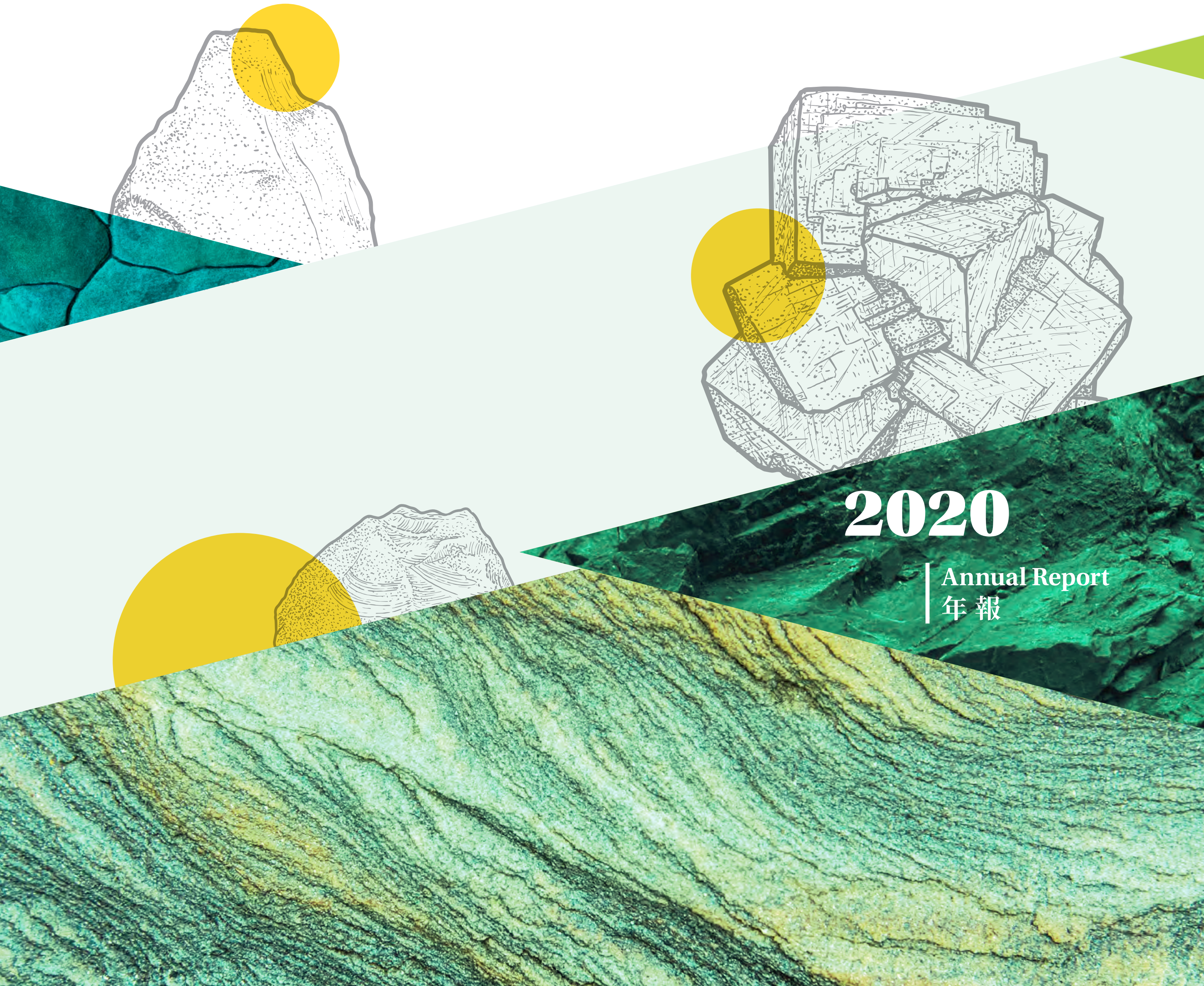
CHINA VANADIUM
TITANO-MAGNETITE MINING
COMPANY LIMITED
中國釩鈦磁鐵礦業有限公司

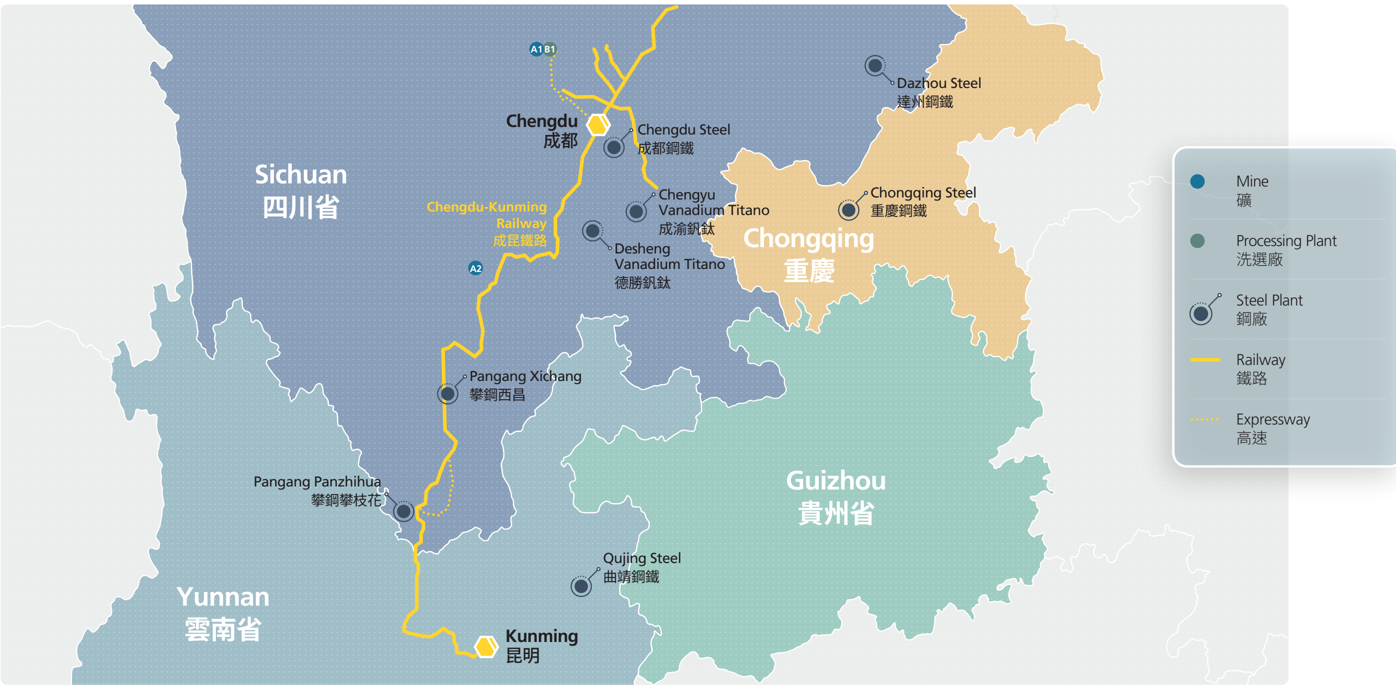
(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)
(Stock Code 股份代號：00893)

CONSOLIDATE THE FOUNDATION WITH INCLUSIVENESS AND ADAPTABILITY

謀定而動　順勢而為



Our Presence 集團版圖



A. Mines 礦

	Name 名稱	Location 位置	Area 面積	Type of Resources 資源種類	Resources as at 1 January 2021 (Mt) 於2021年1月1日資源量（百萬噸）	Average Grade 平均品位	Mining Method 開採方法
A1	Maoling-Yanglongshan Mine 毛嶺－羊龍山鐵礦	Wenchuan County, Sichuan 四川省汶川縣	Exploration area: 11.6 sq.km. (including a mining area of 1.9 sq.km.) 勘探面積：11.6平方公里（含採礦面積：1.9平方公里）	Ordinary magnetite 普通磁鐵礦	55.24[1]	22.79% TFe 鐵品位22.79%	Underground mining 地下開採
A2	Shigou Gypsum Mine 石溝石膏礦	Hanyuan County, Sichuan 四川省漢源縣	Mining area: 0.1228 sq.km. 採礦面積：0.1228平方公里	Gypsum 石膏	10.37[2] (Types 331 and 333) （種類331及333）	90.64% Gypsum + Anhydrite 石膏＋無水石膏品位90.64%	Underground mining 地下開採

B. Plant 廠房

	Name 名稱	Location 位置	Capacity 產能
B1	Maoling Processing Plant 毛嶺洗選廠	Near the Maoling-Yanglongshan Mine 靠近毛嶺－羊龍山鐵礦	High-grade iron concentrates: 150.0 Ktpa[3] 高品位鐵精礦：150.0千噸／年[3]

(1) Under the JORC Code (2012 Edition) 根據聯合可採儲量委員會規則（2012年版）
(2) Under the Classification for Resources/Reserves of Solid Fuels and Mineral Commodities (GB/T 17766-1999) 根據固體礦產資源／儲量分類 (GB/T 17766-1999)
(3) Under the wet basis 根據濕基基準

We aim to be a

TOP-NOTCH ENTERPRISE
打造一流企業

CORE VALUE
核心價值

- We deliver with integrity
- We explore opportunities
- We uphold the essence of commitment and responsibility
- 誠信、開拓、責任

VISION
願景

- To explore exceptional potential in mining
- 中國鐵鈦，
太（鈦）不平凡（釩）

MISSION
使命

- We reward shareholders
- We care for the community
- 回報股東，回報社會

CONTENTS
目錄

Corporate Information
公司資料

BOARD OF DIRECTORS

Non-executive Director

Mr. Teh Wing Kwan *(Chairman)*

Executive Directors

Mr. Jiang Zhong Ping
(Chief executive officer)
Mr. Hao Xiemin
(Financial controller)
Mr. Wang Hu

Independent Non-executive Directors

Mr. Yu Haizong
Mr. Liu Yi
Mr. Wu Wen

AUDIT COMMITTEE

Mr. Yu Haizong *(Chairman)*
Mr. Liu Yi
Mr. Wu Wen

REMUNERATION COMMITTEE

Mr. Liu Yi *(Chairman)*
Mr. Jiang Zhong Ping
Mr. Yu Haizong

NOMINATION COMMITTEE

Mr. Teh Wing Kwan *(Chairman)*
Mr. Jiang Zhong Ping
Mr. Yu Haizong
Mr. Liu Yi
Mr. Wu Wen

COMPANY SECRETARY

Mr. Chong Eng Wee

AUTHORISED REPRESENTATIVES

Mr. Jiang Zhong Ping
Mr. Chong Eng Wee

REGISTERED OFFICE

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P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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PRINCIPAL SHARE REGISTRAR AND TRANSFER AGENT

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KY1-1110
Cayman Islands

董事會

非執行董事

鄭永權先生 *(主席)*

執行董事

蔣中平先生
(首席執行官)
郝謝敏先生
(財務總監)
王虎先生

獨立非執行董事

余海宗先生
劉毅先生
吳文先生

審核委員會

余海宗先生 *(主席)*
劉毅先生
吳文先生

薪酬委員會

劉毅先生 *(主席)*
蔣中平先生
余海宗先生

提名委員會

鄭永權先生 *(主席)*
蔣中平先生
余海宗先生
劉毅先生
吳文先生

公司秘書

章英偉先生

授權代表

蔣中平先生
章英偉先生

註冊辦事處

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

香港主要營業地點

香港
銅鑼灣
勿地臣街1號
時代廣場
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主要股份登記及過戶處

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Suite 3204, Unit 2A
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Gardenia Court
Camana Bay
Grand Cayman
KY1-1110
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
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Wanchai
Hong Kong

as to Cayman Islands law:
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KY1-1111
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INVESTOR RELATIONS CONSULTANT

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WEBSITE

www.chinavtmmining.com

STOCK CODE

00893

SHARE INFORMATION

Board lot size: 1,000

FINANCIAL CALENDAR

1 January to 31 December

香港股份登記及過戶分處

香港中央證券登記有限公司
香港
灣仔
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合和中心17M樓

核數師

安永會計師事務所
香港
中環
添美道1號
中信大廈22樓

法律顧問

關於香港法律：
銘德有限法律責任合夥律師事務所
香港
灣仔
皇后大道東213號
胡忠大廈32層

關於開曼群島法律：
康德明律師事務所
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KY1-1111
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投資者關係顧問

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香港
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電郵：ir@chinavtmmining.com

