Covenantors and the Company as set out in the section headed "Relationship with our Controlling Shareholders – Deed of Non-competition" of the Prospectus, for the year ended 31 December 2020. Each of the Covenantors has confirmed and declared that, for the year ended 31 December 2020, he/she/it had strictly complied with the Deed of Non-competition without any breach thereof. All the independent non-executive Directors had reviewed the matters relating to the enforcement of the Deed of Non-competition and consider that the terms of the Deed of Non-competition have been complied with by each of the Covenantors during the year ended 31 December 2020.

MANAGEMENT CONTRACT

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2020 or subsisted during the year ended 31 December 2020.

RETIREMENT BENEFIT PLAN

The Group participates in a defined contribution retirement benefit plan organised by the PRC government authorities for the Group's eligible employees in the PRC. Further details of this defined contribution scheme are set out in note 4(m) to the consolidated financial statements.

CHANGE IN DIRECTORS' BIOGRAPHICAL DETAILS

The Company is not aware of any changes in the Directors' information during the year ended 31 December 2020 which are required to be disclosed pursuant to rule 13.51B(1) of the Listing Rules.

PERMITTED INDEMNITY PROVISION

Under the Articles of Association of the Company, the Company had a permitted indemnity provision (as defined in section 469 of the Companies Ordinance) in force for the benefit of the Directors since the Listing Date and as at the date of approval of this Directors' Report, pursuant to which the Company shall indemnify any Director against any liability, loss suffered and expenses incurred by the Director in connection with any legal proceedings in which he/she is involved by reason of being a Director, except in any case where the matter in respect of which indemnification is sought was caused by the fraud or dishonesty of the Directors. The Company has maintained insurance cover for Directors' and officers' liabilities in respect of legal actions against the Directors arising out of corporate activities. The insurance coverage is reviewed on an annual basis. During the year ended 31 December 2020, no claims were made against the Directors.

SUFFICIENCY OF PUBLIC FLOAT

As far as the information publicly available to the Company is concerned and to the best knowledge of the Directors, at least 25% of the Company's issued share capital were held by members of the public as required under the Listing Rules as at the date of this Directors' Report.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 24 May 2021 to Friday, 28 May 2021 (both days inclusive) for the purpose of determining the right to attend and vote at the 2021 AGM. In order to be qualified for attending and voting at the 2021 AGM, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the corresponding share certificates are lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Friday, 21 May 2021.

Conditional on the passing of the resolution approving the declaration of the Proposed Final Dividend at the 2021 AGM, the register of members of the Company will also be closed from Friday, 4 June 2021 to Monday, 7 June 2021 (both days inclusive) for the purpose of determining the entitlement to the Proposed Final Dividend. In order to be qualified for the Proposed Final Dividend (subject to the approval of the shareholders at the 2021 AGM), unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the corresponding share certificates are lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at the address stated above for registration not later than 4:30 p.m. on Thursday, 3 June 2021.

EVENTS AFTER THE END OF THE REPORTING PERIOD

Details of significant events to cause material impact on the Group from the end of the year ended 31 December 2020 to the date of this Directors' Report are set out in note 39 to the consolidated financial statements.

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five financial years are set out on page 136 of this Annual Report.



DIRECTORS' REPORT

AUDIT COMMITTEE

The Audit Committee has discussed with the management of the Group and reviewed this Annual Report and the audited annual financial results of the Group for the year ended 31 December 2020, including the accounting principles and practices adopted by the Group, and discussed financial related matters.

AUDITORS

A resolution will be submitted to the forthcoming annual general meeting to re-appoint BDO Limited as auditor of the Company.

On behalf of the Board

Wang Zhihe

Executive Director and Chairman

Sun Zushan

Executive Director

26 March 2021

INDEPENDENT AUDITOR'S REPORT



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25th Floor Wing On Centre
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Hong Kong

TO THE SHAREHOLDERS OF DONGGUANG CHEMICAL LIMITED

(東光化工有限公司)

(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Dongguang Chemical Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 77 to 135, which comprise the consolidated statement of financial position as at 31 December 2020, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the 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 present fairly, in all material respects, of the consolidated financial position of the Group as at 31 December 2020, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards 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 International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We 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.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTERS (CONTINUED)

Impairment assessment of value-added tax recoverable

Refer to note 22 in the Group's consolidated financial statements.

Included in prepayments, deposits and other receivables of approximately RMB32.3 million, there was value-added tax recoverable of approximately RMB12.7 million relating to the prepayments to Hebei Dongguang State Administration of Tax (河北省東光縣國家稅務局) but yet to be utilised as at balance sheet date. There is a risk that the carrying amount of such value-added tax recoverable may be impaired.

Management has considered that the value-added tax recoverable can be deducted by reference to the utilisation based on the sales orders in the future. Management also considered that the risk of default of value-added tax recoverable is low as Hebei Dongguang State Administration of Tax is a government agency and the Group has frequent communication with Hebei Dongguang State Administration of Tax for the treatment of value-added tax recoverable. Management concluded that no provision for impairment is required for the value-added tax recoverable. This conclusion was based on management's judgements and estimates in the future sales and low possibility of default by Hebei Dongguang State Administration of Tax, such judgements and estimates will impact the carrying amount of value-added tax recoverable.

How our audit addressed the Key Audit Matter

Our procedures in relation to management's impairment assessment of value-added tax recoverable included:

- understanding and assessing the reasonableness of assumptions made by management in the future sales;
- understanding and examining the utilisation pattern during the year and subsequent to the year end date;
- test checking the utilisation during the year and subsequent to year end date by inspecting the value-added tax returns and invoices; and,
- discussing with the officials of Hebei Dongguang State Administration of Tax to confirm existence of balance, understand the value-added tax recoverable condition, and the subsequent utilisation arrangement in the near future.

OTHER INFORMATION IN THE ANNUAL REPORT

The directors are responsible for the other information. The other information comprises the information included in the Company's 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.

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards 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 directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibility in this regard.

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. This report is made solely to you, as a body, in accordance with the terms of our 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 ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- 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.

INDEPENDENT AUDITOR'S REPORT

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

- 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 the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with the directors, 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.

BDO Limited

Certified Public Accountants

Chow Tak Sing, Peter

Practising Certificate Number: P04659

Hong Kong, 26 March 2021

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2020

	Note	2020 RMB'000	2019 RMB'000
Revenue	6	1,956,044	2,121,592
Cost of sales		(1,721,395)	(1,806,179)
Gross profit		234,649	315,413
Other income	6	12,681	10,907
Other gains/(losses), net	7	1,816	(8,489)
Administrative expenses		(57,180)	(61,440)
Distribution expenses		(3,202)	(2,794)
Finance costs	10	(17,275)	(33,432)
Profit before income tax	9	171,489	220,165
Income tax expenses	11	(45,004)	(58,612)
Profit for the year		126,485	161,553
Other comprehensive income that may be reclassified to profit or loss in subsequent periods			
Exchange differences on translation of foreign operation		(4,184)	4,614
Total comprehensive income for the year attributable to owners of the Company		122,301	166,167
Profit attributable to:			
– Owners of the Company		125,276	161,553
– Non-controlling interest		1,209	–*
		126,485	161,553
Total comprehensive income attributable to:			
– Owners of the Company		121,092	166,167
– Non-controlling interest		1,209	–
		122,301	166,167
		RMB cents	RMB cents
Earnings per share for profit attributable to the owners of the Company			
– Basic and diluted	14	20.2	26.0

* Represents amount less than RMB1,000

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2020

	Note	2020 RMB'000	2019 RMB'000
Non-current assets			
Property, plant and equipment	15	1,110,279	1,115,260
Investment property	16	14,828	6,182
Right-of-use assets	17	117,430	111,393
Unlisted equity investment at fair value through other comprehensive income	18	40	-
Prepayments for equipment & land lease	22	8,405	1,556
Total non-current assets		1,250,982	1,234,391
Current assets			
Inventories	20	82,417	80,903
Trade receivables	21	8,491	-
Notes receivables	21	-	188
Prepayments, deposits and other receivables	22	50,058	72,283
Restricted bank deposits	23	-	5,000
Cash and bank balances	23	367,104	431,825
Total current assets		508,070	590,199
Current liabilities			
Trade payables	24	62,923	77,362
Deferred revenue	25	2,444	3,253
Contract liabilities	26	64,814	44,654
Other payables and accruals	27	58,044	65,163
Lease liabilities	17	245	110
Short-term bank and other borrowings	28	281,000	418,058
Long-term bank borrowings – current portion	28	-	24,000
Income tax payable		10,088	7,511
Amount due to a non-controlling shareholder of a subsidiary	34(b)	40	40
Total current liabilities		479,598	640,151
Net current assets/(liabilities)		28,472	[49,952]

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2020

	Note	2020 RMB'000	2019 RMB'000
Non-current liabilities			
Long-term bank and other borrowings	28	10,000	-
Lease liabilities	17	28,154	28,213
Deferred revenue	25	4,820	7,266
Deferred tax liabilities	19	2,404	3,578
Total non-current liabilities		45,378	39,057
Net assets		1,234,076	1,145,382
Capital and reserves attributable to owners of the Company			
Share capital	29	392	392
Reserves		1,230,515	1,143,030
Equity attributable to owners of the Company		1,230,907	1,143,422
Non-controlling interests		3,169	1,960
Total equity		1,234,076	1,145,382

On behalf of directors

WANG Zhihe 王治河

SUN Zushan 孫祖善

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2020

	Share capital RMB'000	Share premium RMB'000 (note 30(b))	Specific reserve RMB'000 (note 30(e))	Merger reserve RMB'000 (note 30(c))	Statutory reserve RMB'000 (note 30(a))	Foreign currency translation reserve RMB'000 (note 30(d))	Share-based payment reserve RMB'000	Retained earnings RMB'000	Attributable to owners of the Company RMB'000	Non-controlling interest RMB'000 (note 33)	Total equity RMB'000
At 1 January 2019	392	738,150	52,013	(559,842)	96,161	(6,874)	601	677,627	998,228	-	998,228
Profit for the year	-	-	-	-	-	-	-	161,553	161,553	-*	161,553
Other comprehensive income											
- Exchange difference arising on translation of foreign operations	-	-	-	-	-	4,614	-	-	4,614	-	4,614
Total comprehensive income	-	-	-	-	-	4,614	-	161,553	166,167	-*	166,167
Issue of shares	-	698	-	-	-	-	(698)	-	-	-	-
Incorporation of a non-wholly owned subsidiary	-	-	-	-	-	-	-	-	-	1,960	1,960
Appropriation of reserve	-	-	9,293	-	-	-	-	(9,293)	-	-	-
Equity-settled share-based transactions	-	-	-	-	-	-	97	-	97	-	97
Dividend approved and paid in respect of the previous year	-	-	-	-	-	-	-	(21,070)	(21,070)	-	(21,070)
Utilisation of specific reserve for the year	-	-	(6,307)	-	-	-	-	6,307	-	-	-
At 31 December 2019	392	738,848	54,999	(559,842)	96,161	(2,260)	-	815,124	1,143,422	1,960	1,145,382

