



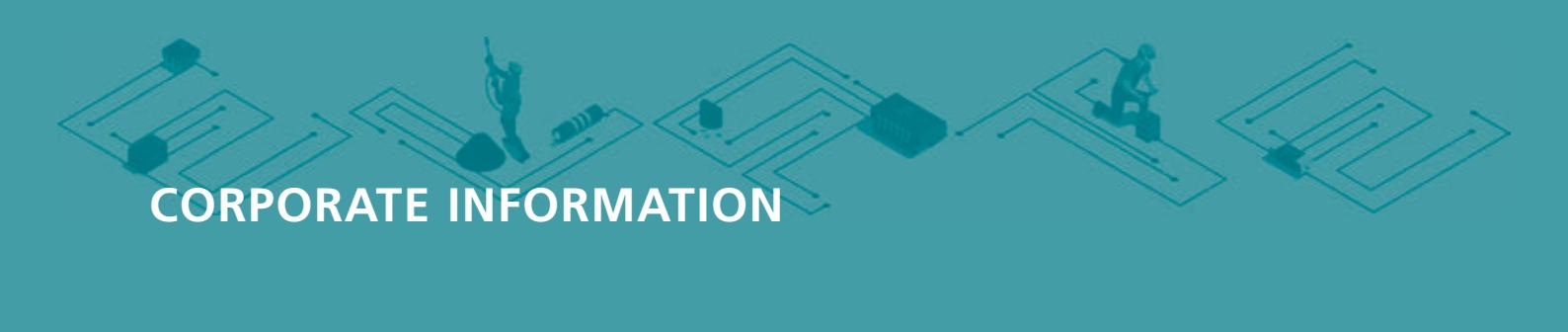
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# CORPORATE INFORMATION

## DIRECTORS

Feng Zhong Yun, *Executive Director and Managing Director*

Zhang Xue, *Executive Director*

Ng Lai Po, *Independent Non-Executive Director*

Chai Woon Chew, *Independent Non-Executive Director*

Ye Yi Fan, *Independent Non-Executive Director*

## COMPANY SECRETARY

Lam Lee Yu

## REGISTERED OFFICE

Unit 1002, 10/F., Euro Trade Centre

13-14 Connaught Road Central and 21-23 Des Voeux Road Central

Hong Kong

## SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited

17th Floor, Hopewell Centre

183 Queen's Road East

Hong Kong

## PRINCIPAL BANKER

DBS Bank Ltd.

## AUDITOR

BDO Limited



## FINANCIAL HIGHLIGHTS

	2020 US\$'000	2019 US\$'000
Revenue	<b>94,713</b>	93,659
Profit/(Loss) from Operating Activities	<b>4,245</b>	(8,647)
Profit/(Loss) Attributable to Owners of the Company	<b>2,974</b>	(9,334)
Total Equity Attributable to Owners of the Company	<b>382,425</b>	369,371
Earnings/(Losses) Per Share (US Cents)		
– Basic and diluted	<b>0.05</b>	(0.17)



# MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(In this report, the "\$" refers to the legal currency of the United States of America, unless otherwise specified)

For the year ended 31 December 2020, the turnover of the Group was approximately \$94.7 million, an increase of \$1.0 million, or 1.1%, as compared to \$93.7 million for the prior year. The net profit attributable to owners of the Company was approximately \$3.0 million, or \$0.05 cents earnings per share, as compared to net loss of \$9.3 million, or \$0.17 cent loss per share, for the year of 2019. On the balance sheets, at 31 December 2020 the total assets of the Group were approximately \$399.1 million, as compared to approximately \$412.3 million at 31 December 2019, and the net assets of the Group were approximately \$382.4 million at 31 December 2020, as compared to approximately \$369.4 million at 31 December 2019.

## BUSINESS REVIEW

The Group's businesses primarily consist of (i) manufacture and sales of graphite products worldwide, (ii) manufacture and sales of electronic products in the United Kingdom, and (iii) development of multi-media production and movie making.

The Company has been engaged in the manufacture and sales of graphite products worldwide for more than a decade. The graphite business operations are considered as the Company's main path for profit growth. The customers include steel mills, lithium battery companies, refractory material companies and users of graphite products in China and around the world.

The Company's electronic manufacturing services are operated by its wholly-owned subsidiary Axiom Manufacturing Services Limited in the United Kingdom ("Axiom"). Axiom offers comprehensive contract manufacturing services, from design of electronic products to manufacturing, to the medical, national defense, transportation, aerospace, security, maritime and natural gas industries and other sectors. The electronic products of contract manufacturing and design are usually labeled with customers' brand names. Axiom's customers are mainly located in the UK.

The Company's cultural and multi-media business operations include motion picture production, television and online programming, and introduction of valuable foreign movies to Mainland China, etc. The production of the Company's first movie, "Pegasus", a black-humor feature film with an anti-war and anti-nuclear weapons theme, was completed in 2018.

## Recent Developments

The Company has been engaged in graphite business for more than a decade. Graphite is widely used in aerospace, steel, automobile, electric vehicle, battery and lubricant industries. On the one hand, as a nonrenewable mineral resource, graphite deposits in the world are limited and diminishing. On the other hand, since Andre Geim and Konstantin Novoselov received their Nobel Prize in 2010 for their discovery of the unique properties of graphene, the demand for graphite as a strategic material has been increased. Fourteen materials including graphite and rare earth elements are viewed as key materials.



# MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(In this report, the "\$" refers to the legal currency of the United States of America, unless otherwise specified)

The Company considers the graphite business as its main development focus for profit growth. In 2017, the Company began to build its graphite production lines and a warehouse in Madagascar, Africa, where the Company holds a large amount of graphite ore inventory. The built graphite production lines started to produce graphite products in January 2018. Currently, the Company is in the process of building additional graphite production lines in Madagascar, Africa. Upon its completion, it is anticipated that the Company's graphite production will increase.

## Disposal of Subsidiaries

In order to strategically restructure its companies in the Group and to make it operate more effective, in April 2020, the Company disposed of the entire equity interest in Global Select Limited and its subsidiaries (the "GS Group"). The companies in the GS Group were wholly-owned subsidiaries of the Company. Some of them have been dormant for a period of time and others were previously involved in certain graphite business in Liaoning Province and Heilongjiang Province in China, which has little operations now. The consideration was \$120,000, which was determined after arm's length negotiations between the Company and the purchaser, with reference to the net asset value of the GS Group as at 31 March 2020. As at 31 March 2020, the unaudited consolidated net assets of the GS Group were approximately \$111,900. The Board believed the consideration was fair and reasonable.

The disposal did not constitute a discontinued operation as it did not represent a separate major line of business or a geographical area of the Group, and would not have any significant impact on overall business operations of the Group. On one hand, the companies in the GS Group were either without businesses or whose business, if any, were transferred to other business entity of the Group; on the other hand, pursuant to the agreement, the purchaser shall purchase assets and assume, be responsible for and pay, perform and discharge when due to assume, any and all of the liabilities of the GS Group.

The sale proceeds of approximately \$120,000 were used as general working capital of the Company. As a result of this disposal, the Group recorded a gain on disposal of approximately \$8,100. Such gain was based on the consideration receivable from the disposal, i.e. \$120,000, less approximately \$111,900, being the unaudited net asset value of the GS Group as at 31 March 2020. Since the completion of the disposal, each of the subsidiaries of the GS Group was ceased as a subsidiary of the Company.

During the year, the Company also entered into another agreement with an independent third party, pursuant to which, to dispose of the entire shares of three inactive subsidiaries, namely Comp Hotel International Limited, Comp Property International Limited and South Sea Properties (Global) Ltd. at an aggregate consideration of \$3. In addition, the Company also dissolved certain inactive subsidiaries in the United States of America and Hong Kong. As a result of this disposal, the Group record a loss on disposal of approximately \$571,000.



# MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(In this report, the "\$" refers to the legal currency of the United States of America, unless otherwise specified)

## Impact of Covid-19 Pandemic

The global pandemic of Covid-19 has created significant disruption and uncertainty to the business operations throughout the world. The pandemic has resulted in government authorities and businesses around the world implementing numerous measures intended to contain and limit the spread of Covid-19, including travel restrictions, border closures, quarantines, shelter-in-place and lock-down orders, mask and social distancing requirements, and business limitations and shutdowns. These measures have negatively impacted consumer and business spending and payments activity generally, and have significantly contributed to deteriorating macroeconomic conditions.

The outbreak of Covid-19 has had a mixed-impact on our businesses during the financial year ended 31 December 2020. In response to the impact of the Covid-19 pandemic, some of our graphite product customers have curtailed or modified their business activities, which resulted in weakened customer demand for our products along with lower product prices. The spread of Covid-19 has also caused us to make modifications to our construction timeframe of graphite production lines in Madagascar. Nevertheless, our electronic manufacturing services business in the United Kingdom, Axiom, has seen overall growth during 2020, mainly due to its participation in the UK Government's Covid-19 Ventilator Challenge, which saw demand from an existing customer increase significantly during the middle of 2020. The positive financial results of our Axiom operations partially offset the negative impacts of Covid-19 on our graphite operation results for the financial year of 2020.

The extent of the impact of the Covid-19 pandemic on our business will depend largely on further developments, including the duration, spread and severity of the outbreak, the distribution, public acceptance and widespread use and effectiveness of vaccines against Covid-19 and the actions taken to contain the spread of the disease or mitigate its impact. We will continue to monitor this dynamic situation, including guidance and regulations issued by the governmental authorities around the world. In light of the continually evolving nature of the Covid-19 outbreak, we are not able at this time to estimate the ultimate effect of the pandemic on our business, results of operations or financial condition in the future.

## RESULTS OF OPERATIONS

For the year ended 31 December 2020, the outbreak of Covid-19 has had a mixed-impact on our results of operations. For the year, the Group's turnover was approximately \$94.7 million, an increase of \$1.0 million, or 1.1%, as compared to approximately \$93.7 million for the year of 2019.

Of which, the Group's turnover of graphite operations was approximately \$10.9 million, a decrease of 61.5%, as compared to approximately \$28.4 million in 2019. The decrease in sales of our graphite products was primarily due to the global outbreak of the Covid-19 pandemic and the disposal of the GS Group. In response to the impact of the Covid-19 pandemic, some of our graphite product customers have curtailed or modified their business activities, which resulted in a lower customer demand for our graphite products, as well as lower selling prices.



# MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*(In this report, the "\$" refers to the legal currency of the United States of America, unless otherwise specified)*

For the year ended 31 December 2020, the turnover of the Group's electronics manufacturing service operation was approximately \$83.1 million, representing an increase of \$18.3 million, or 28.2%, as compared to \$64.8 million for the prior year. The increase in electronics manufacturing service revenue was primarily due to an increase in its product sales, plus urgent demand for ventilators produced to support the UK government in its battle against the Covid-19 pandemic.

For the year ended 31 December 2020, the Company's cultural and multi-media operations generated no revenues. The production of the Company's first movie, "Pegasus", a black-humor feature film with an anti-war and anti-nuclear weapons theme, was completed in 2018. As the likelihood of receiving the government's approval for the film release was impossible in current circumstances, in December 2020, the Company sold all the film rights of the Pegasus for HK\$120,000 (equivalent to approximately \$15,000), in which the Company recorded a loss on disposal of film right \$754,000 of the film rights in profit or loss for the year ended 31 December 2020.

## OUTLOOK

In the Covid-19 challenging and dynamic circumstances, from an operational perspective, our businesses, including our graphite operations and electronic manufacturing services, have remained open and currently we do not have any plans to close any of our business operations as a result of the Covid-19 pandemic. However, due to the Covid-19 pandemic, we have taken preventative measures during 2020 related to graphite market due to weakened customer demand. We will continue to work to protect our employees and the public, maintain business continuity and sustain our operations.

While we have seen some recovery recently in demand for graphite products, due to the speed with which the Covid-19 situation is developing and evolving and the uncertainty of its duration and the timing of recovery, we are not able at this time to predict the extent to which the Covid-19 pandemic may have a material effect on our graphite business, its financial positions, and results of operations.

As the Axiom business supplies electronics to many different market sectors, it has meant that the business has not been adversely impacted by the worldwide Covid-19 pandemic and has seen overall growth during 2020. While some sectors have seen an uplift others have slowed, with the main growth being seen in the medical sector which has resulted in turnover increasing by in excess of 20% due to its participation in the UK Government's Covid-19 Ventilator Challenge, which saw demand from an existing customer increase significantly during the middle of 2020. Axiom did however see some medium and smaller size customers request that the manufacture of product ordered in 2020 be delayed until 2021, the impact of this along with increased demand across a range of sectors from existing customers in 2021 will mean that Axiom will start 2021 with its strongest open order book to date. Management therefore are not expecting a significant downturn due to the ongoing Covid-19 pandemic, and believe the levels seen in 2020 will continue into 2021.



# MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(In this report, the "\$" refers to the legal currency of the United States of America, unless otherwise specified)

## LIQUIDITY AND FINANCIAL RESOURCES

The Group's operations are primarily funded by cash flows from its operations and from issuance of convertible debentures of the Company. At 31 December 2020, the Group's cash and cash equivalents were approximately \$21.4 million as compared to approximately \$11.5 million as at 31 December 2019. As at 31 December 2020, the Group recorded net current assets of approximately \$344.1 million (2019: \$329.3 million). The Group had no bank borrowings as at 31 December 2020. As at 31 December 2020, the Group's gearing ratio, calculated as the lease liabilities divided by the amount of total equity, was 0.2% (2019: 0.3%).

On 25 April 2018, the Company entered into a subscription agreement with China Minerals International Limited for an aggregate amount of HK\$600 million (net HK\$569 million after expenses) 0% interest convertible debentures due on 25 April 2028 for the purpose of building graphite production lines in Madagascar.

The Company began to use the proceeds in 2019. During the financial years ended 31 December 2019 and 2020, the Company used approximately HK\$73,494,000 (\$9,422,400). The detailed breakdown and description of the proceeds that were used in 2019 and 2020 financial years are as below:

Plant and Warehouse	HK\$21,796,600	\$2,794,700
Production lines	32,227,000	4,131,600
Pipeline, transport and loading tools	12,383,000	1,588,000
Wages	1,560,000	200,000
Others	5,527,400	708,100
Total	HK\$73,494,000	\$9,422,400

Of which, HK\$29,604,000 were used in fiscal 2020 for the following matters:

Plant and Warehouse	HK\$9,006,600	\$1,154,700
Production lines	14,107,000	1,808,600
Wages	1,560,000	200,000
Others	4,930,400	632,100
Total	HK\$29,604,000	\$3,795,400



# MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(In this report, the "\$" refers to the legal currency of the United States of America, unless otherwise specified)

The unutilized proceeds (approximately HK\$495,506,000) are planned to be used in 2021-2024. A detailed breakdown and description of the intended use of the unutilized proceeds are as below:

Plant and Warehouse	HK\$72,503,400	\$9,295,300
Production lines	194,153,000	24,891,400
Pipeline, transport and loading tools	131,820,000	16,900,000
Road building	31,200,000	4,000,000
Wages	33,540,000	4,300,000
Others	32,289,600	4,139,710
Total	HK\$495,506,000	\$63,526,410

The outbreak of Covid-19 has significantly increased economic and demand uncertainty across the world. As disclosed above, during the financial year ended 31 December 2020, the Company has taken certain measures to help mitigate the effects of Covid-19, including modifying its construction timeframe of graphite production lines in Madagascar. As a result, the Company did not use up its production line construction funds in 2020 as previously planned. The Company will continue closely to monitor the economic impacts of the current global Covid-19 pandemic and other factors, and aim to remain flexible and to optimize and grow our business operations as appropriate. Except the modified timeframe due to the outbreak of Covid-19, there were no material changes in the use of proceeds from the Company's HK\$600 million 0% interest convertible debentures.

## INDEBTEDNESS

As at 31 December 2020:

- The Company did not have any bank borrowings or committed bank facilities;
- The Company did not have any borrowing from any related parties; and
- The Company did not have any bank overdrafts.

As at 31 December 2020 and up to the date of this report, there has been no material adverse change to the indebtedness of the Group.



# MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(In this report, the "\$" refers to the legal currency of the United States of America, unless otherwise specified)

## CONTINGENT LIABILITIES

As at 31 December 2020, the Group did not have any significant contingent liabilities.

## COMMITMENTS

As at 31 December 2020, there were no capital commitments to the Group related to the purchase of fixed assets (2019: Nil).

## SIGNIFICANT INVESTMENTS HELD

As at 31 December 2020, the Group has no significant investment held.

## MATERIAL ACQUISITIONS AND DISPOSALS

During the year ended 31 December 2020, the Group had no material acquisitions or disposals of subsidiaries and associated companies, except that have been disclosed on the note 35 to the consolidated financial statements.

## CAPITAL STRUCTURE

There has been no change in capital structure of the Company in 2020. The capital of the Company comprises ordinary shares and other reserves.

## EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2020, the Group had 322 (2019: 339) employees in the United Kingdom, China and Hong Kong. The Group believes that its relationship with its employees is satisfactory.

The remuneration policy of the Group employees is set by the Remuneration Committee on the basis of the employees' merit, qualifications and competence. The emoluments of the Directors of the Company are decided by the Remuneration Committee. No share option scheme is in operation.

## FOREIGN EXCHANGE EXPOSURE

The Group's principal operating subsidiaries earn revenues and incur costs in Hong Kong Dollars, US Dollars, Chinese Renminbi and British Pounds, respectively. For the year ended 31 December 2020, the Group did not enter into any foreign currency forward contracts or use any derivative contracts to hedge against the risk incurred from its currency exposure. The Group manages its currency risk by closely monitoring the movement of foreign currency rates and may consider hedging significant foreign currency exposure should the need arise.

## DIVIDENDS

The Directors have decided not to declare any dividend for the year ended 31 December 2020 (2019: Nil).

## LEGAL PROCEEDINGS

The Group is not aware of any pending or threatened legal proceeding that, if determined in a manner adverse to us, could have a material adverse effect on the business and operations of the Group.



# MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(In this report, the "\$" refers to the legal currency of the United States of America, unless otherwise specified)

## SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

There were no significant events after the reporting period. The Group will closely monitor the development of the Covid-19 epidemic and assess its impact on its operations.

## COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company has complied with the code provisions of Corporate Governance Code and Corporate Governance Report contained in Appendix 14 to the Rules Governing the Listing of Securities ("Listing Rules") on The Stock Exchange of Hong Kong Limited throughout the year ended 31 December 2020, except for three deviations as below:

### **Code provision A.2.1: The roles of chairman and chief executive should be separate**

Code provision A.2.1 provides that the roles of chairman and chief executive should be separate and should not be performed by the same individual. However, the Company does not have a separate chairman and chief executive and Mr. Feng Zhong Yun currently performs these two roles. The Board believes that vesting the roles of both chairman and chief executive in the same person has the benefit of ensuring consistent leadership within the Group and enables more effective and efficient overall strategic planning for the Group. The Board considers that the balance of power and authority will not be impaired by the present arrangement and this structure will enable the Group to make and implement decisions promptly and effectively. After taking into account the overall circumstances of the Group, the Board will continue to review and consider the separation of the duties of the chairman and chief executive if and when appropriate.

### **Code Provision A.4.1: Non-executive directors should be appointed for a specific term**

Under the code provision A.4.1 of the Code, non-executive directors (including independent non-executive directors) shall be appointed for a specific term and subject to re-election. None of the Company's existing independent non-executive directors was appointed for a specific term. This constitutes a deviation from code provision A.4.1 of the Code. However, the Company's Articles of Association stipulate that all independent non-executive directors shall retire and be re-elected at least once every three years, which is an adequate measure to ensure that the Company's corporate governance complies with the same level to that required under the Code on Governance Practices and Corporate Governance Code.

On 4 June 2020, Mr. Han Zhi Jun was re-elected as an independent non-executive director.

### **Code Provision A.6.7: Independent non-executive directors and non-executive directors should attend general meeting**

Two independent non-executive directors, Mr. Chai Woon Chew and Mr. Han Zhi Jun, were not able to attend the annual general meeting of the Company held on 4 June 2020 in person due to other business engagements.



# MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(In this report, the “\$” refers to the legal currency of the United States of America, unless otherwise specified)

## COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules as the code of conduct in respect of transactions in securities of the Company by the Directors. Having made specific enquiries with all the Directors, the Company confirms that all the Directors have complied with the required standards as set out in the Model Code during the year ended 31 December 2020.

## 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 securities.

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES

At 31 December 2020, none of the Directors and executive officers of the Company and their respective associates had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations that were required, pursuant to Section 352 of the Securities and Futures Ordinance (the “SFO”), to be entered in the register referred to therein or which were required, pursuant to the Model Code contained in the Listing Rules, to be notified to the Company and the Stock Exchange.

## DIRECTORS' INTERESTS IN CONTRACTS

During the year ended 31 December 2020, none of the Company's Directors had a material interest, either direct or indirect, in any contract of significance to the business of the Company to which the Company or any of its subsidiaries was a party.

At no time during the period under the review was the Company or any of the Company's subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares, or debentures of, the Company or any other body corporate.

## AUDIT COMMITTEE AND REVIEW OF CONSOLIDATED FINANCIAL INFORMATION

The Audit Committee consists of the following independent non-executive directors: Mr. Ng Lai Po (Chairman), Mr. Chai Woon Chew, Ms. Ye Yi Fan. The Audit Committee has adopted the terms of reference which are in line with Corporate Governance as set forth in Appendix 14 to the Listing Rules.

The Audit Committee has reviewed with the Company's management and the external auditors the accounting principles and practices adopted by the Group, and discussed auditing, internal controls and financial reporting matters, including the review of the annual results of the Group for the year ended 31 December 2020.



# MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(In this report, the "\$" refers to the legal currency of the United States of America, unless otherwise specified)

## SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirm that the Company has maintained at all times during the year sufficient public float as prescribed by the Listing Rules.

## PUBLICATION OF ANNUAL RESULTS AND ANNUAL REPORT

The annual report of the Company will be dispatched to its shareholders who elected to receive the printed version of the corporate communication of the Company and published on the Hong Kong Stock Exchanges and Clearing Limited's website (<http://www.hkex.com.hk>) and the Company's website (<http://www.elate.hk>) in due course.

## BOARD OF DIRECTORS

As at the date of this report, the board of directors is comprised of Mr. Feng Zhong Yun and Ms. Zhang Xue being executive directors, Mr. Chai Woon Chew, Mr. Ng Lai Po and Ms. Ye Yi Fan being independent non-executive directors.

On behalf of the Board of

**Elate Holdings Limited**

**Feng Zhong Yun**

*Managing Director*

Hong Kong, 29 March 2021



# REPORT OF THE DIRECTORS

The Directors are pleased to present their annual report together with the audited financial statements of the Company and its subsidiaries (the "Group") for the year ended 31 December 2020, which were approved by the Board of Directors on 29 March 2021.

## PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and the Group is principally engaged in the manufacture and sales of graphite products worldwide, manufacture and sales of electronic products in the United Kingdom, and development of multi-media production and movie making.

The details of the principal activities of the subsidiaries are set out in Note 18 the consolidated financial statements.

## RESULTS AND DIVIDENDS

Profit of the Group for the year ended 31 December 2020 and the state of affairs of the Company and the Group as at that date are set out in the audited consolidated financial statements on pages 51 to 54.

The Board does not recommend the payment of any dividend for the year ended 31 December 2020 (2019: nil).

## FIVE YEARS FINANCIAL SUMMARY

A summary of the results and financial position of the Group for the last five financial years is set out on page 138.

## BUSINESS REVIEW

A review of the business of the Group for the year ended 31 December 2020 and a discussion on the Group's future business development are provided in the "Management's Discussion and Analysis" on pages 4 to 13.