合資格人士

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26樓2603室

網站

www.chinavtmmining.com

股份代號

00893

股份資料

每手買賣單位：1,000

財政期間

1月1日至12月31日

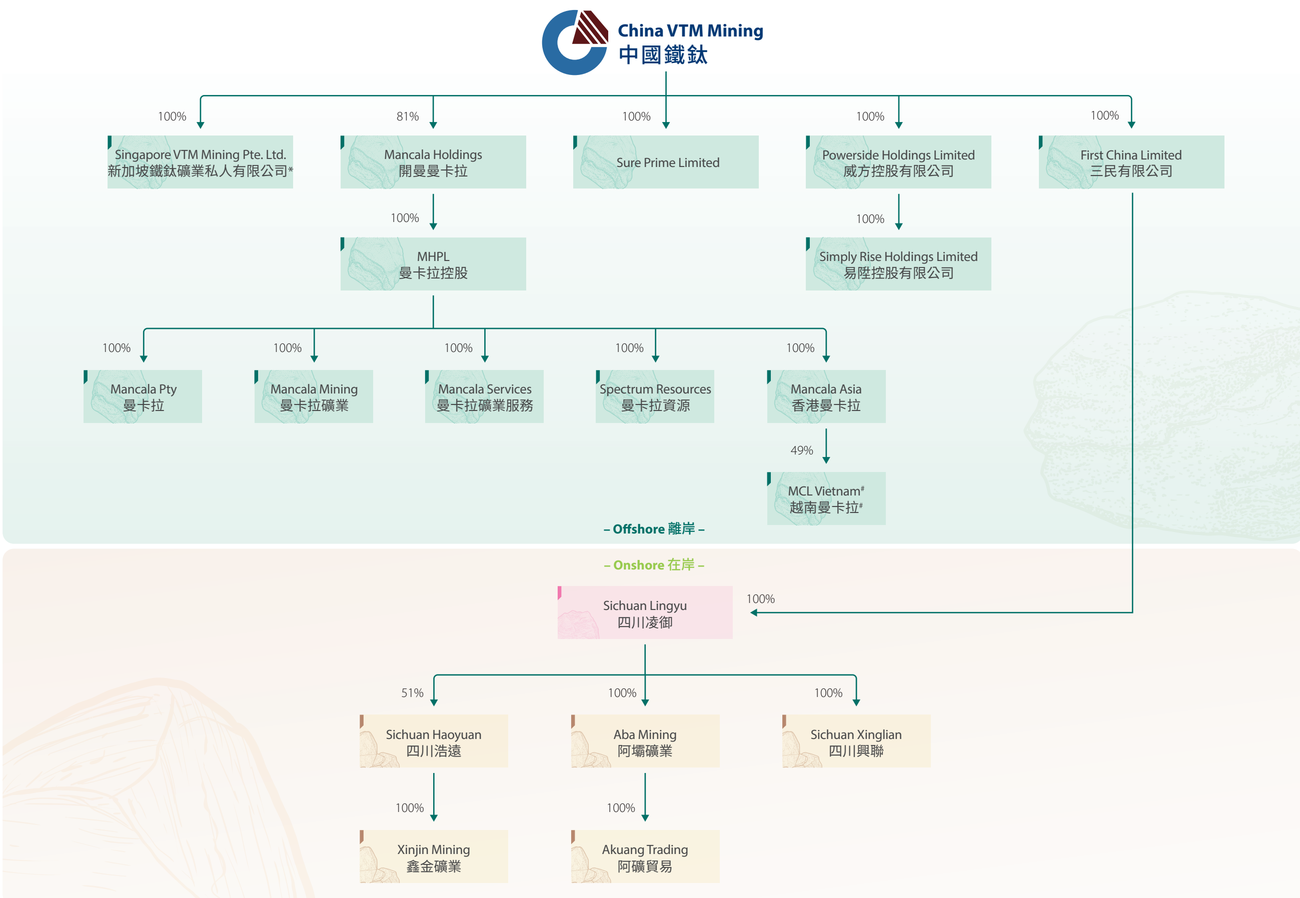
Corporate Profile
公司簡介

The Company has been listed on the main board of the Hong Kong Stock Exchange since 8 October 2009. During the year ended 31 December 2020, the Group was principally engaged in mining and ore processing, sale of self-produced products, trading of steels, management of strategic investments and rendering specialised mining services. As at 31 December 2020, the Group owned one ordinary iron ore mine (namely the Maoling-Yanglongshan Mine), one gypsum mine (namely the Shigou Gypsum Mine) and one processing plant (namely the Maoling Processing Plant). All mines and processing plant are located in Sichuan, China.

本公司自2009年10月8日以來一直於香港聯交所主板上市。於截至2020年12月31日止年度，本集團的主要業務為採礦及礦石洗選、銷售自產產品、鋼鐵貿易、策略性投資管理，以及提供專業開採服務。於2020年12月31日，本集團擁有一個普通鐵礦（即毛嶺－羊龍山鐵礦）、一個石膏礦（即石溝石膏礦）及一座洗選廠（即毛嶺洗選廠）。全部鐵礦及洗選廠均位於中國四川省。

As at 31 December 2020, the total number of Shares of the Company in issue was 2,249,015,410 Shares and the percentage holding of the Company's subsidiaries was as follows:

於2020年12月31日，本公司的已發行股份總數為2,249,015,410股，而本公司持有子公司的權益百分比如下：

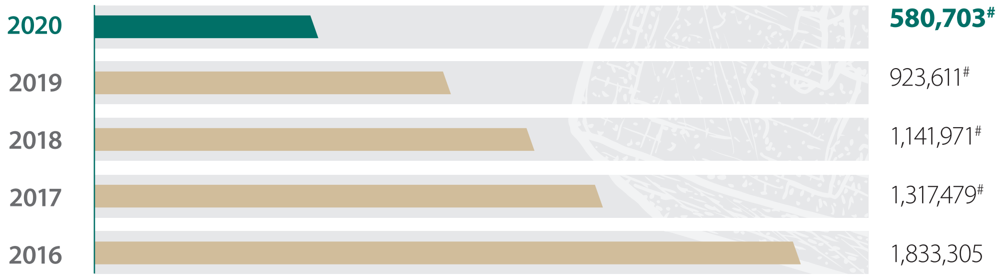


As Mancala Asia is contractually entitled to appoint a majority of members in the members' council of MCL Vietnam and to control the operations of MCL Vietnam, MCL Vietnam is accounted as a subsidiary of Mancala Asia.

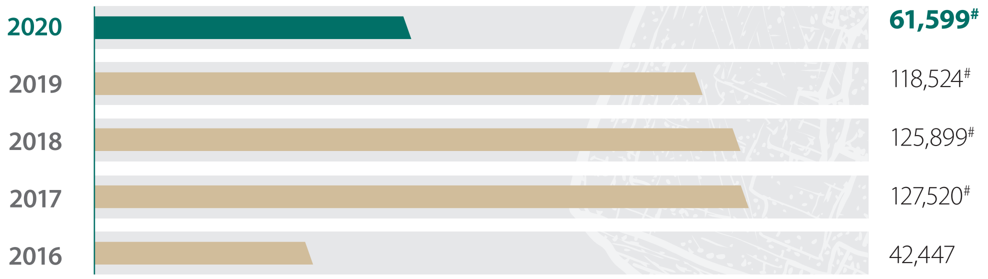
由於香港曼卡拉按照合約有權委任越南曼卡拉董事會大多數成員，並可控制越南曼卡拉的營運，故越南曼卡拉入賬列作香港曼卡拉的子公司。

Financial Highlights
財務摘要

REVENUE
收入
(RMB'000)
(人民幣千元)



GROSS PROFIT
毛利
(RMB'000)
(人民幣千元)



PROFIT/(LOSS) ATTRIBUTABLE TO OWNERS OF THE COMPANY
歸屬於本公司擁有人的利潤／(虧損)
(RMB'000)
(人民幣千元)

EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY
歸屬於本公司擁有人的權益
(RMB'000)
(人民幣千元)

Included both Continuing Operations and Discontinued Operations after elimination of intra-group revenue or profit.

包括持續經營業務及已終止經營業務，經抵銷集團內公司間收入或利潤。

Chairman's Statement
主席報告書

Teh Wing Kwan 鄭永權
Chairman 主席

Dear Shareholders,

THE MACRO FACTOR

As I wrote last year, we have been operating in a highly unpredictable environment with acute market uncertainty. The COVID-19 pandemic in early 2020 and the intermittent resurgence of infections have posed unprecedented risks and impacts on global economic activities which are already slowing and facing tremendous pressure during this pandemic-hit time.

致各位股東：

宏觀環境因素

本人去年曾表示，我們的營商環境變幻莫測，市場前景未蔔。2020年初COVID-19大流行導致全球經濟活動放緩及面對龐大壓力，感染數字反覆更造成前所未見的風險及影響。

These days, global interdependence have created robust interconnection so the nationwide lockdowns and restricted borders across continents have unavoidably resulted in global economic devastation, rising geopolitical tensions and local social unrest. While this pandemic has changed the way people live, possibly irreversibly, there have also been disruptions, restrictions, conditions, actions and control which have turned results for many businesses decidedly mediocre – it was not something that we could possibly imagine in human history. The good news is the recent COVID-19 vaccination drive boosts hopes for some normalcy in time to come.

在現今世代，全球各國相互倚賴，聯繫緊密，封國封城及邊境限制難免令全球經濟受挫，地緣政治緊張局勢加劇，地方社會陷入動蕩。是次疫情可能已永久改變人類的生活方式；疫情期間的種種干擾、限制、狀況、行動及控制，明顯打擊各行各業的表現，此困境在人類歷史上實在難以想像。可喜的是，近期各國陸續展開COVID-19疫苗接種，為未來社會逐步回復正常帶來希望。

Against this backdrop, China has demonstrated formidable strengths in the way it handled the pandemic. Last year, China abandoned its GDP growth target for the first time in decades amid uncertainty which was rare. By end of 2020, China has since rebounded to reach a GDP growth rate of 2.3% despite its earlier sharp contraction. It appears that China has emerged as the only major economy to have expanded in 2020 with certain lead economic indicators suggesting that it might have overcome the worst pandemic-triggered threat. More recently, China announced that it would target a growth of more than 6% in 2021. We are however mindful of the considerable headwinds as the external environment is turning hostile.

在此背景下，中國在疫情防控方面展現出無比韌力。去年，中國因應市場的不確定情況，罕有不設GDP增長目標，為近數十年來首次。中國GDP增長率早前大幅縮窄，惟直至2020年年底已回升至2.3%。中國似乎是2020年唯一一個錄得增長的主要經濟體，若干領先經濟指標顯示中國可能已克服疫情所引起的最大威脅。中國近期宣佈將2021年的GDP增長目標定為6%以上；然而，隨着外部環境惡化，我們會密切注視各種不利因素。

OVERVIEW

The steel industry in China has since resumed its production momentum and recouped its earlier capacity loss much faster than expected with the overall crude steel production output in China surpassing 1,000 Mt for the first time in history. Domestic steel consumption surged as this has been very much supported by policies aiming to reactivate growth and encourage investments. Iron ore prices soared on the back of reduced international supply, particularly for imported high grade ores.

During 1H2020, the fall in productivity and profitability for our High-Fe Mines and trading businesses reflects the effects of COVID-19. During 2H2020, the sharp improvement in its operating results reflects the effects of China's fast economic recovery. Our operating resilience in China was backed by strong domestic demand, higher average selling prices and policy-driven infrastructure spending. Notably, we managed to resume business, optimise facilities utilisation and recoup our capacity loss for our key operations in China in 2H2020 but we reiterate that the sustainability of such recovery will still depend largely on the scenarios for and situations of the pandemic.

概覽

中國鋼鐵業已重拾生產動力，收復早前損失產能的速度更勝預期。中國整體粗鋼產出量創下歷史新高，超過10億噸。國家實施各種政策刺激增長，鼓勵投資，國內鋼材消耗得以大幅增加。國際供應（特別是進口高品位礦石的供應）減少，使得鐵礦石價格飆升。

於2020年上半年，我們高鐵品位礦場業務及貿易業務的生產力及盈利能力雙雙下跌，反映COVID-19對我們造成的影響。於2020年下半年，經營業績顯著改善，反映中國經濟急速復甦。國內需求強勁、平均售價上升及政策推動基建開支，有助我們中國的營運在逆境下迅速復甦。尤其是，在2020年下半年，我們的主要中國業務得以恢復營運、優化設施使用率及收復損失的產能，惟我們重申復甦步伐能否持續，很大程度上將取決於疫情的發展及狀況。

Beyond China, we noted profound changes in the operating risks of our foreign business unit in Australia which continued to exist under the current complex macro environment. While we are responding to the COVID-19 related challenges, we see urgent need to mitigate risks which have been cast against a background of present geopolitical flux, global recessionary risks, ongoing market volatility and prolonged travel restrictions. Macroeconomic risks under such circumstances are highly unpredictable and will remain one of the very carefully monitored factors in our decisions to scale down or discontinue the mining services business in Australia. As a result, we believe our decision is timely and the discontinuance means a more conservative approach in recording accounting impairment losses for its related assets in accounting terms for FY2020.