	Share capital RMB'000	Share premium RMB'000 (note 30(b))	Specific reserve RMB'000 (note 30(e))	Merger reserve RMB'000 (note 30(c))	Statutory reserve RMB'000 (note 30(a))	Foreign currency translation reserve RMB'000 (note 30(d))	Retained earnings RMB'000	Attributable to owners of the Company RMB'000	Non-controlling interest RMB'000 (note 33)	Total equity RMB'000
At 1 January 2020	392	738,848	54,999	(559,842)	96,161	(2,260)	815,124	1,143,422	1,960	1,145,382
Profit for the year	-	-	-	-	-	-	125,276	125,276	1,209	126,485
Other comprehensive income										
- Exchange difference arising on translation of foreign operations	-	-	-	-	-	(4,184)	-	(4,184)	-	(4,184)
Total comprehensive income	-	-	-	-	-	(4,184)	125,276	121,092	1,209	122,301
Appropriation of reserve	-	-	8,960	-	246	-	(9,206)	-	-	-
Dividend approved and paid in respect of the previous year	-	-	-	-	-	-	(33,607)	(33,607)	-	(33,607)
Utilisation of specific reserve for the year	-	-	(7,378)	-	-	-	7,378	-	-	-
At 31 December 2020	392	738,848	56,581	(559,842)	96,407	(6,444)	904,965	1,230,907	3,169	1,234,076

* Represents amount less than RMB1,000

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2020

	2020 RMB'000	2019 RMB'000
Cash flows from operating activities		
Profit before income tax	171,489	220,165
Adjustments for:		
Amortisation of right-of-use assets	2,808	2,728
Depreciation of investment property	753	264
Depreciation of property, plant and equipment	159,459	151,588
Government grant income	(4,480)	(6,143)
Gain on financial assets at fair value through profit or loss	(6,759)	-
Impairment of prepayments and other receivables	1,692	466
Interest income	(1,296)	(2,118)
Interest expense	17,275	33,432
Share-based payment expenses	-	97
Operating profit before working capital changes	340,941	400,479
(Increase)/Decrease in inventories	(1,514)	12,049
Decrease in prepayments, deposits and other receivables	20,533	37,973
Increase in trade receivables	(8,491)	-
Decrease/(Increase) in notes receivables	188	(188)
Decrease/(Increase) in restricted bank deposits	5,000	(5,000)
(Decrease)/Increase in trade payables	(14,439)	20,891
Increase in contract liabilities	20,160	14,204
Increase in deferred revenue	1,225	2,890
(Decrease)/Increase in other payables and accruals	(7,119)	2,393
Cash generated from operations	356,484	485,691
Income tax paid	(43,601)	(67,103)
Net cash generated from operating activities	312,883	418,588

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2020

	2020 RMB'000	2019 RMB'000
Cash flows from investing activities		
Purchase of property, plant and equipment	(162,217)	(89,538)
Acquisition of unlisted equity investment at fair value through other comprehensive income	(40)	-
Increase in right-of-use asset	(8,845)	-
Decrease in loan receivable	-	90,108
Increase in prepayment for acquisition of equipment and land lease	(6,849)	-
Interest received	1,296	2,118
Payments for acquisitions of financial assets at fair value through profit or loss	(6,000)	-
Receipts from acquisitions of financial assets at fair value through profit or loss	12,759	-
Decrease in restricted bank deposits	-	51,032
Net cash (used in)/generated from investing activities	(169,896)	53,720
Cash flows from financing activities		
Drawdown of bank and other borrowings	378,000	418,058
Repayment of bank and other borrowings	(529,058)	(577,720)
Repayment to a shareholder	-	(44,786)
Investment from a non-controlling interest to a non-wholly owned subsidiary	-	1,960
Advance from a non-controlling interest	-	40
Dividend paid	(33,607)	(21,070)
Interest paid	(18,793)	(36,935)
Repayment of principal portion of the lease liabilities	(66)	(137)
Net cash used in financing activities	(203,524)	(260,590)
Net (decrease)/increase in cash and cash equivalents	(60,537)	211,718
Cash and cash equivalents at beginning of year	431,825	215,493
Effect on foreign exchange rate changes	(4,184)	4,614
Cash and cash equivalents at end of year	367,104	431,825
Analysis of cash and cash equivalents:		
Cash and bank balances	367,104	431,825

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2020

1. GENERAL INFORMATION

Dongguang Chemical Limited (the “Company”) was incorporated in the Cayman Islands on 23 July 2013 as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. Pursuant to the special resolutions of shareholders dated 17 June 2015, the Company changed its name from Sino-coal Chemical Limited (中煤化工有限公司) to Dongguang Chemical Limited (東光化工有限公司). Its shares are listed on the Stock Exchange of Hong Kong Limited on 11 July 2017. The registered office of the Company is located at Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman KY1-1111, Cayman Islands.

The principal activity of the Company is investment holding. The Company and its subsidiaries (referred to as the “Group”) is principally engaged in manufacturing and selling urea in the People’s Republic of China (the “PRC”). Details of the Company and its subsidiaries are presented in note 32 of the consolidated financial statements.

2. ADOPTION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”)

(a) Adoption of new or amended IFRSs

The International Accounting Standard Board (“IASB”) has issued a number of new or amended IFRSs, which comprise all standards and interpretations approved by the IASB, and International Accounting Standards (“IASs”) and Standing Interpretations Committee interpretations approved by the International Accounting Standards Committee that remain in effect, that are first effective for the current accounting period of the Group:

- Amendments to IFRS 3, Definition of a Business
- Amendments to IAS 1 and IAS 8, Definition of Material
- Amendments to IAS 39, IFRS 7 and IFRS 9, Interest Rate Benchmark Reform
- Amendments to IFRS 16, COVID-19-Related Rent Concessions
- Revised Conceptual Framework for Financial Reporting

None of these new or amended IFRSs has a material impact on the Group’s results and financial position for the current or prior period. The Group has not early applied any new or amended IFRSs that is not yet effective for the current accounting period except for the Amendment to IFRS 16, COVID-19-Related Rent Concessions.

There were no rent concessions granted to the Group for the year ended 31 December 2020, therefore the early adoption of Amendments to IFRS 16 has no impact to the consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2020

2. ADOPTION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (CONTINUED)

(b) New or amended IFRSs that have been issued but are not yet effective

The following new or amended IFRSs, potentially relevant to the Group’s financial statements, have been issued, but are not yet effective and have not been early adopted by the Group. The Group’s current intention is to apply these changes on the date they become effective.

- Amendments to IAS 1, Classification of Liabilities as Current or Non-current⁴
- Amendments to IAS 16, Proceeds before Intended Use²
- Amendments to IAS 37, Onerous Contracts – Cost of Fulfilling a Contract²
- IFRS 17, Insurance Contracts⁴
- Amendments to IFRS 3, Reference to the Conceptual Framework³
- Amendments to IFRS 10 and IAS 28, Sale or Contribution of Assets between an Investor and its Associate or Joint Venture⁵
- Amendments to IAS 39, IFRS 4, IFRS 7, IFRS 9 and IFRS 16, Interest Rate Benchmark Reform – Phase 2¹
- Annual Improvements to IFRSs 2018-2020²

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

² Effective for annual periods beginning on or after 1 January 2022.

³ Effective for business combinations for which the date of acquisition is on or after the beginning of the first annual period beginning on or after 1 January 2022.

⁴ Effective for annual periods beginning on or after 1 January 2023.

⁵ The amendments shall be applied prospectively to the sale or contribution of assets occurring in annual periods beginning on or after a date to be determined.

Amendments to IAS 1, Classification of Liabilities as Current or Non-current

The amendments clarify that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period, specify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability and explain that rights are in existence if covenants are complied with at the end of the reporting period. The amendments also introduce a definition of “settlement” to make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

The directors of the Company do not anticipate that the application of the amendments and revision in the future will have an impact on the financial statements.

Amendments to IAS 16, Proceeds before Intended Use

The amendments prohibit deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, the proceeds from selling such items, and the cost of producing those items, is recognised in profit or loss.

The directors of the Company do not anticipate that the application of the amendments and revision in the future will have an impact on the financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2020

2. ADOPTION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (CONTINUED)

(b) New or amended IFRSs that have been issued but are not yet effective (Continued)

Amendments to IAS 37, Onerous Contracts – Cost of Fulfilling a Contract

The amendments specify that the “cost of fulfilling” a contract comprises the “costs that relate directly to the contract”. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (e.g. direct labour and materials) or an allocation of other costs that relate directly to fulfilling contracts (e.g. the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

The directors of the Company is currently assessing the impact that the application of the amendments will have on the Group’s consolidated financial statements. The directors of the Company anticipate that the application of the amendments will likely impact on the Group’s accounting policies in respect of the determination of when contracts are onerous, and the measurement of provision for onerous contracts recognised.

IFRS 17 – Insurance Contracts

The new standard establishes the principles for the recognition, measurement, presentation and disclosure of insurance contracts and supersedes IFRS 4, Insurance Contracts. The standard outlines a “General Model”, which is modified for insurance contracts with direct participation features, described as the “Variable Fee Approach”. The General Model is simplified if certain criteria are met by measuring the liability for remaining coverage using the Premium Allocation Approach.

The directors of the Company do not anticipate that the application of this standard in the future will have an impact on the financial statements.

Amendments to IFRS 3, Reference to the Conceptual Framework

The amendments update IFRS 3 so that it refers to the revised Conceptual Framework for Financial Reporting 2018 instead of the version issued in 2010. The amendments add to IFRS 3 a requirement that, for obligations within the scope of IAS 37, an acquirer applies IAS 37 to determine whether at the acquisition date a present obligation exists as a result of past events. For a levy that would be within the scope of IFRIC-Int 21 Levies, the acquirer applies IFRIC-Int 21 to determine whether the obligating event that gives rise to a liability to pay the levy has occurred by the acquisition date. The amendments also add an explicit statement that an acquirer does not recognise contingent assets acquired in a business combination.

The directors of the Company do not anticipate that the application of the amendments in the future will have an impact on the financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2020

2. ADOPTION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (CONTINUED)

(b) New or amended IFRSs that have been issued but are not yet effective (Continued)

Amendments to IFRS 10 and IAS 28, Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments clarify with situations where there is a sale or contribution of assets between an investor and its associate or joint venture. When the transaction with an associate or joint venture that is accounted for using the equity method, any gains or losses resulting from the loss of control of a subsidiary that does not contain a business are recognised in the profit or loss only to the extent of the unrelated investors’ interests in that associate or joint venture. Similarly, any gains or losses resulting from the remeasurement of retained interest in any former subsidiary (that has become an associate or a joint venture) to fair value are recognised in the profit or loss only to the extent of the unrelated investors’ interests in the new associate or joint venture.

The directors of the Company anticipate that the application of these amendments may have an impact on the financial statements in future periods should such transaction arise.

Annual Improvements to IFRSs 2018-2020

The annual improvements amends a number of standards, including:

- IFRS 1, First-time Adoption of International Financial Reporting Standards, which permit a subsidiary that applies paragraph D16(a) of IFRS 1 to measure cumulative translation differences using the amounts reported by its parent, based on the parent’s date of transition to IFRSs.
- IFRS 9, Financial Instruments, which clarify the fees included in the “10 per cent” test in paragraph B3.3.6 of IFRS 9 in assessing whether to derecognise a financial liability, explaining that only fees paid or received between the entity and the lender, including fees paid or received by either the entity or the lender on other’s behalf are included.
- IFRS 16, Leases, which amend Illustrative Example 13 to remove the illustration of reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives are illustrated in that example.
- IAS 41, Agriculture, which remove the requirement to exclude taxation cash flows when measuring the fair value of a biological asset using a present value technique.