## PRINCIPAL RISKS AND UNCERTAINTIES

The Group is exposed to various risks and uncertainties which are specific to the Group and/or the industries in which the Group operates. These risks may materially affect the Group's business operations, financial condition, results of operations and business prospects. The Group has identified the key risks and uncertainties as follows:

### Market Risks

The recent global pandemic of Covid-19 has created significant disruption and uncertainty to the business operations throughout the world. The pandemic has resulted in government authorities and businesses around the world implementing numerous measures intended to contain and limit the spread of Covid-19, including travel restrictions, border closures, quarantines, shelter-in-place and lock-down orders, mask and social distancing requirements, and business limitations and shutdowns. These measures have negatively impacted consumer and business spending and payments activity generally, and have significantly contributed to deteriorating macroeconomic conditions. In response to the impact of the Covid-19 pandemic, some of our graphite product customers have curtailed or modified their business activities, which resulted in weakened customer demand for our products along with lower product prices. The spread of Covid-19 has also caused us to make modifications to our construction timeframe of graphite production lines in Madagascar. While we have seen some recovery recently in demand for graphite products, due to the speed with which the Covid-19 situation is developing and evolving and the uncertainty of its duration and the timing of recovery, we are not able at this time to predict the extent to which the Covid-19 pandemic may have a material effect on our graphite business, its financial positions, and results of operations.



# REPORT OF THE DIRECTORS

## Business Risks

The Company's cultural and multi-media business operations include motion picture production, television and online programming, and introduction of valuable foreign movies to Mainland China, etc. Although the production of the Company's first movie, "Pegasus", was completed in 2018, as the likelihood of receiving the government's approval for the film release was impossible in current circumstances, in December 2020, the Company sold all the film rights of the Pegasus for HK\$120,000 (equivalent to approximately US\$15,000), in which the Company recorded a loss on disposal of film right US\$754,000 of the film rights in profit or loss for the year ended 31 December 2020. The uncertainty of obtaining government's approval for film release and unexpected change in market condition is a risk that the Company may encounter in its cultural and multi-media business operations in the future.

The risks and uncertainties stated above are not meant to be exhaustive. There may be other risks or uncertainties that are not known to the Group or which may not be material now but could turn out to be material in the future.

## MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2020, the Group's purchases from the five largest suppliers accounted for approximately 64.4% of the Group's total purchases and purchases from the largest supplier included therein accounted for approximately 25.9% of the Group's total purchases.

During the year, the Group's sales to the five largest customers accounted for approximately 67.0% of the Group's total turnover and sales to the largest customer included therein accounted for approximately 24.6% of the Group's total sales.

None of the directors of the Company, their associates, nor any shareholders which to the best knowledge of the directors own more than 5% of the Company's issued share capital, had any beneficial interests in the Group's five largest customers and suppliers in 2020 and 2019.

Throughout the years, the Group maintained uninterrupted communications and a good relationship with its customers and suppliers without any major disputes.

## RELATIONSHIP WITH KEY STAKEHOLDERS

The Group emphasises on maintaining good relationship with its stakeholders and considers it a key element to sustainable business growth.

### Employees

We have been people-oriented and have attached great importance to human resource management. We attract excellent talents through fair recruitment policy and provide employees with training opportunities, good career development prospect and growth opportunities. From time to time, we offer our employees remuneration packages that are comprehensive and attractive. We also value our employee's physical and mental development. Diverse events and activities are organised for the employees for fostering work-life balance and personal growth.



# REPORT OF THE DIRECTORS

## **Customers**

We are committed to offering our customers products and services to the best of our ability. We highly value comments and suggestions of our customers and have always maintained effective communications with the customers. We continue to reach out for current and prospective customers through, inter-alia, on-site visits and major customer satisfaction surveys. We believe that customers' feedback would help us to identify areas of improvement and advance us to achieve excellence.

## **Suppliers**

Maintaining good relationship with suppliers is essential to our business performance and growth because suppliers can have direct influence over the quality of our products and services and customer satisfaction. We value the partnership with our suppliers and works together to promote sustainable development of the industries they operate. We are committed to establishing a close and long-term cooperation relationship with our suppliers and business partners.

## **DIVIDEND POLICY**

The declaration and payment of future dividends will be subject to the decision of our Board having regard to various factors including our operation and financial performance profitability, business development, prospects, capital requirements and economic outlook. It is also subject to the approval of our shareholders as well as any applicable laws.

## **PROPERTY, PLANT AND EQUIPMENT**

During the year, the Group's Property, Plant and Equipment increased to approximately US\$27.1 million at 31 December 2020 from approximately US\$27.0 million at the end of 2019.

Details of the movements in the Property, Plant and Equipment of the Group during the year are set out in Note 14 to the consolidated financial statements.

## **SUBSIDIARIES**

Particulars of the Company's subsidiaries as at 31 December 2020 are set out in Note 18 to the consolidated financial statements.

## **RESERVES**

Details of movements in the reserves of the Group and of the Company during the year are set out in the consolidated statement of changes in equity and in Note 30(a) to the consolidated financial statements.

## **SHARE OPTIONS**

As of 31 December 2020, there were no share options outstanding.

## **SHARE CAPITAL**

Details of movements in the share capital of the Company are set out in Note 29 to the consolidated financial statements.

## **ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT**

Detail information on the environmental, social and governance practices of the Group is set out in the Environment, Social and Governance Report. Please refer to pages 38 to 45.



# REPORT OF THE DIRECTORS

## COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

The Group seeks to uphold high standard of integrity in all aspects of business and is committed to ensure that its affairs are conducted in accordance with applicable laws and regulatory requirements and has formulated and adopted various internal control measures, approval procedures and training within all business units at all levels of the Group. During the year, there has been no violation or breach of relevant laws and regulations that had a significant impact on the Group.

## DIRECTORS

The members of the Board during the year ended 31 December 2020 and up to the date of this report are:

### **Executive Directors:**

Feng Zhong Yun, *Managing Director*  
Zhang Xue

### **Independent Non-Executive Directors:**

Han Zhi Jun (*resigned on 28 December 2020*)  
Ng Lai Po  
Chai Woon Chew  
Xu Jia Yin (*appointed on 28 December 2020 and resigned on 8 January 2021*)  
Ye Yi Fan (*appointed on 8 January 2021*)

A full list of the name of the directors of the Group's subsidiaries can be found in the Company's website at [www.elate.hk](http://www.elate.hk) under Corporate Governance.

### **Directors' Biographical Details**

**Feng Zhong Yun**, age of 53, has been the Company's executive director and Managing Director since 31 December 2012. Prior to that, he was the Company's independent non-executive director from 15 November 2012 to 31 December 2012. Mr. Feng graduated from China Central Academy of Fine Arts and obtained his Bachelor of Arts degree in 1991.

**Zhang Xue**, age of 43, has been the Company's executive director since 2009. She held a bachelor's degree in Accountancy from Qingdao University. From 2001 to 2007, Ms. Zhang served as Accounting Manager in Beifang Mining Group Limited.

**Ng Lai Po**, age of 53, has been the independent non-executive director of the Company since December 2012. Mr. Ng obtained his Bachelor of Social Sciences from the University of Hong Kong in 1990. Mr. Ng is a fellow member of the Association of Chartered Certified Accountants since 1999. Mr. Ng has over 27 years of experience in finance, accounting and management. Mr. Ng was the Internal Audit Controller of Kader Holdings Company Limited (HK listed stock code 180); the Head of Finance – China of Hong Kong G2000 Group; the Head of Group Financial Control of Chow Sang Sang Holdings International Limited (HK listed stock code 116); the Chief Financial Officer of A&H Manufacturing Group – Asia Region; the Financial Controller of Shenzhen Wanji Pharmaceutical Co., Ltd./Hong Kong Wanji Group Limited; the Financial Controller of Brightway Petroleum Group (Holdings) Ltd. Mr. Ng is currently the Chief Financial Officer of M&L Engineering & Materials Ltd.



## REPORT OF THE DIRECTORS

**Chai Woon Chew**, age of 63, has been the Company's independent non-executive director since 2002. From 1994 to present, Mr. Chai has been a partner at Michael Chai & Co., a law firm in Kuala Lumpur, Malaysia. From 1991 to 1994, he was a legal associate with Shook Lin & Bok, a law firm in Kuala Lumpur, Malaysia. Mr. Chai holds a Bachelor of Laws (Hons) degree from the University of Buckingham and a Bachelor of Science (Hons) degree in Chemistry from University of Surrey, UK. Mr. Chai is qualified as Barrister at Law from Lincoln's Inn, England.

**Ye Yi Fan**, age of 38, has been the Company's independent non-executive director since 8 January 2021. Ms. Ye graduated from Beijing Film Academy in China, and participated in movies and TV shows shooting. Ms. Ye also taught performing arts.

There are no family relationships among directors.

Under the Articles of Association of the Company, all of the directors are subject to retirement by rotation and re-election at the annual general meeting. In accordance with Articles of Association of the Company, Mr. Feng Zhong Yun, Mr. Chai Woon Chew and Ms. Ye Yi Fan will retire by rotation and, being eligible, offer themselves for re-election at the coming annual general meeting.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each independent non-executive directors an annual confirmation of his/her independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The Company considers all the independent non-executive directors to be independent.

### DIRECTORS' SERVICE CONTRACTS

No Director being proposed for re-election at the forthcoming annual general meeting has a service contract with the Company.

### PERMITTED INDEMNITY PROVISION

A permitted indemnity provision for the benefit of the directors and officers of the Company is currently in force and remained in force throughout the year. Throughout the year, the Company has maintained appropriate directors and officers liability insurance which covers providing indemnity against liability, including but not limited to liability in respect of legal action against the Directors and officers thereby sustained or incurred arising from or incidental to execution of duties of his/her offices.

### DIRECTORS' INTERESTS IN CONTRACTS AND CONNECTED TRANSACTIONS

During the year under review, none of the Company's Directors had a material interest, either direct or indirect, in any contract of significance to the business of the Company to which the Company or any of its subsidiaries was a party.

At no time during the year was the Company or any of the Company's subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares, or debentures of, the Company or any other body corporate.



# REPORT OF THE DIRECTORS

## DIRECTORS' INTERESTS IN COMPETING BUSINESS

For the year ended 31 December 2020, none of the Company's Directors are considered to have interests in the business which compete or are likely to compete with the business of the Group pursuant to the Listing Rules.

## DIRECTORS' REMUNERATION

The emoluments of the directors are determined by the Board, as authorised by the shareholders at the Annual General Meeting, with reference to directors' duties, responsibilities and performance and the results of the Group.

The emoluments of the Directors of the Company (including executive directors and independent non-executive directors) on a named basis are set out in Note 10 to the consolidated financial statements for the year ended 31 December 2020.

## MANAGEMENT CONTRACTS

No contracts of significance concerning the management and administration of the whole or any substantial part of the business of the Company or any of its subsidiaries were entered into during the year or subsisted at the end of the year.

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Apart from as disclosed under the heading "Directors' and Chief Executives' Interests in Shares or Debentures" below, at no time during the year was the Company, or any of its subsidiaries a party to any arrangement to enable the Company's Directors or their respective spouses or children under 18 years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES OR DEBENTURES

As at 31 December 2020, none of the Directors and Chief Executive of the Company had interest in the shares, underlying shares and debentures of the Company and its associated companies, within the meaning of Part XV of the Securities and Futures Ordinance ("SFO"), which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, including interests and short positions which the directors or the chief executive were deemed or taken to have under such provisions of the SFO, which are required to be entered in the register maintained by the Company pursuant to Section 352 of the SFO, or which were notified to the Company and the Stock Exchange, pursuant to the Model Code for Securities Transactions by the Directors of Listed Issuers ("Model Code") contained in the Listing Rules.

All Directors have confirmed that they complied with the required standards set out in the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules throughout the review period.

## ARRANGEMENT TO PURCHASE SHARES OR DEBENTURES

At no time during the year was the Company or any of its subsidiaries, a party to any arrangements to enable the Company's Directors or Chief Executives to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.



## REPORT OF THE DIRECTORS

### SUBSTANTIAL SHAREHOLDERS AND OTHER PERSON'S INTEREST IN SHARES

As at 31 December 2020, the persons or corporations (not being a Director or Chief Executive of the Company) who had an interest or short position in the shares which were required to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept under section 336 of the SFO were as follows:

Name	Capacity/Nature of Interest	Number of Shares	Approximate Percentage of Shareholding Interest*
Zhao Jie	Beneficial Owner	1,125,000,000 (L)**	16.06%

\* Based on a total of 7,006,631,478 issued shares of the Company as at 31 December 2020.

\*\* The letters "L" denotes the person's long position in the Shares.

As of the date of this report, no person had registered an interest or short position in the shares or underlying shares or debentures of the Company that was required to be kept record by the Company pursuant to Section 336 of the SFO.

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

During the period under review, neither the Company, nor its subsidiaries, purchased, sold, or redeemed any of the Company's listed securities.

### PRE-EMPTIVE RIGHTS

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

### CODE OF CORPORATE GOVERNANCE PRACTICES

In the opinion of the Directors, the Company has complied with the Corporate Governance Practices as set out in Appendix 14 of the Listing Rules throughout the accounting period covered by the annual report save for the deviation as disclosed in the Corporate Governance Report from pages 22 to 37.

### SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained the prescribed amount of public float during the year and up to the date of this annual report as required under the Listing Rules.



## REPORT OF THE DIRECTORS

### INDEPENDENT AUDITOR

The consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2020 have been audited by BDO Limited, who are eligible, offer themselves for re-appointment. A resolution for the re-appointment of BDO Limited as auditors of the Company is to be proposed at the forthcoming annual general meeting.

On Behalf of the Board

**Feng Zhong Yun**

*Managing Director*

Hong Kong, 29 March 2021



# CORPORATE GOVERNANCE REPORT

The Board is pleased to present this Corporate Governance Report in the annual report of the Group for the year ended 31 December 2020.

## CORPORATE GOVERNANCE PRINCIPLES

The Board is committed to achieving high standards of corporate governance. The Directors believe that sound and reasonable corporate governance practices are essential in providing a framework for the Company to safeguard the interests of shareholders, enhance corporate value, formulate its business strategies and policies, and enhance its transparency and accountability.

The Company's corporate governance practices are based on the principles and code provisions in the Corporate Governance Code (the "CG Code") as set out in Appendix 14 to the Rules Governing the Listing of Securities ("Listing Rules") on The Stock Exchange of Hong Kong (the "Listing Rules").

The Board periodically reviews and monitors the Company's policies and practices on corporate governance or compliance with legal and regulatory requirements to ensure that the Group's operations are conducted in accordance with the standards of the CG Code and applicable disclosure requirements. The Board is of the view that throughout the year ended 31 December 2020, the Company has complied with the all the CG Code, except for three deviations as below:

### **Code provision A.2.1: The roles of chairman and chief executive should be separate**

Code provision A.2.1 provides that the roles of Chairman and Chief Executive should be separate and should not be performed by the same individual. However, the Company does not have a separate Chairman and Chief Executive and Mr. Feng Zhong Yun currently performs these two roles. The Board believes that vesting the roles of both Chairman and Chief Executive in the same person has the benefit of ensuring consistent leadership within the Group and enables more effective and efficient overall strategic planning for the Group. The Board considers that the balance of power and authority will not be impaired by the present arrangement and this structure will enable the Group to make and implement decisions promptly and effectively. After taking into account the overall circumstances of the Group, the Board will continue to review and consider the separation of the duties of the Chairman and Chief Executive if and when appropriate.

### **Code Provision A.4.1: Non-executive directors should be appointed for a specific term**

Under the code provision A.4.1 of the Code, non-executive directors (including independent non-executive directors) shall be appointed for a specific term and subject to re-election. None of the Company's existing independent non-executive directors was appointed for a specific term. This constitutes a deviation from code provision A.4.1 of the Code. However, the Company's Articles of Association stipulate that all non-executive directors shall retire and be re-elected at least once every three years, which is an adequate measure to ensure that the Company's corporate governance complies with the same level to that required under the Code on Governance Practices and Corporate Governance Code.

On 4 June 2020, Mr. Han Zhi Jun was re-elected as an independent non-executive director.



# CORPORATE GOVERNANCE REPORT

## **Code Provision A.6.7: Independent non-executive directors and non-executive directors should attend general meeting**

Mr. Chai Woon Chew and Mr. Han Zhi Jun, being independent non-executive directors, were not able to attend the annual general meeting of the Company held on 4 June 2020 due to other business engagements.

## **THE BOARD OF DIRECTORS**

### **Board composition and responsibilities**

The Board oversees the Group's businesses, strategic decisions and performance and should make decisions objectively in the best interests of the Company. The Board consists of five members, including two executive directors and three independent non-executive directors. Details of their composition by category are as below. More than one-third of the Board is represented by independent non-executive directors with one of whom being a chartered certified accountant. None of the members of the Board is related to one another. The balanced composition of executive and independent non-executive members upholds the effective exercise of independent judgment of the Board.

#### **Executive Directors:**

Feng Zhong Yun, *Managing Director*

Zhang Xue

#### **Independent Non-Executive Directors:**

Han Zhi Jun (*resigned on 28 December 2020*)

Ng Lai Po

Chai Woon Chew

Xu Jia Yin (*appointed on 28 December 2020 and resigned on 8 January 2021*)

Ye Yi Fan (*appointed on 8 January 2021*)

The biographical information of the Directors and their relationships between the members of the Board are set out in the "Report of the Directors" of this annual report. A list of the Directors identifying their roles and functions are available on the websites of the Company and the Stock Exchange of Hong Kong Limited (the "Stock exchange").

### **Responsibilities of the Board**

The Board is responsible for governing the Company and managing assets entrusted by the shareholders. The Board steers and oversees the management of the Company including, establishing the strategic direction and setting long-term objectives for the Company, monitoring the performance of the management, protecting and maximizing the interests of the Company and its shareholders, and reviewing, considering and approving and the subsequent reviewing and monitoring of the Group's operations and results. The day-to-day management of the Group's business is delegated to the executive directors. The functions and power that are so delegated are reviewed periodically to ensure that they remain appropriate.



# CORPORATE GOVERNANCE REPORT

Matters reserved for the Board include those affecting the Group's overall strategies, operation plans, publication of financial statements, dividend policy, appointment of members to the various Board Committees and major investments. The Board is also responsible for developing, reviewing and monitoring the policies and practices on corporate governance and legal and regulatory compliance of the Group, and the training and continuous professional development of directors and senior management. The Board also reviews the disclosures in the Corporate Governance Report to ensure compliance.

The directors, individually and collectively, have a duty to act in good faith and in the best interests of the Company. The directors are aware of their collective and individual responsibilities to the Company and the shareholders in respect of the manner in which the affairs of the Company are being controlled and managed.

Directors are requested to make declaration of their direct or indirect interests, if any, in any proposals or transactions to be considered by the Board. If a director has a potential conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter will be dealt with in accordance with applicable rules and regulations and, if appropriate, an independent board committee will be set up to deal with the matter.

All directors have full access to and are provided with adequate, reliable and timely information about the operations and latest development of the Group to enable them to discharge their responsibilities and make timely decision. Through the company secretary, independent professional advice could be sought to assist the relevant Directors to discharge their duties at the Group's expense upon their request.

All directors are required to declare to the Board upon their first appointment, the directorships or other positions they are concurrently holding at other companies or organizations. These interests are updated on an annual basis and when necessary.

## **Resignation of an Independent Non-Executive Director**

On 28 December 2020, Mr. Han Zhi Jun resigned as an independent non-executive director, the Chairman of the Nomination Committee and the member of the Audit Committee and the Remuneration Committee due to his personal arrangements. Mr. Han and the Board confirmed that Mr. Han had no disagreement with the Board, and he was not aware of other matters in connection with his resignation that need to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited. The Board would like to express its sincere gratitude to Mr. Han for his valuable contribution to the Company during his tenure.

On 28 December 2020, Ms. Xu Jia Yin was appointed as an independent non-executive director, the Chairman of the Nomination Committee and the member of the Audit Committee and the Remuneration Committee, however, on 8 January 2021 Ms. Xu resigned the aforesaid positions due to unexpected family reason. Ms. Xu and the Board confirmed that Ms. Xu has no disagreement with the Board, and she is not aware of other matters in connection with her resignation that need to be brought to the attention of the shareholders of the Company and the Stock Exchange of Hong Kong Limited.



# CORPORATE GOVERNANCE REPORT

## Appointment of an Independent Non-Executive Director

During the year ended 31 December 2020, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive directors representing one-third of the board, with at least one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

Following the resignation of Mr. Han Zhi Jun as an independent non-executive director, on 8 January 2021, Ms. Ye Yi Fan was appointed as an independent non-executive director, the Chairman of the Board's Nomination Committee, and a member of Audit Committee and Remuneration Committee.

There is no service contract between the Company and Ms. Ye. She was not appointed for a specific term and shall hold office until the next general meeting of the Company and shall then be eligible for re-election at that meeting. Ms. Ye's appointment is subject to retirement by rotation at least once every three years and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Ms. Ye will be entitled to receive a director's fee of HK\$120,000 per annum which was determined by the Board with reference to her duties and responsibilities within the Company as well as prevailing market rates.

Save as disclosed above, to the best of the knowledge, information and belief of the Directors after having made all reasonable enquiries, as at the date of this report, Ms. Ye did not (i) have any other relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) have any other interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) hold other positions with other members of the Company or its subsidiaries.

Save as disclosed above, to the best of the knowledge, information and belief of the Directors after having made all reasonable enquiries, there is no information in relation to the appointment of Ms. Ye that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and there is no other matter that needs to be brought to the attention of the shareholders of the Company. The Board would like to extend its warm welcome to Ms. Ye on her new appointment.

## Appointment and Re-election of Directors

The Company has established a transparent procedure for the appointment and succession planning of Directors. Currently no Directors are appointed for specific tenures but they are subject to retirement by rotation at least once three years and subject to re-election at the annual general meeting by the shareholders.

In accordance with the Company's Articles of Association, a person may be appointed as a Director either by the shareholders in general meeting or by the Board. Any Directors appointed by the Board as additional Directors or to fill casual vacancies shall hold office until the next following general meeting, and are eligible for re-election by the shareholders. In addition, all Directors are required to retire by rotation at least once every three years at the annual general meeting, and are eligible for re-election by the shareholders.



# CORPORATE GOVERNANCE REPORT

## **Independence of Independent Non-Executive Directors**

The role of the independent non-executive directors is to provide independent and objective opinions to the Board, giving adequate control and balances for the Group to protect the overall interests of the shareholders and the Group. They serve actively on the Board and its committees to provide their independent and objective views.

In compliance with Rules 3.10(1) and 3.10A of the Listing Rules, the Company has appointed three independent non-executive directors, representing more than one-third of the Board. One of the independent non-executive directors has the appropriate professional qualifications in accounting or related financial management expertise as required by Rule 3.10(2) of the Listing Rules.

Each independent non-executive director has submitted annual confirmation of his independence to the Company pursuant to rule 3.13 of the Listing Rules. Based on the contents of such confirmations, the Company considers that all of the independent non-executive directors are independent.

Each independent non-executive directors of the Company were not appointed for a specific term, as they were subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Company's Articles of Association.

## **Directors' Continuous Training and Professional Development**

Directors shall keep abreast of regulatory developments and changes in order to effectively perform their responsibilities and to ensure that their contribution to the Board remains informed and relevant.

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

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. All Directors are provided with updates on the Company's performance and financial position to enable the Board as a whole and each Director to discharge their duties. In addition, briefings and updates on the latest development regarding the Listing Rules and other applicable regulatory requirements are provided to the Board during Board meetings to ensure compliance and enhance their awareness of good corporate governance practices. The Company also, at its expense, arranges and provided suitable training, placing an appropriate emphasis on the roles, functions and duties of a listed company director.