在中國以外市場，我們注意到我們澳洲海外業務的經營風險出現深遠轉變，而在現行的複雜宏觀環境下，情況仍然存在。在應對COVID-19引發的挑戰時，我們亦注意到在目前地緣政治動蕩、全球面對衰退風險、市場持續波動及長期實施旅遊限制的背景下，有急切需要紓緩風險。在該等情況下，宏觀經濟風險極難預測，故此仍將是我們決定縮減或終止經營澳洲開採服務業務時需要極其慎重考量的因素之一。因此，我們相信我們的決定正合時宜，而終止經營該業務乃從會計角度審慎地於2020財政年度將其相關資產的會計減值虧損記賬。

Given the above:

- our Continuing Operations (being the High-Fe Mining Operation and trading businesses in China) reported a net profit after tax of approximately RMB8.3 million for FY2020, net of operating expenses for our corporate functions, despite major operational and supply chain disruptions in 1H2020 as a result of the COVID-19 pandemic;

- the Discontinued Operations (being the Specialised Mining Services in Australia) recorded a net loss after tax of approximately RMB32.7 million due mainly to impairment. We had also previously updated that the performance of the discontinued Specialised Mining Services has been weak; and

- our operating cash flows for the Continuing Operations improved sharply in FY2020 due to improved financials for the High-Fe Mining Operation and trading businesses in China, which were not affected by the non-cash accounting impairment losses incurred by the discontinued Specialised Mining Services in Australia.

鑑於上文所述：

- 儘管2020年上半年COVID-19大流行造成重大營運及供應鏈中斷，惟於2020財政年度，我們的持續經營業務（即中國高鐵品位礦場業務及貿易業務）於扣除企業職能的營運開支後錄得稅後純利約人民幣8.3百萬元；

- 已終止經營業務（即澳洲專業開採服務）錄得稅後虧損淨額約人民幣32.7百萬元，主要是由於減值所致。我們之前亦已提供最新資料，已終止經營的專業開採服務的表現疲弱；及

- 持續經營業務的經營現金流於2020財政年度大幅改善，此乃源於中國高鐵品位礦場業務及貿易業務的財務表現有所改善，並無受到已終止經營的澳洲專業開採服務產生的非現金會計減值虧損影響。

OUTLOOK AND STRATEGIES

Going forward, we will continue to position our High-Fe Mining Operation and trading businesses for greater scales in China, as encouraged by its improved financials in 2H2020. While expanding these profitable operations, productivity gain remains as our key priority.

In the meantime, we are also well aware that the key stakeholders expect mining industry to be constantly proactive, productive, profitable, sustainable and responsible that, being able to simply procure jobs and produce highest volumes at lowest costs may no longer be considered as operationally optimal – this implies capital-intensive investments

前景及戰略

2020年下半年的財務表現有所改善，激勵我們未來繼續在中國擴展高鐵品位礦場業務及貿易業務的規模。在擴大此等盈利業務的同時，提高生產力仍然是我們的首要任務。

與此同時，我們亦深明主要持份者期望採礦業持續以積極、有力、有盈利、可持續及負責任的方式發展。單靠獲取訂單及以最低成本達到最高產量或許已不再被視為最理想的經營方式，意味着業界需要在環境風險管理方面進行資本

in environmental risk management for our industry. Whilst this is not something new for good cause, we will have to manage these increasingly higher budgets amidst the pandemic-hit time. More recently, we note that the Chinese government aims to increase the use of scrap in steelmaking over the next five years in order to reduce its heavy reliance on iron ore and cut carbon emission. While we are still observing the progress, industry players believe that this move will release the steel industry from the grip of skyrocketing iron ore prices which may have a direct impact on the upstream operations of the mining industry over a longer term.

Apart from our expansion plans in China, we have been very cautious in our capital allocation decision. Elsewhere, we have been avoiding additional investments in those business activities which create little value. During the year, we made a firm decision to discontinue the loss-making Specialised Mining Services in Australia – while we could possibly choose to support continuously – just because we can afford does not mean we should, given the complex macro environment. The underperforming assets would impede our overall financial growth which thus requires us to set priorities under the current circumstances.

In allocating our internal resources, we continue to believe that the long-term fundamentals of the Chinese economic growth will remain as a key driving factor for our strategic plans, including potential business diversification strategies. Our key strategy is to deliver what we perceive to be a "focused growth" and this means focusing on opportunities in China at this point in time for obvious reasons. We remain confident in our focused strategies but we think the pace and path mapped out for implementation should be progressive rather than aggressive, barring any dangerous resurgence of COVID-19 cases. Meanwhile, such risks and signs of resurgence are closely monitored, as reiterated.

THANK YOU

I must continue to thank our stakeholders, partners, bankers, management, and staff for their support during this challenging time. It is important to re-emphasise, we are resourceful in China and I have full confidence in our operational teams there. We will bring things back on track in preparation for a sustainable recovery in China.

Teh Wing Kwan
Chairman
Email: wkteh.cvt@gmail.com or
wkteh@chinavtmmining.com

Hong Kong, 26 March 2021

密集的投資。雖然上述為人類福祉而提出的做法並非新猷，但我們在疫情肆虐期間將須管控日益增加的預算。近期，我們注意到中國政府設定目標，於未來五年增加以廢料製鋼，務求減少倚賴鐵礦石及降低碳排放。雖然我們仍在觀察業界進展，但是一眾業者相信，上述政府政策有助鋼鐵業擺脫鐵礦石價格飆升的掣肘，長遠而言可能直接打擊採礦業上游營運。

除了在中國的擴展計劃外，我們一直非常審慎地作出資本配置決策。我們避免在其他地區額外投資於僅能締造有限價值的業務活動。關於蒙受虧損的澳洲專業開採服務，即使我們可選擇繼續發展，惟在複雜的宏觀環境下，我們能夠負擔亦不代表我們應該負擔，因此我們於年內毅然決定終止經營該項業務。表現欠佳的資產會窒礙我們的整體財務增長，故此我們在當前情況下必須作出取捨。

於分配內部資源時，我們堅信，中國經濟增長的長遠基本因素將仍然是我們策略計劃的主要推動力，包括潛在的業務多元化策略。我們的主要策略是達致我們所認知的「專注增長」，意思是現階段明顯應專注在中國物色機會。我們對專注策略充滿信心，但認為除非COVID-19疫情反彈，否則擬定推行該等策略的步伐及路向應循序漸進，避免過於進取。與此同時，我們重申會密切監察疫情反彈的風險及跡象。

致謝

本人謹此再次感謝我們的持份者、業務夥伴、往來銀行、管理層及員工在當前逆境下鼎力支持。我們必須重申，我們在中國擁有豐富資源，而本人對我們在當地的營運團隊信心十足。我們將努力讓營運重回正軌，做好準備迎接中國可持續的復甦。

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香港，2021年3月26日

Management Discussion and Analysis
管理層討論及分析

MARKET REVIEW

During the Reporting Period, the Group observed the following industrial development and market statistics:

- While the world was gripped by the global COVID-19 pandemic from the second quarter of 2020, it appeared that China could be the only major economy to have expanded in 2020 that the Chinese economy has rebounded to reach a GDP growth rate of 2.3% for the year of 2020, despite the 6.8% GDP contraction in the first quarter of 2020 and the collapse of the global economy by a negative growth rate of 4.3%;

- Output of crude iron ore in China maintained at a stable level in the later two-thirds of the year after the resumption of business activities, peaking in June and October 2020 with over 78.0 Mt. Similarly, except for the dip in volume in January and February 2020, crude steel output in China grew steadily throughout the year by 5.2% to the record high of 1,053.0 Mt, with the volume in August 2020 exceeding 94.8 Mt;

- Meanwhile, domestic steel consumption soared by 9.6% to the historic high of 981.0 Mt, boosted by policies favourable to investments and stabilising growth in downstream industries such as construction, machinery, and energy;

- In a bid to lessen the reliance on imported iron ores, reduce pollution, and alleviate cost pressure, the China Iron and Steel Industry Association introduced the national standard on recycling iron and steel materials in December 2020, which was implemented on 1 January 2021. The aim is to provide more options for the industry with the adoption of recycled raw materials in steel-making;

市場回顧

於報告期內，本集團注意到以下行業發展及市場統計數據：

- 2020年第二季，COVID-19全球大流行籠罩世界各地，反觀中國似乎是2020年唯一錄得增長的主要經濟體。儘管2020年第一季GDP收縮6.8%，而全球經濟亦下挫，錄得負增長4.3%，惟中國經濟於2020年全年GDP增長2.3%，顯示中國經濟反彈；

- 復產後，中國原鐵礦石於年內中下旬產量維持穩定，2020年6月及10月為高峰，產逾78.0百萬噸。同樣地，除2020年1月及2月產量下跌外，中國粗鋼產量於年內穩步增長5.2%至1,053.0百萬噸，創下新高，而2020年8月產量亦超過94.8百萬噸；

- 與此同時，政策利好投資，加上建築、機械及能源等下游產業增長穩定，國內鋼鐵消耗量急升9.6%至981.0百萬噸歷史高位；

- 為減輕倚賴進口鐵礦石、減少污染及紓緩成本壓力，中國鋼鐵工業協會於2020年12月推出《再生鋼鐵原料》國家標準，於2021年1月1日實施，旨在為行業提供更多選擇，採納再生原料產鋼；

- As a result of the resumption of manufacturing and business in 1H2020 in China, the Purchasing Managers' Index ("PMI") in China maintained above the threshold of 50.0 with steady growth. In November 2020, national PMI peaked at 52.1. However, the PMI for the steel sector lingered in the negative growth zone, which was below the 50-point threshold, for most of the time during the year except at the end of May 2020 when it reached 50.9. The average PMI for the Chinese steel sector in 2020 was 46.08;

- As the COVID-19 pandemic raged on in the rest of the world, curtailing industrial activities, China's steel export dropped by 16.5% year-on-year in 2020 to 53.7 Mt, according to the General Administration of Customs of the PRC;

- Iron ore prices skyrocketed during the year due mainly to the sustained pandemic-induced supply shortage from Brazil, which has driven up imported ore prices. After hovering around the 300 marks during the months from February to April 2020, the China Iron Ore Price Index ("CIOPI") compiled by the China Iron and Steel Association climbed as the year went on, and doubled in mid-December 2020 at the historic high of 602.6. In addition, the volume of iron ore imported into China grew by 9.5% to 1,170 Mt in 2020;

- The price of high grade iron ore also spiked. The China 62% TFe Iron Ore Price Index surged by almost 100 points from the lowest trough of 79.8 in February 2020 to the peak of 176.9 in December 2020; and

- Intensifying trade tensions between China and Australia are exerting pressure on business confidence in Australia. As China has been the largest two-way trading partner of Australia, accounting for 27.4% of overall Australian trade, the rapid deterioration of the bilateral ties between these two countries is expected to put a dent on the growth of the Australian economy. However, since China imports over 60% of the iron ores it uses for steelmaking from Australia, the commodity is as yet unlikely to be affected by Chinese policy changes.

- 中國於2020年上半年復產復市後，中國採購經理人指數（「PMI」）維持於50.0水平之上，穩定增長。於2020年11月，國家PMI達到最高位52.1。然而，鋼鐵板塊的PMI於負增長區徘徊，除2020年5月底達50.9外，年內大部分時間均低於50點水平。2020年中國鋼鐵板塊的平均PMI為46.08；

- 由於COVID-19大流行於全球其他地方肆虐，工業活動裹足不前，故根據中國海關總署資料，2020年中國鋼鐵出口按年下跌16.5%，即53.7百萬噸；

- 鐵礦石價格於年內飆升，主要是由於大流行導致巴西供應持續短缺，推高進口礦石價格。繼2020年2月至4月於300點關口徘徊，由中國鋼鐵工業協會編纂的中國鐵礦石價格指數（「CIOPI」）於年內攀升，至2020年12月中已翻倍，達602.6點的歷史高位。此外，中國鐵礦石進口量於2020年增長9.5%至1,170百萬噸；

- 高品位鐵礦石價格亦急升。中國TFe含量62%鐵礦石價格指數由2020年2月最低79.8點，急升近100點至2020年12月176.9點高位；及

- 中澳貿易磨擦加劇令澳洲營商信心不斷受壓。由於中國一直為澳洲的最大雙向貿易夥伴，佔整體澳洲貿易27.4%，兩國雙邊關係急速惡化，預期會對澳洲經濟增長造成打擊。然而，由於中國超過60%產鋼用鐵礦石從澳洲進口，故該商品受中國政策轉變影響的可能性仍然不大。

BUSINESS AND OPERATIONS REVIEW

Market and Strategy Overview

The COVID-19 pandemic, China-US friction, China-Australia trade dispute and the global geopolitical uncertainty have affected the economic activities. The intermittent resurgence of COVID-19 infections has posed unprecedented risks and impacts on various businesses which are already slowing and facing tremendous pressure during the difficult pandemic-hit time. Nationwide lockdowns and travel restrictions in 2020 have disrupted supply chains, which have led to a collapse in demand and abrupt fall in prices for commodities. The COVID-19 pandemic has severely heightened uncertainty over the global economy. Like many other businesses, the Group's operations in China and Australia have been hit to different extent.