The directors of the Company do not anticipate that the application of the amendments in the future will have an impact on the financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2020

2. ADOPTION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (CONTINUED)

(b) New or amended IFRSs that have been issued but are not yet effective (Continued)

Amendments to IAS 39, IFRS 4, IFRS 7, IFRS 9 and IFRS 16, Interest Rate Benchmark Reform – Phase 2

The amendments address issues that might affect financial reporting when a company replaces the old interest rate benchmark with an alternative benchmark rate as a result of the interest rate benchmark reform (the “Reform”). The amendments complement those issued in November 2019 and relate to (a) changes to contractual cash flows in which an entity will not have to derecognise or adjust the carrying amount of financial instruments for changes required by the Reform, but will instead update the effective interest rate to reflect the change to the alternative benchmark rate; (b) hedge accounting in which an entity will not have to discontinue its hedge accounting solely because it makes changes required by the Reform, if the hedge meets other hedge accounting criteria; and (c) disclosures in which an entity will be required to disclose information about new risks arising from the Reform and how it manages the transition to alternative benchmark rates.

The directors of the Company do not anticipate that the application of the amendments in the future will have an impact on the financial statements.

3. BASIS OF PREPARATION

(a) Statement of compliance

The consolidated financial statements have been prepared in accordance with the accounting policies set out in note 4, which comply with IFRSs. In addition, the consolidated financial statements include applicable disclosures required by the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

(b) Basis of measurement and going concern assumption

The consolidated financial statements have been prepared under the historical cost convention except for unlisted equity investment at fair value through other comprehensive income, which is measured at fair value as explained in the accounting policies set out below.

The outbreak of COVID-19 (the “Outbreak”) has developed rapidly in 2020 and significantly impacted entities and economic activities in varying sales globally. While there have been more immediate and pronounced disruptions in certain industries, its impact on the manufacturing and selling of urea and other chemical products in the PRC has been rather modest during the current reporting period. Nevertheless, as the Outbreak continues to evolve, it is challenging at this juncture to predict the full extent and duration of its impact to the business and the economy. Management has assessed the impact of COVID-19 across the Group, and up to the date of this report, has not identified any areas which had direct and material adverse impact caused by COVID-19 to the financial performance or position of the Group as at 31 December 2020.

(c) Functional and presentation currency

The consolidated financial statements is presented in Renminbi (“RMB”), which is the same as the functional currency of the Company. All values in the consolidated financial statements are rounded to the nearest thousand except when otherwise indicated.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2020

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies adopted in the preparation of the consolidated financial statements are summarised below. These policies have been consistently applied to all the years presented unless otherwise stated.

(a) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries (the "Group"). Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

(b) Subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: power over the investee, exposure, or rights, to variable returns from the investee, and the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

(c) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

The cost of property, plant and equipment includes its purchase price and the costs directly attributable to the acquisition of the items.

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

Property, plant and equipment are depreciated so as to write off their cost or valuation net of expected residual value over their estimated useful lives on a straight-line basis. The useful lives, residual value and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period. The useful lives are as follows:

Buildings	10 to 20 years or over the lease term, whichever is shorter
Plant and machinery	3 to 20 years
Furniture, fixtures and equipment	3 to 18 years
Motor vehicles	4 to 12 years

Construction in progress is stated at cost less impairment losses. Cost comprises direct costs of construction as well as borrowing costs capitalised during the periods of construction and installation. Capitalisation of these costs ceases and the construction in progress is transferred to the appropriate class of property, plant and equipment when substantially all the activities necessary to prepare the assets for their intended use are completed. No depreciation is provided for in respect of construction in progress until it is completed and ready for its intended use.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) Property, plant and equipment (Continued)

An asset is written down immediately to its recoverable amount if its carrying amount is higher than the asset's estimated recoverable amount.

The gain or loss on disposal of an item of property, plant and equipment is the difference between the net sale proceeds and its carrying amount, and is recognised in profit or loss on disposal.

(d) Investment property

Investment property is a property held or right-to-use asset held by the Group as a lessee either to earn rentals or for capital appreciation or for both or held for undetermined future use, but not held for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Investment property is stated at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any. Depreciation is charged so as to write off the cost of investment property net of estimated residual value over the estimated remaining useful life which is about 28 years using straight-line method. The useful life, residual value and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period.

(e) Impairment of assets (other than financial assets)

At the end of each reporting period, the Group reviews the carrying amounts of the following assets to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment/investment property under cost model;
- interests in leasehold land held for own use under operating leases;
- investments in subsidiaries; and
- right-of-use assets.

If the recoverable amount (i.e. the greater of the fair value less costs of disposal and value in use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent 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 in prior years. A reversal of an impairment loss is recognised as income immediately.

Value in use is based on the estimated future cash flows expected to be derived from the asset, 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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2020

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) Leases

The Group as a lessee

All leases are required to be capitalised in the statement of financial position as right-of-use assets and lease liabilities, but accounting policy choices exist for an entity to choose not to capitalise (i) leases which are short-term leases and/or (ii) leases for which the underlying asset is of low-value. The Group has elected not to recognise right-of-use assets and lease liabilities for low-value assets and leases for which at the commencement date have a lease term less than 12 months. The lease payments associated with those leases have been expensed on straight-line basis over the lease term.

Right-of-use asset

The right-of-use asset is initially recognised at cost and would comprise:

- (i) the amount of the initial measurement of the lease liability (see below for the accounting policy to account for lease liability);
- (ii) any lease payments made at or before the commencement date, less any lease incentives received;
- (iii) any initial direct costs incurred by the lessee; and
- (iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

The Group measures the right-of-use assets applying a cost model. Under the cost model, the Group measures the right-to-use at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liability.

The Group accounts for leasehold land and buildings that are held for rental or capital appreciation purpose under IAS 40 and are carried at cost, less any accumulated depreciation and any impairment losses. The Group accounts for leasehold land which is held for own use under IAS 16 and are stated at cost and are amortised over the period of the lease. Other than the above right-of-use assets, the Group also has leased plant and machineries under lease agreement which the Group exercises its judgement and determines that it is a separate class of asset apart from the leasehold land which is held for own use. As a result, the right-of-use asset arising from the plant and machineries under a lease agreement are carried at depreciated cost.

Lease liability

The lease liability is recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses the Group's incremental borrowing rate.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) Leases (Continued)

The Group as a lessee (Continued)

Lease liability (Continued)

The following payments for the right-to-use the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be lease payments:

- (i) fixed lease payments less any lease incentives receivable;
- (ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at commencement date;
- (iii) amounts expected to be payable by the lessee under residual value guarantees;
- (iv) exercise price of a purchase option, if the lessee is reasonably certain to exercise that option; and
- (v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Subsequent to the commencement date, the Group measures the lease liability by:

- (i) increasing the carrying amount to reflect interest on the lease liability;
- (ii) reducing the carrying amount to reflect the lease payments made; and
- (iii) remeasuring the carrying amount to reflect any reassessment or lease modification, or to reflect revised in-substance fixed lease payments.

When the Group revises its estimate of the term of any lease (because, for example, it re-assesses the probability of a lessee extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted using a revised discount rate. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised, except the discount rate remains unchanged. In both cases, an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term. If the carrying amount of the right-of-use asset is adjusted to zero, any further reduction is recognised in profit or loss.

When the Group renegotiates the contractual terms of a lease with the lessor, if the renegotiation results in one or more additional assets being leased for an amount commensurate with the standalone price for the additional rights-of-use obtained, the modification is accounted for as a separate lease, in all other cases, where the renegotiation increases the scope of the lease (whether that is an extension to the lease term, or one or more additional assets being leased), the lease liability is remeasured using the discount rate applicable on the modification date, with the right-of-use asset being adjusted by the same amount. With the exception to which the practical expedient for COVID-19-Related Rent Concessions applies (see note 2(a)), if the renegotiation results in a decrease in the scope of the lease, both the carrying amount of the lease liability and right-of-use asset are reduced by the same proportion to reflect the partial or full termination of the lease with any difference recognised in profit or loss. The lease liability is then further adjusted to ensure its carrying amount reflects the amount of the renegotiated payments over the renegotiated term, with the modified lease payments discounted at the rate applicable on the modification date and the right-of-use asset is adjusted by the same amount.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2020

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) Leases (Continued)

The Group as a lessor

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership of the leased assets to the lessee. All other leases are classified as operating leases.

When the Group is an intermediate lessor, it accounts for the head lease and the sub-lease as two separate leases. The sub-lease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on the straight-line basis over the lease term.

Any changes in the scope of the consideration for a lease that was not part of the original terms and conditions of the lease are accounted for as lease modifications. The Group accounts for a modification to an operating lease as a new lease from the effective date of the modification, recognising the remaining lease payments as income on either a straight-line basis or another systematic basis over the remaining lease term.

(g) Financial Instruments

(i) Financial assets

A financial asset (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus, for an item not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the market place.

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

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. The Group classifies all its debt instruments in the category as below.

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets at amortised cost are subsequently measured using the effective interest method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2020

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(g) Financial Instruments (Continued)

(i) Financial assets (Continued)

Debt instruments (Continued)

Fair value through other comprehensive income ("FVTOCI"): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVTOCI. Debt investments at FVTOCI are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in other comprehensive income. On derecognition, gains and losses accumulated in other comprehensive income are reclassified to profit or loss.

Fair value through profit or loss ("FVTPL"): Financial assets at FVTPL include financial assets held for trading, financial assets designated upon initial recognition at FVTPL, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at FVTPL, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at FVTOCI, as described above, debt instruments may be designated at FVTPL on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Equity instruments

On initial recognition of an equity investment that is not held for trading, the Group could irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. This election is made on an investment-by-investment basis. Equity investments at FVTOCI are measured at fair value. Dividend income are recognised in profit or loss unless the dividend income clearly represents a recovery of part of the cost of the investments. Other net gains and losses are recognised in other comprehensive income and are not reclassified to profit or loss. All other equity instruments are classified as FVTPL, whereby changes in fair value, dividends and interest income are recognised in profit or loss.

(ii) Impairment loss on financial assets

The Group recognises loss allowances for expected credit losses ("ECLs") on trade receivables and financial assets measured at amortised cost. ECLs are measured on either of the following bases:

- 12 months ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date; and
- Lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2020

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(g) Financial Instruments (Continued)

(ii) Impairment loss on financial assets (Continued)

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets' original effective interest rate.

The Group measured loss allowances for trade receivables and contract assets using IFRS 9 simplified approach and has calculated ECLs based on lifetime ECLs. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other debt financial assets, ECLs are based on 12 months ECLs except when there has not been a significant increase in credit risk since initial recognition, in which case the allowance will be based on the lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers a financial asset to be in default when the debtor is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to action such as realising security (if any is held); or the financial asset is more than 90 days past due.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

The Group considers a financial asset to be credit-impaired when:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or being more than 90 days past due;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the debtor will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at FVTOCI, for which the loss allowance is recognised in other comprehensive income and accumulated in "FVTOCI reserve (recycling)".

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(g) Financial Instruments *(Continued)*

(ii) Impairment loss on financial assets (Continued)

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non credit-impaired financial assets, interest income is calculated based on the gross carrying amount.

(iii) Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at amortised costs are initially measured at fair value, net of directly attributable costs incurred.