# CORPORATE GOVERNANCE REPORT

According to the records maintained by the Company, a summary of continuous professional development received by the Directors for the year ended 31 December 2020 is as follows:

Directors	Corporate Governance/ Updates on Laws, Rules & Regulations		Accounting/Financial/ Management or Other Professional Skills	
	Read Materials	Attended Seminars/ Briefings	Read Materials	Attended Seminars/ Briefings
<b>Executive Directors</b>				
Feng Zhong Yun		✓		✓
Zhang Xue		✓		✓
<b>Independent Non-Executive Directors</b>				
Han Zhi Jun		✓		✓
Ng Lai Po		✓		✓
Chai Woon Chew		✓		✓

## Board Meetings and Directors' Attendance

The Board meets regularly to discuss the overall strategy as well as the operation and financial affairs of the Company, and to review and approve the Company's annual and interim results. For regular Board meetings, notices of at least 14 days are given to facilitate maximum attendance of the Directors and agenda with supporting papers are sent to Directors not less than 3 days before the relevant meeting is held. Directors may propose to the Managing Director or the Company Secretary to include matters in the agenda for regular board meetings. At the meeting, the Directors are provided with the relevant documents to be considered and approved. Draft and final versions of minutes are sent to all Directors for their comments and records respectively within a reasonable time after the board meeting is held. Minutes of Board meetings are taken by the Company Secretary and are open for inspection by any Director.

Any material transaction or matter which involves conflicting interests of a substantial shareholder or a director, are dealt with by a duly convened physical Board meeting, at which independent non-executive directors having no material interest in the transaction should be present. Any Directors or any of their close associates having material interests in the transaction or matter shall abstain from voting and not to be counted in the quorum at meetings for approving such transactions.



# CORPORATE GOVERNANCE REPORT

During the year ended 31 December 2020, four board meetings were held. The table below sets out the attendance of each Director at the annual general meeting and the meetings of the Board and other Board committees held during the year:

Directors	Board Meeting	Audit Committee Meeting	Audit	
		Meeting	AGM	EGM
Mr. Feng Zhong Yun	4/4	N/A	0/1	N/A
Ms. Zhang Xue	4/4	N/A	0/1	N/A
Mr. Han Zhi Jun	4/4	0/2	0/1	N/A
Mr. Ng Lai Po	2/4	2/2	1/1	N/A
Mr. Chai Woon Chew	2/4	2/2	0/1	N/A

## Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") as set out in Appendix 10 of the Listing Rules as its own code of conduct regarding securities transactions. Upon specific enquiries, all directors of the Company confirmed that they have complied with the relevant provisions of the securities dealing code throughout the year ended 31 December 2020.

At 31 December 2020, none of the Directors and executive officers of the Company and their respective associates had any interest or short position in the shares, underlying shares and debentures of the Company or any of its associated corporations that were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein or which were required, pursuant to the Model Code contained in the Listing Rules, to be notified to the Company and the Stock Exchange.

## Chairman and Chief Executive Officer

Code provision A.2.1 provides that the roles of Chairman and Chief Executive should be separate and should not be performed by the same individual. However, the Company does not have a separate chairman and chief executive, and Mr. Feng Zhong Yun currently performs these two roles. The Board believes that vesting the roles of both chairman and chief executive in the same person has the benefit of ensuring consistent leadership within the Group and enables more effective and efficient overall strategic planning for the Group. The Board considers that the balance of power and authority will not be impaired by the present arrangement and this structure will enable the Group to make and implement decisions promptly and effectively. After taking into account the overall circumstances of the Group, the Board will continue to review and consider the separation of the duties of the Chairman and Chief Executive if and when appropriate.



# CORPORATE GOVERNANCE REPORT

## Board Diversity Policy

The Board has adopted a board diversity policy to comply with the Code Provision on board diversity. The Company recognizes and embraces the benefits of diversity of Board members. While all Board appointments will continue to be made on a merit basis, the Company will ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the needs of the Company's business. Selection of candidates will be based on the Board's nomination policy and a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge. The Board also aspires to having an appropriate proportion of directors who have direct experience in the Group's core markets and distribution channels.

The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board, having due regard to the benefits of diversity on the Board and also the needs of the Board without focusing on a single diversity aspect.

## COMPANY SECRETARY

Ms. Lam Lee Yu, the Company Secretary, is a full-time employee of the Company and day-to-day knowledge of the Company's affairs. All Directors of the Company have access to her advice and services. She reports to the Managing Director on board governance matters, and is responsible for ensuring that board procedures are followed and for facilitating communications among directors as well as with shareholders and management. As the Company Secretary, she is also responsible for the Company's compliance with the continuing obligations of the Listing Rules, Companies Ordinance, Securities and Futures Ordinance and other applicable laws, rules and regulations.

During the year ended 31 December 2020, the Company Secretary complied with the relevant professional training requirement under Rule 3.29 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

## BOARD COMMITTEES

The Board has established three committees, namely, the Audit Committee, Nomination Committee, and Remuneration Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with specific written terms of reference which deal clearly with their authority and duties. The terms of reference of each of the Audit Committee, Nomination Committee, and Remuneration Committee are available on the websites of the Company and the Stock Exchange.

All Board Committees are provided with sufficient resources to discharge their duties, including access to management or professional advice if considered necessary.



# CORPORATE GOVERNANCE REPORT

The majority of the members of each Board committee are independent non-executive directors and the list of the respective chairman and members of each board committee is set out below:

## Audit Committee

As of the date of this report, the Audit Committee comprises three members, namely:

- Mr. Ng Lai Po (*Chairman*)
- Mr. Chai Woon Chew
- Ms. Ye Yi Fan

All members of Audit Committee are independent non-executive directors. The Audit Committee is chaired by Mr. Ng Lai Po, who possesses appropriate professional qualifications or accounting or related financial management expertise. None of the members of the Audit Committee is a former partner of the Company's existing external auditor.

The principal responsibilities of the Audit Committee are to assist the Board in providing an independent view of the effectiveness of the financial reporting process, internal control and risk management systems, and relationship with external auditors of the Group, overseeing the audit process and performing other duties and such responsibilities as assigned by the Board. The Audit Committee meets with the Company's external auditors, and reviews their audit plans, the internal audit programs, the results of their examinations as well as their evaluations of the system of risk management and internal control, as listed below:

- (a) To review the Group's annual report, interim financial information and annual financial statements;
- (b) To review significant accounting and audit issues;
- (c) To review the external auditor's qualifications, independence and performance;
- (d) To assist the Board to evaluate on the effectiveness of financial reporting procedures and internal control systems;
- (e) To review the adequacy and effectiveness of the Group's system of internal control and risk management;
- (f) To advise on material event or drawing the attention of the management on related risks; and
- (g) To review connected transactions entered into by the Group or subsisting, if any.

During the year ended 31 December 2020, the Audit Committee held two meetings.

The Company's annual results for the year ended 31 December 2020 have been reviewed by the Audit Committee. At the end of 2020 and up to the date of this report, there are no material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.



# CORPORATE GOVERNANCE REPORT

## Nomination Committee

As of the date of this report, the Nomination Committee comprises the following three independent non-executive directors:

- Ms. Ye Yi Fan (*Chairman*)
- Mr. Chai Woon Chew
- Mr. Ng Lai Po

Terms of reference of the Nomination Committee set out the Committee's authorities and duties, which follow closely the guidelines of the code provisions of the CG Code. The principal duties of the Nomination Committee are as follows:

- (a) To review the composition of the Board, including its structure, size and diversity at least annually to ensure that it has a balance of expertise, skills, knowledge and experience appropriate to the requirements of the business of the Group;
- (b) To identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships; and
- (c) To make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the Chairman and the Chief Executive.

The Board's nomination policy is to find individuals of high integrity who have a solid record of accomplishment in their chosen fields and who possess the qualifications, qualities and skills to effectively represent the best interests of the Company and its shareholders. Candidates will be selected for their ability to exercise good judgment, and to provide practical insights and diverse perspectives. Candidates also will be assessed in the context of the then-current composition of the Board, the operating requirements of the Company. In conducting this assessment, the Nomination Committee will, in connection with its assessment and recommendation of candidates for director, consider diversity (including, but not limited to, gender, race, ethnicity, age, experience and skills) and such other factors as it deems appropriate given the then-current and anticipated future needs of the Board and the Company, and to maintain a balance of perspectives, qualifications, qualities and skills on the Board.

## Remuneration Committee

As of the date of this report, the Remuneration Committee comprises the following three members:

- Mr. Chai Woon Chew (*Chairman*)
- Mr. Ng Lai Po
- Ms. Ye Yi Fan



# CORPORATE GOVERNANCE REPORT

Terms of reference of the Remuneration Committee set out the committee's authorities and duties, which follow closely the guidelines of the code provisions of the CG Code. The principal duties of the Remuneration Committee are as follows:

The principal duties of the Remuneration Committee are to provide advices and recommendations to the Board on:

- (a) the overall remuneration structure and policy for all Directors and senior management;
- (b) any specific remuneration package with reference to market conditions, performance of the Group and the individuals and with reference to the goals as set by the Board from time to time;
- (c) if necessary, any compensation arrangement for termination of office of directors or senior management; and
- (d) no Director takes part in any discussion on his own remuneration.

The Company's objective for its remuneration policy is to maintain fair and competitive packages based on business requirements and industry practice. In order to determine the level of remuneration and fees paid to members of the Board, market rates and factors such as each director's workload, performance, responsibility, job complexity and the Group's performance are taken into account.

## **Executive Directors' Remuneration**

The remuneration paid to the executive directors of the Company in 2020 was as below:

<b>Name of Executive Directors</b>	<b>Compensation Per Annum (US\$'000)</b>
Mr. Feng Zhong Yun	15
Ms. Zhang Xue	33

No executive director has a service contract with the Company or any of its subsidiaries with a notice period in excess of one year or with provisions for predetermined compensation on termination that exceeds one year's salary and benefits in kind.



# CORPORATE GOVERNANCE REPORT

## Remuneration of Non-Executive Directors

The role of non-executive directors has become more complex and demanding due to regulatory changes and the increasing part they play in the governance of listed companies. The Company believes that the level of remuneration for any particular non-executive Directors should reflect the likely workload, the scale and complexity of the business and the responsibility involved.

Non-executive directors of the Company are paid fees in line with market practice. Executive directors serving on the board and board committees are not entitled to any directors' fees. The non-executive directors of the Company received no other compensation from the Company except for the fees disclosed in this annual report.

## Directors' and Officers' Insurance

The Company has arranged for appropriate insurance coverage in respect of potential legal actions against its Directors and officers against losses or liabilities sustained or incurred arising from or incidental to execution of their duties. The insurance coverage is reviewed on an annual basis or any intervals as deemed appropriate by the Board.

For the year ended 31 December 2020, no claims under the insurance policy were made.

## DIRECTORS' RESPONSIBILITY IN PREPARING FINANCIAL STATEMENTS

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

The Board also ensures timely publication of the Group's financial statements and aims to present a clear, balanced and understandable assessment of the Group's performance and position through all its publications and communications to the public. The Board is also aware of the requirements under the applicable rules and regulations about timely disclosure of inside information.

The Board is not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The report from the auditor of the Company regarding their responsibilities and opinion on the financial statements of the Group for the year ended 31 December 2020 is set out in the "Independent Auditor's Report" in this report.



# CORPORATE GOVERNANCE REPORT

## EXTERNAL AUDITORS

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

The following table sets forth the fees paid to BDO Limited during the financial years ended 31 December 2020 and 2019:

Fee Category	2020 US\$'000	2019 US\$'000
Audit fees	387	576
Other services	10	14

The Board's policy is to pre-approve all audit services and all permitted non-audit services as set forth by the Listing Rules of the Hong Kong Stock Exchange to be provided by the Company's independent auditor.

There was no disagreement between the Board and the Audit Committee on the selection and appointment of the external auditor during the year under review.

## RISK MANAGEMENT AND INTERNAL CONTROL

The Board recognizes its responsibility to ensure the Company maintains a sound and effective risk management and internal control system. The Group's internal control system is designed to safeguard assets against misappropriation and unauthorized disposition and to manage operational risks. Review of the Group's internal controls covering major financial, operational and compliance controls, as well as risk management functions. The controls built into the risk management system are intended to manage, not eliminate, significant risks in the Group's business environment.

The Group's risk management framework includes the following elements:

- identify significant risks in the Group's operation environment and evaluate the impacts of those risks on the Group's business;
- develop necessary measures to manage those risks;
- monitor and review the effectiveness of such measures.

The Group's system of internal control which includes a defined management structure with limit of authority is designed to help the achievement of business objectives, safeguard assets against unauthorised use or disposition, ensure the maintenance of proper accounting records for the provision of reliable financial information for internal use or for external publication, and ensure compliance with relevant legislation and regulations. The system is designed to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage rather than eliminate risks of failure in the operational systems and achievement of the Group's objectives. These are on-going processes and our Audit Committee reviews periodically the Group's risk management systems.



# CORPORATE GOVERNANCE REPORT

Under Code Provision C.2.5, the Group should have an internal audit function. The Group conducted an annual review on the need for setting up an internal department. Given the Group's operating structure it is decided that the Board would directly responsible for risk management and internal control systems of the Group. The Board through the Audit Committee had conducted an annual review on the risk management and internal control systems of the Group. The review covered material controls, including financial, operational and compliance controls and risk management functions of the Group. Appropriate measures have been put in place to management the risks. No major issues were raised for improvement. The improvement of the systems of risk management and internal control is an ongoing process and the Board maintains a continuing commitment to strengthen the Group's control environment and processes.

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

The Company recognises that the release of inside information to place anyone in a privileged dealing position is strictly prohibited. Prior to the announcement of the inside information, all directors and senior management are requested to take all reasonable steps to maintain strict confidentiality and where it is reasonably likely that confidentiality may have been lost in respect of the inside information, the Company shall as soon as reasonably practicable, apply to the Stock Exchange for a trading suspension of its shares.

## COMMUNICATIONS WITH SHAREHOLDERS

The Company uses a range of communication tools to ensure its shareholders are kept well informed of key business imperatives. These include annual general meetings, annual reports, interim reports, various notices, announcements and circulars.

The Company communicates other information to shareholders on a need basis by way of announcement which will be posted on the websites of Hong Kong Exchanges and Clearing Limited and the Company. Other than Annual General Meeting ("AGM"), Extraordinary General Meeting ("EGM") shall be held pursuant to relevant rules and regulations if required. Shareholders shall receive explanatory circulars and proxy forms relating to the EGMs. Proxy arrangements for the general meetings are in place for shareholders who are unable to attend the meetings in person.

Shareholders and the investment community shall be provided with designated contacts, email addresses and enquiry lines of the Company, which are available on the Company website, in order to enable them to make any query in respect of the Company or to make a request for the Company's information to the extent such information is publicly available.

Shareholders' questions about their shareholdings should be directed to the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

The Company welcomes the attendance of shareholders at general meetings to express their views. All the Directors are encouraged to attend the general meetings to have personal communication with shareholders. The external auditor is required to be present to assist the Directors in addressing any relevant queries by shareholders.

The Company has complied with the requirements of the Listing Rules and the Articles of Association in respect of voting by poll and other related matters.



# CORPORATE GOVERNANCE REPORT

## SHAREHOLDERS' RIGHTS

The Company has only one class of shares, and all shares have the same voting rights and are entitled to the dividends declared.

### (a) Rights and procedures for shareholders to convene extraordinary general meetings

Subject to the Hong Kong Companies Ordinance (Chapter 622 of the Laws of Hong Kong) ("Hong Kong Companies Ordinance"), the Directors shall on the requisition of shareholders of the Company (the "Shareholder(s)") representing at least 5% of the total voting rights of all the shareholder(s) having a right to vote at general meetings of the Company, forthwith proceed duly to convene an EGM of the Company.

The requests must state the general nature of the business to be dealt with at the meeting and may include the text of a resolution that may properly be moved and is/are intended to be moved at the meeting. The request must be signed by the requisitionists and deposited at the registered office of the Company for the attention of the Company Secretary in hard copy form.

### (b) Rights and procedures for shareholders to make proposals at general meetings

(i) Rights and procedures for a shareholder to propose a person for election as a director are as follows:

Pursuant to Article 97 of the Company's Articles of Association, shareholder(s) may send a notice in writing of the intention to propose a person for election as a director and notice in writing by that person of his willingness to be elected shall have been delivered to the Company's registered office provided that the minimum length of the period during which such notices are given, shall be at least seven days and that the period for lodgement of the notices shall commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than seven days prior to the date of such meeting.

(ii) Rights and procedures for proposing resolution to be put forward at a general meeting are as follows:

Shareholder(s) can submit a written requisition to move a resolution at the annual general meeting. The number of shareholders shall represent not less than 2.5% of the total voting rights of all shareholders having, at the date of the requisition, a right to vote at the AGM, or who are no less than 50 shareholders.

The written requisition must state the resolution, accompanied by a statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at the AGM. It must also be signed by all of the shareholders concerned and be deposited at the Company's registered office in Hong Kong at Unit 1002, 10/F, Euro Trade Centre, 13-14 Connaught Road Central and 21-23 Des Voeux Road Central, Hong Kong, for the attention of the Company Secretary.

The shareholders concerned must deposit a sum of money reasonably sufficient to meet the Company's expenses in serving the notice of the resolution and circulating the statement submitted by the shareholders concerned under applicable laws and rules.



# CORPORATE GOVERNANCE REPORT

## Shareholders' Enquiries

Shareholders may at any time send their enquiries and concerns to the Board in writing through the Company Secretary whose contact details are as follows:

Elate Holdings Limited  
Attn: Company Secretary  
Unit 1002, 10/F., Euro Trade Centre  
13-14 Connaught Road Central and 21-23 Des Voeux Road Central, Hong Kong  
Email: info@elate.hk

Shareholders may also make enquiries with the Board at the general meetings of the Company.

## CONSTITUTIONAL DOCUMENTS

There was no change in the constitutional documents of the Company during the year ended 31 December 2020.

On Behalf of the Board

**Feng Zhong Yun**  
*Managing Director*

Hong Kong, 29 March 2021



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The Company is pleased to present its Environmental, Social and Governance Report ("ESG") for the year ended 31 December 2020.

The Company commits, not only to achieving strong financial results, but also to promoting environmental protection, social responsibility and effective corporate governance. In 2020, the Company strengthened its management efforts on the protection of environment, the quality management of products, the management of supply chains, the management of administration and personnel, public health and the utilization of resources. In order to create long-term value for its key stakeholders, including employees, customers, shareholders, suppliers and the community as a whole, the Company also communicates with them on an on-going basis and comprehensively evaluates and identifies the relevant matters relating to the ESG.

## A. ENVIRONMENTAL PROTECTION

The Company undertakes environmental protection as part of its corporate responsibilities, and the Company is fully aware of the importance of sustainable environmental development in achieving sustainability in its operations. The Company has implemented a number of measures such as reducing carbon emission, hazardous and non-hazardous waste, increasing energy efficiency and conserving water resources in order to deliver its commitment to environmental protection. For the year ended 31 December 2020, the Company is not aware of any material non-compliance with applicable standards, rules and regulations relating to the aspects discussed in this report.

### A.1. Emissions

The Company has enhanced its management of emissions through technological and recycling solutions that seek to reduce the emission of relevant pollutants and greenhouse gases, waste and water management. When conducting its businesses, the Company makes every effort to minimise its impact to the environment and make sure that all related emissions standards are met. Regular assessments are conducted on the Company's air and greenhouse gas emissions as well as the generation and disposal of hazardous and non-hazardous waste.

Our wholly-owned subsidiary Axiom Manufacturing Services Limited is accredited to ISO140001, and sets year on year targets to the reduction in the use of natural resources.

- Air conditioning is controlled.
- All waste paper, cardboard, and soft plastics are recycled.
- Energy saving light bulbs is used in the factory, car parks and for road lighting.
- Monitor water usage; however water is not used in the production process.
- No smoking is permitted within the building.
- Recycling of plastic bottles, aluminium cans, batteries take place.
- Electronic equipment is disposed of by specialist recycling companies.
- The company complies with the Control of Pollution Act and Environmental Protection Act in the UK.
- The company will also identify opportunities where new technology can be introduced to reduce energy consumption.



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## A1.1 Type of Emissions

### A1.2 Greenhouse Gas Emissions:

Energy Type	Consumption	CO <sub>2</sub> Emissions	CO <sub>2</sub> Emissions/Person
Electricity	2,067,362 kWh	726.8 tonnes CO <sub>2</sub> equivalent	2.257 tonnes CO <sub>2</sub> equivalent
Gas	1,371,967 kWh	252.6 tonnes CO <sub>2</sub> equivalent	0.784 tonne CO <sub>2</sub> equivalent
Diesel	9,920 litres	25.8 tonnes CO <sub>2</sub> equivalent	0.080 tonne CO <sub>2</sub> equivalent
Total	1,005.2 tonnes CO <sub>2</sub> equivalent		3.121 tonnes CO <sub>2</sub> equivalent

### A1.3 Hazardous Waste Produced

### A1.4 Non-Hazardous Waste Produced

### A1.5 Measures to Mitigate Emissions:

Type	Quantity	Quantity/Person	Reduction Measure
Hazardous	17 tonnes	0.053 tonne	Move to using unleaded solder paste in the manufacturing process
Non-Hazardous	90.0 tonnes	0.279 tonne	This is all the material that cannot currently be recycled. Move to recycling more and more waste
Cardboard	24.0 tonnes	0.075 tonne	Encourage customers to use returnable packaging
Soft Plastics	8.0 tonnes	0.025 tonne	Request supplier to use reusable packaging and move away from shrink wrapping and bubble wrapping raw material
Wood/Pallets	18.0 tonnes	0.056 tonne	Rebate scheme in place for the return of good pallets

The effectiveness of the reduction in waste materials is measured and reviewed annually as part of the companies accreditation to ISO14001.

### A1.6 How are hazardous and non-hazardous waste handled

All different types of waste are segregated, and kept in secure areas until collected by the specialist waste disposal companies.

For the year under review, the Company and its subsidiaries complied with all the laws and regulations of environmental protection and emission of the locations the Company operates.



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## A.2. Use of Resources

The Company advocates the use of high-efficiency equipment, and strive to streamline the operational procedures, thereby reduce the consumption of fuel, electricity and water and improve the resource efficiency in its operations. The Company also applies energy saving measures in its workplaces including installation of an energy-saving lighting system, setting optimal temperature on the air-conditioning, and switching off the lighting and air-conditioning after office hours. The Company encourages its employees to switch off their computers and other office equipment when not utilized, and reduce the use of papers by assessing the necessity of printing and where appropriate to use duplex printing and reuse any single-side printed papers. The Company is committed to continue to reduce our paper, electric consumption and reduction of waste.

At our subsidiary Axiom Manufacturing Services Limited ("Axiom"):

- No toxic or harmful materials are produced
- No water is used in the production process therefore nothing is discharged into the waste water system
- No harmful gases are produced by production or emitted from the factory
- Fume hoods are used when employees work with adhesives
- Documents are sent electronically wherever possible

### A2.1 Direct & Indirect energy consumption

Type	Consumption	Consumption/Person
Electricity	2,067,362 kWh	6,420.4 kWh
Gas	1,371,967 kWh	4,260.8 kWh
Water	9,920m <sup>3</sup>	30.80m <sup>3</sup>

### A2.2 Water consumption:

- Water is not used in the manufacturing process, and only used by employees in the washroom areas and in the canteen

### A2.3 Energy use efficiency initiatives:

- LED lighting – with motion detection sensors
- Temperature control systems have been updated to reduce energy consumption

### A2.4 Sourcing of water, and efficiency initiatives

- Water is source from the local regulatory authority



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## A2.5 Total packaging material used for finished products

- Only cardboard that can be recycled is used with finished products
- Some customers use returnable packaging

### A.3. Environment and Natural Resources

The Company encourages its employees to identify and adopt advanced technologies, if any, that are suitable for each stage of the production process so as to minimize the impact of the business on the environment. By regular environmental monitoring, the Company ensures that it strictly complies with relevant environmental laws and regulations in its daily operations and closely monitors and timely identifies, controls and manages important environmental matters.