The Company previously updated that these restrictions and disruptions caused by the COVID-19 pandemic had affected the productivity and profitability of the High-Fe Mining Operation and trading businesses for 1H2020. On a positive note, the High-Fe Mining Operation and trading businesses have since resumed with notable improvement in its results for 2H2020 compared to 1H2020 as (i) the Group was able to recoup its capacity loss in 1H2020 due to the pandemic and optimise its post-resumption capacity utilisation rates; (ii) domestic demand for high-grade iron concentrates had recovered strongly, buoyed by low inventory level given the intermittently paused mining activities triggered by the pandemic; (iii) the average selling price for high-grade iron concentrates had increased; and (iv) policy-driven infrastructure spending had boosted steel demand in China.

Beyond China, the Group has further noted profound changes in the operating risks of its foreign business unit in Australia which continued to exist under the current complex macro environment during the same period in 2H2020. As such, while responding to the challenges brought about by the global COVID-19 pandemic, the Group also sees the needs to initiate immediate risk mitigation measures and asset rationalisation plans for its Specialised Mining Services. The Group recognises that there have been challenges in managing its foreign mining services business unit which have been cast against a background of present geopolitical flux, global recessionary risks, ongoing market volatility and prolonged travel restrictions. Macroeconomic risks under such circumstances are highly unpredictable and will remain one of the very carefully monitored factors in the Group's decisions to scale down or dispose of its Specialised Mining Services. As a result, the Group has classified its loss-making Specialised Mining Services as a discontinued operation in its financial statements for FY2020 and adopted a conservative approach in recording impairment losses for this business unit during the financial year under review in accordance with IFRSs.

業務及營運回顧

市場及策略概覽

COVID-19大流行、中美磨擦、中澳貿易糾紛以至環球地緣政治不明朗等因素，均窒礙經濟活動。在大流行肆虐下，許多行業本已面對沉重的下行壓力，COVID-19疫情反覆，確診個案不時回升，更再一次產生空前隱憂及影響。多國於2020年實施封鎖及旅遊限制等措施，對供應鏈造成干擾，導致需求大量流失，商品價格暴跌。COVID-19大流行令全球經濟不穩定因素急升。本集團於中國及澳洲的業務難以獨善其身，受到不同程度的不利影響。

按照本公司之前提供的最新資料，COVID-19大流行造成的限制及干擾影響到高鐵品位礦場業務及貿易業務於2020年上半年的生產力及盈利能力。猶幸高鐵品位礦場業務及貿易業務已經恢復，與2020年上半年相比，其2020年下半年業績顯著改善，原因在於(i)本集團得以收復2020年上半年因大流行而損失的產能，同時優化復產後的產能使用率；(ii)大流行引致開採活動間歇暫停，令庫存水平低下，國內對高品位鐵精礦的需求強勁復甦；(iii)高品位鐵精礦的平均售價上升；及(iv)在政策推動下，基建開支刺激中國鋼鐵需求。

在中國以外市場，於2020年下半年同一期間，本集團進一步注意到其澳洲海外業務單位的營運風險出現深遠轉變，而在現行的複雜宏觀環境下，情況仍然存在。因此，在應對COVID-19全球大流行引發的挑戰時，本集團亦注意到有需要就專業開採服務即時開展風險紓緩措施及資產重整計劃。本集團意識到，在目前地緣政治動蕩、全球面對衰退風險、市場持續波動及長期實施旅遊限制的背景下，管理其國外開採服務業務單位持續面對重重挑戰。在該等情況下，宏觀經濟風險難以預測，故此仍將是本集團決定縮減或處置其專業開採服務時需要極其慎重考量的因素之一。因此，本集團已於2020財政年度的財務報表內將出現虧損的專業開採服務分類為已終止經營業務，並按照國際財務報告準則審慎地將此業務單位於回顧財政年度內的減值虧損記賬。

The Group considers that its decision to discontinue the Specialised Mining Services is timely in light of the complex macro and challenging operating environment. This decision further suggests that there is a clear recognition of the Group's strategy to be more focused, productive and efficient in internal resources allocation plans towards achieving a sustainable growth over a longer term in China.

本集團認為，鑒於宏觀環境複雜及經營環境充滿挑戰，其終止專業開採服務的決定正合時宜，此決定進一步清楚反映本集團堅定落實既定策略，採取更加專注、有力及高效的內部資源配置計劃，從而於中國實現較長期的可持續增長。

Going forward, the Group will continue to expand its profitable operations of High-Fe Mining Operation and trading businesses while exploring other strategic opportunities, including evaluation of potential business diversification strategies. While overall business recovery in China appears to be encouraging, any recovery plans, pace and path mapped out for implementation during this period of time is likely to be progressive.

未來，本集團將繼續擴大高鐵品位礦場和貿易兩項有利可圖的業務，同時發掘其他策略性機會，包括評估潛在業務多元化策略。鑒於中國整體商業復甦看來令人鼓舞，擬訂於此時期推行的所有重振計劃、步伐及路向均極可能逐步取得進展。

The Group remains confident in its focused strategies in China. Barring any dangerous resurgence of COVID-19 cases which may cause major disruptions in its supply chain, the Group expects the progressive economic recovery in China will continue to have a positive impact on its Continuing Operations. Meanwhile, the risks and signs of resurgence are closely monitored.

本集團對其專注於中國的策略仍然充滿信心。除非COVID-19疫情反彈，繼而導致供應鏈大受干擾，否則本集團預期中國經濟將逐步復甦，繼續利好其持續經營業務。與此同時，本集團會密切監察疫情反彈的風險及跡象。

Operation and Financial Overview

During the Reporting Period, the Remaining Group reported lower revenue, which fell by 6.6% to approximately RMB488.1 million for FY2020. The Remaining Group’s operations at the Maoling Mine were suspended for almost 3 months during the Reporting Period (the “Production Suspension”) as a result of the travel restrictions and supply chain disruptions caused by the COVID-19 pandemic.

Specifically,

- production volume fell by approximately 7.4% due mainly to the Production Suspension during the COVID-19 pandemic;
- average selling price for high-grade iron concentrates increased by approximately 5.7% amid strong demand recovery in the PRC; and
- the Remaining Group’s purchase and sales volumes of steel trading activities were approximately 122.5 Kt, representing a rise of approximately 1.7% as compared to FY2019 due mainly to boosted steel demand in China as a result of infrastructure spending that are driven by policies that aim to stimulate the economy.

營運及財務概覽

於報告期，保留集團2020財政年度的收入下跌6.6%至約人民幣488.1百萬元。COVID-19大流行導致旅遊限制及供應鏈中斷，保留集團於毛嶺鐵礦的營運因而於報告期內暫停運作近3個月（「停產」）。

具體而言，

- 於COVID-19大流行期間，產量主要因停產而下跌約7.4%；
- 中國的需求顯著回升，使高品位鐵精礦平均售價上升約5.7%；及
- 保留集團鋼鐵貿易活動的買賣量約為122.5千噸，較2019財政年度上升約1.7%，主要是由於在為刺激經濟頒佈的政策推動下，基建開支刺激中國鋼鐵需求。

The Remaining Group recorded a higher gross profit of approximately RMB46.6 million as compared to approximately RMB45.3 million for FY2019. On a comparable basis, gross profit margin improved from approximately 8.7% for FY2019 to approximately 9.5% for FY2020 given the price surge and boost in steel demand in China accompanied by cost control measurements. Administrative expenses, comprising mainly staff cost and overheads, increased by approximately RMB6.5 million to approximately RMB30.5 million for FY2020, as a result of additional resource taxes which arose during the Reporting Period.

保留集團的毛利相比2019財政年度約人民幣45.3百萬元上升至約人民幣46.6百萬元。相比之下，由於中國鋼材價格急升且需求甚殷，加上採取措施控制成本，故毛利率由2019財政年度約8.7%改善至2020財政年度約9.5%。鑑於報告期內產生額外資源稅，2020財政年度的行政開支（主要包括員工成本及經常性開支）增加約人民幣6.5百萬元至約人民幣30.5百萬元。

Conversely, the pressing macro-factors, among others, the COVID-19 pandemic, US-China trade tensions, and China-Australia diplomatic tensions, have affected the availability of major mining services job opportunities in Australia. Global travel restrictions have affected the ability of the mining services team to explore opportunities in other countries. The management of the Group has reassessed the existing value-in-use and/or fair values of equipment held-for-sale and those operating assets in a cautious and prudent manner. As a result of the lower capacity utilisation, slowing demand, weak market conditions and the unprecedented risks relating to the pandemic-hit economic activities, significant impairment losses were recorded by the Specialised Mining Services during the Reporting Period.

相反，COVID-19大流行、中美貿易磨擦以及中澳外交衝突等迫切的宏觀因素，導致澳洲的主要開採服務工作機會少之又少。全球各地的旅遊限制影響到開採服務團隊前往其他國家開拓商機的能力。本集團管理層已審慎地重新評估持作出售設備及該等營運資產的現時使用價值及╱或公平值。由於大流行打擊經濟活動，導致產能使用率降低、需求下跌、市況疲弱，且出現前所未有的風險，故專業開採服務於報告期錄得重大減值虧損。

The Net Loss for the Discontinued Operations outpaced the Net Profit for the Continuing Operation. As a result, the Group reported a Net Loss of RMB17.1 million for FY2020 (FY2019: Net Profit of RMB69.2 million, out of which, RMB153.0 million was the one-off gain from disposal of Low-Fe Mining Operation).

已終止經營業務虧損淨額高於持續經營業務純利，因此，本集團於2020財政年度錄得虧損淨額人民幣17.1百萬元（2019財政年度：純利人民幣69.2百萬元，其中人民幣153.0百萬元乃關於出售低鐵品位礦場業務的一次性收益）。

Overview of Mines

Please refer to below tables for the status of the mine operations which are owned and operated by the Group.

礦場概覽

有關由本集團擁有及經營的礦場的運作狀況，請參閱下表。

High Fe Mines and Gypsum Mine

高鐵品位礦場及石膏礦

Mine **礦場**	**Processing Plant** **洗選廠**	**Status as at 31 December 2020** **於2020年12月31日的狀況**
Maoling-Yanglongshan Mine 毛嶺－羊龍山鐵礦	Maoling Processing Plant 毛嶺洗選廠	Producing iron concentrates of high Fe contents *(within the range of 65% TFe to 72% TFe)* 生產Fe含量高的鐵精礦*（TFe含量介乎65%至72%）*
Shigou Gypsum Mine 石溝石膏礦	N/A 不適用	Optimising development and mining plans according to trial production results 根據試產結果完善開發及開採計劃

The following table summarises the transacted volumes for (i) trading sales and (ii) sale of self-produced products of the Group:

下表概述本集團(i)貿易銷售；及(ii)銷售自產產品的數量：

		Purchase from independent third parties 向獨立第三方購買			Sale to an independent third party 向獨立第三方出售		
		FY2020 2020 財政年度 (Kt) (千噸)	FY2019 2019 財政年度 (Kt) (千噸)	Change 變動 % %	**FY2020 2020 財政年度 (Kt) (千噸)**	FY2019 2019 財政年度 (Kt) (千噸)	Change 變動 % %
(i) Trading Sales	**(i) 貿易銷售**						
Steels	鋼鐵	**122.5**	120.5	1.7	**122.5**	120.5	1.7
Coals	煤炭	**–**	6.5	N/A 不適用	**–**	6.5	N/A 不適用
		122.5	127.0	(3.5)	**122.5**	127.0	(3.5)

		Production volume (Dry basis) 產量(乾基)			Sales volume (Dry basis) 銷量(乾基)		
		FY2020 2020 財政年度 (Kt) (千噸)	FY2019 2019 財政年度 (Kt) (千噸)	Change 變動 % %	**FY2020 2020 財政年度 (Kt) (千噸)**	FY2019 2019 財政年度 (Kt) (千噸)	Change 變動 % %
(ii) Sale of Self-produced Products	**(ii) 銷售自產產品**						
High-grade iron concentrates	高品位鐵精礦						
Maoling Processing Plant	毛嶺洗選廠	**84.8**	91.6	(7.4)	**86.5**	91.6	(5.6)

Business Risks and Uncertainties

The Group's financial conditions, results of operations, businesses and prospects may be affected by a number of risks and uncertainties. The following are the key risks and uncertainties identified by the Group. There may be other risks and uncertainties which are not known to the Group or which may not be material now but could turn out to be material in the future.

- Additional time and efforts may be taken in negotiating with financial institutions, including refinancing structure on commercially acceptable terms.
- Changes in laws, regulations and policies arising amid containment of the COVID-19 outbreak may adversely affect the Group's business operations.
- Deviation from business and operational plans, including resources reallocation.
- Delay in implementation of transformational strategies.
- Fears and negative market sentiment could result in lower value-in-use, lower future economic benefits to be derived by the cash-generating units and thus potentially higher impairment.