Financial liabilities at amortised cost

Financial liabilities at amortised cost including trade payables, other payables and accruals, bank and other borrowings, lease liabilities and amounts due to a shareholder and a non-controlling shareholder of a subsidiary are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

Borrowings

Borrowings are recognised initially at fair value, net of directly attributable transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

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

(iv) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2020

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(g) Financial Instruments (Continued)

(v) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

(vi) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with IFRS 9.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

(h) Inventories

Inventories are initially recognised at cost, and subsequently stated at the lower of cost and net realisable value. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average method.

Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

(i) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand, demand deposits with banks and short-term highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

At 31 December 2020 and 2019, all of the Group's amounts consisted of cash held in bank and cash on hand.

(j) Revenue recognition

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2020

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) Revenue recognition (Continued)

Depending on the terms of the contract and the laws that apply to the contract, control of the goods or service may be transferred over time or at a point in time. Control of the goods or service is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates or enhances an asset that the customer controls as the Group performs; or
- 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.

If control of the goods or services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the goods or service.

When the contract contains a financing component which provides the customer a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amounts receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. For contracts where the period between the payment and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in IFRS 15.

Revenue is recognised on the following basis:

- (i) revenue from sales of goods is recognised when control of goods is transferred to the customers, which reflects the consideration to which the Group expects to be entitled in exchange for those goods. This is usually taken as the time when the goods are delivered and the customers accepted the goods;
- (ii) interest income is recognised on a time-proportion basis using the effective interest method; and
- (iii) rental income under operating leases is recognised by the Group as the lessor on a straight-line basis over the term of the relevant lease.

(k) Income tax

Income tax comprises current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2020

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Income tax (Continued)

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for goodwill not deductible for tax purposes and initial recognition of assets and liabilities that are not part of the business combination which affect neither accounting nor taxable profits, taxable temporary differences arising on investments in subsidiaries, associates and joint ventures 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 liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates appropriate to the expected manner in which the carrying amount of the asset or liability is realised or settled and that have been enacted or substantively enacted at the end of reporting period, and reflects any uncertainty related to income taxes.

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 tax levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

The carrying amount of deferred tax assets is reviewed at each reporting date 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 assets to be recovered.

Income taxes are recognised in profit or loss except when they relate to items recognised in other comprehensive income in which case the taxes are also recognised in other comprehensive income or when they relate to items recognised directly in equity in which case the taxes are also recognised directly in equity.

(l) Foreign currency

Transactions entered into by the group entities in currencies other than the currency of the primary economic environment in which it/they operate(s) (the "functional currency") are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income, in which case, the exchange differences are also recognised in other comprehensive income.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2020

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(l) Foreign currency (Continued)

On consolidation, income and expense items of foreign operations are translated into the presentation currency of the Group (i.e. RMB) at the average exchange rates for the year, unless exchange rates fluctuate significantly during the year, in which case, the rates approximating to those ruling when the transactions took place is used. All assets and liabilities of foreign operations are translated at the rate ruling at the end of reporting period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity as foreign currency translation reserve (attributed to non-controlling interests as appropriate). Exchange differences recognised in profit or loss of group entities' separate financial statements on the translation of long-term monetary items forming part of the Group's net investment in the foreign operation concerned are reclassified to other comprehensive income and accumulated in equity as foreign currency translation reserve.

On disposal of a foreign operation, the cumulative exchange differences recognised in the foreign currency translation reserve relating to that operation up to the date of disposal are reclassified to profit or loss as part of the profit or loss on disposal.

Goodwill and fair value adjustments arising on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of reporting period. Exchange differences arising are recognised in the foreign currency translation reserve.

(m) Employee benefits

Short-term employee benefits

Short-term employee benefits are employee benefits (other than termination benefits) that are expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related service. Short-term employee benefits are recognised in the year when the employees render the related service.

Defined contribution retirement plans

Contributions to defined contribution retirement plans are recognised as an expense in profit or loss when the services are rendered by the employees.

Termination benefits

Termination benefits are recognised on the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs involving the payment of termination benefits.

(n) Capitalisation of borrowing costs

Borrowing costs attributable directly to the acquisition, construction or production of qualifying assets which require a substantial period of time to be ready for their intended use or sale, are capitalised as part of the cost of those assets. Income earned on temporary investments of specific borrowings pending their expenditure on those assets is deducted from borrowing costs capitalised. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2020

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(o) 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 (including property, plant and equipment) are recognised as deferred income in the 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 and are recognised as other revenue, rather than reducing the related expense.

(p) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which it is probable will result in an outflow of economic benefits that can be reliably estimated.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, the existence of which will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(q) Related parties

- (1) A person or a close member of that person's family is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of key management personnel of the Group or the Company's parent.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(CONTINUED)*

(q) Related parties *(Continued)*

- (2) An entity is related to the Group if any of the following conditions apply:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) The entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group.
 - (vi) The entity is controlled or jointly controlled by a person identified in (1).
 - (vii) A person identified in (1)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity).
 - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

(r) Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components.

5. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2020

5. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

The Group's management makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

(a) Estimated useful lives of property, plant and equipment

The Group's management determines the estimated useful lives and residual values for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. Management will increase the depreciation charge where useful lives are less than previously estimated lives. It will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold. Actual economic lives may differ from estimated useful lives; actual residual values may differ from estimated residual values. Periodic review could result in a change in depreciable lives and residual values and therefore depreciation expense in the future periods.

(b) Net realisable value of inventory

Inventory is stated at the lower of cost and net realisable value. Cost is determined using the weighted average method. The net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated distribution and selling expenses. Management reassesses the estimations at each reporting date to ensure inventory is shown at the lower of cost and net realisable value.

(c) Impairment of receivables

The Group's management reviews receivables on a regular basis to determine if any provision for impairment is necessary. This estimate is based on the credit history of its customers, past settlement and industry practice and current market conditions, including the incorporation of forward-looking information to supplement historical credit loss rate.

With respect to other tax recoverable, the Group's management has assessed the impairment of value-added tax recoverable based on the expected future sales and utilisation pattern of value-added tax recoverable during the year.

Management reassesses the impairment of receivables at each reporting date.

(d) Impairment of non-financial assets

The Group assesses at the end of each reporting period whether there is any indication that an asset may be impaired. If any such indication exists, the Group makes an estimate of the recoverable amount of the asset. This requires an estimation of the value-in-use of the cash-generating unit to which the asset is allocated. Estimating the value-in-use requires the Group to make an estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows. A change in the estimated future cash flows and/or the discount rate applied will result in an adjustment to the estimated impairment provision previously made.

(e) Income tax and deferred tax

Determining income tax provisions requires the Group to make judgements on the future tax treatment of certain transactions. The Group carefully evaluates tax implications of transactions in accordance with prevailing tax regulations and makes tax provisions accordingly. In addition, deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences can be utilised. This requires significant judgement on the tax treatments of certain transactions and also assessment on the probability that adequate future taxable profits will be available for the deferred tax assets to be recovered.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

6. REVENUE AND OTHER INCOME

Revenue, which is also the Group's turnover, represents the net invoiced value of goods sold by the Group, after deducting relevant taxes. In the following table, revenue is disaggregated by primary geographical market, major products and timing of revenue recognition:

	2020 RMB'000	2019 RMB'000
Revenue		
Primary geographical market		
– PRC	1,956,044	2,121,592
Major products		
– Sales of urea	1,659,912	1,855,794
– Sales of methanol	97,851	131,785
– Sales of liquid ammonia	65,425	64,349
– Sales of carbon dioxide	63,029	47,431
– Sales of LNG	16,412	19,261
– Sales of compound fertiliser	18,560	2,972
– Sales of vehicle urea solution	34,855	–
Total revenue from contracts with customers	1,956,044	2,121,592
Timing of revenue recognition		
– At a point in time	1,956,044	2,121,592
Other income is presented as follows:		
Sales of scrap materials	(405)	110
Government grants (note (i))	4,480	6,143
Bank interest income	1,296	1,792
Other interest income	–	326
Rental income	567	333
Gain on financial assets at fair value through profit or loss (note (ii))	6,759	–
Others	(16)	2,203
	12,681	10,907

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2020

6. REVENUE AND OTHER INCOME (CONTINUED)

Notes:

- (i) Government grants are received from the local government that are related to qualified long-lived assets and such grants were deferred and released to profit or loss as other income over the expected useful life of the relevant assets.

Government grants were received from the PRC government for construction of property, plant and equipment in prior financial years. These subsidies are recognised in the consolidated statement of profit or loss and other comprehensive income over the expected useful life of the property, plant and equipment. During the year ended 31 December 2020, RMB3,253,000 (2019: RMB3,253,000) was recognised as other income.

In addition, the Group obtained government grants of RMB1,227,000 for the year ended 31 December 2020 (2019: RMB2,890,000) from the PRC government and recognised directly under other income as subsidies for operations of production plants.

- (ii) Gain on financial assets at fair value through profit or loss represented investment gain from trading of urea futures contracts during the year ended 31 December 2020. None of urea future contracts were held as at 31 December 2020.

The following table provides information about contract liabilities from contracts with customers.

	2020 RMB'000	2019 RMB'000
Contract liabilities from sales of goods	64,814	44,654

Contract liabilities mainly relate to the advance consideration received from customers as sales deposits for reserving the future delivery of goods from the sales orders. RMB44,654,000 (2019: RMB30,450,000) of the contract liabilities has been recognised as revenue from performance obligation satisfied during the year when the goods were sold.

7. OTHER GAINS/(LOSSES), NET

	2020 RMB'000	2019 RMB'000
Foreign exchange gains/(losses)	1,816	(8,489)

8. SEGMENT INFORMATION

(a) Operating segment information

The Group has identified its operating segments and prepared segment information based on the regular internal financial information reported to the Group's executive directors for their decisions about resources allocation to the Group's business components and review of these components' performance. There is only one business component in the internal reporting to the executive directors, which is manufacturing and selling urea. The Group's assets and capital expenditure are principally attributable to this business component.

(b) Geographical segment information

The management determines the Group is domiciled in the People's Republic of China (the "PRC"), which is the location of the Group's principal place of operations and majority of the non-current assets are located in the PRC. All of the Group's revenue is from external customers in the PRC.

(c) Information about major customers

For both years ended 31 December 2020 and 2019, none of the customers have transactions exceeding 10% of the Group's revenue.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

9. PROFIT BEFORE INCOME TAX

Profit before income tax is arrived at after charging:

	2020 RMB'000	2019 RMB'000
Auditors' remuneration	1,343	1,233
Cost of inventories sold recognised as expense	1,721,395	1,806,179
Depreciation of property, plant and equipment	159,459	151,588
Amortisation of right-of-use assets	2,808	2,728
Short-term lease payments	243	293
Impairment of prepayments and other receivables	1,692	466
Depreciation of investment property	753	264
Employee benefit expenses (including directors' remuneration) (note 12)		
– Wages and salaries	52,434	51,597
– Discretionary bonuses	19,944	21,463
– Retirement benefit scheme contributions	11,395	11,231
– Staff welfare and other benefits	17,746	17,649
– Share-based payment expenses	–	97
	101,519	102,037

10. FINANCE COSTS

	2020 RMB'000	2019 RMB'000
Interest expense in relation to:		
Bank and other loans wholly repayable within five years	16,968	34,163
Loan from a shareholder of the Company	–	826
Lease liabilities	1,967	1,946
	18,935	36,935
Less: Amount capitalised (note)	(1,660)	(3,503)
	17,275	33,432

Note: Borrowing costs of RMB1,660,000 (2019: RMB2,963,000) capitalised during the year arose on the general borrowing pool and are calculated by applying a capitalisation rate of 4% (2019: 6%) to expenditure on qualifying assets. No borrowing costs (2019: RMB540,000) was capitalised during the year arose on the specific borrowing granted for acquisition of property, plant and equipment as all specific borrowing was repaid in 2019.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

11. INCOME TAX EXPENSES

	2020 RMB'000	2019 RMB'000
Current tax – PRC		
Current tax	42,378	55,014
Withholding tax on dividends	3,800	3,500
Deferred tax (note 19)		
– (Credited)/Charged for the year	(1,174)	98
	45,004	58,612

The Group is subject to income tax on an entity basis on profits arising in or derived from the tax jurisdictions in which members of the Group are domiciled and operate. Pursuant to the rules and regulations of the Cayman Islands, Samoa and British Virgin Islands, the Group's subsidiaries incorporated in the Cayman Islands, Samoa and British Virgin Islands are not subject to any income tax. The Group's subsidiaries incorporated in Hong Kong are not liable for income tax as they did not have any assessable income arising in Hong Kong during each of the reporting period.