The Company is committed to ensuring that its employees have clear understanding in the relevant policies and the specific requirements of the Company and to encouraging its business partners to align with the Company's policies to operate in a sustainable manner and achieve continuous improvement.

- All production equipment is CE marked to comply with European Union regulations
- Environmental guidelines are issued to all contractors
- The company also takes into consideration local guidelines from Natural Resources Wales

## A3.1 Significant impacts of the environment

- Axiom has accreditation to ISO14001
- Axiom supports local Bee keeping allowing Bee hives to be kept in the garden and wooded area of the site
- All employees undertake environmental awareness at induction

### A4. Climate Change

Axiom considers the guidelines of the Climate Control Act 2008 in the UK, which aims to reduce carbon dioxide emissions in the UK.

## A4.1 Significant impacts of climate-related issues

The company aims to reduce its carbon footprint year on year, by the introduction of technology to reduce CO<sub>2</sub> emission. For example, by moving from away from diesel vehicles to electric wherever possible. The company has also acquired 8 acres of woodland adjacent to the business, in order to preserve the area.



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## B. SOCIAL COMMITMENT

### B.1. Employment and Labour Practices

To ensure that the Company is able to operate according to professional and ethical labour practices, the Company has developed clear work processes with control mechanisms which have been clearly communicated to all employees. Certain policies to govern employees' affairs such as payroll, attendance and termination are clearly set out in staff appointment letters in compliance with Hong Kong Employment Ordinance. All of the Company's subsidiaries are in compliance with the relevant labour laws and regulations in the countries or areas they operate.

The Company also aims to promote the diversity of workforce, including in terms of age, gender and nationality, as well as a culture of equal opportunity. The management regularly reviews the Company's remuneration policy in relation to relevant market standards.

### B.2. Health and Safety

The Company has adopted a set of policies which is focused on maintaining a healthy and safe working environment, and which includes the following requirements:

- The facilities operated by employees should meet safety and health standards;
- Expert advice should be obtained to identify health and safety risk in the operations and the corresponding mitigating actions that should be taken; and
- Relevant information and training should be provided to employees in respect of risks to their health and safety which may arise out of their work.

The Company continues to monitor occupational health and safety, as well as procedures for dealing with related risks. The Company engages employees in the determination of appropriate occupational health and safety precautionary measures. Accident reporting and investigation procedures have also been adopted for the follow-up of any health and safety incidents.

Regular inspections and management review of health and safety have been performed to ensure the effectiveness of the policies and measures.



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The following occupational health & safety measures were adopted by our subsidiary Axiom Manufacturing Services Limited:

- Risk assessments are conducted on all equipment purchased by the company
- COSHH data available to all employees
- Fire Alarm testing every week and evacuations twice a year
- Accident and incident reports every month
- First aiders trained on site
- The company provides an Occupation Health for all employees
- Visual acuity testing is conducted annually on all manufacturing employees (53.4% of the workforce)
- Health and Safety awareness is provided to all employees on induction
- Annual Private Medical cover is provided for all employees
- Employee consultation group every month, where improvement suggestions are collated
- Health & Safety group meet monthly to identify improvements

For the year ended 31 December 2020, the Company has implemented the requirements and has had no safety accidents. The Company also has had no casualties relating to occupational diseases and work-related injuries.

## B.3. Development and Trainings

The Company strives to promote the long-term development of its employees by providing learning opportunities that broaden their skills and make them valuable assets to the Company.

To encourage employee development, the Company provides human resource trainings to help equip employees with the knowledge and relevant skills to help them develop managerial knowledge and other professional skills that help advance their careers. New employees are provided with on-board trainings to help them familiarize themselves with the culture, business and operations of the Company. In addition, for technical posts, every newly-hired employee will be provided with pre-job technical training to enhance the professional skills necessary for the job.

## B.4. Labour Standards

The Company strictly prohibits the use of child and forced labour, and the Company is totally committed to creating a work environment which respects human rights.

The Company also complies with the relevant local labour regulations relating to working hours, minimum wage, rest and holidays to ensure the physical and mental health of all employees. Employees are not be forced to work beyond working hours and are entitled to overtime pay in accordance with local regulations.



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## B.5. Supply Chain Management

The Company manages its supply chain effectively. The Company values the partnership with suppliers and works together to promote sustainable development of the industries they operate. The Company continuously optimizes and improves the supplier management system, regulates the access, supervision, evaluation and departure of suppliers, and constantly increase specialization and transparency of supply chain management. The evaluation of a supplier mainly includes background, qualification, quality control of service, financial status, past performance in similar service, fulfilment of contract, professionalism of project team, operation in good integrity, social responsibilities are evaluated. Whether the supplier is qualified is determined based on the evaluation results, and those suppliers failed to meet the requirements ultimately will be disqualified. The Company values communication with suppliers, including continuous communication with suppliers in routine work and establishing strategic cooperation with suppliers through technical support and unique competitive advantage, which can achieve win-win situation and strengthen the cooperation with each other.

## B.6. Product Responsibility

The Company aims to achieve the highest possible standard with all the products and services provided. The Company has established relevant policies which cover product or service quality guarantee, safety, fair advertising and after-sale service in order to ensure relevant measures comply with the laws and regulations.

The Company pays highly attention to the quality and safety of its products and services. The Company sets up relevant quality and safety inspection procedures for different type of products and services, communicates and confirms the working plans with customers before the productions or services start and actively coordinate the process of the productions or projects with customers.

The Company and its subsidiaries have close connection with their customers. If the customers do not satisfy the quality and the safety of the products or services, the Company will arrange sufficient channels and staffs for customers to communicate and provide the solutions to the problems as soon as possible.

The Company may involve the intellectual property rights of customers, suppliers and the Company in its business operations from time to time, therefore protection of intellectual property rights is extremely important. The Company adds protective clauses to the contracts entered into with customers and suppliers to safeguard the intellectual property rights whenever it is applicable.

With respect to fair advertising, the Company requires that accurate and true information on the Company's products or services have to be provided with the customers. Hotline and e-mail are also available for customers' enquiries on products and service details in order to provide better before-and-after-sale services.

For the year ended 31 December 2020, the Company had not received any complaints from the regulatory body or consumers regarding product safety, intellectual property rights, and data privacy, nor had it recalled any product due to product safety or health issues.



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## B.7. Anti-Corruption, Bribery, Extortion, Fraud and Money Laundering

The Company promotes integrity and prevents unethical pursuits throughout its operations and tolerates no corruption or bribery in any form. The Company complies with laws or regulations relating to anti-corruption, bribery, extortion, fraudulent behaviour and money-laundering. The Company encourages the reporting of suspected business irregularities and provides clear channels specifically for this purpose. When suspected wrongdoings are identified, such as breach of duty, abuse of power, receiving bribes, staff should report to the Board of the Directors for investigation and verification, and report to the regulator and or to law enforcement authority when necessary.

For the year ended 31 December 2020, the Company had not been involved in any litigation related to corruption, and there had been no complaints about the involvement of its employees in corruption cases.

## B.8. Community Investment

With social responsibility in mind, the Company and its subsidiaries have been supporting education, arts and culture, sports, and other charitable activities in many ways. The Company strives to promote social development and progress by contributing to education, charity and other areas:

- Support local Primary Education Schools – with day visits to the manufacturing facility to encourage children to study Engineering – two visits this year.
- Linked with local colleges – via our Apprenticeship Scheme, with new apprentices employed every year.
- Support Local Universities – through Graduate intern placements.
- Sponsorship of local Sports teams (Football and Rugby).

The Company also encourages and supports its employees to contribute to charities locally and nationally through donations or volunteering. In addition, the Company also created job opportunities in the areas where it operates to help local people develop their careers and enhance the local workforce as a whole. The Company conducts assessment from time to time on how its business activities relate to the interests of the communities where it locates, and to see if certain measures need to be taken to accelerate social progress by pushing forward education, sports, charity and other undertakings, as part of the to be responsible citizens.

On Behalf of the Board

**Feng Zhong Yun**  
*Managing Director*

Hong Kong, 29 March 2021



# INDEPENDENT AUDITOR'S REPORT



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香港干諾道中111號  
永安中心25樓

## TO THE MEMBERS OF ELATE HOLDINGS LIMITED

(incorporated in Hong Kong with limited liability)

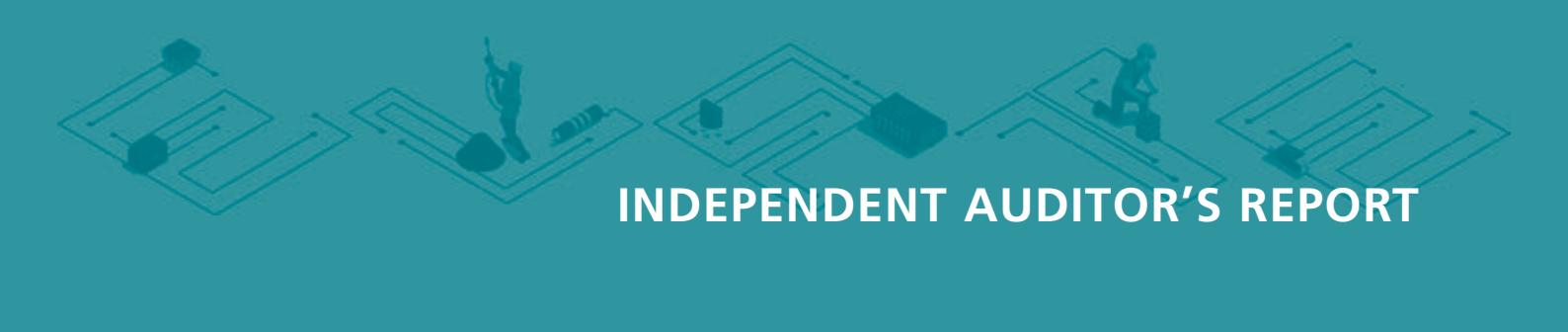
### OPINION

We have audited the consolidated financial statements of Elate Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 51 to 137, which comprise the consolidated statement of financial position as at 31 December 2020, and the consolidated statement of profit or loss, 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 give a true and fair view 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 Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

### BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKAs") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



# INDEPENDENT AUDITOR'S REPORT

## KEY AUDIT MATTERS

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

### **Impairment of inventories in Madagascar**

*(refer to notes 4(m), 5(b)(vi) and 21 to the consolidated financial statements)*

As at 31 December 2020, the Group had inventories with carrying amount of US\$314,981,000, of which US\$302,971,000 belonged to graphite ores in Madagascar.

Management of the Group reviewed the net realisable values of the inventories at the end of the reporting period in accordance with the Group's accounting policies and concluded that there was no impairment of the inventories in Madagascar.

We consider this a key audit matter because the amount of inventories is significant to the consolidated financial statements and judgement is involved in determining whether the carrying amounts of the inventories are recoverable based on the current market conditions, and estimates for cost of completion and costs to make the sale for the products.

#### *Our response:*

Our key procedures in relation to the management's impairment assessment included:

- Inspecting the graphite ores held in Madagascar and estimate the quantities held carrying amount of US\$302,971,000 at 31 December 2020;
- Understanding management's assessment in estimating the net realisable values of the inventories and the internal procedures for making provision to write off or write down inventories to their net realisable values;
- Evaluating, according to the reasonableness of management's estimates with independent valuer for costs of completion and costs necessary to make the sale for the products subsequent to the end of the reporting period, and tracing to the source documents; and
- Evaluating the historical accuracy of the provision assessment of management by comparing the historical estimates to actual selling prices, and cost of completion and cost necessary to make the sale for the products in current year, and tracing, on a sample basis, to the source documents.



# INDEPENDENT AUDITOR'S REPORT

## 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.

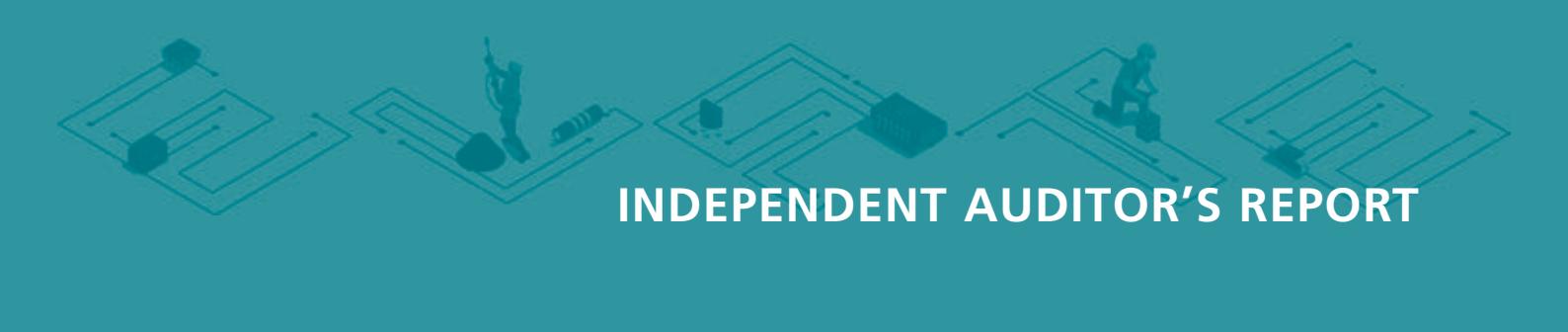
In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise 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 of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and 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.



# INDEPENDENT AUDITOR'S REPORT

## 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 Section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.



# INDEPENDENT AUDITOR'S REPORT

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, actions taken to eliminate threats or safeguards applied.

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*

**Chan Tsz Hung**

Practising Certificate no. P06693

Hong Kong, 29 March 2021

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the year ended 31 December 2020

	Notes	2020 US\$'000	2019 US\$'000
<b>Revenue</b>	6,7	<b>94,713</b>	93,659
<b>Cost of sales</b>		<b>(80,063)</b>	(86,513)
<b>Gross profit</b>		<b>14,650</b>	7,146
Other income	7	<b>4,690</b>	3,437
General and administrative expenses		<b>(12,640)</b>	(17,632)
Impairment loss on financial assets, net		<b>(2,383)</b>	(1,604)
Fair value (loss)/gain on financial assets at fair value through profit or loss	24	<b>(72)</b>	6
<b>Profit/(loss) from operating activities</b>	8	<b>4,245</b>	(8,647)
Finance costs	9	<b>(58)</b>	(42)
Loss on disposal of subsidiaries, net		<b>(563)</b>	–
Share of losses in a joint venture, net of tax	19	–	–
<b>Profit/(loss) before income tax expense</b>		<b>3,624</b>	(8,689)
<b>Income tax expense</b>	12	<b>(650)</b>	(645)
<b>Profit/(loss) for the year</b>		<b>2,974</b>	(9,334)
<b>Attributable to:</b>			
Owners of the Company		<b>2,974</b>	(9,334)
Non-controlling interests		–	–
<b>Profit/(loss) for the year</b>		<b>2,974</b>	(9,334)
<b>Earnings/(loss) per share</b>	13	<b>US cents</b>	US cents
Basic		<b>0.05</b>	(0.17)
Diluted		<b>0.05</b>	(0.17)

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2020

	Notes	2020 US\$'000	2019 US\$'000
<b>Profit/(loss) for the year</b>		<b>2,974</b>	(9,334)
<b>Other comprehensive income</b>			
<b>Items that may be reclassified subsequently to profit or loss:</b>			
Exchange differences on translation of foreign operations		<b>2,023</b>	2,421
Reclassification upon disposal of subsidiaries	35	<b>593</b>	–
<b>Item that will not be reclassified to profit or loss:</b>			
Gain on revaluation of land and buildings	14	–	295
Other comprehensive income for the year		<b>2,616</b>	2,716
<b>Total comprehensive income for the year</b>		<b>5,590</b>	(6,618)
<b>Attributable to:</b>			
Owners of the Company		<b>5,590</b>	(6,618)
Non-controlling interests		–	–
<b>Total comprehensive income for the year</b>		<b>5,590</b>	(6,618)

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2020

	Notes	2020 US\$'000	2019 US\$'000
<b>Non-current assets</b>			
Property, plant and equipment	14	<b>27,093</b>	26,956
Investment properties	15	<b>8,565</b>	8,798
Right-of-use assets	16(a)	<b>1,076</b>	3,634
Intangible assets	17	<b>416</b>	1,268
Interest in a joint venture	19	<b>1,992</b>	–
Deferred tax assets	20	–	202
<b>Total non-current assets</b>		<b>39,142</b>	40,858
<b>Current assets</b>			
Inventories	21	<b>314,981</b>	316,487
Trade receivables	22	<b>20,783</b>	12,445
Other receivables, deposits and prepayments	23	<b>2,624</b>	12,033
Amount due from a joint venture	19	–	684
Financial assets at fair value through profit or loss	24	<b>164</b>	236
Cash and bank balances		<b>21,373</b>	11,518
		<b>359,925</b>	353,403
Assets of a disposal group classified as held-for-sale	36	–	18,079
<b>Total current assets</b>		<b>359,925</b>	371,482
<b>Current liabilities</b>			
Trade payables	25	<b>7,232</b>	7,815
Other payables and accruals	26	<b>7,626</b>	12,920
Contract liabilities	27	<b>90</b>	3,508
Lease liabilities	16(b)	<b>429</b>	384
Tax payable		<b>428</b>	249
		<b>15,805</b>	24,876

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2020

	Notes	2020 US\$'000	2019 US\$'000
Liabilities of a disposal group classified as held-for-sale	36	–	17,300
<b>Total current liabilities</b>		<b>15,805</b>	42,176
<b>Net current assets</b>		<b>344,120</b>	329,306
<b>Total assets less current liabilities</b>		<b>383,262</b>	370,164
<b>Non-current liabilities</b>			
Lease liabilities	16(b)	507	725
Deferred tax liabilities	20	330	62
<b>Total non-current liabilities</b>		<b>837</b>	787
<b>NET ASSETS</b>		<b>382,425</b>	369,377
<b>Capital and reserves attributable to owners of the Company</b>			
Share capital	29	607,060	599,596
Reserves		(224,635)	(230,225)
Total equity attributable to owners of the Company		<b>382,425</b>	369,371
<b>Non-controlling interests</b>		–	6
<b>TOTAL EQUITY</b>		<b>382,425</b>	369,377

On behalf of the board of directors

**Feng Zhong Yun**  
*Managing Director*

**Zhang Xue**  
*Executive Director*

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2020

	Attributable to owners of the Company					Non-controlling interests	Total equity
	Share capital US\$'000	Translation reserve US\$'000	Revaluation reserve US\$'000	Accumulated losses US\$'000	Total US\$'000	Non-controlling interests US\$'000	Total US\$'000
<b>At 1 January 2020</b>	<b>599,596</b>	<b>(223)</b>	<b>5,184</b>	<b>(235,186)</b>	<b>369,371</b>	<b>6</b>	<b>369,377</b>
Profit for the year	-	-	-	2,974	2,974	-	2,974
Other comprehensive income for the year	-	2,616	-	-	2,616	-	2,616
Total comprehensive income for the year	-	2,616	-	2,974	5,590	-	5,590
Disposal of subsidiaries (note 35)	-	-	-	-	-	(6)	(6)
Issue of shares upon conversion of convertible debentures	7,464	-	-	-	7,464	-	7,464
<b>At 31 December 2020</b>	<b>607,060</b>	<b>2,393</b>	<b>5,184</b>	<b>(232,212)</b>	<b>382,425</b>	<b>-</b>	<b>382,425</b>
	Attributable to owners of the Company					Non-controlling interests	Total equity
	Share capital US\$'000	Translation reserve US\$'000	Revaluation reserve US\$'000	Accumulated losses US\$'000	Total US\$'000	Non-controlling interests US\$'000	Total US\$'000
<b>At 1 January 2019</b>	<b>590,430</b>	<b>(2,644)</b>	<b>4,889</b>	<b>(225,852)</b>	<b>366,823</b>	<b>6</b>	<b>366,829</b>
Loss for the year	-	-	-	(9,334)	(9,334)	-	(9,334)
Other comprehensive income for the year	-	2,421	295	-	2,716	-	2,716
Total comprehensive income for the year	-	2,421	295	(9,334)	(6,618)	-	(6,618)
Issue of shares upon conversion of convertible debentures	9,166	-	-	-	9,166	-	9,166
<b>At 31 December 2019</b>	<b>599,596</b>	<b>(223)</b>	<b>5,184</b>	<b>(235,186)</b>	<b>369,371</b>	<b>6</b>	<b>369,377</b>

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2020

	Note	2020 US\$'000	2019 US\$'000
<b>Net cash generated from operating activities</b>	31(a)	<b>10,962</b>	4,726
<b>Cash flows from investing activities</b>			
Additions of property, plant and equipment		(5,018)	(8,195)
Additions of investment properties		–	(222)
Dividend income received		5	15
Disposal of subsidiaries, net of cash disposed		13	–
Receipts from disposal of financial assets at fair value through profit or loss		–	80
Proceeds from disposal of intangible assets		15	–
Interest received		316	335
Net cash used in investing activities		(4,669)	(7,987)
<b>Cash flows from financing activities</b>			
Net proceeds from issue of shares upon conversion of convertible debentures		1,237	–
Repayment of interest on lease liabilities		(58)	(42)
Repayment of principal portion of lease liabilities		(401)	(403)
Net cash from/(used in) financing activities		778	(445)
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>7,071</b>	(3,706)
<b>Cash and cash equivalents at beginning of the year</b>		<b>12,794</b>	14,369
<b>Effect of foreign exchange rates</b>		<b>1,508</b>	2,131
<b>Cash and cash equivalents at end of the year</b>		<b>21,373</b>	12,794
<b>Analysis of cash and cash equivalents</b>			
Cash and bank balances		21,373	11,518
Cash and bank balances classified as held-for-sale		–	1,276
		<b>21,373</b>	12,794

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 1. CORPORATE INFORMATION

The Company was incorporated in Hong Kong with limited liability. Its principal place of business is situated at Unit 1002, 10/F, Euro Trade Centre, 13-14 Connaught Road Central and 21-23 Des Voeux Road Central, Hong Kong. The Company's securities are listed on The Stock Exchange of Hong Kong Limited for trading (Stock Code: 76).

The Group's businesses mainly consist of (i) manufacture and sales of graphite products worldwide, (ii) manufacture and sales of electronic products in the United Kingdom, and (iii) development multi-media production and movie making.

## 2. BASIS OF PREPARATION

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRS"), Hong Kong Accounting Standards ("HKASs") and Interpretations (hereinafter collectively referred to as the "HKFRSs") and the provisions of the Hong Kong Companies Ordinance which concern the preparation of financial statements. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The measurement basis in the preparation of the consolidated financial statements is historical cost, except for the measurement of land and buildings, and certain financial instruments, which are measured at revalued amount or fair values, as explained in the accounting policies set out below.

The preparation of the consolidated financial statements in conformity with HKFRSs requires the use of certain key assumptions and estimates. It also requires the directors to exercise its judgements in the process of applying the accounting policies. The areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 5 to the consolidated financial statements.

The consolidated financial statements are presented in United States dollars ("US\$"), which is the same as the functional currency of the Company.

### Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2, leasing transactions that are within the scope of HKAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 or value in use in HKAS 36.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 2. BASIS OF PREPARATION (Continued)

### **Fair value measurement** (Continued)

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The Group measures the following items at fair value:

- Revalued land and buildings – Property, plant and equipment (note 14); and
- Financial assets at fair value through profit or loss ("FVTPL") (note 24).

For more detailed information in relation to the fair value measurement of the items above, please refer to the applicable notes.