業務風險及不明朗因素

本集團的財務狀況、經營業績、業務及前景或會受到多項風險及不明朗因素影響。以下為本集團識別出的主要風險及不明朗因素。或許會有其他風險及不明朗因素乃本集團未知，或現時可能並不重大但日後可能變得重大。

- 可能需要額外時間及精力與財務機構協商，包括按在商業上可接受的條款建立再融資架構。
- 因COVID-19疫情防控工作調整法律、法規及政策可能對本集團業務營運造成不利影響。
- 偏離業務及經營計劃，包括資源分配。
- 延遲推行轉型戰略。
- 悲觀及負面市道可能導致使用價值下跌，降低現金產生單位所得的未來經濟利益，從而可能推高減值。

FINANCIAL REVIEW

Note: As at 31 December 2020, the Specialised Mining Services were classified as held for sale and as a discontinued operation and the comparatives of which have also been re-presented as a discontinued operation.

財務回顧

附註：於2020年12月31日，專業開採服務已分類為持作出售及已終止經營業務，而其比較數字亦已重列為已終止經營業務。

		FY2020 2020 財政年度 RMB'000 人民幣千元	FY2019 2019 財政年度 RMB'000 人民幣千元 (Re-presented) (經重列)	Variance 變動 % %
REMAINING GROUP	**保留集團**			
Revenue	收入	**488,135**	522,370#	(6.6)
Cost of sales	銷售成本	**(441,548)**	(477,107)	(7.5)
Gross profit	**毛利**	**46,587**	45,263	2.9
Other income and gains	其他收入及收益	**3,864**	409	844.7
Selling and distribution expenses	銷售及分銷開支	**(4,572)**	(9,194)	(50.3)
Administrative expense	行政開支	**(30,515)**	(24,041)#	26.9
Other expenses	其他開支	**(3,212)**	(417)	670.3
Reversal of impairment losses, net	減值虧損撥回淨額	**1,479**	8,240	(82.1)
Finance costs	財務成本	**(5,598)**	(3,139)	78.3
Operating profit before tax from the Remaining Group	**保留集團稅前營運利潤**	**8,033**	17,121	(53.1)
Income tax credit/(expense)	所得稅抵免／(開支)	**250**	(6,091)	(104.1)
Operating profit after tax from the Remaining Group	**保留集團稅後營運利潤**	**8,283**	11,030	(24.9)
DISPOSAL GROUP	**出售集團**			
Loss for the year from the Specialised Mining Services	專業開採服務年內虧損	**(32,675)**	(20,229)#	61.5
Loss for the year from the Low-Fe Mining Operation	低鐵品位礦場業務年內虧損	**–**	(83,411)#	(100.0)
Operating loss after tax from the Disposal Group	**出售集團稅後營運虧損**	**(32,675)**	(103,640)#	(68.5)
Net gain on disposal of the Low-Fe Mining Operation	出售低鐵品位礦場業務的收益淨額	**–**	152,997	(100.0)
Profit/(Loss) for the year	**年內利潤／(虧損)**	**(24,392)**	60,387	(140.4)

Presented at gross of intra-group transactions as if the disposal of Low-Fe Mining Operation and Specialised Mining Services had taken place on 31 December 2019.

按集團內公司間交易的總額呈列，猶如低鐵品位礦場業務及專業開採服務出售事項已於2019年12月31日落實。

		FY2020 2020 財政年度 RMB'000 人民幣千元	FY2019 2019 財政年度 RMB'000 人民幣千元 (Re-presented) (經重列)	Variance 變動 % %
ATTRIBUTABLE TO:	**歸屬於：**			
Owners of the Company	本公司擁有人	**(17,054)**	69,199	(124.6)
Non-controlling interests	非控股權益	**(7,338)**	(8,812)	(16.7)
		(24,392)	60,387	(140.4)
ATTRIBUTABLE TO:	**歸屬於：**			
Owners of the Remaining Group	保留集團擁有人	**9,413**	13,943	(32.5)
Non-controlling interests	非控股權益	**(1,130)**	(2,913)	(61.2)
		8,283	11,030	(24.9)
ATTRIBUTABLE TO:	**歸屬於：**			
Owners of the Disposal Group	出售集團擁有人	**(26,467)**	55,256	(147.9)
Non-controlling interests	非控股權益	**(6,208)**	(5,899)	(5.2)
		(32,675)	49,357	(166.2)

Revenue

Revenue fell to RMB488.1 million for FY2020 (FY2019: RMB522.4 million) due mainly to lower production and sales volume resulting from the Production Suspension. The negative financial impact of the Production Suspension has affected overall revenue of the Continuing Operations during FY2020 but was partly mitigated by the rebound of selling price of high-grade iron concentrates during 2H2020 on demand recovery.

收入

於2020財政年度，收入下跌至人民幣488.1百萬元（2019財政年度：人民幣522.4百萬元），主要是由於停產導致產量銷量雙雙下跌。停產的負面財務影響於2020財政年度打擊持續經營業務的整體收入，惟2020年下半年需求回升令高品位鐵精礦售價反彈，使有關影響得到紓緩。

Cost of Sales

Cost of sales primarily comprises contracting fees for mining and stripping as well as materials, labour, power and other utilities, repair and maintenance and trading purchase. Cost of sales fell to RMB441.5 million for FY2020 (FY2019: RMB477.1 million) on the back of lower revenues.

銷售成本

銷售成本主要包括採礦及剝離承包費、材料、人工、能源及其他公用服務、維修及維護以及貿易業務的採購成本。2020財政年度的銷售成本隨收入減少而下降至人民幣441.5百萬元（2019財政年度：人民幣477.1百萬元）。

Gross Profit and Margin

There was a slight improvement in gross profit margin to 9.5% for FY2020 (FY2019: 8.7%) in spite of the Production Suspension in 1H2020. Gross profit increased to approximately RMB46.6 million for FY2020 (FY2019: RMB45.3 million) due to higher profitability from the High-Fe Mining Operation.

毛利及毛利率

儘管於2020年上半年停產，惟2020財政年度毛利率微升至9.5%（2019財政年度：8.7%）。由於高鐵品位礦場業務的盈利能力較高，故2020財政年度的毛利上升至約人民幣46.6百萬元（2019財政年度：人民幣45.3百萬元）。

Other Income and Gains

Other income and gains included proceeds of RMB2.0 million derived from the sale of mine tailings and the processing of which has commenced since April 2020.

其他收入及收益

其他收入及收益包括於2020年4月開始出售及加工尾礦的所得款項人民幣2.0百萬元。

Selling and Distribution Expenses

Selling and distribution expenses fell to RMB4.6 million for FY2020 (FY2019: RMB9.2 million) in line with lower revenues. The selling and distribution expenses primarily comprise transportation fees, logistic costs, storage and other related fees.

銷售及分銷開支

於2020財政年度，銷售及分銷開支隨收入減少而下降至人民幣4.6百萬元（2019財政年度：人民幣9.2百萬元）。銷售及分銷開支主要包括運輸費、物流成本、儲存及其他相關費用。

Administrative Expenses

Administrative expenses comprise staff-related expenses (net of government grant), professional fees and other overheads arising from the Production Suspension and resource taxes. Administrative expenses, including additional resource taxes of RMB8.7 million, increased to RMB30.5 million for FY2020 (FY2019: RMB24.0 million).

行政開支

行政開支包括員工相關開支（扣除政府補助）、專業費用、其他因停產而產生的經常性開支及資源稅。2020財政年度的行政開支（包括額外資源稅人民幣8.7百萬元）增加至人民幣30.5百萬元（2019財政年度：人民幣24.0百萬元）。

Other Expenses

Other expenses increased to RMB3.2 million for FY2020 (FY2019: RMB0.4 million) due mainly to higher cost of processing mine tailings which has commenced since April 2020. Such initiative aims to reduce possible water loss in the dams and to clean up the existing tailings dams for environmental compliance while allowing part of the mine waste to become saleable.

其他開支

2020財政年度的其他開支上升至人民幣3.2百萬元（2019財政年度：人民幣0.4百萬元），主要是由於於2020年4月開始處理尾礦的成本上升所致。有關措施旨在減少尾礦庫堤壩潛在水份流失，並清理現有堤壩，以符合環境規定，同時使部分尾礦可供銷售。

Reversal of Impairment Losses, Net

The management of the Group has updated the key assumptions of the business projection in respect of the cash-generating unit ("CGU") of the Remaining Group (the "Remaining Group CGU"), which is highly dependent on the estimation of future commodity prices, mining plans, future capital expenditure plans, discount rates and market conditions after COVID-19 pandemic. As at 31 December 2020, the management of the Group is of the opinion that there is no impairment of the Remaining Group CGU, barring unforeseen circumstances. However, the management of the Group is mindful of the existing market conditions which appear to be highly unpredictable and will continue to assess the underlying assumptions applicable to its business projections (subject to regular reviews and revisions in relation to impairment tests) if there are factors indicating that the business conditions relating to Remaining Group CGU may deteriorate to a level which requires accounting impairment as a result of the COVID-19 pandemic.

During the Reporting Period, the reversal of impairment losses amounting to RMB1.5 million was due mainly to reduction in expected credit loss rate after considering all available historical information and forward looking macro-economic factors.

減值虧損撥回淨額

本集團管理層已更新有關保留集團的現金產生單位（「保留集團現金產生單位」）的業務預測的關鍵假設。有關預測很大程度上取決於估計未來商品價格、開採計劃、未來資本開支計劃、貼現率及COVID-19大流行後的市況。於2020年12月31日，本集團管理層認為，如無不可預見的情況，保留集團現金產生單位並無出現減值。然而，本集團管理層注意到現時市況極為難料，而減值測試中的業務預測須定期檢討及修訂，故倘COVID-19大流行產生任何因素顯示與保留集團現金產生單位有關的業務狀況可能惡化，以至於需要將減值入賬時，則將繼續評估適用於該業務預測的相關假設。

於報告期撥回減值虧損人民幣1.5百萬元，主要是由於考慮到所有可得歷史資料及前瞻性宏觀經濟因素後預期信貸虧損率下跌。

Finance Costs

Finance costs increased to RMB5.6 million for FY2020 (FY2019: RMB3.1 million) following revision in loan prime rate.

財務成本

於貸款最優惠利率修訂後，2020財政年度的財務成本上升至人民幣5.6百萬元（2019財政年度：人民幣3.1百萬元）。

Income Tax Credit/(Expense)

The Group recorded an income tax credit of RMB0.3 million for FY2020 (FY2019: income tax expense of RMB6.1 million), due to the recognition of deferred tax assets in relation to the unabsorbed tax losses for the High-Fe Mining Operation.

所得稅抵免／（開支）

本集團錄得2020財政年度的所得稅抵免人民幣0.3百萬元（2019財政年度：所得稅開支人民幣6.1百萬元），源於就高鐵品位礦場業務未入賬稅項虧損確認遞延稅項資產。

Specialised Mining Services

Given the unfavourable geopolitical conditions, extreme economic pressures relating to the persistence of COVID-19 pandemic and pessimism over short- to mid-term economic growth, and intermittent lockdown resulting from resurgence of COVID-19 cases in Australia, where the Specialised Mining Services currently operate, the management of the Group has updated key assumptions in the business projections, including, among others, reducing expected growth rate to be in line with market expectation. On these grounds and given the degree of uncertainty, the Group has also deferred its major capital expenditure decisions and shelved its expansion plans for the Specialised Mining Services. As a result, impairment loss was recorded on CGU in respect of the Specialised Mining Services due to a decline in its recoverable amount.

If there are changes to market conditions resulting in a change of projections and estimates after the projection period, the estimates of future recoverable amount of the CGU may change or result in a decrease in the carrying amount of the CGU given that the business plans are expected to change more rapidly during such period of uncertainty.

In consequence, an impairment loss of RMB29.4 million was recorded for FY2020 (FY2019: RMB14.0 million).

Profit/(Loss) Attributable to Owners

Given the above, the Group recorded a Net Profit of RMB9.4 million for its Continuing Operations and a Net Loss of RMB26.5 million for its Discontinued Operations. Combining both, the Group reported a Net Loss of RMB17.1 million for FY2020 (FY2019: Net Profit of RMB69.2 million, out of which, RMB153.0 million was the one-off gain from disposal of Low-Fe Mining Operation).

Final Dividend

The Board does not recommend the payment of a final dividend for FY2020 (FY2019: Nil).