The provision for Mainland China current income tax is based on the statutory rate of 25% (2019: 25%) of the assessable profit of the PRC subsidiaries of the Group as determined in accordance with the PRC Corporation Income Tax Law which was approved and became effective on 1 January 2008 (the "New Corporate Income Tax Law").

The income tax expense for each of the reporting period can be reconciled to the profit before income tax per the consolidated statement of profit or loss and other comprehensive income as follows:

	2020 RMB'000	2019 RMB'000
Profit before income tax	171,489	220,165
Tax calculated at a taxation rate of 25% (2019: 25%)	42,872	55,041
Effect of different tax rates operating in other jurisdictions	(81)	2,576
Tax effect of non-deductible expenses	2,945	1,138
Tax effect of non-taxable income	(58)	(1,040)
Others	(674)	897
	45,004	58,612

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

12. REMUNERATION OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

(a) Directors' emoluments

Directors' emoluments disclosed pursuant to the Listing Rules and section 78(1) of Schedule 11 to the Hong Kong Companies Ordinance, Cap. 622 for each of the reporting period are as follows:

	Directors' fees RMB'000	Salaries, allowances and benefits in kind RMB'000	Discretionary bonuses RMB'000	Retirement benefit scheme contributions RMB'000	Total RMB'000
Year ended 31 December 2020					
<i>Executive Directors</i>					
Mr. Wang Zhihe (王治河)	657	511	-	-	1,168
Mr. Sun Yi (孫毅) (note(i))	772	-	-	-	772
Mr. Sun Zushan (孫祖善)	313	313	-	-	626
Mr. Xu Xijiang (徐希江)	313	119	-	-	432
Total	2,055	943	-	-	2,998
<i>Non-Executive Director</i>					
Ms. Chen Jimin (陳繼敏)	-	-	-	-	-
<i>Independent Non-Executive Directors</i>					
Mr. Liu Jincheng (劉金成)	156	-	-	-	156
Mr. Ng Sai Leung (吳世良)	156	-	-	-	156
Ms. Lin Xiuxiang (林秀香)	156	-	-	-	156
Total	468	-	-	-	468
Year ended 31 December 2019					
<i>Executive Directors</i>					
Mr. Wang Zhihe (王治河)	670	459	-	-	1,129
Mr. Sun Yi (孫毅) (note(i))	1,914	71	-	-	1,985
Mr. Sun Zushan (孫祖善)	319	298	-	-	617
Mr. Xu Xijiang (徐希江)	319	109	-	-	428
Total	3,222	937	-	-	4,159
<i>Non-Executive Director</i>					
Ms. Chen Jimin (陳繼敏)	-	-	-	-	-
<i>Independent Non-Executive Directors</i>					
Mr. Liu Jincheng (劉金成)	159	-	-	-	159
Mr. Ng Sai Leung (吳世良)	159	-	-	-	159
Ms. Lin Xiuxiang (林秀香)	159	-	-	-	159
Total	477	-	-	-	477

Note:

(i) Retired on 29 May 2020.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

12. REMUNERATION OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS (CONTINUED)

(b) Five highest paid individuals

The five highest paid individuals of the Group included 4 directors for the year ended 31 December 2020 (2019: 4), whose emoluments are reflected in note 12(a).

The analysis of the emolument of the remaining highest paid individual for the year ended 31 December 2020 (2019: 1) are set out below:

	2020 RMB'000	2019 RMB'000
Salaries and allowances	1,040	1,081
Discretionary bonuses	–	–
Retirement benefit scheme contributions	16	15
Share-based payment expenses	–	99
	1,056	1,195

The number of non-director highest paid individuals whose remuneration fell within the following band is as follows:

Number of individuals

	2020	2019
HK\$1,000,001 to HK\$2,000,000	1	1

(c) During each of the reporting period, no director or any of the highest paid individuals waived or agreed to waive any emoluments. No emoluments were paid by the Group to the directors or any of the highest paid individuals of the Group as an inducement to join or upon joining the Group or as compensation for loss of office.

(d) Senior management emolument band

The number of senior management whose remuneration fell within the following band is as follows:

Number of individuals

	2020	2019
Nil to HK\$1,000,000	1	1
HK\$1,000,001 to HK\$2,000,000	1	1

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

13. DIVIDENDS

	2020 RMB'000	2019 RMB'000
Final, proposed – HK5 cents (2019: HK6 cents) per share	26,131	33,374

The Board recommended a final dividend of HK5 cents (2019: HK\$6 cents) per ordinary share, absorbing a total amount of about HK\$31.0 million (2019: HK\$37.3 million) in respect of the year ended 31 December 2020, which is subject to the approval of the shareholders of the Company at the forthcoming Annual General Meeting of the Company. The proposed dividends are not reflected as a dividend payable in these financial statements, but will be reflected as an appropriation of retained earnings for the year ending 31 December 2021. The final dividends are converted from Hong Kong dollars to Renminbi at the rate at the end of the reporting period.

14. EARNINGS PER SHARE

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

	2020 RMB'000	2019 RMB'000
Earnings for the purposes of basic and diluted earnings per share	125,276	161,553
Weighted average number of ordinary shares for the purposes of basic and diluted earnings per share	620,944,000	620,691,836

No diluted earnings per share is presented as there was no potential ordinary shares in issue during the years ended 31 December 2020 and 2019.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

15. PROPERTY, PLANT AND EQUIPMENT

	Buildings RMB'000	Motor vehicles RMB'000	Plant and machinery RMB'000	Furniture, fixtures and equipment RMB'000	Construction in progress RMB'000	Total RMB'000
Year ended 31 December 2020						
Opening net carrying amount	236,854	507	734,752	109,802	33,345	1,115,260
Additions	2,162	1,201	10,689	410	149,415	163,877
Transfer to investment property (note 16)	(9,399)	-	-	-	-	(9,399)
Transfer in/(out)	8,933	-	132,760	10	(141,703)	-
Depreciation	(15,817)	(269)	(124,018)	(19,355)	-	(159,459)
Closing net carrying amount	222,733	1,439	754,183	90,867	41,057	1,110,279
As at 31 December 2020						
Cost	339,368	13,613	1,698,921	221,924	41,057	2,314,883
Accumulated depreciation and impairment	(116,635)	(12,174)	(944,738)	(131,057)	-	(1,204,604)
Net carrying amount	222,733	1,439	754,183	90,867	41,057	1,110,279
Year ended 31 December 2019						
Opening net carrying amount	239,359	1,258	774,834	112,795	44,467	1,172,713
Additions	4,644	-	11,964	3,006	74,521	94,135
Transfer in/(out)	8,720	-	66,614	10,309	(85,643)	-
Depreciation	(15,869)	(751)	(118,660)	(16,308)	-	(151,588)
Closing net carrying amount	236,854	507	734,752	109,802	33,345	1,115,260
As at 31 December 2019						
Cost	340,596	12,412	1,555,472	221,504	33,345	2,163,329
Accumulated depreciation and impairment	(103,742)	(11,905)	(820,720)	(111,702)	-	(1,048,069)
Net carrying amount	236,854	507	734,752	109,802	33,345	1,115,260

As at 31 December 2020, the Group's property, plant and equipment with an aggregate carrying amount of approximately RMB129,134,000 (2019: RMB293,359,000) were pledged to secure general banking facilities granted to the Group (note 28).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

16. INVESTMENT PROPERTY

	2020 RMB'000	2019 RMB'000
Carrying amount at beginning of the year	6,182	6,446
Transfer from property, plant and equipment (note 15)	9,399	-
Depreciation during the year	(753)	(264)
Carrying amount at end of the year	14,828	6,182

The balance represented a piece of industrial land held by the Group under medium term lease in the PRC and an office property located in Beijing, the PRC.

The Group has not yet determined the future use of the land and currently holds the land for capital appreciation since disposal of plant and machinery and furniture, fixtures and equipment of an old production plant on 23 October 2015 (the date of disposal). The fair value of the industrial land was determined by independent professional qualified valuer, Jones Lang LaSalle Corporate Appraisal and Advisory Limited, with reference to recent market prices of similar properties as observable inputs.

The office property was recognised as owner-occupied property as it was utilised as self-use office as at 31 December 2019. The office property was leased out for rental income on 28 February 2020 and became vacant to seek for potential tenant since August 2020. As such, the office property was reclassified from property, plant and equipment to investment property.

The following tables give information about how the fair values of the investment property as at 31 December 2020 and 2019 is determined (in particular, the valuation techniques and inputs used), as well as the fair value hierarchy into which the fair value measurements are categorised (Level 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

Properties	Fair value	Fair value hierarchy	Valuation technique	Significant unobservable input	Range of unobservable input	Relationship of unobservable input to fair value
Industrial land	RMB21,200,000 (2019: RMB21,300,000)	Level 3	Direct comparison approach	Estimated market unit sales price per square metre	RMB264 to RMB270 per sq. m. (2019: RMB263 to RMB270 per sq. m.)	The increase/decrease in the market unit sales price would result in an increase/a decrease in the fair value of the property
Office premises	RMB12,600,000	Level 3	Direct comparison approach	Estimated market unit sales price per square metre	RMB43,000 to RMB52,000 per sq.m	The increase/decrease in the market unit sales price would result in an increase/a decrease in the fair value of the property

As at 31 December 2020 and 2019, the directors consider no impairment of the investment property is necessary.

There were no transfers into or out of Level 3 for both year presented.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

17. LEASES

The Group as a lessee

The Group leases a number of properties in the jurisdictions from which it operates. The periodic rent of property leases is fixed over the lease term.

(i) *Right-of-use assets*

The analysis of the net book value of right-of-use assets by class of underlying asset is as follows:

	2020 RMB'000	2019 RMB'000
Leasehold land	115,399	109,282
Plant and machinery leased for own use carried at depreciated cost	2,031	2,111
	117,430	111,393

	Leasehold land RMB'000	Plant and machinery RMB'000	Total RMB'000
As at 1 January 2019	111,930	2,191	114,121
Amortisation	(2,648)	(80)	(2,728)

As at 31 December 2019 and 1 January 2020	109,282	2,111	111,393
Addition	8,845	-	8,845
Amortisation	(2,728)	(80)	(2,808)
As at 31 December 2020	115,399	2,031	117,430

The Group's leasehold land is held under medium term leases ranged from 30 years to 50 years and situated in the PRC where the Group's manufacturing and storage facilities reside. The Group's plant and machinery leased for own use carried at depreciated cost is held under a medium term lease of 30 years.