### **Basis of consolidation**

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group"). The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributable to the owners of the Company and the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 2. BASIS OF PREPARATION (Continued)

### Basis of consolidation (Continued)

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described in the accounting policy for subsidiaries below. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

## 3. ADOPTION OF HKFRSs

### (a) Adoption of new or revised HKFRSs

The HKICPA has issued a number of new or amended HKFRSs that are first effective for the current accounting period of the Group:

- Amendments to HKFRS 3, Definition of a Business
- Amendments to HKFRS 16, Covid-19-Related Rent Concessions (early adopted)
- Amendments to HKAS 1 and HKAS 8, Definition of Material
- Amendments to HKAS 39, HKFRS 7 and HKFRS 9, Interest Rate Benchmark Reform

Other than the amendments to HKFRS 3, none of these new or amended HKFRSs 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 HKFRSs that is not yet effective for the current accounting period except for the amendment to HKFRS 16, Covid-19-Related Rent Concessions. Impact on the applications of these amended HKFRSs are summarised below.

#### *Amendments to HKFRS 3, Definition of a Business*

The amendments clarify the definition of a business and introduce an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The election to apply the concentration test is made for each transaction. The concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. If the concentration test is met, the set of activities and assets is determined not to be a business. If the concentration test is failed, the acquired set of activities and assets is further assessed based on the elements of a business.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 3. ADOPTION OF HKFRSs (Continued)

### (a) Adoption of new or revised HKFRSs (Continued)

#### *Amendment to HKFRS 16, Covid-19-Related Rent Concessions (early adopted)*

HKFRS 16 was amended to provide a practical expedient to lessees in accounting for rent concessions arising as a result of the Covid-19 pandemic, by including an additional practical expedient in HKFRS 16 that permits entities to elect not to account for rent concessions as modifications. The practical expedient applies only to rent concessions occurring as a direct consequence of Covid-19 pandemic and only if all of the following criteria are satisfied:

- (a) the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- (b) the reduction in lease payments affects only payments originally due on or before 30 June 2021; and
- (c) there is no substantive change to other terms and conditions of the lease.

Rent concessions that satisfy these criteria may be accounted for in accordance with this practical expedient, which means the lessee does not need to assess whether the rent concession meets the definition of lease modification. Lessees shall apply other requirements of HKFRS 16 in accounting for the rent concession.

Accounting for rent concessions as lease modifications would have resulted in the Group remeasuring the lease liability to reflect the revised consideration using a revised discount rate, with the effect of the change in the lease liability recorded against the right-of-use asset. By applying the practical expedient, the Group is not required to determine a revised discount rate and the effect of the change in the lease liability is reflected in profit or loss in the period in which the event or condition that triggers the rent concession occurs.

The Group has elected to utilise the practical expedient for all rent concessions that meet the criteria. In accordance with the transitional provisions, the Group has applied the amendment retrospectively, and has not restated prior period figure. As the rent concessions have arisen during the current financial period, there is no retrospective adjustment to opening balance of retained earnings at 1 January 2020 on initial application of the amendment.

#### *Amendments to HKAS 1 and HKAS 8, Definition of Material*

Amendments to HKAS 1 and HKAS 8 provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments clarify that materiality will depend on the nature or magnitude of information, or both. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. The amendments did not have any significant impact on the financial position and performance of the Group.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 3. ADOPTION OF HKFRSs (Continued)

### (a) Adoption of new or revised HKFRSs (Continued)

#### *Amendments to HKAS 39, HKFRS 7 and HKFRS 9, Interest Rate Benchmark Reform*

Amendments to HKAS 39, HKFRS 7 and HKFRS 9 address the effects of interbank offered rate reform on issues affecting financial reporting in the period before the replacement of an existing interest rate benchmark with an alternative risk-free rate ("RFR"). The amendments provide temporary reliefs which enable hedge accounting to continue during the period of uncertainty before the replacement of an existing interest rate benchmark introduction of the alternative RFR. In addition, the amendments require companies to provide additional information to investors about their hedging relationships which are directly affected by these uncertainties. The amendments did not have any impact on the financial position and performance of the Group as the Group does not have any interest rate hedging relationships.

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

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to HKFRS 3	Reference to the Conceptual Framework <sup>2</sup>
Amendments to HKAS 39, HKFRS 4, HKFRS 7, HKFRS 9 and HKFRS 16	Interest Rate Benchmark Reform – Phase 2 <sup>1</sup>
Amendments to HKFRS 10 and HKAS 28 (2011)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>4</sup>
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current <sup>3,5</sup>
Amendments to HKAS 16	Property, Plant and Equipment: Proceeds before Intended Use <sup>2</sup>
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract <sup>2</sup>
Annual Improvements to HKFRSs 2018-2020	Amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41 <sup>2</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2021

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2022

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2023

<sup>4</sup> The amendments share be applied prospectively to the sale or contribution of assets occurring in annual periods beginning on or after 1 January 2023

<sup>5</sup> As a consequence of the amendments to HKAS 1, Hong Kong Interpretation 5 Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause was revised in October 2020 to align the corresponding wording with no change in conclusion



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 3. ADOPTION OF HKFRSs (Continued)

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

#### *Amendments to HKFRS 3, Reference to the Conceptual Framework*

The amendments update HKFRS 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 HKFRS 3 a requirement that, for obligations within the scope of HKAS 37, an acquirer applies HKAS 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 HK(IFRIC)-Int 21 Levies, the acquirer applies HK(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.

#### *Amendments to HKAS 39, HKFRS 4, HKFRS 7, HKFRS 9 and HKFRS 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.

#### *Amendments to HKFRS 10 and HKAS 28 (2011), Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

The amendments clarify 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.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 3. ADOPTION OF HKFRSs (Continued)

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

#### *Amendments to HKAS 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.

HK Int 5 (2020) was revised as a consequence of the Amendments to HKAS 1 issued in August 2020. The revision to HK Int 5 (2020) updates the wordings in the interpretation to align with the Amendments to HKAS 1 with no change in conclusion and do not change the existing requirements.

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 HKAS 16, Property, Plant and Equipment: 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 is currently assessing the impact that the application of the amendments will have on the Group's consolidated financial statements.

#### *Amendments to HKAS 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.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 3. ADOPTION OF HKFRSs (Continued)

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

*Annual Improvements to HKFRSs 2018-2020*

The annual improvements amends a number of standards, including:

- HKFRS 1, First-time Adoption of HKFRS, which permit a subsidiary that applies paragraph D16(a) of HKFRS 1 to measure cumulative translation differences using the amounts reported by its parent, based on the parent's date of transition to HKFRSs.
- HKFRS 9, Financial Instruments, which clarify the fees included in the '10 per cent' test in paragraph B3.3.6 of HKFRS 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.
- HKFRS 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.
- HKAS 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.

## 4. SIGNIFICANT ACCOUNTING POLICIES

### (a) Business combinations

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

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

- deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 Income Taxes and HKAS 19 Employee Benefits respectively;
- liabilities or equity instruments related to share-based payment transactions of the acquiree or the replacement of an acquiree's share-based payment transactions with share-based payment transactions of the Group are measured in accordance with HKFRS 2 Share-based Payment at the acquisition date; and



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (a) Business combinations (Continued)

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

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

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

### (b) Subsidiaries

A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- the contractual arrangement with the other vote holders of the investee;
- rights arising from other contractual arrangements; and
- the Group's voting rights and potential voting rights.

The results of subsidiaries are included in the Company's statement of profit or loss to the extent of dividends received and receivable. The Company's investments in subsidiaries are stated at cost less any impairment losses.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (c) Joint arrangements

The Group is a party to a joint arrangement where there is a contractual arrangement that confers joint control over the relevant activities of the arrangement to the Group and at least one other party. Joint control is assessed under the same principles as control over subsidiaries.

The Group classifies its interests in joint arrangements as either:

- *Joint ventures*: where the Group has rights to only the net assets of the joint arrangement; or
- *Joint operations*: where the Group has both the rights to assets and obligations for the liabilities of the joint arrangement.

In assessing the classification of interests in joint arrangements, the Group considers:

- The structure of the joint arrangement;
- The legal form of joint arrangements structured through a separate vehicle;
- The contractual terms of the joint arrangement agreement; and
- Any other facts and circumstances (including any other contractual arrangements).

Joint ventures are accounted for using the equity method whereby they are initially recognised at cost and thereafter, their carrying amount are adjusted for the Group's share of the post-acquisition change in the joint ventures' net assets except that losses in excess of the Group's interest in the joint venture are not recognised unless there is an obligation to make good those losses.

Profits and losses arising on transactions between the Group and its joint ventures are recognised only to the extent of unrelated investors' interests in the joint venture. The investor's share in the joint venture's profits and losses resulting from these transactions is eliminated against the carrying value of the joint venture. Where unrealised losses provide evidence of impairment of the asset transferred they are recognised immediately in profit or loss.

Any premium paid for an investment in a joint venture above the fair value of the Group's share of the identifiable assets, liabilities and contingent liabilities acquired is capitalised and included in the carrying amount of the investment in joint venture. Where there is objective evidence that the investment in a joint venture has been impaired the carrying amount of the investment is tested for impairment in the same way as other non-financial assets.

The Group accounts for its interests joint operations by recognising its share of assets, liabilities, revenues and expenses in accordance with its contractually conferred rights and obligations.

The Group's interests in joint ventures are stated at cost less impairment losses, if any. Results of joint ventures are accounted for by the Group on the basis of dividends received and receivable.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (d) Goodwill

Goodwill arising on an acquisition of a business is carried at cost less any accumulated impairment losses.

For the purposes of impairment testing, goodwill is allocated to each of the cash-generating units ("CGUs"), or groups of CGUs, that is expected to benefit from the synergies of the combination.

A CGUs to which goodwill has been allocated is tested for impairment annually, or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the CGUs to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the CGUs is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit, and then to the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit. Any impairment loss recognised for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant CGUs, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

### (e) Land and buildings

Land and buildings held for use in the production or supply of goods or services, or for administrative purposes, are stated in the consolidated statement of financial position at their revalued amount, being the fair value at the date of revaluation less any subsequent accumulated depreciation and impairment losses. Revaluations are performed by qualified valuers with sufficient regularity such that the carrying amount does not differ materially from that which would be determined using fair values at the end of reporting period.

Any revaluation increase arising on revaluation of land and buildings is credited to the revaluation reserve, except to the extent that it reverses a revaluation decrease of the same asset previously recognised as an expense, in which case the increase is credited to the consolidated statement of profit or loss to the extent of the decrease previously charged. A decrease in net carrying amount arising on revaluation of an asset is dealt with as an expense to the extent that it exceeds the balance, if any, on the revaluation reserve relating to a previous revaluation of that asset.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (f) Property, plant and equipment

Property, plant and equipment other than freehold land and buildings are stated at cost less accumulated depreciation and impairment loss, if applicable. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the profit or loss in the period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of the property, plant and equipment, the expenditure is capitalised as an additional cost of that asset.

Depreciation is calculated on the straight-line basis to write off the cost of each asset over its estimated useful life. The principal annual rates used for this purpose are as follows:

Freehold land	Nil
Buildings	10 to 36 years
Plant and machinery	10% – 20%
Furniture, fixtures and computers	14% – 50%
Motor vehicles	10% – 30%

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the consolidated statement of profit or loss in the year in which the item is derecognised.

### (g) Construction in progress

Construction in progress includes property, plant and equipment in the course of construction for production or for its own use purposes. Construction in progress is carried at cost less any recognised impairment loss. Construction in progress is classified to the appropriate category of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended uses.

### (h) Investment properties

Investment properties are land and buildings which are owned or held under a leasehold interest to earn rental income and/or for capital appreciation. They are stated in the consolidated statement of financial position at cost less accumulated depreciation and impairment, if any.

Depreciation is calculated on the straight-line basis to write off the cost of each asset over its estimated useful life. The principal annual rate used for this purpose is as follows:

Investment properties	10 to 36 years
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# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (i) Intangible assets (other than goodwill)

Intangible assets acquired separately are initially recognised at cost. The cost of intangible assets acquired in a business combination is fair value at the date of acquisition. Subsequently, intangible assets with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses.

(ii) Amortisation is provided on a straight-line basis over their useful lives as follows. Intangible assets with indefinite useful lives are carried at cost less any accumulated impairment losses. The amortisation expense is recognised in profit or loss and included in administrative expenses.

Customer contract	7 years
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#### (iii) Impairment

Intangible assets with finite lives are tested for impairment when there is an indication that an asset may be impaired. Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually, irrespective of whether there is any indication that they may be impaired. Intangible assets are tested for impairment by comparing their carrying amounts with their recoverable amounts (see note 4(u)).

If the recoverable amount 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, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as revaluation decrease to the extent of its revaluation surplus.

### (j) Film rights

Film rights are rights acquired or licensed from outsiders for exhibition and other exploitation of the films.

Film rights are stated at cost less accumulated amortisation and impairment losses. Amortisation is calculated using the straight-line method to allocate the cost of film over their estimated useful lives which are determined based on individual title basis for two years after the showing of the respective film.

### (k) 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 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.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (k) Financial instruments (Continued)

#### (i) Financial assets (Continued)

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. There are three measurement categories into which the Group classifies its debt instruments:

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 rate 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.

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 rate 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.

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.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (k) Financial instruments (Continued)

#### (ii) Impairment loss on financial assets

The Group recognises loss allowances for expected credit loss ("ECL") on trade receivables and financial assets measured at amortised cost. The ECLs are measured on either of the following bases: (1) 12 months ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date; and (2) 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.

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 has elected to measure loss allowances for trade receivables using HKFRS 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, the ECLs are based on the 12-months ECLs. However, when there has been a significant increase in credit risk since origination, 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 ECL, 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, unless reasonable and supportable information demonstrate the otherwise.

The Group considers a financial asset to be credit-impaired when: (1) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (2) the financial asset is more than 90 days past due, unless reasonable and supportable information demonstrate the otherwise.

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.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (k) Financial instruments (Continued)

#### (iii) *Financial liabilities*

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at FVTPL are initially measured at fair value and 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 and lease liabilities 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.

#### (iv) *Convertible debentures*

The component of convertible debentures that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs. On issuance of convertible debentures, the fair value of the liability component is determined using a market rate for an equivalent non-convertible debentures; and this amount is carried as a long term liability on the amortised cost basis until extinguished on conversion or redemption. The remainder of the proceeds is allocated to the conversion option that is recognised and included in shareholders' equity, net of transaction costs. The carrying amount of the conversion option is not remeasured in subsequent years. Transaction costs are apportioned between the liability and equity components of the convertible debentures based on the allocation of proceeds to the liability and equity components when the instruments are first recognised.

If the conversion option of convertible bonds exhibits characteristics of an embedded derivative, it is separated from its liability component. On initial recognition, the derivative component of the convertible bonds is measured at fair value and presented as part of derivative financial instruments. Any excess of proceeds over the amount initially recognised as the derivative component is recognised as the liability component. Transaction costs are apportioned between the liability and derivative components of the convertible bonds based on the allocation of proceeds to the liability and derivative components when the instruments are initially recognised. The portion of the transaction costs relating to the liability component is recognised initially as part of the liability. The portion relating to the derivative component is recognised immediately in the profit or loss.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (k) Financial instruments (Continued)

#### (v) *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.

#### (vi) *Equity instruments*

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

#### (vii) *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 HKFRS 9.

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

### (l) Leasing

#### (i) *Accounting 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.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (I) Leasing (Continued)

#### (i) Accounting as a lessee (Continued)

##### Right-of-use asset

The right-of-use asset should be 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. Except for right-of-use asset that meets the definition of an investment property or a class of property, plant and equipment to which the Group applies the revaluation model, 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. For right-of-use asset that meets the definition of an investment property, they are carried at depreciated cost and for right-of-use asset that meets the definition of a leasehold land and buildings held for own use, they are carried at depreciated cost.

The Group accounts for leasehold land and buildings that are held for rental or capital appreciation purpose under HKAS 40 and are carried at depreciated cost. The Group accounts for leasehold land and buildings which is held for own use under HKAS 16 and are carried at revalued amount. Other than the above right-of-use assets, the Group also has leased a number of properties under tenancy agreements which the Group exercises its judgement and determines that it is a separate class of asset apart from the leasehold land and buildings which is held for own use. As a result, the right-of-use asset arising from the properties under tenancy agreements 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.

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 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) the 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.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (l) Leasing (Continued)

#### (i) Accounting as a lessee (Continued)

##### Lease liability (Continued)

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 modifications, e.g., a change in future lease payments arising from change in an index or rate, a change in the lease term, a change in the in substance fixed lease payments or a change in assessment to purchase the underlying asset.

#### (ii) Accounting as a lessor

The Group has leased out its investment properties to a number of tenants. 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.

### (m) Inventories

Inventories are initially recognised at cost, and subsequently 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/first-in, first-out 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.

### (n) 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.

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.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (n) Revenue recognition (Continued)

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 accrued 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 HKFRS 15.

#### (i) Manufacture and sales of graphite products

Customers obtain control of the graphite products when the goods are delivered to and have been accepted based on the shipping terms. Revenue is recognised upon when the customers accepted the graphite products. There is generally only one performance obligation. Invoices are usually payable within 90-120 days.

#### (ii) Manufacture and sales of electronic products

Customers obtain control of the products when the goods are delivered to and have been accepted. Revenue is thus recognised upon when the customers accepted the products. There is generally only one performance obligation. Invoices are usually payable within 90 days.

Some of the Group's contracts with customers from the sale of products provide customers a right of return (a right to exchange another product). These rights of return do not allow the returned goods to be refunded in cash. The right of return gives rise to variable consideration. The variable consideration is estimated at contract inception and constrained until the associated uncertainty is subsequently resolved. The application of the constraint on variable consideration increases the amount of revenue that will be deferred. In addition, a refund liability and a right to recover returned goods assets are recognised. In the comparative period, revenue for these contracts was recognised when a reasonable estimate of the returns could be made, provided that all other revenue recognition criteria are met. If a reasonable estimate could not be made, such revenue would be deferred until the return period lapsed or a reasonable estimate could be made. As a result of the change in accounting policy, the adoption of HKFRS 15 does not result in significant impact on the Group's accounting policies, as an exchange by customers of one product for another of the same type, quality, condition and price is not considered a return for the purposes of applying HKFRS 15.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (n) Revenue recognition (Continued)

#### (iii) Other income

Rental income under operating leases is recognised on a straight-line basis over the term of the relevant lease.

Interest income, on an accrual basis using the effective interest method by applying the rate that discounts the estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset.

Dividend income is recognised when the right to receive the dividend is established.

### (o) Contract liabilities

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

For a single contract with the customer, a net contract liability is presented. For multiple contracts, contract liabilities of unrelated contracts are not presented on a net basis.

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method.

### (p) Government grants

Government grants are recognised in the statement of financial position initially as deferred income when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as revenue in the profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are recognised in the profit or loss as revenue on a systematic basis over the useful life of the asset.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (q) Income taxes

Income taxes for the year comprise 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.

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 and recognised assets and liabilities that affect neither accounting nor taxable profits, 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.

An exception to the general requirement on determining the appropriate tax rate used in measuring deferred tax amount is when an investment property is carried at fair value under HKAS 40 "Investment Property". Unless the presumption is rebutted, the deferred tax amounts on these investment properties are measured using the tax rates that would apply on sale of these investment properties at their carrying amounts at the reporting date. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all the economic benefits embodied in the property over time, rather than through sale.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, associates and jointly controlled entities, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (r) 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.

On consolidation, income and expense items of foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the rates approximating to those ruling when the transactions took place are 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 exchange reserve (attributed to minority 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 exchange reserve.

On disposal of a foreign operation, the cumulative exchange differences recognised in the foreign exchange 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 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 exchange reserve.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (s) Employee benefits

#### (i) 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.

#### (ii) Defined contribution retirement plan

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

The Group has arranged in Hong Kong employees to join the Mandatory Provident Fund Scheme (the "MPF Scheme") established under the Mandatory Provident Fund Ordinance. Under the MPF Scheme, each of the Group (the "employer") and its employees makes monthly contributions to the Scheme at 5% of the employees' earnings as defined under the Mandatory Provident Fund Ordinance. The contributions from employer and each of the employees respectively are subject to a cap of HK\$1,500 per month and thereafter contributions are voluntary. The assets of the MPF Scheme are held separately from those of the Group and managed by an independent trustee.

The employees of the Group's subsidiaries operating in the People's Republic of China (the "PRC") are required to participate in a central pension scheme operated by the local municipal government. The subsidiaries are required to contribute a percentage of their payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

The subsidiary in the United Kingdom operates a defined contribution scheme for its employees. The assets of the scheme are held separately from those of the subsidiary. Contributions to defined contribution retirement schemes are charged to the profit or loss as incurred.

#### (iii) 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.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (t) Non-current assets held for sale and discontinued operations

Non-current assets and disposal groups are classified as held for sale when:

- they are available for immediate sale;
- management is committed to a plan to sell;
- it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn;
- an active programme to locate a buyer has been initiated;
- the asset or disposal group is being marketed at a reasonable price in relation to its fair value; and
- a sale is expected to complete within 12 months from the date of classification.

Non-current assets and disposal groups classified as held for sale are measured at the lower of:

- their carrying amount immediately prior to being classified as held for sale in accordance with the Group's accounting policy; and
- fair value less costs to sell.

Following their classification as held for sale, non-current assets (including those in a disposal group) are not depreciated.

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographic area of operations, or is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area operations, or is a subsidiary acquired exclusively with a view to resale.

When an operation is classified as discontinued, a single amount is presented in the consolidated income statement, which comprises the post-tax profit or loss of the discontinued operation and the post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets constituting the discontinued operation.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (u) Impairment of tangible and intangible assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount (i.e. the greater of the fair value less cost 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, unless the relevant asset is carried at a revalued amount under another standard, in which case the impairment loss is treated as a revaluation decrease under that standard.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount under another standard, in which case the reversal of the impairment loss is treated as a revaluation increase under that standard.

Value in use is based on the estimated future cash flows expected to be derived from the asset or CGU (see note 4(d)), discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

### (v) 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 will probably result in an outflow of economic benefits that can be reasonably 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.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (w) Related parties

- (a) 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.
- (b) An entity is related to the Group if any of the following conditions applies:
- (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 Company or an entity related to the Group.
  - (vi) The entity is controlled or jointly controlled by a person identified in (a).
  - (vii) A person identified in (a)(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 Company's parent.

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.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (x) Segmental reporting

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

The Group has identified the following reportable operating segments:

#### *Manufacture and sales of graphite products*

Through a wholly-owned subsidiary, Elate Graphite Limited, the Company is engaged in the business of manufacture and sales of graphite products worldwide.

#### *Manufacture and sales of electronic products*

Through its wholly-owned subsidiary, Axiom Manufacturing Services Limited in the United Kingdom, the Company is engaged in the business of manufacture and sales of electronic products. Most of Axiom's customers are located within the United Kingdom.

#### *Film production*

Through its wholly-owned subsidiary, Elate Graphite Limited, the Company developed a cultural industry business and multi-media products, including making movies, TV shows and Internet programs.

#### *Design and manufacturing services*

Through its wholly-owned subsidiary Greeve Limited, the Company is engaged in design and manufacturing business.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, the directors are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Given Covid-19 pandemic has created and may continue to create significant uncertainty in macroeconomic conditions, actual results may differ from these estimates.

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

### (a) Critical judgments in applying accounting policies

#### (i) Determination of functional currency

The Group measures foreign currency transactions in the respective functional currencies of the Company and its subsidiaries. In determining the functional currencies of the group entities, judgement is required to determine the currency that mainly influences sales prices for goods and services and of the country whose competitive forces and regulations mainly determines the sales prices of its goods and services. The functional currencies of the group entities are determined based on management's assessment of the economic environment in which the entities operate and the entities' process of determining sales prices.