專業開採服務

鑑於地緣政治局勢惡化、與COVID-19大流行蔓延有關的經濟壓力龐大且中短期經濟增長不容樂觀，加上專業開採服務現時經營地點（即澳洲）的COVID-19個案回升導致間歇性封城，本集團管理層已更新業務預測的關鍵假設，其中包括調低預測增長率以符合市場預期。有鑑於此，同時計及市況不明的影響，本集團亦已推遲主要資本開支決定，並擱置專業開採服務的擴展計劃。因此，有關專業開採服務的現金產生單位因可收回金額下跌而錄得減值虧損。

鑑於業務計劃的變化預計將於市況不明期間加快，故倘預測期後的市況變動導致預測及估計改變，則現金產生單位的估計未來可收回金額或會改變，或現金產生單位的賬面金額或會下跌。

因此，2020財政年度錄得減值虧損人民幣29.4百萬元（2019財政年度：人民幣14.0百萬元）。

歸屬於擁有人的利潤／（虧損）

有鑑於此，本集團錄得持續經營業務純利人民幣9.4百萬元及已終止經營業務虧損淨額人民幣26.5百萬元。綜合上述各項，本集團2020財政年度錄得虧損淨額人民幣17.1百萬元（2019財政年度：虧損淨額人民幣69.2百萬元，其中人民幣153.0百萬元為出售低鐵品位礦場業務的一次性收益）。

末期股息

董事會不建議派付2020財政年度的末期股息（2019財政年度：無）。

LIQUIDITY AND CAPITAL RESOURCES

The following table sets out certain information regarding the Group's consolidated statement of cash flows for FY2020 and FY2019:

流動性及資本資源

下表載列有關本集團2020財政年度及2019財政年度的綜合現金流量表的若干資料：

		FY2020 2020財政年度		FY2019 2019財政年度	
		RMB'000 人民幣千元	**RMB'000 人民幣千元**	RMB'000 人民幣千元	RMB'000 人民幣千元
Cash and cash equivalents as stated in the consolidated statement of cash flows at beginning of the year	年初於綜合現金流量表列賬的現金及現金等價物		**26,689**		33,771
Net cash flows from/(used in) operating activities	經營活動產生／(使用)的現金流量淨額	**36,842**		(14,056)	
Net cash flows from/(used in) investing activities	投資活動產生／(使用)的現金流量淨額	**(8,226)**		27,204	
Net cash flows used in financing activities	融資活動使用的現金流量淨額	**(4,692)**		(16,235)	
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加／(減少)淨額		**23,924**		(3,087)
Effect of foreign exchange rate changes, net	匯率變動影響淨額		**(3,440)**		(3,995)
Cash and cash equivalents as stated in the consolidated statement of cash flows at end of the year	年末於綜合現金流量表列賬的現金及現金等價物		**47,173**		26,689

Net Cash Flows From/(Used In) Operating Activities

The Group's net cash flows from operating activities were RMB36.8 million for FY2020 (FY2019: used in operating activities were RMB14.1 million) after accounting for operating profit before working capital changes of RMB31.7 million (FY2019: RMB18.2 million), and positive working capital changes of RMB5.1 million (FY2019: negative working capital changes of RMB31.3 million).

經營活動產生／(使用)的現金流量淨額

經計及營運資金變動前經營利潤人民幣31.7百萬元(2019財政年度：人民幣18.2百萬元)及正營運資金變動人民幣5.1百萬元(2019財政年度：負營運資金變動人民幣31.3百萬元)後，2020財政年度本集團經營活動產生的現金流量淨額為人民幣36.8百萬元(2019財政年度：經營活動使用的現金流量淨額為人民幣14.1百萬元)。

Net Cash Flows From/(Used In) Investing Activities

The Group's net cash flows used in investing activities were RMB8.2 million for FY2020 (FY2019: from investing activities were RMB27.2 million), due primarily to (i) the upgrade of plant and equipment of approximately RMB15.2 million (FY2019: RMB47.1 million) for production facilities of the High Fe Mines, (ii) net proceeds from the disposal of property, plant and equipment of RMB7.4 million (FY2019: RMB2.5 million), and (iii) net proceeds from the disposal of subsidiaries of RMB Nil for FY2020 (FY2019: RMB84.9 million).

投資活動產生／(使用)的現金流量淨額

2020財政年度本集團投資活動使用的現金流量淨額為人民幣8.2百萬元（2019財政年度：投資活動產生的現金流量淨額為人民幣27.2百萬元），主要是由於(i)為高鐵品位礦場生產設施升級廠房及設備約人民幣15.2百萬元（2019財政年度：人民幣47.1百萬元）、(ii)出售物業、廠房及設備的所得款項淨額人民幣7.4百萬元（2019財政年度：人民幣2.5百萬元）及(iii) 2020財政年度出售子公司的所得款項淨額人民幣零元（2019財政年度：人民幣84.9百萬元）。

Net Cash Flows Used In Financing Activities

The Group's net cash flows used in financing activities were RMB4.7 million for FY2020 (FY2019: used in financing activities were RMB16.2 million) as there were reduced repayments of several loans following the 2019 Disposal.

融資活動使用的現金流量淨額

2020財政年度本集團融資活動使用的現金流量淨額為人民幣4.7百萬元（2019財政年度：融資活動使用的現金流量淨額為人民幣16.2百萬元），源於進行2019年出售事項令若干貸款的還款減少。

FINANCIAL POSITION

Note: Significant changes in financial position during the financial year under review were mainly attributed to the classification of the Specialised Mining Services to assets and liabilities held for sale as at 31 December 2020. Details of the discontinued operations for FY2020 are set out in note 10 to the financial statements of this annual report. For meaningful analysis, the previous year's amount has been re-presented on a basis that are comparable to FY2020.

財務狀況

附註：財務狀況於回顧財政年度內出現重大變動，主要是由於2020年12月31日將專業開採服務分類為持作出售資產及負債。2020財政年度的已終止經營業務的詳情載於本年報財務報表附註10。為進行具意義的分析，前一年的金額已按與2020財政年度可資比較的基準重列。

Inventories

Inventories of the Remaining Group amounting to RMB5.8 million as at 31 December 2020 (FY2019: RMB9.9 million) consists of raw materials and consumables in relation to High-Fe Mining Operation.

存貨

保留集團於2020年12月31日的存貨人民幣5.8百萬元（2019財政年度：人民幣9.9百萬元）包括有關高鐵品位礦場業務的原材料及消耗品。

Trade and Bills Receivables

The Remaining Group's trade and bills receivables decreased to RMB181.8 million as at 31 December 2020 (FY2019: RMB188.6 million) on the back of lower revenues.

應收賬款及票據

於2020年12月31日，保留集團的應收賬款及票據隨收入下跌而減少至人民幣181.8百萬元（2019財政年度：人民幣188.6百萬元）。

Other Receivables

Other receivables of the Remaining Group remain relatively unchanged at RMB4.7 million (FY2019: RMB4.9 million).

其他應收款項

保留集團的其他應收款項維持不變，為人民幣4.7百萬元（2019財政年度：人民幣4.9百萬元）。

Assets or Liabilities of a Disposal Group Classified As Held For Sale

The assets or liabilities of a disposal group classified as held for sale were RMB77.7 million or RMB85.0 million, respectively, relate to Specialised Mining Services which have been classified as held for sale as at 31 December 2020.

Trade Payables

The Remaining Group's trade payables decreased to RMB30.5 million as at 31 December 2020 (FY2019: RMB40.8 million) due mainly to payment to suppliers. Overall creditors turnover days remain relatively unchanged at 40 days (FY2019: 40 days).

Bank and Other Loans

Total bank and other loans of the Remaining Group remain relatively stable at RMB84.7 million as at 31 December 2020 (FY2019: RMB83.8 million). As at 31 December 2020, all bank and other loans were denominated in RMB. Details of bank and other loans of the Group are set out in note 27 to the financial statements of this annual report.

Contract Liabilities

Contract liabilities of the Remaining Group amounting to RMB2.3 million as at 31 December 2020 (FY2019: Nil) include short-term advances received from customers in relation to the sale of self-produced products.

Lease Liabilities

This related to payment obligations in relation to the right-of-use assets which comprised mainly office premises and tailings management facilities, which increased to RMB7.3 million as at 31 December 2020 (FY2019: RMB1.4 million).

Contingent Liabilities

As at 31 December 2020, the maximum amount of contingent liabilities of the Company was RMB730.0 million, which represent the maximum guaranteed amount under the CVT Guarantees. The CVT Guarantees were provided by the Company prior to the 2019 Disposal to guarantee the indebtedness of the Caitong Group owed to certain banks and an asset management and financial services institution in the PRC. Those debts have not been fully repaid and the CVT Guarantees continued after the Completion. As previously disclosed in the announcements of the Company dated 30 July 2019 and 29 July 2020, the Company's obligations under the CVT Guarantees have been counter-indemnified by Chengyu Vanadium Titano. Save for the above, as at 31 December 2020, the Group did not have any other contingent liabilities.

分類為持作出售的出售組別的資產或負債

於2020年12月31日，分類為持作出售的出售組別的資產或負債分別為人民幣77.7百萬元或人民幣85.0百萬元，乃關於已分類為持作出售的專業開採服務。

應付賬款

於2020年12月31日，保留集團的應付賬款下降至人民幣30.5百萬元（2019財政年度：人民幣40.8百萬元），主要是由於向供應商付款。整體應付賬款週轉天數維持不變，為40天（2019財政年度：40天）。

銀行及其他貸款

於2020年12月31日，保留集團的銀行及其他貸款總額相對持平，維持於人民幣84.7百萬元（2019財政年度：人民幣83.8百萬元）。於2020年12月31日，所有銀行及其他貸款乃以人民幣計值。本集團銀行及其他貸款的詳情載於本年報財務報表附註27。

合約負債

保留集團於2020年12月31日的合約負債人民幣2.3百萬元（2019財政年度：無）包括已收客戶有關出售自產產品的短期墊款。

租賃負債

此項目與就使用權資產（主要包括辦公室物業及尾礦管理設施）付款的義務有關，於2020年12月31日增加至人民幣7.3百萬元（2019財政年度：人民幣1.4百萬元）。

或有負債

於2020年12月31日，本公司的最高或有負債金額為人民幣730.0百萬元（即中國鐵鈦擔保下的最高擔保金額）。中國鐵鈦擔保由本公司於進行2019年出售事項前提供，以擔保財通集團結欠中國若干銀行及一間資產管理及金融服務機構的債務。於完成後，該等債務尚未全數償還，而中國鐵鈦擔保仍然有效。如本公司較早前日期為2019年7月30日及2020年7月29日的公告所披露，本公司於中國鐵鈦擔保下的義務由成渝釩鈦作反彌償保證。除上述者外，於2020年12月31日，本集團並無任何其他或有負債。

Pledge of Assets

The Group's pledge of assets as at 31 December 2020 mainly related to a short-term bank loan of RMB79.6 million granted by Shanghai Pudong Development Bank Chengdu Branch to Aba Mining, which was secured by the mining right of Maoling Mine.

資產質押

於2020年12月31日，本集團的資產質押主要涉及由上海浦東發展銀行成都分行向阿壩礦業提供的短期銀行貸款人民幣79.6百萬元，以毛嶺鐵礦的採礦權作擔保。

Foreign Currency Risk

The Group's foreign currency exposures arose primarily from the exchange rate movement of foreign currencies, namely Hong Kong dollars, US dollars, Australian dollars, Singapore dollars and Vietnamese dong, against the Renminbi. Hong Kong dollars, US dollars, Australian dollars, Singapore dollars and Vietnamese dong are the functional currencies of respective entities within the Group.

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

The following table demonstrates the sensitivity to a 5.0% change in RMB against HKD, USD, AUD, SGD and VND, respectively. The 5.0% is the rate used when reporting currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in the foreign currency rate. The sensitivity analyses of the Group's exposure to foreign currency risk at the end of each reporting period have been determined based on the adjustment of translation of the monetary assets and liabilities at the end of each reporting period for a 5.0% change in RMB against HKD, USD, AUD, SGD and VND, respectively, with all other variables held constant, of the Group's loss before tax for the year ended 31 December 2020 (due to changes in the fair value of cash and cash equivalents and financial assets at fair value through profit or loss denominated in HKD, USD, AUD, SGD and VND):

外幣風險

本集團的外幣風險主要來自港元、美元、澳元、新加坡元及越南盾等外幣兌人民幣的匯率變動。港元、美元、澳元、新加坡元及越南盾乃本集團旗下相關實體的功能貨幣。

人民幣不可自由兌換。本集團須承受中國政府可能會採取行動影響匯率的風險，該等行動可能會對本集團的淨資產、盈利及所宣派的任何股息（倘若有關股息須兌換或轉換為外幣）構成重大不利影響。本集團並無進行任何對沖交易以管理潛在的外幣波動。管理層監察本集團的外幣風險，並將於有需要時考慮對沖重大的外幣風險。

下表說明對人民幣分別兌港元、美元、澳元、新加坡元及越南盾出現5.0%變動的敏感度。5.0%乃內部向主要管理人員匯報貨幣風險時採納的比率，並為管理層對外幣匯率合理可能變動的評估。對本集團於各報告期末面對的外幣風險的敏感度分析，乃基於在所有其他變數維持不變下，就於各報告期末換算貨幣資產及負債，對本集團截至2020年12月31日止年度的稅前虧損作出人民幣分別兌港元、美元、澳元、新加坡元及越南盾出現5.0%變動的調整（源於按港元、美元、澳元、新加坡元及越南盾計值的現金及現金等價物以及按公平值計量而其變動計入損益的金融資產的公平值變動）釐定：

		RMB'000 人民幣千元
Increase/(decrease) in loss before tax:	稅前虧損增加／（減少）：	
If RMB strengthens against HKD, USD, AUD, SGD and VND	倘人民幣兌港元、美元、澳元、新加坡元及越南盾轉強	764
If RMB weakens against HKD, USD, AUD, SGD and VND	倘人民幣兌港元、美元、澳元、新加坡元及越南盾轉弱	(764)

Interest Rate Risk

The Group's income and operating cash flows are not substantially affected by the changes in market interest rates. The Group has no significant interest-bearing assets, except for cash and cash equivalents. The Group manages its interest rate exposure arising from all its interest-bearing loans through the use of fixed rates. In addition, the Group has not used any interest rate swaps to hedge against interest rate risk.