As at 31 December 2020, the Group's leasehold land with an aggregate carrying amount of approximately RMB35,103,000 (2019: RMB24,969,000) were pledged to secure general banking facilities granted to the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

17. LEASES (CONTINUED)

The Group as a lessee (Continued)

(ii) Lease liabilities

	Leasehold land RMB'000	Plant and machinery RMB'000	Total RMB'000
At 1 January 2019	26,269	2,191	28,460
Interest expense	1,808	138	1,946
Lease payments during the year	(1,873)	(210)	(2,083)
At 31 December 2019 and 1 January 2020	26,204	2,119	28,323
Interest expense	1,825	142	1,967
Lease payments during the year	(1,891)	-	(1,891)
At 31 December 2020	26,138	2,261	28,399

Future lease payments are due as follows:

31 December 2020	Minimum lease payments RMB'000	Interest RMB'000	Present value RMB'000
Not later than one year	2,202	(1,957)	245
Later than one year and not later than two years	2,038	(1,946)	92
Later than two years and not later than five years	6,113	(5,695)	418
Later than five years	80,765	(53,121)	27,644
	91,118	(62,719)	28,399
31 December 2019	Minimum lease payments RMB'000	Interest RMB'000	Present value RMB'000
Not later than one year	2,038	(1,928)	110
Later than one year and not later than two years	2,038	(1,917)	121
Later than two years and not later than five years	6,114	(5,703)	411
Later than five years	81,297	(53,616)	27,681
	91,487	(63,164)	28,323

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

17. LEASES (CONTINUED)

The Group as a lessee (Continued)

(ii) Lease liabilities (Continued)

The present value of future lease payments are analysed as:

	2020 RMB'000	2019 RMB'000
Current liabilities	245	110
Non-current liabilities	28,154	28,213
	28,399	28,323
	2020 RMB'000	2019 RMB'000
Short term lease expense	243	293

The Group as a lessor

The Group's investment properties have been vacated as at 31 December 2020 and 2019. During the year ended 31 December 2020 and 2019, insignificant portion of the Group's plant and machinery was sub-leased to an independent third party at a lease term of 3 years since 1 May 2019. The sub-lease rental income during the year ended 31 December 2020 was RMB567,000 (2019: RMB333,000).

The minimum rent receivables under non-cancellable operating leases are as follows:

	2020 RMB'000	2019 RMB'000
Not later than one year	667	567
Later than one year and not later than two years	233	667
Later than two years and not later than three years	-	233
	900	1,467

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

18. UNLISTED EQUITY INVESTMENT AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	2020 RMB'000	2019 RMB'000
Unlisted equity investment	40	-

On 6 November 2020, an unlisted limited company was incorporated in the People's Republic of China which the Group has the equity interest of 5%. The captioned entity is principally engaged in the promotion of environmentally friendly technology, together with consultation, research and development and selling of environmentally friendly materials such as vehicle urea solution, compound fertilisers and automotive catalyst.

The unlisted equity investment is measured at fair value. In the opinion of the Company's directors, cost is an appropriate estimate of fair value as the investee has only been acquired for a short period after initial recognition and there are no significant changes in the investee's performance and market condition from the date of initial recognition to the end of the reporting period. The Company does not expect to dispose of the unlisted equity investment in the near future.

19. DEFERRED TAX LIABILITIES

Details of the deferred tax assets/(liabilities) recognised and movements during each of the reporting period:

	Withholding tax on unremitted earnings RMB'000	Deferred revenue on government grants RMB'000	Accelerated/ (decelerated) depreciation RMB'000	Others RMB'000	Total RMB'000
At 1 January 2019	(7,974)	3,943	(4,795)	5,346	(3,480)
Credited/(charged) to profit or loss	3,500	(813)	(621)	(2,164)	(98)
At 31 December 2019	(4,474)	3,130	(5,416)	3,182	(3,578)
Credited/(charged) to profit or loss	3,800	(813)	114	(1,927)	1,174
At 31 December 2020	(674)	2,317	(5,302)	1,255	(2,404)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

19. DEFERRED TAX LIABILITIES (CONTINUED)

PRC dividend withholding income tax

Pursuant to the Detailed Implementation Regulations for implementation of the New Corporate Income Tax Law issued on 6 December 2007, dividends distributed from the profits generated by the PRC companies after 1 January 2008 to their foreign investors shall be subject to this withholding income tax of 10%. A lower 5% withholding tax rate may be applied when the immediate holding companies of the PRC subsidiaries are incorporated in Hong Kong and fulfil the requirements to the tax treaty arrangements between the PRC and Hong Kong. For the Group, the applicable withholding tax rate is 10%.

Deferred tax liabilities have been recognised for withholding taxes that would be payable on the planned unremitted earnings that are subject to withholding taxes of the Group's subsidiary established in the PRC. In the opinion of the directors, based on the Group's future expansion plan in the PRC, it is not possible that the subsidiary will distribute the entire earnings in the foreseeable future at the end of the reporting period, and the deferred tax liabilities provided is considered sufficient to future cash flow requirement. During the year ended 31 December 2020, special dividends in total of RMB38,000,000 was declared on 22 May 2020 for working capital of the offshore companies. No temporary differences associated with investment in a subsidiary in the PRC for which deferred tax liabilities have not been recognised during each of the reporting period.

20. INVENTORIES

	2020 RMB'000	2019 RMB'000
Raw materials	70,624	71,183
Finished goods	8,185	6,615
Parts and spares	3,608	3,105
	82,417	80,903

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

21. TRADE AND NOTES RECEIVABLES

	2020 RMB'000	2019 RMB'000
Trade receivables (note (i))	8,491	–
Notes receivables (note (ii))	–	188
	8,491	188

(i) Trade receivables

An aging analysis of the trade receivables as at the end of the reporting periods, based on the invoice date, is as follows:

	2020 RMB'000	2019 RMB'000
Within 3 months	8,491	–

As at 31 December 2020, none of the debtors included in the Group's trade receivables were past due. Details of impairment assessment of trade receivables are set out in note 36(a)(ii).

(ii) Notes receivables

All notes receivables were due within 6 months from the end of each reporting period and without recourse, and most of the notes receivables are issued by the reputable commercial banks in the PRC. None of the notes receivables were either discounted to the banks in exchange for cash and cash equivalents, or derecognised upon surrender to the banks. No impairment provision for notes receivables has been made during the reporting period as there is no history of default.

At 31 December 2020, the Group endorsed notes receivables accepted by banks in Mainland China (the "Endorsed Bills") with aggregate carrying amount of nil (2019: RMB449,000), with maturity ranging from one to six months at the end of the reporting period, to certain of its suppliers for settlement of the trade payables due to these suppliers (the "Endorsement"). In accordance with the Law of Negotiable Instruments in the PRC, the holders of the Endorsed Bills have a right of recourse against the Group if the PRC banks default (the "Continuing Involvement"). In the opinion of the directors, all risks and rewards relating to the Endorsed Bills have been substantially transferred upon the Endorsement. Accordingly, the Group has derecognised the full carrying amounts of the Endorsed Bills and the associated trade payables. The maximum exposure arising from the Group's Continuing Involvement in the Endorsed Bills and the undiscounted cash flows to repurchase these Endorsed Bills equal to their carrying amounts. In the opinion of the directors, the fair values of the Group's Continuing Involvements in the Endorsed Bills are not significant.

During the year ended 31 December 2020, the Group has not recognised any gain or loss on the date of transfer of the Endorsed Bills (2019: nil). No gain or loss were recognised from the Continuing Involvement, both during the year or cumulatively. The Endorsement has been made evenly throughout the year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

22. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	2020 RMB'000	2019 RMB'000
Other tax recoverable	32,308	54,366
Prepayments for utilities	12,000	12,000
Prepayments for equipment	610	1,556
Prepayments for acquisition of land leases	7,795	–
Prepayments to coal suppliers	1,212	1,093
Prepayments to employees	965	920
Other prepayments, deposits and other receivables	5,265	4,370
	60,155	74,305
Less: impairment loss on other receivables	(1,692)	(466)
	58,463	73,839

Represented by:

	2020 RMB'000	2019 RMB'000
Current portion	50,058	72,283
Non-current portion	8,405	1,556
	58,463	73,839

23. CASH AND BANK BALANCES AND RESTRICTED BANK DEPOSITS

	2020 RMB'000	2019 RMB'000
Current		
Cash and bank balances	367,104	431,825
Restricted bank deposits	–	5,000
	367,104	436,825

As at 31 December 2020, the Group has cash and bank balances denominated in RMB amounted to approximately RMB343,237,000 (2019: RMB419,595,000) which are deposited with banks in the PRC. RMB is not freely convertible into foreign currencies. Under the PRC Foreign Exchange Control Regulations and Administration of Settlement, Sales and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for foreign currencies through banks in the PRC that is authorised to conduct foreign exchange business.

Bank balances earn interest at floating rates based on daily bank deposit rates.

The bank balances are deposited with creditworthy banks. The directors of the Company considered that the fair value of the cash and bank balances is not materially different from their carrying amount because of the short maturity period on their inception.

As at 31 December 2019, the restricted bank deposits were to secure urea transactions in Zhengzhou Commodity Exchange (“鄭州商品交易所”). Such restricted bank deposits were released on 31 March 2020.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

24. TRADE PAYABLES

Trade payables are non-interest bearing and normally have a credit period of 0 to 90 days.

	2020 RMB'000	2019 RMB'000
Trade payables	62,923	77,362

An ageing analysis of the Group's trade payables, based on the invoice dates is as follows:

	2020 RMB'000	2019 RMB'000
0 to 90 days	25,682	42,601
91 to 180 days	3,043	4,932
181 to 365 days	652	18,425
Over 365 days	33,546	11,404
	62,923	77,362

25. DEFERRED REVENUE

	2020 RMB'000	2019 RMB'000
Cost:		
At beginning and end of the year	33,410	33,410
Accumulated amortisation:		
At beginning of the year	22,891	19,638
Amortised during the year	3,255	3,253
At end of the year	26,146	22,891
Net carrying amount:		
Current	2,444	3,253
Non-current	4,820	7,266
	7,264	10,519

Deferred revenue related to government grants given to the Group for installation and building of machinery with the aim to implement energy-saving production methods and reduce production cost. The grants are subject to final approval, which means the local government would monitor the usage of the government grant during the construction period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

26. CONTRACT LIABILITIES

	2020 RMB'000	2019 RMB'000
Contract liabilities from sale of goods	64,814	44,654

Typical payment term which impacts on the amount of contract liabilities is as follows:

Sale of goods

The Group would only deliver the goods after receiving the full sales amount as relevant deposits from the customers. Whenever the goods are delivered, such contract liabilities would be derecognised and the respective amount would be recognised as revenue.