#### (ii) Power to exercise significant influence

For certain investments with equity interests over 20%, management has assessed but there is an absence of any control, jointly control nor exercise significant influence over these companies as the Group did not participate in the financial and operating decisions of these companies during the year. Accordingly the directors are in the opinion that the investments are not deemed to be associates and accounted for as financial assets at FVTPL.

### (b) Key sources of estimation uncertainty

In addition to information disclosed elsewhere in these financial statements, other key sources of estimation uncertainty that have a significant risk of resulting a material adjustment to the carrying amounts of assets and liabilities within next financial year are as follows:

#### (i) Impairment of goodwill and intangible assets

Determining whether goodwill and intangible assets are impaired requires an estimation of the value in use of the CGUs to which goodwill and the intangible assets have been allocated. Value in use calculation requires the Group to estimate the present value of the future cash flows expected to arise from the CGUs containing goodwill and the intangible assets using suitable discount rates. Where the expected future cash flows arising from the relevant CGUs differ from the original estimation, an impairment loss may arise.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

### (b) Key sources of estimation uncertainty (Continued)

#### (ii) Income taxes

The Group is subject to income taxes in various jurisdictions. Significant judgment is required in determining the amount of the provision for taxation and the timing of payment of the related taxation. Where the final tax outcome is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the periods in which the final tax outcome is determined.

Deferred tax assets relating to certain tax losses will be recognised when management considers it is probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. Where the expectation is different from the original estimate, such difference will impact, where applicable and appropriate, the recognition of deferred tax assets and taxation in the periods in which such estimate is changed.

Deferred tax liabilities arise when the carrying amounts of the identifiable assets acquired in a business combination are recognised at their fair values at the acquisition date but the tax bases of the assets remain at cost to the previous owner, therefore a taxable temporary difference arises.

#### (iii) Estimated useful lives and impairment of property, plant and equipment and land use rights

In accordance with HKAS 16 "Property, Plant and Equipment", the Group estimates the useful lives of property, plant and equipment in order to determine the amount of depreciation expenses to be recorded. The useful lives are estimated at the time the asset is acquired based on historical experience, the expected usage, wear and tear of the assets, as well as technical obsolescence arising from changes in the market demands or service output of the assets. The Group also perform annual reviews on whether the assumptions made on useful lives continue to be valid. The Group tests annually whether the assets have suffered any impairment. The recoverable amount of an asset or a CGU is determined based on value in use calculations which require the use of assumptions and estimates.

#### (iv) Depreciation of property, plant and equipment

The Group depreciates its property, plant and equipment on a straight-line basis over their estimated useful lives, after taking into account their estimated residual value commencing from the date the asset is placed into productive use. The estimated useful lives reflect the directors' estimate of the periods that the Group intends to derive future economic benefits from the use of the Group's property, plant and equipment.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

### (b) Key sources of estimation uncertainty (Continued)

#### (v) *Leases – Estimating the incremental borrowing rate*

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group "would have to pay", which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

#### (vi) *Estimation of provision of inventories*

The management of the Group reviews the net realisable values of inventories at the end of the reporting periods based primarily on the latest contracted price and current market conditions, less the estimated costs of completion and costs to make the sale of the products (if any), to determine if any provision to write off or write down inventories to their net realisable values is necessary. Where the actual net realisable value of the inventories are less than expected, a material provision may arise.

#### (vii) *Impairment loss on trade and other receivables*

As disclosed in note 38(d), the measurement of impairment loss under HKFRS 9 across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment loss and the assessment if a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances.

It has been the Group's policy to regularly review its models in the context of actual loss experience and adjust when necessary.

At each reporting date, the Company assesses whether there has been a significant increase in credit risk for exposures since initial recognition by comparing the risk of default occurring over the expected life between the reporting date and the date of initial recognition. The Company considers reasonable and supportable information that is relevant and available without undue cost or effort for this purpose. This includes quantitative and qualitative information and also, forward-looking analysis.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

### (b) Key sources of estimation uncertainty (Continued)

#### (viii) *Impairment of joint ventures*

The impairment of joint ventures are based on 12-months ECLs in accordance with accounting policy stated in note 4(k)(ii). The Company considers reasonable and supportable information that is relevant and available without undue cost or effort for this purpose. This includes quantitative and qualitative information and also, forward-looking analysis.

It has been the Group's policy to regularly review its models in the context of actual loss experience and adjust when necessary.

At the reporting date, the Company assess whether there has been a maximum exposure to credit risk on the carrying amount as at 31 December 2020.

## 6. SEGMENT REPORTING

The Group has four reportable operating segments, which are described in note 4(x).

During the year, the chief operating decision-makers consider that the Group's trading securities operation did not constitute a business segment as at 31 December 2020 and for the year then ended for the purpose of segment reporting. Accordingly, the segment information for the prior year is represented to conform the year then ended presentation.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is a measure of adjusted profit/(loss) before income tax expense. The adjusted profit/(loss) before income tax expense is measured consistently with the Group's profit/(loss) before income tax expense except that interest income, finance costs, dividend income, as well as head office and corporate expenses are excluded from this measurement.

Segment assets exclude cash and cash equivalents and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment performance for the years ended 31 December 2020 and 2019 is set out below:

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 6. SEGMENT REPORTING (Continued)

### (a) Operating segments

For the year ended 31 December 2020

	Manufacture and sales of graphite products US\$'000	Manufacture and sales of electronic products US\$'000	Film production US\$'000	Design and manufacturing services US\$'000	Total US\$'000
Revenue from external customers	10,913	83,088	–	712	94,713
Segment results	(1,249)	7,542	(754)	6	5,545
Unallocated income:					
Interest from amount due from a joint venture					123
Unallocated expense:					(269)
Unallocated depreciation					(713)
Impairment of amount due from a joint venture					(144)
Staff costs					(297)
Profit from operating activities					4,245
Finance costs					(58)
Loss on disposal of subsidiaries, net					(563)
Income tax expense					(650)
Profit for the year					2,974
Segment assets	337,409	31,390	–	735	369,534
Reconciliation of segment assets:					
Unallocated corporate assets					29,533
Total assets					399,067
Segment liabilities	(531)	(15,001)	–	(208)	(15,740)
Reconciliation of segment liabilities:					
Unallocated corporate liabilities					(902)
Total liabilities					(16,642)
Depreciation	1,843	1,308	–	9	3,160
Significant non-cash expenses	1,670	208	–	–	1,878
Capital expenditure additions	3,235	1,735	–	47	5,017

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 6. SEGMENT REPORTING (Continued)

### (a) Operating segments (Continued)

For the year ended 31 December 2019 (represented)

	Manufacture and sales of graphite products US\$'000	Manufacture and sales of electronic products US\$'000	Film production US\$'000	Design and manufacturing services US\$'000	Total US\$'000
Revenue from external customers	28,380	64,791	–	488	93,659
Segment results	(2,294)	3,279	(3,975)	(70)	(3,060)
Unallocated expense:					
Unallocated depreciation					(285)
Impairment of amount due from a joint venture					(684)
Staff costs					(201)
Corporate overhead					(4,417)
Loss from operating activities					(8,647)
Finance costs					(42)
Income tax expense					(645)
Loss for the year					(9,334)
Segment assets	346,971	29,559	769	361	377,660
Reconciliation of segment assets:					
Unallocated corporate assets					34,680
Total assets					412,340
Segment liabilities	(17,542)	(14,065)	–	(252)	(31,859)
Reconciliation of segment liabilities:					
Unallocated corporate liabilities					(11,104)
Total liabilities					(42,963)
Depreciation	1,499	1,143	–	3	2,645
Significant non-cash expenses	1,714	–	3,975	–	5,689
Capital expenditure additions	7,057	2,284	–	17	9,358

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 6. SEGMENT REPORTING (Continued)

### (b) Disaggregation of revenue from contracts with customers

	Revenue		Total assets		Capital expenditure	
	2020	2019	2020	2019	2020	2019
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
United Kingdom	<b>83,800</b>	65,279	<b>58,096</b>	49,133	<b>1,782</b>	2,301
America	—	—	—	985	—	—
Hong Kong	—	—	<b>13,695</b>	25,816	—	—
China	<b>860</b>	19,389	—	13,383	—	28
Macau	—	—	<b>2,783</b>	10,535	<b>1</b>	—
Madagascar	<b>10,053</b>	8,991	<b>324,493</b>	312,488	<b>3,235</b>	7,029
	<b>94,713</b>	93,659	<b>399,067</b>	412,340	<b>5,018</b>	9,358

### (c) Information about major customers

Revenue from customers of the corresponding years contributing over 10% of the total revenue of the Group are as follows:

	2020 US\$'000	2019 US\$'000
Customer A	<b>23,269</b>	17,584
Customer B ( <i>note</i> )	<b>17,224</b>	N/A
Customer C	<b>13,905</b>	14,095

*Note:* The customer contributed less than 10% of the Group's revenue for the year ended 31 December 2019.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 7. REVENUE AND OTHER INCOME

Revenue mainly represents revenue from manufacture and sales of graphite products and manufacture and sales of electronic products.

An analysis of the Group's revenue and other income is as follows:

	2020 US\$'000	2019 US\$'000
<b>Revenue from contracts with customers</b>		
Manufacture and sales of graphite products	<b>10,913</b>	28,380
Manufacture and sales of electronic products	<b>83,088</b>	64,791
Others	<b>712</b>	488
	<b>94,713</b>	93,659
<b>Timing of revenue recognition</b>		
At a point in time	<b>94,713</b>	93,659
<b>Other income</b>		
Bank interest income	2	4
Interest from other loan receivable	191	331
Interest from amount due from a joint venture	123	–
Dividend income	5	15
Government subsidy	68	–
Rental income	1,538	2,413
Foreign exchange gain, net	2,716	–
Sundry income	47	674
	<b>4,690</b>	3,437

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

	2020 US\$'000	2019 US\$'000
Trade receivables ( <i>note 22</i> )	<b>20,783</b>	12,445
Contract liabilities ( <i>note 27</i> )	<b>90</b>	3,508

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 7. REVENUE AND OTHER INCOME (Continued)

The contract liabilities mainly relate to the advance consideration received from customers.

As at 31 December 2020, the aggregated amount of the transaction price allocated to the remaining performance obligations under the Group's existing contracts is US\$90,000 (2019: US\$3,508,000). This amount represents revenue expected to be recognised in the future from partially-completed contracts of sales of graphite products. The Group will recognise the expected revenue in future when or as the work is completed, which is expected to occur in the next 12 to 36 months.

## 8. PROFIT/(LOSS) FROM OPERATING ACTIVITIES

The Group's profit/(loss) from operating activities is arrived at after charging/(crediting):

	2020 US\$'000	2019 US\$'000
Depreciation:		
– owned property, plant and equipment and investment properties	<b>3,061</b>	2,358
– right-of-use assets included within:		
– leasehold land	4	36
– properties	208	226
– plant and machinery	156	310
Costs of inventories sold	<b>80,063</b>	86,513
Staff costs (including directors' remuneration ( <i>note 10</i> ))	<b>17,829</b>	13,746
Auditor's remuneration		
– audit fee	463	576
– other services	10	14
Impairment loss on inventories	<b>208</b>	161
Impairment loss/(reversal of impairment loss) on financial assets, net:		
– trade receivables	1,680	802
– other receivables	(10)	118
– amount due from a joint venture	713	684
Impairment loss on intangible assets	–	3,975
Loss on disposal of intangible assets	<b>754</b>	–
Loss on disposal of subsidiaries, net	<b>563</b>	–
Short-term lease expenses	<b>93</b>	51
Foreign exchange (gain)/loss, net	<b>(2,716)</b>	472

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 9. FINANCE COSTS

	2020 US\$'000	2019 US\$'000
Interest on lease liabilities	58	42

## 10. DIRECTORS' REMUNERATION AND EMPLOYEES' EMOLUMENTS

### (a) Directors' remuneration

Directors' remuneration disclosed pursuant to Section 383 of the Hong Kong Companies Ordinance (Cap. 622) and the Companies (Disclosure of Information about Benefits of Directors) Regulation (Cap. 622G) is as follows:

Name of directors	Fees US\$'000	Salaries, allowances and benefits	Retirement scheme contributions	2020 Total US\$'000
		in kind US\$'000	US\$'000	
<b>Executive directors</b>				
Zhang Xue	–	31	2	33
Feng Zhong Yun	–	15	–	15
<b>Independent non-executive directors</b>				
Lu Ren Jie*	2	–	–	2
Chai Woon Chew	15	–	–	15
Ng Lai Po	22	–	1	23
Han Zhi Jun#	15	–	–	15
Xu Jia Yin^	–	–	–	–
Ye Yi Fan@	–	–	–	–
	<b>54</b>	<b>46</b>	<b>3</b>	<b>103</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 10. DIRECTORS' REMUNERATION AND EMPLOYEES' EMOLUMENTS (Continued)

### (a) Directors' remuneration (Continued)

Name of directors	Fees US\$'000	Salaries, allowances and benefits in kind US\$'000	Retirement scheme contributions US\$'000	2019 Total US\$'000
<b>Executive directors</b>				
Zhang Xue	–	31	1	32
Feng Zhong Yun	–	15	–	15
<b>Independent non-executive directors</b>				
Lu Ren Jie*	20	–	–	20
Chai Woon Chew	15	–	–	15
Ng Lai Po	15	–	1	16
Han Zhi Jun	15	–	–	15
	65	46	2	113

\* Mr. Lu Ren Jie resigned as an independent non-executive director of the Company with effect from 10 January 2020.

# Mr. Han Zhi Jun resigned as an independent non-executive director of the Company with effect from 28 December 2020.

^ Ms. Xu Jia Yin appointed as an independent non-executive director of the Company with effect from 28 December 2020 and resigned as an independent non-executive director of the Company with effect from 8 January 2021.

@ Ms. Ye Yi Fan appointed as an independent non-executive director of the Company with effect from 8 January 2021.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the current and prior years.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 10. DIRECTORS' REMUNERATION AND EMPLOYEES' EMOLUMENTS (Continued)

### (b) Staff cost (including directors' remuneration)

	2020 US\$'000	2019 US\$'000
Fees	54	65
Salaries, allowances and other benefits in kind	<b>17,661</b>	13,603
Retirement scheme contributions	114	78
	<b>17,829</b>	13,746

## 11. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year did not include any director (2019: Nil) details of whose remuneration are set out in note 10 above. The details of the remuneration of the five non-directors (2019: five), highest paid employees are set out below:

	2020 US\$'000	2019 US\$'000
Salaries, allowances and other benefits in kind	<b>1,903</b>	1,029

The remuneration of the non-director, highest paid employees fell within the following bands:

	Number of non-directors	
	2020	2019
US\$0 to US\$128,200 (equivalent to HK\$0 to HK\$1,000,000)	1	1
US\$192,301 to US\$256,400 (equivalent to HK\$1,500,001 to HK\$2,000,000)	–	3
US\$256,401 to US\$320,500 (equivalent to HK\$2,000,001 to HK\$2,500,000)	–	1
US\$384,601 to US\$448,700 (equivalent to HK\$3,000,001 to HK\$3,500,000)	3	–
US\$448,701 to US\$572,800 (equivalent to HK\$3,500,001 to HK\$4,500,000)	1	–
	<b>5</b>	5

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 12. INCOME TAX EXPENSE

**(a) Income tax expense in the consolidated statement of profit or loss represents:**

	2020 US\$'000	2019 US\$'000
Hong Kong profits tax charge		
– Current	15	43
Overseas tax charge		
– Current	169	199
Deferred tax ( <i>note 20</i> )	<b>466</b>	403
 Tax charge for the year	 <b>650</b>	 645

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profits arising in Hong Kong during the year, except for one subsidiary of the Group which is a qualifying entity under the two-tiered profits tax rates regime effective from the year of assessment 2018/2019. The first HK\$2,000,000 of assessable profits of this subsidiary is taxed at 8.25% and the remaining assessable profits are taxed at 16.5%.

Taxation for overseas subsidiaries is charged at the appropriate current rates of taxation ruling in the relevant countries.

Deferred tax charge for the year represents deferred tax provided in the United Kingdom subsidiaries.

**(b) Reconciliation between income tax expense and accounting profit/(loss) at applicable tax rates:**

	2020 US\$'000	2019 US\$'000
Profit/(loss) before income tax expense	<b>3,624</b>	(8,689)
 Tax on profit/(loss) before tax, calculated at the rates applicable to profits in the countries concerned	 800	 (1,175)
Tax effect of non-deductible expenses	1,095	1,247
Tax effect of non-taxable income	(928)	(458)
Tax effect of tax losses not recognised	–	970
Tax losses recognised	(407)	(344)
Tax effect of other temporary differences not recognised	90	405
 Income tax expense	 <b>650</b>	 645



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 13. EARNINGS/(LOSS) PER SHARE

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

	2020 US\$'000	2019 US\$'000
<b>Earnings/(loss)</b> Profit/(loss) for the purposes of basic and diluted earnings/(loss) per share	<b>2,974</b>	(9,334)
<b>Number of shares</b> Weighted average number of ordinary shares for the purposes of basic and diluted earnings/(loss) per share	<b>6,422,982,500</b>	5,422,588,600

The denominators used are the same as those detailed above for both basic and diluted earnings/(loss) per share.

Diluted earnings/(loss) per share is of the same amount as the basic earnings/(loss) per share as there were no potential dilutive ordinary shares outstanding as at 31 December 2020 and 2019.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 14. PROPERTY, PLANT AND EQUIPMENT

	Land and buildings US\$'000	Plant and machinery US\$'000	Furniture, fixtures and computers US\$'000	Motor vehicles US\$'000	Constructions in progress US\$'000	Total US\$'000
Cost or valuation:						
At 1 January 2020	10,221	25,944	7,998	222	563	44,948
Exchange differences	194	463	309	(1)	–	965
Additions	–	1,567	216	–	3,235	5,018
Disposal of subsidiaries (note 35)	(3,881)	(702)	(37)	(38)	–	(4,658)
Transfer	1,254	(1,254)	–	–	–	–
<b>At 31 December 2020</b>	<b>7,788</b>	<b>26,018</b>	<b>8,486</b>	<b>183</b>	<b>3,798</b>	<b>46,273</b>
Representing:						
Cost	–	26,018	8,486	183	3,798	38,485
Valuation	7,788	–	–	–	–	7,788
	<b>7,788</b>	<b>26,018</b>	<b>8,486</b>	<b>183</b>	<b>3,798</b>	<b>46,273</b>
Accumulated depreciation:						
At 1 January 2020	1,436	10,069	6,272	215	–	17,992
Exchange differences	(20)	327	245	–	–	552
Disposal of subsidiaries (note 35)	(1,462)	(588)	(37)	(32)	–	(2,119)
Charge for the year	46	2,307	402	–	–	2,755
<b>At 31 December 2020</b>	<b>–</b>	<b>12,115</b>	<b>6,882</b>	<b>183</b>	<b>–</b>	<b>19,180</b>
Net book value:						
<b>At 31 December 2020</b>	<b>7,788</b>	<b>13,903</b>	<b>1,604</b>	<b>–</b>	<b>3,798</b>	<b>27,093</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 14. PROPERTY, PLANT AND EQUIPMENT (Continued)

	Land and buildings US\$'000	Plant and machinery US\$'000	Furniture, fixtures and computers US\$'000	Motor vehicles US\$'000	Constructions in progress US\$'000	Total US\$'000
Cost or valuation:						
At 1 January 2019	9,821	17,460	7,351	222	961	35,815
Exchange differences	105	329	205	–	4	643
Additions	–	6,903	442	–	850	8,195
Transfer	–	1,252	–	–	(1,252)	–
Revaluation	295	–	–	–	–	295
<b>At 31 December 2019</b>	<b>10,221</b>	<b>25,944</b>	<b>7,998</b>	<b>222</b>	<b>563</b>	<b>44,948</b>
Representing:						
Cost	3,933	25,944	7,998	222	563	38,660
Valuation	6,288	–	–	–	–	6,288
	<b>10,221</b>	<b>25,944</b>	<b>7,998</b>	<b>222</b>	<b>563</b>	<b>44,948</b>
Accumulated depreciation:						
At 1 January 2019	1,270	8,325	5,761	213	–	15,569
Exchange differences	(21)	231	159	–	–	369
Charge for the year	187	1,513	352	2	–	2,054
<b>At 31 December 2019</b>	<b>1,436</b>	<b>10,069</b>	<b>6,272</b>	<b>215</b>	<b>–</b>	<b>17,992</b>
Net book value:						
<b>At 31 December 2019</b>	<b>8,785</b>	<b>15,875</b>	<b>1,726</b>	<b>7</b>	<b>563</b>	<b>26,956</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 14. PROPERTY, PLANT AND EQUIPMENT (Continued)

The analysis of net book value of properties is as follows:

	2020 US\$'000	2019 US\$'000
Properties		
– freehold outside Hong Kong	<b>7,788</b>	6,288
– medium lease outside Hong Kong	–	2,497
	<b>7,788</b>	8,785

The freehold land and buildings were revalued on 31 December 2020 on the basis of their open market value by Cooke & Arkwright, an independent firm of chartered surveyors.

The Group's freehold land and buildings were classified under level 3 in the fair value hierarchy. A reconciliation of the opening and closing fair value balance is provided below.

	2020 US\$'000	2019 US\$'000
Opening balance (level 3 recurring fair value)	<b>6,288</b>	5,826
Exchange differences	<b>246</b>	167
Transfer	<b>1,254</b>	–
Gains included in other comprehensive income:		
Revaluation of land and buildings	–	295
Closing balance (level 3 recurring fair value)	<b>7,788</b>	6,288

The fair value of freehold land and buildings were determined based on the market comparable approach that reflects recent transaction prices for similar properties, adjusted for differences in the nature, location and condition of the freehold land and buildings under review. These adjustments are based on unobservable inputs.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 14. PROPERTY, PLANT AND EQUIPMENT (Continued)

Details about the valuation inputs are as follows:

Properties	Location	Level	Valuation technique	Unobservable inputs	Range of unobservable inputs
Land and buildings	United Kingdom	3	Market comparable approach	Discount/Premium on quality and characteristics of properties	-5% to 5%

Higher premiums or discounts for differences in the quality and characteristics of the Group's properties would result in correspondingly higher or lower fair values.

There has been no change to the valuation technique during the year.

The fair value measurement is based on the above properties' highest and best use, which does not differ from their actual use.

Had the Group's freehold land and buildings been measured on a historical cost basis, their carrying amount would have been US\$5,176,000 (2019: US\$3,903,000).

During the year ended 31 December 2020 there were no transfers into or out of Level 3 or any other Level. The Group's policy is to recognise transfers between Levels of the fair value hierarchy as at the end of the reporting period in which they occur.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 15. INVESTMENT PROPERTIES

	US\$'000
Cost:	
At 1 January 2019	9,103
Additions	222
Exchange differences	54
	<hr/>
At 31 December 2019 and 1 January 2020	9,379
Additions	–
Exchange differences	77
	<hr/>
At 31 December 2020	9,456
Accumulated depreciation:	
At 1 January 2019	273
Change for the year	304
Exchange differences	4
	<hr/>
At 31 December 2019 and 1 January 2020	581
Change for the year	306
Exchange differences	4
	<hr/>
At 31 December 2020	891
Net book value:	
At 31 December 2020	8,565
	<hr/>
At 31 December 2019	8,798

The Group's investment properties are measured using a cost model and are leased to third parties under operating leases to earn rental income of US\$758,000 (2019: US\$1,401,000).

As at 31 December 2020, in the opinion of the directors, the fair value of the Group's investment properties, with reference to recent market transactions valued by Roma Appraisals Limited and Cooke & Arkwright, independent firms of chartered surveyors, were US\$8,762,000 (2019: US\$9,050,000).