利率風險

本集團的收入及經營現金流量並不會大幅地受市場利率變動影響。除現金及現金等價物外，本集團並無重大計息資產。本集團通過使用固定利率管理所有計息貸款產生的利率風險。此外，本集團並無利用任何利率掉期對沖利率風險。

Contractual Obligations

The Group had no contractual obligations as at 31 December 2020 and 2019.

合約責任

於2020年及2019年12月31日，本集團並無任何合約責任。

Capital Expenditure

The Group's total capital expenditure decreased significantly by RMB22.3 million to RMB19.8 million for FY2020 (FY2019: RMB42.1 million, on a comparable basis) due to the deferment of certain non-critical capital expenditure amid the COVID-19 pandemic.

資本開支

於2020財政年度，由於在COVID-19大流行影響下，若干非關鍵性資本開支押後，故本集團的總資本開支大減人民幣22.3百萬元至人民幣19.8百萬元（2019財政年度：按可資比較基準計算為人民幣42.1百萬元）。

Gearing Ratio

Gearing ratio is a measure of financial leverage, which is calculated by net debt divided by "total equity plus net debt". Net debt is defined as interest-bearing bank and other loans and lease liabilities, net of cash and cash equivalents and it excludes liabilities incurred for working capital purpose. Equity includes equity attributable to owners of the Company and non-controlling interests. As at 31 December 2020, gearing ratio was approximately 6.1% (FY2019: 7.4%).

借貸比率

借貸比率為金融槓桿的計量方式，按淨債項除以「總權益加淨債項」計算。淨債項指計息銀行及其他貸款以及租賃負債，減去現金及現金等價物，並不包括就營運資金產生的負債。權益包括歸屬於本公司擁有人的權益及非控股權益。於2020年12月31日，借貸比率約為6.1%（2019財政年度：7.4%）。

RESOURCE AND RESERVE OF MINES UNDER THE JORC CODE (2012 EDITION) AS AT 1 JANUARY 2021

聯合可採儲量委員會規則（2012年版）下各礦場於2021年1月1日的資源量及儲量

Property 礦場	JORC Mineral Resource Category 聯合可採儲量委員會礦產資源類別	Tonnage 噸數 (Mt) (百萬噸)	Grade 品位 TFe TFe (%) (%)	Contained Metal 蘊含金屬 TFe TFe (Kt) (千噸)
Maoling-Yanglongshan Mine 毛嶺－羊龍山鐵礦	Measured (M) 探明	–	–	–
	Indicated (I) 控制	8.00	22.36	1,787.87
	M+I 探明＋控制	**8.00**	**22.36**	**1,787.87**
	Inferred 推斷	47.24	22.86	10,799.00
	Total 總計	**55.24**	**22.79**	**12,586.87**

Notes:

1. The material assumptions and technical parameters set out in the Company's supplemental announcement dated 13 February 2015 with respect to the Maoling-Yanglongshan Mine continue to apply.

2. The mineral resources of the Maoling-Yanglongshan Mine as at 1 January 2021 were estimated by BAW Mineral Partners Limited by depleting the mineral resources consumed throughout 2020 for the Maoling-Yanglongshan Mine.

附註：

1. 本公司日期為2015年2月13日的補充公告所載有關毛嶺－羊龍山鐵礦的主要假設及技術參數繼續適用。

2. 毛嶺－羊龍山鐵礦於2021年1月1日的礦產資源量由寶萬礦產有限公司透過減去2020年就毛嶺－羊龍山鐵礦所耗礦產資源量估計。

RESOURCE OF MINES UNDER THE CLASSIFICATION FOR RESOURCES/RESERVES OF SOLID FUELS AND MINERAL COMMODITIES (GB/T 17766-1999) AS AT 1 JANUARY 2021

Resource Summary of the Shigou Gypsum Mine

The mineral resources of the Shigou Gypsum Mine under the Classification for Resources/Reserves of Solid Fuels and Mineral Commodities (GB/T 17766-1999) have not been changed since the disclosure in our 2014 annual report. The assumption of the resources of the Shigou Gypsum Mine is 82.51% "gypsum + anhydrite" cut-off grade and 1 metre minimum in width.

EMPLOYEES AND EMOLUMENT POLICIES

As at 31 December 2020, the Group had a total of 191 dedicated full time employees (31 December 2019: 184 employees), including 10 management staff members, 15 technical staff members, 41 administrative and sales & marketing staff members, and 125 operational staff members. For FY2020, the Group employee benefit expenses (including Directors' remuneration in the form of fees, salaries and other allowances) were approximately RMB28.5 million (FY2019: RMB69.6 million).

The emolument policies of the Group are based on performance, experience, competence and market comparable. Remuneration packages generally comprise salary, housing allowance, contribution to pension schemes and discretionary bonus relating to the performance of the Group. The Group has also adopted share option schemes for its employees, providing incentives and rewards to eligible participants with reference to their contributions. For details, please refer to the section headed "Directors' Report" in this annual report. Proper training programmes were implemented in order to promote employees' career development and progression within the Group.

固體礦產資源╱儲量分類(GB/T 17766-1999)下各礦場於2021年1月1日的資源量

石溝石膏礦的資源量概要

根據固體礦產資源╱儲量分類(GB/T 17766-1999)，石溝石膏礦的礦產資源量自2014年年報所披露以來並無變化。石溝石膏礦資源量的假設為「石膏＋無水石膏」邊界品位為82.51%及最小可採寬度為1米。

僱員及酬金政策

於2020年12月31日，本集團共有191名全職僱員（2019年12月31日：184名僱員），包括10名管理人員、15名技術員、41名行政及銷售與營銷人員以及125名營運人員。2020財政年度的本集團僱員福利開支（包括以袍金、薪金及其他津貼形式發放的董事薪酬）約為人民幣28.5百萬元（2019財政年度：人民幣69.6百萬元）。

本集團的酬金政策按表現、經驗、能力及市場可比較公司釐定。薪酬待遇一般包括薪金、房屋津貼、退休金計劃供款及與本集團表現掛鈎的酌情花紅。本集團亦為僱員採納股份期權計劃，以參照合資格參與人士的貢獻向彼等給予嘉許及獎勵。有關詳情請參閱本年報「董事會報告書」一節。本集團已推行適當的培訓課程，促進僱員在本集團內的事業發展及晉升。

OTHER SIGNIFICANT EVENTS

Outbreak of COVID-19 Pandemic

The Group has previously updated that the unprecedented COVID-19 pandemic had adversely affected the market sentiment, caused business uncertainty and posed significant risks on the pace of demand recovery for many industries in China and beyond due to major supply chain disruptions. For further details, please refer to announcements of the Company on 7 February 2020, 9 March 2020, 27 March 2020 and 23 April 2020.

Notably, the impact brought about by COVID-19 pandemic was not uniform across markets due to differences in the timing and duration of lockdowns in affected countries. The High-Fe Mining Operation and trading businesses have progressively reverted to pre-COVID-19 levels. Conversely, the operation of the Specialised Mining Services that mainly took place in Australia remains a considerable uncertainty.

Amid the deteriorating global economic activities as a result of the COVID-19 pandemic, conditions are volatile. The extent of this impact on the Group's future financial performance and position depends largely on the effectiveness of control measures against the COVID-19 pandemic and the outcomes of which remain largely uncertain. Given these uncertainties and the risks of resurgence of COVID-19 infections, the adverse impact on the economic activities could be more acute and protracted than expected. As a result, the Group has been more cautious and prudent concerning additional impairment during the fair values assessment of its existing CGUs and assets held-for-sale.

其他重大事項

COVID-19大流行爆發

本集團早前提供最新資料，前所未有的COVID-19大流行令主要供應鏈中斷，打擊市場氣氛，導致業務出現不明朗因素，中國境內外許多行業的需求復甦步伐面對重大風險。有關進一步詳情，請參閱本公司於2020年2月7日、2020年3月9日、2020年3月27日及2020年4月23日發表之公告。

由於受影響國家實施封鎖措施的時間及長短不一，故COVID-19大流行對各個市場造成的影響顯然有別。高鐵品位礦場業務及貿易業務已逐步重回COVID-19爆發前的水平。相反，主要於澳洲經營的專業開採服務營運仍然非常不明朗。

隨着COVID-19大流行令全球經濟活動減少，市況動蕩不定。其對本集團未來財務表現及狀況的影響很大程度上取決於COVID-19大流行防控措施是否有效，而有關措施的效果大致未明。鑑於存在種種不明朗因素及COVID-19感染個案回升的風險，對經濟活動的打擊可能較預期嚴重且漫長。因此，本集團已加倍審慎地評估現有現金產生單位及持作出售資產的公平值有否出現額外減值。

CHAIRMAN AND NON-EXECUTIVE DIRECTOR

Mr. Teh Wing Kwan

Mr. Teh, aged 48, was appointed as the non-executive Director on 26 July 2017 and subsequently appointed as the chairman of the Board on 12 October 2017. Mr. Teh is also the chairman of the nomination committee of the Company.

Mr. Teh, a sophisticated investor, specialises in corporate restructuring, corporate finance, and merger & acquisition. Mr. Teh is currently a substantial shareholder; and an appointed non-independent and non-executive chairman of Livingstone Health Holdings Limited (listed on the Catalist of the SGX-ST and formerly known as Citicode Ltd.). He is also an appointed advisor of Koda Ltd (listed on the main board of the SGX-ST).

Mr. Teh was the executive chairman and chief executive officer ("CEO") of Citicode Ltd (previously listed on the mainboard of the SGX-ST) from July 2018 to February 2021 for which he completed its corporate turnaround plan via a reverse takeover of a multi-disciplinary healthcare services group, Livingstone Health Ltd. Mr. Teh was also the group CEO and managing director of Sapphire Corporation Limited ("Sapphire") (listed on the main board of the SGX-ST) from October 2013 to December 2017. Under his leadership, Sapphire has undergone a major corporate restructuring exercise and he has transformed Sapphire by acquiring one of the largest privately-owned urban rail transit engineering groups in China. He has also led Sapphire to be the first company listed outside Hong Kong to receive The Listed Enterprise Excellence Awards 2016 from the Hong Kong-based Capital Weekly.

Mr. Teh served as a non-executive director of Singapore eDevelopment Limited (listed on the Catalist of the SGX-ST and formerly known as CCM Group Limited) from June 2013 to August 2016; a non-executive director of Asian American Medical Group Limited (listed on the Australian Securities Exchange (the "ASX") and formerly known as Asian Centre For Liver Diseases & Transplantation Limited) from January 2011 to January 2016 and a non-executive director of Heng Fai Enterprises Limited (listed on the Hong Kong Stock Exchange and currently known as Zensun Enterprises Ltd.) from October 2013 to September 2014.

Some of Mr. Teh's other investment and corporate portfolios included but are not limited to – In 2002, he advised and completed the restructuring and initial public offering (the "IPO") exercise of Koda Ltd (which was subsequently named one of the best 200 companies under a billion by Forbes Asia in 2006) on the SGX-ST. In 2006, he evaluated and advised a spinoff plan for the proposed IPO application of a foreign-controlled enterprise on the Ho Chi Minh Stock Exchange.

主席兼非執行董事

鄭永權先生

鄭先生，四十八歲，於2017年7月26日獲委任為非執行董事，其後於2017年10月12日獲委任為董事會主席。鄭先生亦為本公司提名委員會主席。

鄭先生乃資深投資者，擅長企業重組、企業融資及併購。目前，鄭先生為Livingstone Health Holdings Limited（於新交所凱利板上市，前稱城式企業有限公司*）的主要股東，並獲委任為非獨立及非執行主席。彼亦獲委任為Koda Ltd（於新交所主板上市）的顧問。

鄭先生於2018年7月至2021年2月曾任城式企業有限公司*（之前於新交所主板上市）的執行主席兼行政總裁，透過反收購一個多學科醫療集團Livingstone Health Ltd完成該公司的企業重組計劃。鄭先生於2013年10月至2017年12月亦曾任盛世企業有限公司*（「盛世企業」）（於新交所主板上市）的集團首席執行官兼董事總經理。盛世企業在其領導下進行一項重大企業重組活動，透過收購中國其中一間最大私營城市軌道交通工程公司，讓盛世企業轉型。彼亦引領盛世企業成為首間榮獲香港資本壹週傑出上市企業大獎2016的香港境外上市公司。

鄭先生曾於2013年6月至2016年8月出任Singapore eDevelopment Limited（於新交所凱利板上市，前稱CCM Group Limited）的非執行董事，於2011年1月至2016年1月出任Asian American Medical Group Limited（於澳洲證券交易所（「澳交所」）上市，前稱Asian Centre For Liver Diseases & Transplantation Limited）的非執行董事，以及於2013年10月至2014年9月出任恒輝企業控股有限公司（於香港聯交所上市，現稱正商實業有限公司）的非執行董事。

鄭先生曾參與多項其他投資及企業項目，包括但不限於－於2002年，彼提供顧問意見並完成Koda Ltd的企業重組及其於新交所的上市計劃，而Koda Ltd其後於2006年名列亞洲福布斯收入10億美元以下企業200強。於2006年，彼為一間外資控制企業於胡志明證券交易所的分拆上市計劃進行評估及提供顧問意見。

In 2009, he advised and completed the restructuring and listing exercise of one of Asia's foremost liver centres, the Singapore-incorporated Asian Centre For Liver Diseases & Transplantation Limited via a reverse takeover of an ASX-listed fashion design house. Mr. Teh has also previously involved in and advised on other corporate actions including business reorganisation, corporate restructuring, proposed divestments, corporate debts restructuring and cash exit offer for other publicly listed companies, family-owned enterprises and regional asset owners.