Movements in contract liabilities

	2020 RMB'000	2019 RMB'000
Balance as at 1 January	44,654	30,450
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year	(44,654)	(30,450)
Increase in contract liabilities as a result of deposits received in advance from customers	64,814	44,654
Balance as at 31 December	64,814	44,654

27. OTHER PAYABLES AND ACCRUALS

	2020 RMB'000	2019 RMB'000
Accruals	12,200	16,544
Other payables (note)	45,844	48,619
	58,044	65,163

Note: Other payables mainly represented payables with construction and manufacturing equipment companies for the purpose of plant improvements, equipment replacements and repairs and maintenance.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

28. BANK AND OTHER BORROWINGS

	2020 RMB'000	2019 RMB'000
Current		
Interest bearing		
Secured		
– Short-term bank loans (note (i))	191,000	308,400
– Short-term other loan (note (i))	–	49,658
– Current portion of long-term bank loans (note (i))	–	24,000
Unsecured		
– Short-term bank loans	90,000	60,000
	281,000	442,058
Non-current		
Interest bearing		
Secured		
– Long-term bank loans (Note (i))	10,000	–
	291,000	442,058

At end of reporting period, total current and non-current bank and other borrowings were scheduled to repay as follows:

	2020 RMB'000	2019 RMB'000
Within one year	281,000	442,058
More than one year, but not exceeding two years	10,000	–
	291,000	442,058

Notes:

- (i) As at 31 December 2020, the Group's secured short-term bank loans and long-term bank loan were secured by certain of the Group's property, plant and equipment (note 15) and leasehold land (note 17). As at 31 December 2019, the Group's secured short-term bank loans, short-term other loan and long-term bank loan were secured by certain of the Group's property, plant and equipment (note 15) and leasehold land (note 17). Short-term secured other loan as at 31 December 2019 was granted from a finance leasing company in the PRC and was fully repaid on 19 February 2020.
- (ii) All of the banking facilities are subject to the fulfilment of covenants relating to certain of the financial position ratios of an indirect wholly-owned subsidiary of the Company, Hebei Dongguang, as are commonly found in lending arrangements with financial institutions. If Hebei Dongguang was to breach the covenants, the drawn down facilities would become repayable on demand. No breach of covenants is noted as at 31 December 2020.

The ranges of effective interest rates per annum of the Group's bank and other borrowings are as follows:

	2020 RMB'000	2019 RMB'000
Fixed-rate borrowings	3.70%-5.20%	4.39%-5.53%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

29. SHARE CAPITAL

	Number of shares '000	Amount US\$	Amount RMB'000
Authorised share capital: As at 1 January 2019, 31 December 2019, 1 January 2020 and 31 December 2020 Ordinary share at US\$0.0001 each	500,000,000	50,000,000	340,499
Issued share capital: As at 1 January 2019 Issue of shares (note)	620,472 472	62,047 47	392 -
As at 31 December 2019, 1 January 2020 and 31 December 2020	620,944	62,094	392

Note: On 15 July 2019, second tranche of 472,000 remuneration shares granted to a senior management were issued in accordance to the agreed terms at the subscription price of HK\$1.06 per share.

30. RESERVES

Group

The amounts of the Group's reserves and the movements therein for the end of reporting period are presented in the consolidated statements of changes in equity.

(a) Statutory reserve

Pursuant to relevant laws and regulations in the PRC and the Articles of Association of Dongguang Chemical, both are required to make appropriation from profit after taxation as reported in the PRC statutory financial statements to reserve fund at rates not less than 10% until the reserve fund balance reaches 50% of its registered capital.

The reserve fund can only be used, upon approval by the relevant authority, to offset accumulated losses or increase capital.

(b) Share premium

The amount represents the difference between the nominal value of the ordinary shares issued by the Company and the net asset value of subsidiaries acquired plus the shareholder loan pursuant to the Reorganisation, and the difference between the nominal value of the ordinary shares issued by the Company and the proceeds received from public offer in Hong Kong and international placing.

(c) Merger reserve

The merger reserve of the Group represents the reserve arose pursuant to the Reorganisation as mentioned in the Prospectus during global offer.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

30. RESERVES (CONTINUED)

Group (Continued)

(d) *Foreign currency translation reserve*

The reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations.

(e) *Specific reserve*

According to relevant PRC regulations, the Group is required to set up a specific reserve for the safety production fund based on the sales of goods.

Company

	Share premium RMB'000	Foreign currency translation reserve RMB'000	Share-based payment reserve RMB'000	Accumulated losses RMB'000	Total reserves RMB'000
As at 1 January 2019	738,150	(5,394)	601	(100,402)	632,955
Issue of shares	698	-	(698)	-	-
Loss for the year	-	-	-	(18,513)	(18,513)
Equity-settled share-based transaction	-	-	97	-	97
Dividends approved in respect of the previous year	-	-	-	(21,070)	(21,070)
Other comprehensive income	-	5,394	-	-	5,394
As at 31 December 2019 and 1 January 2020	738,848	-	-	(139,985)	598,863
Issue of shares	-	-	-	-	-
Profit for the year	-	-	-	34,587	34,587
Dividends approved in respect of the previous year	-	-	-	(33,607)	(33,607)
As at 31 December 2020	738,848	-	-	(139,005)	599,843

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

31. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	Note	2020 RMB'000	2019 RMB'000
Non-current assets			
Interest in a subsidiary	32	750,816	750,816
Total non-current assets		750,816	750,816
Current assets			
Prepayments and other receivables		316	214
Cash and bank balances		7,295	16,763
Total current assets		7,611	16,977
Current liabilities			
Accruals		2,530	4,466
Amounts due to subsidiaries	34(b)	155,662	164,072
Total current liabilities		158,192	168,538
Net current liabilities		(150,581)	(151,561)
Net assets		600,235	599,255
Capital and reserves			
Share capital	29	392	392
Reserves	30	599,843	598,863
Total equity		600,235	599,255

On behalf of directors

WANG Zhihe 王治河

SUN Zushan 孫祖善

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

32. INTERESTS IN SUBSIDIARIES

Details of the subsidiaries are as follows:

Company name	Date and place of incorporation/ establishment and kind of legal entity	Particulars of issued and fully paid up share capital/ registered capital	Effective interest held by the Company		Principal activity and place of operation
			Directly	Indirectly	
Sino-Coal Chemical Limited ("Sino-Coal Samoa")	Samoa/ 27 February 2014/ International company	Fully paid up share capital US\$1,000,000	100%	-	Investment holding
Sino Nitrogen Industries Limited ("Sino Nitrogen")	British Virgin Islands/ 13 June 2014/ Limited liability company	Fully paid up share capital US\$1	-	100%	Investment holding
Sino Emirates Chemicals Limited ("Sino Emirates")	Hong Kong/ 4 October 2007/ Limited liability company	Fully paid up share capital HK\$1	-	100%	Investment holding
Hebei Dongguang Chemical Co., Ltd.* (河北省東光化工有限責任公司) ("Dongguang Chemical")	The PRC/ 1 July 1998/ Limited liability company	Registered and fully paid up capital RMB90,000,000	-	100%	Manufacturing and selling urea
Xinjiang Xinji Energy Chemical Co., Limited ("新疆新冀能源化工有限公司") ("Xinjiang Xinji")	The PRC/ 15 June 2020/ Limited liability company	Registered capital RMB100,000,000/ Paid up capital RMB10,000,000	-	100%	Not yet commenced business
Cangzhou Dongqing Technology Co., Ltd.* ("滄州東清科技有限公司") ("Cangzhou Dongqing")	The PRC/ 26 August 2019/ Limited liability company	Registered capital RMB50,000,000/ Paid up capital RMB16,000,000	-	100%	Manufacturing and selling of vehicle urea solution
Dongguang Dongyue Environment Protection Technology Co., Ltd.* ("東光縣東悅環保科技有限公司") ("Dongguang Dongyue")	The PRC/ 1 September 2019/ Limited liability company	Registered capital RMB10,000,000/ Paid up capital RMB4,000,000	-	51%	Trading of vehicle urea solution

* The English name of the subsidiaries established in the PRC represents management's best effort at translating the Chinese name of such subsidiaries for identification purpose only as no English name has been registered.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

33. NON-CONTROLLING INTEREST

As at and for the year ended 31 December 2020 and 2019, the non-controlling interest ("NCI") was attributable to 51% of Dongguang Dongyue. The NCI is recorded at its proportionate share of the subsidiaries' identifiable net assets.

Summarised financial information in relation to the NCI of Dongguang Dongyue, before intra-group eliminations, is presented below:

	2020 RMB'000	2019 RMB'000
For the year ended 31 December 2020/For the period from 1 September 2019 (date of incorporation) to 31 December 2019		
Revenue	24,592	–
Profit for the year/period	2,468	1
Total comprehensive income for the year/period	2,468	1
Profit and total comprehensive income allocated to NCI	1,209	–*
For the year ended 31 December 2020/For the period from 1 September 2019 (date of incorporation) to 31 December 2019		
Cash flows generated from operating activities	4,772	860
Cash flows used in investing activities	(2,161)	–
Cash flows generated from financing activities	–	4,000
Net cash inflows	2,611	4,860
As at 31 December		
Current assets	6,156	4,860
Non-current assets	2,012	–
Current liabilities	(1,700)	(859)
Net assets	6,468	4,001
Accumulated non-controlling interest	3,169	1,960

* Represents amount less than RMB1,000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

34. RELATED PARTY TRANSACTIONS AND BALANCES

(a) Name and relationship

Name of related party	Relationship with the Group
Wang Zhihe (王治河)	Ultimate shareholder of the Company
Sun Yi (孫毅)	Ultimate shareholder of the Company
Sun Zushan (孫祖善)	Ultimate shareholder of the Company
Xu Xijiang (徐希江)	Ultimate shareholder of the Company
Song Jianning (宋建寧)	Ultimate shareholder of the Company
Liu Yingdong (劉英棟)	Ultimate shareholder of the Company
Li Hongliang (李洪亮)	Ultimate shareholder of the Company
Li Guie (李桂娥)	Ultimate shareholder of the Company
Guo Jianming (郭建明)	Ultimate shareholder of the Company

(b) Amounts due to subsidiaries and a non-controlling shareholder of a subsidiary are unsecured, non-interest bearing and repayable on demand.

(c) Compensation of key management personnel of the Group

	2020 RMB'000	2019 RMB'000
Short-term employee benefits	1,280	1,422
Retirement benefit scheme contributions	16	16
Share-based payment expenses	-	97
Total compensation paid to key management personnel	1,296	1,535

Further details of directors' emoluments are included in note 12.

35. CAPITAL COMMITMENTS

	2020 RMB'000	2019 RMB'000
Commitments for the acquisition of property, plant and equipment and leasehold land: – contracted for but not provided	30,053	22,989

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

36. FINANCIAL RISK MANAGEMENT

(a) Financial risk factors

The Group is exposed to a variety of financial risks in the normal course of business. The Group does not have written risk management policies and guidelines. However, the directors meet periodically to analyse and formulate strategies to manage the Group's exposure to market risks (specifically to foreign currency risk, interest rate risk, price risk and fair value risk), credit risk and liquidity risk. Generally, the Group utilises conservative strategies on its risk management. The Group's exposure to market risk is kept to minimum. The Group has not used any derivatives or other instruments for hedging purposes. The Group does not issue derivative financial instruments for trading purposes.

The most significant financial risks to which the Group is exposed are described below. A summary of the Group's financial assets and liabilities by category is shown in note 36(b).