The directors considered that no provision for impairment loss on the investment properties as they were all rented out and the cash inflows generated therefrom sufficiently cover the cost of the investment properties.

During the year ended 31 December 2020 there were no transfers into or out of Level 3 or any other Level. The Group's policy is to recognise transfers between Levels of the fair value hierarchy as at the end of the reporting period in which they occur.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 16. LEASES

### (a) Right-of-use assets

The carrying amount of the Group's right-of-use assets and the movements during the year are as follows:

	Leasehold land US\$'000	Properties US\$'000	Plant and machinery US\$'000	Total US\$'000
At 1 January 2019	2,501	526	328	3,355
Additions	–	–	941	941
Depreciation	(36)	(226)	(310)	(572)
Exchange differences	(38)	–	(52)	(90)
 At 31 December 2019 and 1 January 2020	 2,427	 300	 907	 3,634
 Additions	 –	 201	 –	 201
Disposal of subsidiaries (note 35)	(2,390)	–	–	(2,390)
Depreciation	(4)	(208)	(156)	(368)
Exchange differences	(33)	–	32	(1)
 <b>At 31 December 2020</b>	 <b>–</b>	 <b>293</b>	 <b>783</b>	 <b>1,076</b>

### (b) Lease liabilities

The present value of future lease liabilities are analysed as:

	2020 US\$'000	2019 US\$'000
Current	429	384
Non-current	507	725
	<b>936</b>	<b>1,109</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 16. LEASES (Continued)

### (b) Lease liabilities (Continued)

	<b>Leased properties</b> US\$'000	<b>Plant and machinery</b> US\$'000	<b>Total</b> US\$'000
At 1 January 2019	526	33	559
Additions	–	941	941
Interest expense	20	22	42
Lease payments	(233)	(212)	(445)
Exchange differences	–	12	12
At 31 December 2019 and 1 January 2020	313	796	1,109
Additions	201	–	201
Interest expense	36	22	58
Lease payments	(242)	(217)	(459)
Exchange differences	–	27	27
<b>At 31 December 2020</b>	<b>308</b>	<b>628</b>	<b>936</b>

Future lease payments are due as follows:

	<b>Minimum lease payments</b>	<b>Interest 2020</b> US\$'000	<b>Present value 2020</b> US\$'000
	<b>2020</b> US\$'000		
Not later than one year	<b>463</b>	<b>34</b>	<b>429</b>
Later than one year and not later than two years	<b>300</b>	<b>24</b>	<b>276</b>
Later than two years and not later than five years	<b>257</b>	<b>26</b>	<b>231</b>
	<b>1,020</b>	<b>84</b>	<b>936</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 16. LEASES (Continued)

### (b) Lease liabilities (Continued)

	Minimum lease payments 2019 US\$'000	Interest 2019 US\$'000	Present value 2019 US\$'000
Not later than one year	415	31	384
Later than one year and not later than two years	336	24	312
Later than two years and not later than five years	460	47	413
	1,211	102	1,109

### (c) Operating leases – lessor

The Group's investment properties are leased to third parties under operating leases to earn rental income. The minimum rent receivables under non-cancellable operating leases are as follows:

	2020 US\$'000	2019 US\$'000
Not later than one year	168	204
Later than one year and not later than five years	–	161
	168	365

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 17. INTANGIBLE ASSETS

	<b>Goodwill</b> US\$'000	<b>Customer contract</b> US\$'000	<b>Film right</b> US\$'000	<b>Total</b> US\$'000
<b>Cost:</b>				
At 1 January 2019	171	586	12,136	12,893
Exchange differences	–	16	–	16
At 31 December 2019 and 1 January 2020	171	602	12,136	12,909
Disposal	–	–	(12,136)	(12,136)
Exchange differences	–	23	–	23
<b>At 31 December 2020</b>	<b>171</b>	<b>625</b>	<b>–</b>	<b>796</b>
Accumulated amortisation and impairment:				
At 1 January 2019	–	178	7,392	7,570
Charge for the year	–	90	–	90
Impairment	–	–	3,975	3,975
Exchange differences	–	6	–	6
At 31 December 2019 and 1 January 2020	–	274	11,367	11,641
Charge for the year	–	93	–	93
Disposal	–	–	(11,367)	(11,367)
Exchange differences	–	13	–	13
<b>At 31 December 2020</b>	<b>–</b>	<b>380</b>	<b>–</b>	<b>380</b>
Carrying amount:				
<b>At 31 December 2020</b>	<b>171</b>	<b>245</b>	<b>–</b>	<b>416</b>
At 31 December 2019	171	328	769	1,268

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 17. INTANGIBLE ASSETS (Continued)

Goodwill and customer contract arose from the acquisition of 100% equity interest in Greeve Limited on 20 July 2016. Customer contract represents a sales agreement entered by Greeve Limited with a customer in the United Kingdom for 7 years. It was identified as an intangible asset upon the acquisition of Greeve Limited. The cost of the customer contract was measured at fair value at the date of acquisition. Subsequently, the customer contract is carried at cost less accumulated amortisation and accumulated impairment losses.

The recoverable amounts of Greeve Limited as at 31 December 2020 to which the goodwill and customer contract allocated were determined from value in use calculations based on cash flow projections from formally approved budgets covering a five-year period. Cash flows beyond the five-year period are extrapolated using an estimated weighted average growth rate of 1.21% (2019: 0%). Key assumptions were based on past performance, management estimation on market development and general inflation based on the growth rates which did not exceed the long-term average growth rates for the businesses in which the CGUs operates. The discount rates used for value in use calculations are pre-tax and reflected specific risks relating to the relevant CGUs.

The key assumptions used for value in use calculations are as follows:

	2020	2019
Discount rate	<b>6.76%</b>	9.01%
Terminal growth rate	<b>2%</b>	3%

Apart from the considerations described above in determining the value in use of the CGUs, management was not aware of any other probable changes that would necessitate changes in the key assumptions.

On 15 December 2020, the Company entered into an agreement with an independent third party to dispose of the film right at a consideration of HK\$120,000 (equivalent to approximately US\$15,000). On 30 December 2020, the disposal was completed and a loss on disposal of US\$754,000 was recognised in profit or loss.

As at 31 December 2019, the recoverable amount of the Group's film right was determined based on value in use calculation. The discount rate used for value in use calculation was 15.89%. An impairment of US\$3,975,000 was recognised in profit or loss for the year ended 31 December 2019 due to unfavourable change in market condition which delayed the expected date of release of the film.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 18. INTERESTS IN SUBSIDIARIES

	<b>The Company</b>	
	<b>2020</b>	2019
	<b>US\$'000</b>	US\$'000
Unlisted shares, at cost	65	414
Amounts due from subsidiaries	<b>79,438</b>	552,794
	<b>79,503</b>	553,208
Provision for impairment	<b>(51,533)</b>	(202,544)
Carrying value at 31 December	<b>27,970</b>	350,664

The amounts due from subsidiaries are unsecured, interest-free and have no fixed terms of repayment.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 18. INTERESTS IN SUBSIDIARIES (Continued)

Details of the subsidiaries are as follows:

Company	Form of business structure	Place of incorporation	Place of operations	Issued/registered share capital	Percentage of issued share capital held by the Group		Principal activities
					2020 %	2019 %	
Axiom Manufacturing Services Limited	Limited liability company	United Kingdom	United Kingdom	13,564,002 ordinary shares of British Pound ("GBP") 1 each	100 <sup>(1)</sup>	100 <sup>(1)</sup>	Assembly of electronic components
Axiom MS Limited	Limited liability company	United Kingdom	United Kingdom	1,000 ordinary shares of GBP1 each	100 <sup>(1)</sup>	100 <sup>(1)</sup>	Property holding
China Resources Development Group Limited*	Limited liability company	Hong Kong	Hong Kong	85,000,000 ordinary shares of HK\$1 each	-	100 <sup>(1)</sup>	Investment holding
Cityhill Limited	Limited liability company	Cayman Islands	Hong Kong	1 ordinary share of US\$1 each	100	100	Dormant
Comp Hotel International Limited*	Limited liability company	British Virgin Islands	PRC	1 ordinary share of US\$1 each	-	100	Properties investment
Comp International Limited	Limited liability company	British Virgin Islands	Hong Kong	64,300 ordinary shares of US\$1 each	100	100	Dormant
Comp Media & Advertising Limited	Limited liability company	Hong Kong	Hong Kong	200 ordinary shares of HK\$1 each	100 <sup>(2)</sup>	100 <sup>(2)</sup>	Dormant
Comp Property International Limited*	Limited liability company	British Virgin Islands	Hong Kong	1 ordinary share of US\$1 each	-	100	Dormant
Cowley Technologies Corp.#	Corporate	The United States of America ("USA")	USA	16,100,000 ordinary shares of US\$0.0001 each	-	88.51 <sup>(1)</sup>	Investment holding
Easton Technologies Corp.*	Corporate	USA	USA	5,000,000 ordinary shares of US\$0.0001 each	-	85 <sup>(1)</sup>	Dormant

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 18. INTERESTS IN SUBSIDIARIES (Continued)

Details of the subsidiaries are as follows: (Continued)

Company	Form of business structure	Place of incorporation	Place of operations	Issued/registered share capital	Percentage of issued share capital held by the Group		Principal activities
					2020 %	2019 %	
Elate Graphite Limited	Limited liability company	Hong Kong	Hong Kong	1 ordinary share of HK\$1 each	100 <sup>(1)</sup>	100 <sup>(1)</sup>	Development of cultural industry and multi-media production and manufacture and sales of graphite products
Global Select Limited*	Limited liability company	British Virgin Islands	Madagascar	3 ordinary shares of US\$1 each	-	100	Investment holding, trading of graphite products and subletting of oil properties
Great Admirer Limited	Limited liability company	Hong Kong	Hong Kong	200 ordinary shares of HK\$1 each	100	100	Investment holding and securities trading
Greenway Technologies Corp. <sup>#</sup>	Corporate	USA	USA	2,000,000 ordinary shares of US\$0.0001 each	-	85	Dormant
Greeve Limited	Limited liability company	United Kingdom	United Kingdom	700 ordinary shares of GBP1 each	100 <sup>(1)</sup>	100 <sup>(1)</sup>	Design and manufacturing
Liaoning Sinorth Resources Co. Limited*	Wholly foreign owned enterprise	PRC	PRC	RMB70,461,854	-	100 <sup>(1)</sup>	Production and selling of graphite products
Moderation Limited*	Limited liability company	Hong Kong	Hong Kong	6 ordinary shares of HK\$1 each	-	100 <sup>(1)</sup>	Investment holding
Elate (PTE.) Limited <sup>^</sup>	Limited liability company	Singapore	Singapore	1 ordinary share of US\$1 each	100	-	Dormant

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 18. INTERESTS IN SUBSIDIARIES (Continued)

Details of the subsidiaries are as follows: (Continued)

Company	Form of business structure	Place of incorporation	Place of operations	Issued/registered share capital	Percentage of issued share capital held by the Group		Principal activities
					2020 %	2019 %	
Seaunion Development Limited*	Limited liability company	British Virgin Islands	Hong Kong	1 ordinary share of US\$1 each	–	100 <sup>(1)</sup>	Dormant
South Sea Graphite (Luobei) Co., Limited*	Wholly foreign owned enterprise	PRC	PRC	RMB90,023,000	–	100 <sup>(1)</sup>	Investment holding, leasing of property, plant and equipment exploration, production and selling of graphite products
South Sea Petroleum Holdings Limited. <sup>#</sup>	Limited liability company	Hong Kong	Hong Kong	1 ordinary share of HK\$1 each	–	100	Dormant
South Sea Properties (Global) Ltd.*	Limited liability company	British Virgin Islands	–	US\$50,000	–	100	Dormant
Unicorn Arts (Beijing) Limited*	Limited liability company	PRC	PRC	RMB3,000,000	–	100 <sup>(1)</sup>	Development of cultural industry and multi-media production

\* Disposed of during the year ended 31 December 2020

# Dissolved during the year ended 31 December 2020

^ Newly incorporated during the year ended 31 December 2020

(1) Held indirectly

(2) 99.5% held directly and 0.5% held indirectly

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results of the year or formed a substantial portion of the net assets of the Group.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## 19. INTEREST IN AND AMOUNT DUE FROM A JOINT VENTURE

The primary activity of the Group's joint venture is trading of gold, which is in line with the Group's strategy to explore new business opportunities.

The contractual arrangement provides the Group with only the rights to the net assets of the joint arrangement, with the rights to the assets and obligation for the liabilities of the joint arrangement resting primarily with the joint venture. Under HKFRS 11 this joint arrangement is classified as a joint venture and has been included in the consolidated financial statements using the equity method.

	2020 US\$'000	2019 US\$'000
Share of net assets	–	–
Amount due from a joint venture	<b>3,389</b>	1,368
Less: Provision for impairment	<b>(1,397)</b>	(684)
	<b>1,992</b>	684
Represented by:		
Current	–	684
Non-current	<b>1,992</b>	–
	<b>1,992</b>	684

The amount due from a joint venture is unsecured, interest bearing at 5% per annum (2019: interest free) and repayable at the end of the second year after the joint venture generating profits from its operation (2019: repayable on demand). The amount due from a joint venture will not be repaid to the Group on or before 31 December 2023. Therefore, it is included in non-current assets. The maximum exposure to credit risk as at 31 December 2020 was the carrying amount mentioned above. In general, the Group does not hold any collateral or other credit enhancements over the balance. The Group measures impairment loss based on the 12-months ECLs.

The following table reconciles the impairment allowance of amount due from a joint venture for the year:

	2020 US\$'000	2019 US\$'000
At 1 January	<b>684</b>	–
Impairment of amount due from a joint venture	<b>713</b>	684
At 31 December	<b>1,397</b>	684

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## 19. INTEREST IN AND AMOUNT DUE FROM A JOINT VENTURE (Continued)

Details of the joint venture are as follows:

Company	Place of incorporation	Place of operations	Issued/registered share capital	Percentage of issued share capital held by the Group		Principal activities
				2020 %	2019 %	
Gold Gold Limited	Hong Kong	Hong Kong	10,000 ordinary shares of HK\$1.00 each	50	50	Trading of gold

Summarised financial information of the joint venture, adjusted for any differences in accounting policies, is presented below:

	2020 US\$'000	2019 US\$'000
<b>As at 31 December</b>		
Current assets	902	1,620
Current liabilities	(624)	(3,132)
Net liabilities	(2,984)	(1,512)
<i>Included in the above amounts are:</i>		
Cash and cash equivalents	400	956
	2020 US\$'000	2019 US\$'000
Revenue	428	–
Loss from operating activities	(1,070)	(568)
Other comprehensive income for the year	–	–
Total comprehensive income for the year	(1,070)	(568)
<i>Included in the above amounts are:</i>		
Depreciation and amortisation	1	–
Interest income	1	2

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 20. DEFERRED TAX

The following are the major deferred tax (liabilities)/assets recognised by the Group, and the movements thereon, during the current and prior years.

	<b>Depreciation</b> US\$'000	<b>Tax losses carried forward</b> US\$'000	<b>Intangible asset</b> US\$'000	<b>Total</b> US\$'000
At 1 January 2019	865	(254)	(77)	534
(Charged)/credited to profit or loss ( <i>note 12</i> )	(1,039)	619	17	(403)
Exchange differences	10	1	(2)	9
<b>At 31 December 2019 and 1 January 2020</b>	<b>(164)</b>	<b>366</b>	<b>(62)</b>	<b>140</b>
(Charged)/credited to profit or loss ( <i>note 12</i> )	(111)	(373)	18	(466)
Exchange differences	(9)	7	(2)	(4)
<b>At 31 December 2020</b>	<b>(284)</b>	<b>–</b>	<b>(46)</b>	<b>(330)</b>

For the purpose of presentation in statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

	<b>2020</b> US\$'000	<b>2019</b> US\$'000
Deferred tax assets	–	202
Deferred tax liabilities	(330)	(62)
	<b>(330)</b>	<b>140</b>

Deferred tax asset has not been recognised for the following:

	<b>2020</b> US\$'000	<b>2019</b> US\$'000
Unused tax losses	<b>3,223</b>	<b>7,060</b>

No deferred tax asset has been recognised in respect of certain unused tax losses due to the unpredictability of future profit streams.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## 21. INVENTORIES

	2020 US\$'000	2019 US\$'000
Raw materials	<b>309,598</b>	314,390
Work in progress	<b>3,514</b>	–
Finished goods	<b>1,869</b>	2,097
	<b>314,981</b>	316,487

During the year, a write-down of inventories of US\$208,000 (2019: US\$161,000) was recognised in profit or loss.

## 22. TRADE RECEIVABLES

	2020 US\$'000	2019 US\$'000
Trade receivables	<b>20,783</b>	12,445

Included in trade receivables are trade debtors (net of impairment losses) with the following ageing analysis, based on invoice dates, as of the end of reporting period.

	2020 US\$'000	2019 US\$'000
0 – 30 days	<b>8,803</b>	6,885
31 – 60 days	<b>5,434</b>	4,020
61 – 90 days	<b>2,355</b>	1,438
Over 90 days	<b>4,191</b>	102
	<b>20,783</b>	12,445

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

Expected loss rates are based on actual loss experience over the past 2 years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 22. TRADE RECEIVABLES (Continued)

As at 31 December 2020, the Group collectively assessed trade receivables and recognised a net impairment loss of US\$1,680,000 (2019: US\$802,000) on the trade receivables.

The following tables provide information about the Group's exposure to credit risk and ECLs for trade receivables, including the trade receivables of a disposal group classified as held-for-sale, according to their past due dates:

	Expected loss rate	Gross carrying amount US\$'000	Loss allowance US\$'000	Net carrying amount US\$'000
At 31 December 2020				
Current	0%	12,378	(23)	12,355
1–30 days	14%	1,537	(210)	1,327
31–60 days	14%	2,104	(293)	1,811
61–90 days	9%	1,271	(117)	1,154
Over 90 days	20%	5,173	(1,037)	4,136
		22,463	(1,680)	20,783
At 31 December 2019				
Current	0%	9,353	–	9,353
1 – 30 days	0%	2,994	(2)	2,992
31 – 60 days	50%	8	(4)	4
61 – 90 days	16%	38	(6)	32
Over 90 days	16%	5,682	(1,423)	4,259
		18,075	(1,435)	16,640

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 22. TRADE RECEIVABLES (Continued)

The following table reconciles the impairment allowance of trade receivables for the year:

	2020 US\$'000	2019 US\$'000
At 1 January	–	635
Reversal of impairment of trade receivables	–	(633)
Impairment of trade receivables	<b>1,680</b>	1,435
Classified as assets held-for-sale	–	(1,435)
Exchange differences	–	(2)
At 31 December	<b>1,680</b>	–

All receivables are due for settlement no more than 60 days after issue and collectability is reviewed on an ongoing basis.

The maximum exposure to credit risk as at 31 December 2020 was the carrying amount mentioned above. In general, the Group does not hold any collateral or other credit enhancements over these balances.

## 23. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	2020 US\$'000	2019 US\$'000
Purchase deposits	–	4,011
Other deposits and prepayments	<b>957</b>	294
Other receivables	<b>1,667</b>	7,728
	<b>2,624</b>	12,033

As at 31 December 2019, other receivables included a loan with a principal amount of US\$3,600,000 which was unsecured, interest bearing at 5% per annum before 30 June 2020 and 8% per annum from 1 July 2020 to 31 December 2020. The amount has been fully repaid during the year ended 31 December 2020.

For the remaining balances of other receivables, deposits and prepayments, the Group does not hold any collateral as security.

The maximum exposure to credit risk at the reporting date is the carrying amounts of each class of receivables mentioned above. Further details on the Group's credit policy and credit risk arising from deposits and other receivables are set out in note 38(d).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 23. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

The following table reconciles the impairment allowance of other receivables for the year:

	2020 US\$'000	2019 US\$'000
At 1 January	<b>44</b>	–
Impairment of other receivables	<b>34</b>	118
Reversal of impairment of other receivables	<b>(44)</b>	–
Classified as assets held-for-sale	–	(74)
At 31 December	<b>34</b>	44

## 24. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2020 US\$'000	2019 US\$'000
Hong Kong listed shares	<b>164</b>	236

Movement during the year is as follows:

	Notes	2020 US\$'000	2019 US\$'000
At 1 January		<b>236</b>	310
Disposals	(i)	–	(80)
Net realised losses on disposals	(i)	–	(80)
Net unrealised (losses)/gains	(i)	<b>(72)</b>	86
At 31 December	(ii)	<b>164</b>	236
Total net (loss)/gain recognised in profit or loss related to financial assets at FVTPL held by the Group for the year		<b>(72)</b>	6

*Notes:*

- (i) During the year, the Group recognised unrealised losses on listed securities of US\$72,000 (2019: gain of US\$86,000).
- (ii) During the year ended 31 December 2019, the group disposed of certain listed securities and recognised net realised losses on disposals of US\$80,000.
- (iii) The maximum exposure to credit risk as at 31 December 2020 and 2019 is the carrying amounts mentioned above. In general, the Group does not hold any collateral or other credit enhancements over these balances.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 25. TRADE PAYABLES

	2020 US\$'000	2019 US\$'000
Trade payables	<b>7,232</b>	7,815

The ageing analysis of the trade payables is as follows:

	2020 US\$'000	2019 US\$'000
0 – 30 days	4,815	3,593
31 – 60 days	1,720	2,475
61 – 90 days	605	1,279
Over 90 days	92	468
	<b>7,232</b>	7,815

Trade payables principally comprise amounts outstanding for trade purchases and ongoing costs. The average credit period taken for trade purchases ranged from 30 to 90 days.

## 26. OTHER PAYABLES AND ACCRUALS

	2020 US\$'000	2019 US\$'000
Other payables	833	7,454
Accruals	5,515	3,579
Other tax payable	1,278	1,887
	<b>7,626</b>	12,920

## 27. CONTRACT LIABILITIES

	2020 US\$'000	2019 US\$'000
<i>Contract liabilities arising from:</i>		
Sales of graphite products	<b>90</b>	3,508

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 27. CONTRACT LIABILITIES (Continued)

Typical payment terms which impact on the amount of contract liabilities are as follows:

### Sale of graphite products

As noted above, the receipts in advance received from the customers remains as a contract liability until the goods have been transferred and accepted by the customer.

	2020 US\$'000	2019 US\$'000
At 1 January	<b>3,508</b>	2,339
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)	(2,329)
Increase in contract liabilities as a result of received receipts in advance from the customers that the goods have not yet transferred and not yet accepted by the customer	<b>2,097</b>	3,547
Disposal of subsidiaries (note 35)	<b>(5,424)</b>	–
Exchange differences	<b>(47)</b>	(49)
At 31 December	<b>90</b>	3,508

## 28. CONVERTIBLE DEBENTURES

### Convertible Debenture 4 April 2021

On 11 April 2011, the Company entered into a subscription agreement with RTM Financial Corp., ("RTM") for an aggregate of US\$250 million 3% interest convertible debentures due 4 April 2021 ("Convertible Debenture 4 April 2021").

RTM shall have the right to make subscription and conversion of Convertible Debenture 4 April 2021 in whole or in part in multiples within the conversion period.

The Company will issue the portion of debenture which is fully paid. RTM has the right to convert at US\$0.50 (equivalent to HK\$3.90) per share, or the then effective par value at the time of conversion. However, due to the prolonged low prices of the Company's shares, RTM lost their interest and patience in the Company and explicitly stated that they would not subscribe any Convertible Debenture 4 April 2021 within the conversion period. As at the date of this report, there is no unpaid balance between RTM and the Company. The subscription agreement will expire on 4 April 2021.