(i) Foreign currency risk

Currency risk refers to the risk that the fair values or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

As at 31 December 2020 and 2019, the Group's assets and liabilities denominated in Hong Kong dollars and United States dollars, of which the financial currency of group entities is Renminbi, were as follows:

Hong Kong dollars ("HK\$")

	2020 HK\$'000	2019 HK\$'000
Cash and bank balances	(18,172)	(9,077)
Overall net exposure	(18,172)	(9,077)

United States dollars ("US\$")

	2020 US\$'000	2019 US\$'000
Cash and bank balances	(3)	(80)
Overall net exposure	(3)	(80)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

36. FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Financial risk factors (Continued)

(i) Foreign currency risk (Continued)

The following table indicates the approximate change in the Group's profit for the year and retained earnings and other components of consolidated equity in response to reasonably possible changes in the foreign exchange rates to which the Group has significant exposure at the end of reporting period. The sensitivity analysis includes balances between Group companies where the denomination of the balances is in a currency other than the functional currencies of the lender or the borrower. A positive number below indicates an increase in profit for the year and retained earnings and other components of consolidated equity where RMB strengthens against the relevant currency. For a weakening of RMB against the relevant currency, there would be an equal and opposite impact on the profit for the year and retained earnings and other components of consolidated equity, and the balances below would be negative.

	Increase in foreign exchange rate	31 December 2020 Effect on profit for the year and retained earnings RMB'000	Effect on other components of consolidated equity RMB'000
HK\$	1%	152	–
US\$	1%	–*	–

	Increase in foreign exchange rate	31 December 2019 Effect on profit for the year and retained earnings RMB'000	Effect on other components of consolidated equity RMB'000
HK\$	1%	80	–
US\$	1%	6	–

* Represents amount less than RMB1,000

The sensitivity analysis has been determined assuming that the change in foreign exchange rates had occurred at the end of the reporting period and had been applied to each of the group entities; exposure to currency risk for both derivative and non-derivative financial instruments in existence at that date, and that all other variables, in particular interest rates, remain constant.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2020

36. FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Financial risk factors (Continued)

(ii) Credit risk and impairment provision

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instruments and cause a financial loss to the Group. The Group has no significant concentration of credit risk.

At 31 December 2020 and 2019, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

Trade receivables

In order to minimise the credit risk, the management of the Group has closely monitor the collection of trade receivables to ensure that follow up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model in accordance to IFRS 9 on trade receivables balances individually. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The Group has applied the simplified approach in accordance with IFRS 9 to measure the loss allowance of trade receivables at lifetime ECL. The Group determines the expected credit losses on trade receivables balances by individual credit evaluations performed on all customers which are requiring credit over a certain amount. These evaluations focus on the customers' past history of making payments when due and current ability to pay, and take into account information specific to the customers as well as pertaining to the economic environment in which the customers operate. The assessment reflects the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Ongoing credit evaluation is performed on the financial condition of trade receivables.

As at 31 December 2020 and 2019, the loss allowance of trade receivables is insignificant.

Cash and cash equivalents

Most of the Group's cash and cash equivalents are held in major reputable financial institutions in the PRC, which management believes are of high credit quality.

Other receivables

Management makes periodic collective assessment as well as individual assessment on the recoverability of other receivables based on historical payment records, the length of the overdue period, the financial strength of the debtors and whether there are any disputes with the debtors.

The Group has assessed the recoverability of all overdue other receivables. The directors of the Group consider that no provision is necessary to cover the credit risk by reference to the counterparty's default history.

The measures to manage credit risk have been followed by the Group since prior years and are considered to be effective.

As at 31 December 2020 and 2019, the loss allowance of other receivables is insignificant.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

36. FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Financial risk factors (Continued)

(iii) Interest rate risk

Interest rate risk means the risk on the fluctuation of fair value on future cash flows of financial instruments which arise from changes in interest rates. Floating interest rate instruments will result in the Group facing the risk of changes in market interest rate, and fixed interest rate instruments will result in the Group facing fair value interest rate risk.

Other than cash and bank balances (note 23) and bank and other borrowings (note 28), the Group does not have any other significant interest-bearing financial assets and liabilities. All financial liabilities bear fixed rate. As a result, any change in the interest rate promulgated by banks from time to time is not considered to have significant impact to the Group.

The measures to manage interest rate risk have been followed by the Group since prior years and are considered to be effective.

Sensitivity analysis

At 31 December 2020, it is estimated that a general increase/decrease of 50 basis points in interest rates, with all other variables held constant, would decrease/increase the Group's profit for the year and retained earnings by approximately RMB1.8 million (2019: RMB3.2 million).

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the end of reporting period and had been applied to the exposure to interest rate risk for the borrowings in existence at that date. The 50 basis point increase or decrease represents management's assessment of a reasonably possible change in interest rates over the period until the next annual reporting date.

(iv) Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank and other borrowings, also regularly monitor its liquidity requirements, its compliance with lending covenants and its relationship with its bankers to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term. In addition, banking facilities have been put in place for contingency purposes.

The Group's liquidity position is monitored on a daily basis by the management.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

36. FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Financial risk factors (Continued)

(iv) Liquidity risk (Continued)

The following table summarises the remaining contractual maturities at the reporting dates of the Group's financial liabilities, which are based on contractual undiscounted payments.

	Carrying amount RMB'000	Total contractual undiscounted cash flow RMB'000	On demand RMB'000	Within 1 year RMB'000	More than 1 year RMB'000
As at 31 December 2020					
Trade payables	62,923	62,923	62,923	-	-
Other payables and accruals	58,044	58,044	58,044	-	-
Lease liabilities	28,399	91,118	-	2,202	88,916
Bank and other borrowings	291,000	295,713	-	285,594	10,119
Amount due to a non-controlling shareholder of a subsidiary	40	40	40	-	-
	440,406	507,838	121,007	287,796	99,035
As at 31 December 2019					
Trade payables	77,362	77,362	77,362	-	-
Other payables and accruals	65,163	65,163	65,163	-	-
Lease liabilities	28,323	91,487	-	2,038	89,449
Bank and other borrowings	442,058	453,599	-	453,599	-
Amount due to a non-controlling shareholder of a subsidiary	40	40	40	-	-
	612,946	687,651	142,565	455,637	89,449

The measures to manage liquidity risk have been followed by the Group since prior years and are considered to be effective.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

36. FINANCIAL RISK MANAGEMENT (CONTINUED)

(b) Summary of financial assets and liabilities by category

The carrying amounts of the Group's financial assets and liabilities as recognised at each reporting dates are also analysed into the following categories. See note 4(g) for explanations about how the category of financial instruments affects their subsequent measurement.

	2020 RMB'000	2019 RMB'000
Financial assets		
Amortised cost		
– Trade receivables	8,491	–
– Notes receivables	–	188
– Deposits and other receivables	36,236	71,127
– Restricted bank deposits	–	5,000
– Cash and bank balances	367,104	413,825

	2020 RMB'000	2019 RMB'000
Financial liabilities		
Amortised cost		
– Trade payables	62,923	77,362
– Other payables and accruals	58,044	65,163
– Lease liabilities	28,399	28,323
– Bank and other borrowings	291,000	442,058
– Amount due to a non-controlling shareholder of a subsidiary	40	40

Financial instruments not measured at fair value

Financial instruments not measured at fair value include trade receivables, notes receivables, deposits and other receivables, cash and bank balances, restricted bank deposits, trade payables, other payables and accruals, lease liabilities, bank and other borrowings and amount due to a non-controlling shareholder of a subsidiary.

Due to their short-term nature, their carrying values approximate their fair values.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2020

37. CAPITAL MANAGEMENT

The Group's capital management objectives are:

- (i) to ensure the Group's ability to continue as a going concern; and
- (ii) to provide an adequate return to equity holders.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher owners' returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions. The directors of the Company also balance its overall capital structure through the payment of dividends or issue new shares. No changes were made in the objectives, policies or processes during each of the reporting period.

The Group sets the amount of equity in proportion to its overall financing structure. The equity-to-overall financing ratios at the end of each reporting period were as follows:

	2020 RMB'000	2019 RMB'000
Total equity	1,234,076	1,145,382
Overall financing:		
Bank and other borrowings	291,000	442,058
Amount due to a non-controlling shareholder of a subsidiary	40	40
	291,040	442,098
Equity-to-overall financing ratio	4.24	2.59

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 shareholders through optimisation of the debt and equity balance. The Group's overall strategy remained unchanged throughout each of the reporting period.

38. CONTINGENT LIABILITIES

As at 31 December 2020 and 2019, neither the Group nor the Company had any significant contingent liabilities.

39. EVENTS AFTER THE REPORTING PERIOD

No other significant events that require additional disclosure or adjustments occurred after the end of the reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

40. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

	Bank loans and other borrowings (note 28) RMB'000	Amount due to a shareholder RMB'000	Amount due to a non-controlling shareholder of a subsidiary (note 34(b)) RMB'000	Lease liabilities (note 17) RMB'000
At 1 January 2019	601,720	44,786	-	28,460
Changes from cash flows:				
Repayment to a shareholder	-	(44,786)	-	-
Repayment of lease liabilities - principal portion	-	-	-	(137)
Loan from a non-controlling shareholder of a subsidiary	-	-	40	-
Drawdown of bank and other borrowings	418,058	-	-	-
Repayment of bank and other borrowings	(577,720)	-	-	-
Interest paid	(34,163)	(826)	-	(1,946)
Total changes from financing cash flows	(193,825)	(45,612)	40	(2,083)
Other changes:				
Interest expense	30,660	826	-	1,946
Interest capitalised to property, plant and equipment	3,503	-	-	-
At 31 December 2019 and 1 January 2020	442,058	-	40	28,323
Changes from cash flows:				
Repayment of lease liabilities - principal portion	-	-	-	(66)
Drawdown of bank and other borrowings	378,000	-	-	-
Repayment of bank and other borrowings	(529,058)	-	-	-
Interest paid	(16,968)	-	-	(1,825)
Total changes from financing cash flows	(168,026)	-	-	(1,891)
Other changes:				
Interest expense	15,308	-	-	1,967
Interest capitalised to property, plant and equipment	1,660	-	-	-
At 31 December 2020	291,000	-	40	28,399

41. APPROVAL OF FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the directors on 26 March 2021.

SUMMARY OF FINANCIAL INFORMATION

A summary of the results and of the assets and liabilities of the Group for the last five financial years, as extracted from the published audited consolidated financial statements is set out below. The summary does not form part of the audited consolidated financial statements.

	2020 RMB'000	Year ended 31 December			
		2019 RMB'000	2018 RMB'000	2017 RMB'000	2016 RMB'000
RESULTS					
Revenue	1,956,044	2,121,592	2,285,619	1,858,955	1,457,523
Gross profit	234,649	315,413	292,636	190,211	149,754
Profit from operations	171,489	220,165	165,806	71,431	29,557
Profit before income tax	171,489	220,165	165,806	71,431	36,914
Income tax expenses	(45,004)	(58,612)	(66,142)	(24,548)	(18,104)
Profit for the year	126,485	161,553	99,664	46,883	18,810

	2020 RMB'000	As at 31 December			
		2019 RMB'000	2018 RMB'000	2017 RMB'000	2016 RMB'000
ASSETS AND LIABILITIES					
Non-current assets	1,250,982	1,234,391	1,319,138	1,365,807	1,417,725
Current assets	508,070	590,199	508,638	601,809	369,957
TOTAL ASSETS	1,759,052	1,824,590	1,827,776	1,967,616	1,787,682
Current liabilities	479,598	640,151	705,424	940,916	666,989
Non-current liabilities	45,378	39,057	124,124	115,933	380,784
TOTAL LIABILITIES	524,976	679,208	829,548	1,056,849	1,047,773
NET ASSETS	1,234,076	1,145,382	998,228	910,767	739,909