During the year ended 31 December 2020, no (2019: Nil) Convertible Debenture 4 April 2021 was issued by the Company.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 28. CONVERTIBLE DEBENTURES (Continued)

### Convertible Debenture 31 December 2021

On 30 December 2015, the Company entered into a subscription agreement with Sinocreative Limited ("Sinocreative") for an aggregate amount of HK\$1,000 million 0% interest convertible debentures due on 31 December 2021 ("Convertible Debenture 31 December 2021"). Sinocreative has the right to make subscription of the Convertible Debenture December 31 December 2021 one-off or by stages within the conversion period. Sinocreative is obliged to fully subscribe the Convertible Debenture 31 December 2021 and as an undertaking Sinocreative had paid HK\$1,000,000 up front deposit to the Company. The deposit will be refunded only when Convertible Debenture 31 December 2021 are fully subscribed.

The Company will issue the portion of debenture which is fully paid. Sinocreative has the right to convert at HK\$0.125 per share.

During the year ended 31 December 2020, no convertible debenture 31 December 2021 was issued by the Company.

The fair value of the debt component and the equity component was determined at each date of the issue of Convertible Debenture.

During the year ended 31 December 2019, the Company issued Convertible Debenture 31 December 2021 in the aggregate principal amount, net of expenses, of approximately HK\$27,600,000 (equivalent to US\$3,539,000). Immediate following the issue of the Convertible Debenture 31 December 2021, 232,422,400 shares of the Company were issued.

The fair value of the debt component and the equity component was determined at each date of the issue of Convertible Debenture 31 December 2021 during the year ended 31 December 2019 as it meets the fixed-for-fixed criteria.

### Convertible Debenture 2028

On 25 April 2018, the Company entered into a subscription agreement with China Minerals International Limited ("CMI") for an aggregate amount of HK\$600 million 0% interest convertible debentures due on 25 April 2028 ("Convertible Debenture 2028"). CMI shall have the right to make subscription and conversion of Convertible Debenture 2028 in whole or in part in multiples of HK\$10,000 within the conversion period.

The Company will issue the portion of debenture which is fully paid. CMI has the right to convert at HK\$0.06 per share.

During the year ended 31 December 2020, the Company issued Convertible Debenture 2028 in the aggregate principal amount, net of expenses, of approximately HK\$58,225,000 (equivalent to US\$7,464,000). Immediate following the issue of the Convertible Debenture 2028, 1,021,500,000 shares of the Company were issued.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 28. CONVERTIBLE DEBENTURES (Continued)

### Convertible Debenture 2028 (Continued)

During the year ended 31 December 2019, the Company issued Convertible Debenture 2028 in the aggregate principal amount, net of expenses, of approximately HK\$43,890,000 (equivalent to US\$5,627,000). Immediate following the issue of the Convertible Debenture 2028, 770,000,000 shares of the Company were issued.

It is the mutual agreement between Company and the subscribers of the convertible debentures that immediate upon each subscription, the issued convertible debenture would be converted into shares of the Company.

Upon each conversion, the fair value of the issued CDs (i.e. the amount received by the Company) was immediately be reclassified to the Company's share capital and share premium and therefore there would be no unconverted issued convertible debentures at the end of each reporting period. Accordingly as at 31 December 2019 and 31 December 2020, no financial liability or equity component is recorded in the consolidated financial statements.

## 29. SHARE CAPITAL

	The Company			
	2020		2019	
	Number of ordinary shares	Amount US\$'000	Number of ordinary shares	Amount US\$'000
<b>Issued and fully paid:</b>				
At 1 January	<b>5,985,131,478</b>	<b>599,596</b>	4,982,709,078	590,430
Issue of shares upon conversion of the convertible debentures (note)	<b>1,021,500,000</b>	<b>7,464</b>	1,002,422,400	9,166
At 31 December	<b>7,006,631,478</b>	<b>607,060</b>	5,985,131,478	599,596

*Note:* During the year ended 31 December 2020, 1,021,500,000 (2019: 1,002,422,400) ordinary shares were issued by exercising the convertible debentures for an aggregate principal amount, net of expenses, of approximately HK\$58,225,000 (equivalent to US\$7,464,000) (2019: approximately HK\$71,490,000 (equivalent to US\$9,166,000)) (note 28).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 30. PARENT COMPANY STATEMENT OF FINANCIAL POSITION

	<i>Notes</i>	2020 US\$'000	2019 US\$'000
<b>Non-current assets</b>			
Property, plant and equipment		1	–
Right-of-use assets		293	301
Interests in subsidiaries	18	27,970	350,664
Amount due from a joint venture		1,950	–
		<b>30,214</b>	350,965
<b>Current assets</b>			
Other receivables, deposits and prepayments		112	99
Financial assets at fair value through profit or loss		2	3
Cash and bank balances		511	226
		<b>625</b>	328
<b>Current liabilities</b>			
Other payables and accruals		575	7,419
Lease liabilities		231	193
		<b>806</b>	7,612
<b>Net current liabilities</b>		<b>(181)</b>	(7,284)
<b>Total assets less current liabilities</b>		<b>30,033</b>	343,681
<b>Non-current liabilities</b>			
Lease liabilities		77	121
<b>NET ASSETS</b>		<b>29,956</b>	343,560
<b>CAPITAL AND RESERVES</b>			
Share capital	29	607,060	599,596
Reserves	30(a)	(577,104)	(256,036)
		<b>29,956</b>	343,560

On behalf of the directors

**FENG ZHONG YUN**  
*Managing Director*

**ZHANG XUE**  
*Executive Director*



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 30. PARENT COMPANY STATEMENT OF FINANCIAL POSITION (Continued)

- (a) The movement of reserves during the year is as follows:

	Translation reserve US\$'000	Accumulated losses US\$'000	Total US\$'000
At 1 January 2019	128	(228,624)	(228,496)
Loss and total comprehensive income for the year	–	(27,540)	(27,540)
At 31 December 2019 and 1 January 2020	128	(256,164)	(256,036)
Loss and total comprehensive income for the year	–	(321,068)	(321,068)
<b>At 31 December 2020</b>	<b>128</b>	<b>(577,232)</b>	<b>(577,104)</b>

At 31 December 2020, the Company had no reserves (2019: Nil), as calculated under the provisions of Part 6 of the Hong Kong Companies Ordinance (Cap.622), available for distribution to shareholders.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 31. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

### (a) Net cash generated from operating activities

	Notes	2020 US\$'000	2019 US\$'000
Profit/(loss) before income tax expense		<b>3,624</b>	(8,689)
Dividend income	7	(5)	(15)
Interest income	7	(316)	(335)
Interest on lease liabilities	9	58	42
Fair value loss/(gain) on financial assets at FVTPL	24	72	(6)
Depreciation	8	<b>3,429</b>	2,930
Amortisation of customer contract	17	<b>93</b>	90
Impairment of intangible assets	8,17	—	3,975
Impairment of inventories	21	<b>208</b>	161
Impairment of amount due from a joint venture	19	<b>713</b>	684
Impairment of trade receivables, net	22	<b>1,680</b>	802
(Reversal of impairment)/impairment of other receivables, net	8	(10)	118
Loss on disposal of intangible assets	8	<b>754</b>	—
Loss on disposal of subsidiaries, net	8	<b>563</b>	—
Operating profit/(loss) before working capital		<b>10,863</b>	(243)
Decrease in inventories		<b>1,208</b>	7,371
(Increase)/decrease in trade receivables		(9,539)	6,018
Decrease in other receivables, deposits and prepayments		<b>7,890</b>	735
Increase in amount due from a joint venture		(2,021)	(403)
Decrease in trade payables		(547)	(8,022)
Increase in contract liabilities		<b>2,053</b>	1,218
Increase/(decrease) in other payables and accruals		<b>1,055</b>	(1,942)
Cash generated from operating activities		<b>10,962</b>	4,732
Tax paid		—	(6)
Net cash generated from operating activities		<b>10,962</b>	4,726

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## 31. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

### (b) Reconciliation of liabilities arising from financing activities:

	2020 US\$'000	2019 US\$'000
<b>Lease liabilities (note 16(b))</b>		
At 1 January	<b>1,109</b>	559
Changes from financing cash flows:		
Proceeds	–	941
Repayment of principal portion	<b>(401)</b>	(403)
Repayment of interest	<b>(58)</b>	(42)
Total changes from financing activities	<b>(459)</b>	496
Other changes:		
Additions	<b>201</b>	–
Interest expense	<b>58</b>	42
Exchange differences	<b>27</b>	12
At 31 December	<b>936</b>	1,109

### (c) Major non-cash transactions

During the year ended 31 December 2020, the Company issued convertible debentures with aggregate principal amount, net of expenses, of approximately HK\$48,573,000 (equivalent to US\$6,227,000). The proceeds were settled against the amounts prepaid by the subscribers in previous years, which was recognised as other payables as at 31 December 2019.

During the year ended 31 December 2019, the Company issued convertible debentures with aggregate principal amount, net of expenses, of approximately HK\$71,490,000 (equivalent to US\$9,166,000). The proceeds were settled against the amounts prepaid by the subscribers in previous years, which was recognised as other payables as at 31 December 2018.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## 32. CAPITAL COMMITMENTS

The Group had no capital commitment as at 31 December 2020 and 2019.

## 33. COMPENSATION OF KEY MANAGEMENT PERSONNEL

Remuneration for key management personnel of the group, including amounts paid to the Company's executive directors as disclosed in note 10(a) and certain of the highest paid employees as disclosed in note 11, is as follows:

	2020 US\$'000	2019 US\$'000
Salaries, allowances and benefits in kind	1,952	1,103

Total remuneration is included in "staff costs" as disclosed in note 10(b).

## 34. RELATED PARTY TRANSACTIONS

Saved as disclosed elsewhere in the consolidated financial statements, the Group has not entered into other material related party transactions during the years ended 31 December 2020 and 2019.

## 35. DISPOSAL OF SUBSIDIARIES

- (a) During the year of 2019, the Company decided to strategically restructure the companies in the Group and to make it operate more effective. The directors of the Company resolved to dispose of the entire equity interest in Global Select Limited and its seven subsidiaries (the "GS Group"). The companies in the GS Group were wholly-owned subsidiaries of the Company. Some of them have been dormant for a period of time and others were previously involved in certain graphite business in Liaoning Province and Heilongjiang Province in China, which has little operations now. In this connection, the Board resolved to dispose of the entire equity interest of the GS Group and classified them as held-for-sale at 31 December 2019, as reported in the 2019 Annual Report of the Company.

On 23 April 2020, the Company and China Graphite Limited (the "Purchaser") entered into an agreement, pursuant to which, the Purchaser agreed to acquire the entire share of the GS Group at a consideration of US\$120,000, which was determined after arm's length negotiations between the Company and the Purchaser, with reference to the net asset value of the GS Group as at 31 March 2020. On 28 April 2020, the disposal of the GS Group was completed and a gain on disposal of subsidiaries of approximately US\$8,000 was recognised in profit or loss.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 35. DISPOSAL OF SUBSIDIARIES (Continued)

(a) (Continued)

The net assets of the GS Group at the date of disposal were as follows:

	US\$'000
Property, plant and equipment	2,539
Right-of-use asset	2,390
Inventories	133
Trade receivables	3,716
Other receivables, deposits and prepayments	14,094
Cash and bank balances	107
Trade payables	(36)
Other payables and accruals	(107)
Contract liabilities	(5,424)
Tax payable	(17,300)
Net assets disposed of	112
Cash consideration	120
Net assets disposed of	(112)
Gain on disposal	8
Net cash inflow arising on disposal:	
Cash consideration received	120
Cash and bank balances disposed of	(107)
	13

- (b) On 30 December 2020, the Company entered into another agreement with an independent third party, pursuant to which, to dispose of the entire shares of three inactive subsidiaries, namely Comp Hotel International Limited, Comp Property International Limited and South Sea Properties (Global) Ltd. at an aggregate consideration of US\$3. In addition, the Company also dissolved certain inactive subsidiaries in the USA and Hong Kong.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 35. DISPOSAL OF SUBSIDIARIES (Continued)

(b) (Continued)

The net liabilities of these inactive subsidiaries at the respective date of disposal were as follows:

	US\$'000
Other payables and accruals	(16)
Net liabilities disposed of	(16)
Cash consideration	—
Net liabilities disposed of	16
Non-controlling interests	6
Exchange reserves reclassified from other comprehensive income to profit or loss	(593)
Loss on disposal	(571)

## 36. ASSETS AND LIABILITIES OF A DISPOSAL GROUP CLASSIFIED AS HELD-FOR-SALE

During the year ended 31 December 2019, the directors of the Company resolved to dispose of the entire equity interest in the GS Group. As of the end of the reporting period, the Group received several expressions of interest in the acquisition of the GS Group. The proposed disposal of the GS Group does not constitute a discontinued operation as it does not represent a separate major line of business or a geographical area of the Group but assets and liabilities of the GS Group were classified as held-for-sale as at 31 December 2019.

Assets classified as held-for-sale at 31 December 2019:

	US\$'000
Inventories	43
Trade receivables	4,195
Other receivables, deposits and prepayments	12,565
Cash and bank balances	1,276
	<hr/> 18,079

Liabilities classified as held-for-sale at 31 December 2019:

	US\$'000
Tax payable	17,300

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## 37. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

	2020 US\$'000	2019 US\$'000
<b>Financial assets</b>		
Financial assets at FVTPL	164	236
Financial assets measured at amortised cost		
Trade receivables	20,783	12,445
Other receivables and deposits	1,689	7,748
Amount due from a joint venture	1,992	684
Cash and bank balances	21,373	11,518
	<b>46,001</b>	32,631
<b>Financial liabilities</b>		
Financial liabilities measured at amortised cost		
Trade payables	7,232	7,815
Other payables and accruals	7,626	12,920
Lease liabilities	936	1,109
	<b>15,794</b>	21,844

## 38. FINANCIAL RISK MANAGEMENT

### Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, interest rate risk and price risk), credit risk and liquidity risk. The Group intends to use a combination of financial instruments to manage its financial risks.

The risk management of the Company, and its subsidiaries, are centralised at head office level in accordance with the Group's risk management policy. The Group identifies, evaluates and monitors financial risks closely with the Group's operating units. The Group has written policies covering specific areas, such as foreign exchange risk, interest rate risk, price risk, credit risk, liquidity risk, use of non-derivative financial instruments and cash management.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 38. FINANCIAL RISK MANAGEMENT (Continued)

### Financial risk factors (Continued)

#### (a) Foreign exchange risk

The Group's entities have only a small amount of sales that are denominated in currencies other than the functional currency of that group entities. Therefore, the Group is not exposed much to foreign exchange.

The Group's reporting currency is US\$. Foreign currency exposures of the Group primarily arise from the Group's operations in the United Kingdom, whose functional currency are GBP. Foreign exchange swaps or forward contract and foreign exchange option may be employed to minimise the net exposure to foreign currency fluctuations.

#### (b) Interest rate risk

The interest rate risk arises from debt borrowing. Borrowing issued at variable rates exposes the Group to cash flow interest rate risk while borrowing issued at fixed rates expose the Group to fair value interest rate risk.

#### (c) Price risk

The Group is exposed to equity price risk through its investment in listed equity securities in Hong Kong. The management manage this exposure by maintaining a portfolio of investments with different risk and return profiles.

At 31 December 2020 it is estimated that an increase/decrease of 10%, 30% and 50% in market value of the trading securities, with all other variable held constant, profit for the year and the equity would increase/decrease by US\$16,000, US\$49,000 and US\$82,000 respectively.

#### (d) Credit risk

The credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss.

The Group's credit risk is primarily attributable to its trade receivables, other receivables and deposits and amount due from a joint venture. The Company's credit risk is primarily attributable to its other receivables and deposits, amount due from subsidiaries and amount due from a joint venture. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

The Group's and the Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. The default risk of the industry and country in which customers operate also has an influence on credit risk but to a lesser extent. At the end of reporting period, the Group has a certain concentration of credit risk as 17% (2019: 13%) and 85% (2019: 82%) of the total trade receivables was due from the Group's largest customer and the five largest customers respectively. The Company does not have any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 38. FINANCIAL RISK MANAGEMENT (Continued)

### Financial risk factors (Continued)

#### (d) Credit risk (Continued)

##### Trade receivables

Impairment on trade receivables under the ECLs model is set out in note 22.

The Group and the Company have adopted general approach to measure ECLs on other receivables and deposits, amount due from a joint venture and amount due from subsidiaries. Under the general approach, the Group and Company apply the "3-stage" impairment model for ECLs measurement based on change in credit risk since initial recognition as follows:

- Stage 1: If the credit risk of the financial instrument has not increased significantly since initial recognition, the financial instrument is included in Stage 1.
- Stage 2: If the credit risk of the financial instrument has increased significantly since its initial recognition but is not deemed to be credit-impaired, the financial instrument is included in Stage 2.
- Stage 3: If the financial instrument is credit-impaired, the financial instrument is included in Stage 3.

The ECLs for financial instruments in Stage 1 are measured at an amount equivalent to 12-month ECLs whereas the ECLs for financial instruments in Stage 2 or Stage 3 are measured at an amount equivalent to lifetime ECLs.

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

At the end of each reporting period, the Group and the Company assess whether a financial asset is credit-impaired. The Group and the Company considers a financial asset to be credit-impaired when: (1) the borrower is unlikely to pay its credit obligations to the Group and the Company in full, without recourse by the Group and the Company to actions such as realising security (if any is held); or (2) the financial asset is more than 90 days past due, unless the Group and the Company has reasonable and supportable information to demonstrate that a more lagging default criteria is more appropriate.

The measurement of ECLs is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure of default. The assessment of the probability of default and loss given default is based on historical data and adjusted for forward-looking information through the use of country risk and experienced credit judgment to reflect the qualitative factors, and through the use of multiple probability-weighted scenarios.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 38. FINANCIAL RISK MANAGEMENT (Continued)

### Financial risk factors (Continued)

#### (d) Credit risk (Continued)

##### Other receivables and deposits

The ECLs are based on the 12-months ECLs. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECLs.

##### Amount due from a joint venture

Impairment on amount due from a joint venture under the ECLs model is set out in note 19.

##### Cash and cash equivalents

The Group expects that there is no significant credit risk associated with cash at bank since they are deposited with credit worthy financial institutions.

#### (e) Liquidity risk

Liquidity risk is prudently managed by maintaining sufficient amount of available committed credit facilities. In addition, the Group actively manages and extends its debt maturity profile to ensure that the Group's maturing debt each year will not exceed the anticipated cash flow and the Group's ability to refinance the debt in that year.

The contractual maturity of the lease liabilities is shown on note 16(b). The following non-derivative financial liabilities of the Group are repayable within one year or on demand.

	2020 US\$'000	2019 US\$'000
Trade payables	7,232	7,815
Other payables and accruals	7,626	12,920
	<b>14,858</b>	20,735

The amounts of undiscounted cash flows of the above liabilities are equal to their carrying amounts.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 38. FINANCIAL RISK MANAGEMENT (Continued)

### Fair value of financial instruments

The carrying amounts of the Group's financial instruments are as follow:

- (i) The fair value of financial assets with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market prices.
- (ii) The fair value of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices or rates from observable current market transactions as input.
- (iii) The carrying value of bank and cash balances, trade and other receivables, trade and other payables are assumed to approximate their fair values due to the short term maturities of these assets and liabilities.

### Fair value measurement recognised in the consolidated financial statements

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into level 1 to 3 based on the degree to which the fair value is observable:

- Level 1 fair values measurement are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 fair values measurement are those derived from inputs other than quoted prices include within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair values measurement are those derived from valuation techniques that include inputs for the assets or liability that are not based on observable market data (unobservable inputs).

	2020			
	Level 1 US\$'000	Level 2 US\$'000	Level 3 US\$'000	Total US\$'000
Recurring fair value measurements:				
Financial assets at FVTPL	164	–	–	164
	2019			
	Level 1 US\$'000	Level 2 US\$'000	Level 3 US\$'000	Total US\$'000
Recurring fair value measurements:				
Financial assets at FVTPL	236	–	–	236

During the year, the Group's policy is to recognise transfers into and out of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## 39. CAPITAL RISK MANAGEMENT

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

The capital structure of the Group consists of debt, which includes obligations under finance leases, cash and cash equivalents, and equity attributable to owners of the Company, comprising issued share capital and reserves.

The directors of the Company review the capital structure periodically. As part of this review, the directors consider the cost of capital and the risks associated with the capital. Based on recommendations of the directors, the Group will balance its overall capital structure through payment of dividends, issuance of new capital shares, convertible debentures or new debts.

The gearing ratio at the end of reporting period was as follows:

	2020 US\$'000	2019 US\$'000
Lease liabilities	<b>936</b>	1,109
Less: cash and bank balances	<b>(21,373)</b>	(12,794)
Equity attributable to owners of the Company	<b>(20,437)</b>	(11,685)
	<b>382,425</b>	369,371
Net debt to equity ratio	<b>N/A</b>	N/A



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2020

## 40. DIVIDEND

The directors of the Company have decided not to declare any dividend for the year ended 31 December 2020 (2019: Nil).

## 41. IMPACT OF COVID-19

The Covid-19 pandemic has affected almost all countries of the world, and resulted in border closures, production stoppages, workplace closures, movement controls and other measures imposed by the various governments.

The Group has assessed that the going concern basis of preparation for this set of financial statements remains appropriate.

As the global Covid-19 situation remains very fluid as at the date these financial statements were authorised for issuance, the Group cannot reasonably ascertain the full extent of the probable impact of the Covid-19 disruptions on its operating and financial performance for the financial year ending 31 December 2021. The Group will closely monitor the development of the epidemic and assess its impact on its operations.

## 42. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved by the board of directors on 29 March 2021.

# FIVE-YEAR FINANCIAL SUMMARY

## RESULTS

*For the years ended 31 December*

	2020 US\$'000	2019 US\$'000	2018 US\$'000	2017 US\$'000	2016 US\$'000
Revenue	<b>94,713</b>	93,659	114,874	62,880	55,386
Profit/(loss) before income tax expense	<b>3,624</b>	(8,689)	1,350	(1,529)	(31,658)
Income tax expense	<b>(650)</b>	(645)	(2,457)	(498)	(234)
Profit/(loss) for the year from continuing operations	<b>2,974</b>	(9,334)	(1,107)	(2,027)	(32,037)
Profit/(loss) for the year from discontinued operation	<b>–</b>	–	8,016	(4,881)	145
Profit/(loss) for the year	<b>2,974</b>	(9,334)	6,909	(6,908)	(31,892)
Non-controlling interests	<b>–</b>	–	–	2,669	(361)
Net profit/(loss) attributable to owners of the Company	<b>2,974</b>	(9,334)	6,909	(9,577)	(31,531)

## ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS

*As at 31 December*

	2020 US\$'000	2019 US\$'000	2018 US\$'000	2017 US\$'000	Restated 2016 US\$'000
Property plant and equipment	<b>27,093</b>	26,956	20,574	21,999	16,266
Investment properties	<b>8,565</b>	8,798	8,830	1,856	5,225
Right-of-use assets	<b>1,076</b>	3,634	–	–	–
Prepaid lease payments	<b>–</b>	–	2,501	2,581	4,563
Intangible assets	<b>416</b>	1,268	5,323	14,784	10,748
Interest in a joint venture	<b>1,992</b>	–	–	–	–
Available-for-sale investment	<b>–</b>	–	–	–	6,293
Deferred tax assets	<b>–</b>	202	611	1,345	1,238
Loan receivables	<b>–</b>	–	3,587	–	–
Current assets	<b>359,925</b>	371,482	385,030	401,690	437,489
Total assets	<b>399,067</b>	412,340	426,456	444,255	481,822
Total liabilities	<b>(16,642)</b>	(42,963)	(59,627)	(80,310)	(135,838)
Non-controlling interests	<b>–</b>	(6)	(6)	(6)	(1,767)
	<b>382,425</b>	369,371	366,823	363,939	344,217