Mr. Teh was nominated for the 2015 and 2016 Asia Pacific Entrepreneurship Awards (Singapore) under the Industrial and Commercial Products Industry as well as the 2017 and 2018 Outstanding Leaders in Asia Corporate Excellence & Sustainability Awards under the Leadership Category. Mr. Teh is a fellow of The Association of Chartered Certified Accountants (United Kingdom), a fellow chartered accountant of the Institute of Singapore Chartered Accountants, an international affiliate of the Hong Kong Institute of Certified Public Accountants, a chartered accountant of the Malaysian Institute of Accountants, a full member of the Singapore Institute of Directors and an ordinary member of the Hong Kong Securities and Investment Institute.

EXECUTIVE DIRECTORS

Mr. Jiang Zhong Ping

Mr. Jiang, aged 55, has been an executive Director since 28 April 2008 and re-designated as the chief executive officer of the Company since 12 October 2017. Mr. Jiang is also a member of the nomination committee and the remuneration committee of the Company. Mr. Jiang joined the Group in March 2008 as a director of Huili Caitong when it was part of the Group. Mr. Jiang is a director and the general manager of Sichuan Lingyu and a director of First China Limited, Simply Rise Holdings Limited and Sure Prime Limited, all being wholly-owned subsidiaries of the Company. Mr. Jiang has approximately 20 years of experience in production and quality control in the steel industry. Mr. Jiang was a technician, head of quality control department and the chief manager of the audit department of Chuanwei from August 1989 to April 2008. Mr. Jiang graduated from Chongqing Steel and Iron College* in Chongqing in July 1989 with a college degree in iron and steel rolling.

於2009年，彼透過反收購一間澳交所上市時裝設計公司，完成Asian Centre For Liver Diseases & Transplantation Limited（於新加坡註冊成立，為亞洲最頂尖肝臟中心之一）的重組及上市計劃。鄭先生亦曾參與其他企業活動並提供顧問意見，包括為其他上市公司、家族企業及區域資產擁有人進行業務重組、企業重組、建議撤資、企業債務重組及現金退市要約。

鄭先生獲提名競逐2015年及2016年（新加坡）亞太工商行業企業收購專家，以及2017年及2018年亞洲企業卓越與可持續發展大獎領袖類別傑出領袖。鄭先生為英國特許公認會計師公會資深會員、新加坡特許會計師協會的資深特許會計師、香港會計師公會的國際聯繫會員、馬來西亞會計師公會的特許會計師、新加坡董事學會的正式會員以及香港證券及投資學會的學會會員。

執行董事

蔣中平先生

蔣先生，五十五歲，自2008年4月28日起擔任執行董事，自2017年10月12日起調任本公司的首席執行官。蔣先生亦為本公司提名委員會成員及薪酬委員會成員。蔣先生於2008年3月加入本集團擔任會理財通的董事，而會理財通當時仍為本集團的成員公司。蔣先生現為四川凌御的董事兼總經理以及三民有限公司、易陞控股有限公司及Sure Prime Limited的董事，而以上所有公司均為本公司的全資子公司。蔣先生在鋼鐵產業的生產以及質量監管上，擁有約二十年的相關經驗。在1989年8月至2008年4月期間，蔣先生歷任川威的技術專家、質量監管部主管以及審計部經理。蔣先生在1989年7月畢業於重慶市的重慶鋼鐵專科學校，榮獲鋼鐵軋製專業大專學位。

Mr. Hao Xiemin

Mr. Hao, aged 39, has been an executive Director and the financial controller of the Company since 1 January 2018. Mr. Hao has been the financial manager of the Company since January 2012. Mr. Hao is also a director/supervisor/financial manager of certain key subsidiaries of the Company and is responsible for the financial reporting and management of these subsidiaries. He was the financial controller of Huili Caitong from January 2012 to February 2016. He has 16 years of experience in financial management and has also previously participated in the IPO exercise of the Company, including pre-IPO reorganisation, merger and acquisition, corporate finance matters and operational reorganisation. Prior to joining the Company, Mr. Hao was the financial supervisor of the Panxi Region of the mining branch of Chuanwei from March 2010 to January 2012, a financial supervisor in each of the financial management department of Chuanwei from May 2006 to March 2010 and Sichuan Longwei Metal Products Co., Ltd.* from July 2004 to April 2006, respectively. Mr. Hao has professional qualification as an International Certified Management Accountant. Mr. Hao obtained a bachelor's degree in accounting from Southwestern University of Finance and Economics in June 2004.

Mr. Wang Hu

Mr. Wang, aged 41, has been an executive Director since 1 January 2018. Mr. Wang has been the assistant to the then chairman, Mr. Jiang Zhong Ping and is the manager of legal and compliance department of the Company. Mr. Wang is also a director of certain key subsidiaries of the Company and is responsible for legal and compliance matters of these subsidiaries. Mr. Wang has 17 years of experience in legal and compliance matters. Mr. Wang has previously participated in the pre-IPO reorganisation and IPO exercise of the Company, including merger and acquisition. He is responsible for the legal and compliance matters of the Group after the listing of the Company. Prior to joining the Company, Mr. Wang was the supervisor of legal department of Chuanwei from September 2003 to August 2008 and worked as a client relationship manager in Agricultural Bank of China, Chongqing Changshou branch* from August 2002 to September 2003. Mr. Wang obtained a bachelor's degree in law from Southwest University of Political Science & Law in July 2002 and a master's degree in business administration from Sichuan University in December 2020.

郝謝敏先生

郝先生，三十九歲，自2018年1月1日起擔任執行董事兼本公司的財務總監。郝先生自2012年1月起一直為本公司的財務部長。郝先生亦出任本公司若干主要子公司的董事／監事／財務部長並負責該等子公司的財務報告及管理。彼於2012年1月至2016年2月出任會理財通的財務總監。彼擁有十六年財務管理經驗，曾參與本公司的首次公開發售活動，包括首次公開發售前重組、併購、企業融資事宜及業務重組。於加入本公司前，郝先生於2010年3月至2012年1月為川威旗下礦業分公司攀西地區的財務主管；於2006年5月至2010年3月為川威財務管理部的財務主管；及於2004年7月至2006年4月為四川省龍威金屬製品有限公司財務管理部的財務主管。郝先生擁有國際註冊管理會計師專業資格。郝先生於2004年6月取得西南財經大學會計學士學位。

王虎先生

王先生，四十一歲，自2018年1月1日起擔任執行董事。王先生曾為本公司時任主席蔣中平先生的助理，現時擔任本公司法律與合規部部長。王先生亦為本公司若干主要子公司的董事，負責該等子公司的法律及合規事宜。王先生擁有十七年法律及合規事宜經驗。王先生曾參與本公司首次公開發售前重組及首次公開發售活動，包括併購。彼於本公司上市後負責本集團的法律及合規事宜。於加入本公司前，王先生於2003年9月至2008年8月為川威的法律部主管，並於2002年8月至2003年9月於中國農業銀行重慶市長壽支行任職客戶關係經理。王先生於2002年7月取得西南政法大學法律學士學位，並於2020年12月取得四川大學工商管理碩士學位。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Yu Haizong

Mr. Yu, aged 56, has been an independent non-executive Director since 4 September 2009. Mr. Yu is also the chairman of the audit committee and a member of the nomination committee and the remuneration committee of the Company. Mr. Yu was a chartered public accountant in Sichuan Tongde Certified Accountants Firm* (formerly known as Chengdu Xinda Certified Accountants Firm*) from 1994 to 2000, a member of the expert panels of Land and Resources Department of Sichuan Province and Science and Technology Department of Sichuan*. Mr. Yu is a chartered public accountant (non-practicing) in the PRC, a member of the Chartered Public Accountant Further Education Committee of Sichuan Association of Chartered Public Accountants*, and a professor, master and doctoral supervisor of the Accounting Faculty of Southwestern University of Finance and Economics in Chengdu, Sichuan. Mr. Yu is also the dean of the Auditing Department at Southwestern University of Finance and Economics in Chengdu, Sichuan.

Mr. Yu worked in the finance department of Weiyuan Steel Factory* from July 1988 to August 1990. Mr. Yu served as an independent non-executive director of Xinan Huaji Company Limited*, a company listed on the Shenzhen Stock Exchange from 1998 to 2000 and he served as an independent non-executive director of Jinyu Checheng Company Limited* ("Jinyu Checheng"), a company listed on the Shenzhen Stock Exchange, and was also a member of the audit committee and remuneration committee of Jinyu Checheng from May 2004 to June 2010. As a member of the audit committee of Jinyu Checheng, Mr. Yu's duties included reviewing the internal control system and reviewing and analysing financial statements of the company. Mr. Yu was an independent non-executive director and a member of audit committee of Chengdu Tianxing Instruments (Group) Co., Limited*, a company listed on the Shenzhen Stock Exchange, from June 2012 to June 2015. Mr. Yu was an independent non-executive director and a chairman of the audit committee of Royal China International Holdings Limited, a company listed on the Hong Kong Stock Exchange, from February 2017 to September 2018. Mr. Yu was an independent non-executive director and a chairman of the audit committee of Sichuan Expressway Company Limited, a company listed on the Shanghai Stock Exchange and the Hong Kong Stock Exchange, from March 2013 to November 2019. Mr. Yu was also an independent non-executive director of Sichuan Jiuzhou Electric Group Co., Ltd*, a company listed on the Shenzhen Stock Exchange, from May 2013 to October 2020. Currently, Mr. Yu is an independent non-executive director of Chengdu Haoneng Technology Co., Ltd.* and an independent non-executive director of HitGen Inc.,* both companies are listed on the Shanghai Stock Exchange.

獨立非執行董事

余海宗先生

余先生，五十六歲，自2009年9月4日起擔任獨立非執行董事。余先生亦為本公司審核委員會主席、提名委員會成員及薪酬委員會成員。余先生在1994年至2000年是四川同德會計師事務所（前身為成都信達會計師事務所）的註冊會計師，並曾為四川省國土資源廳及四川省科學技術廳的專家小組成員。余先生是中國認證的註冊會計師（非執業）、四川省註冊會計師協會CPA後續教育委員會成員，以及四川成都西南財經大學會計學院的教授、碩士及博士生導師。余先生亦是四川成都西南財經大學審計系系主任。

在1988年7月至1990年8月期間，余先生曾任職於威遠鋼鐵廠財務科。1998年至2000年，余先生出任西南化機股份有限公司的獨立非執行董事，該公司乃一間於深圳證券交易所上市的公司；而在2004年5月至2010年6月，彼則擔任金宇車城股份有限公司（「金宇車城」）的獨立非執行董事及審核委員會和薪酬委員會成員，該公司乃一間於深圳證券交易所上市的公司。作為金宇車城的審核委員會成員，余先生的職責包括檢討內部監管系統，並審閱分析該公司的財務報表。2012年6月至2015年6月，余先生是成都天興儀表股份有限公司（一間於深圳證券交易所上市的公司）的獨立非執行董事及審核委員會成員。2017年2月至2018年9月，余先生曾是皇中國際控股有限公司（一間於香港聯交所上市的公司）的獨立非執行董事兼審核委員會主席。2013年3月至2019年11月，余先生曾是四川成渝高速公路股份有限公司（一間於上海證券交易所和香港聯交所上市的公司）的獨立非執行董事及審核委員會主席。2013年5月至2020年10月，余先生亦曾是四川九洲電器股份有限公司（一間於深圳證券交易所上市的公司）的獨立非執行董事。現時，余先生是成都豪能科技股份有限公司（一間於上海證券交易所上市的公司）的獨立非執行董事及成都先導藥物開發股份有限公司（一間於上海證券交易所上市的公司）的獨立非執行董事。

Mr. Yu received a bachelor's degree from Southwestern University of Finance and Economics in Chengdu, Sichuan in economics (accounting) in July 1988, a master's degree in economics (accounting) in December 1992 and a doctoral degree in management (accounting) in March 2002. Through his professional qualification as a chartered public accountant, his education background in accounting and his previous experience as an independent non-executive director of public companies, he meets the criteria for accounting and related financial management expertise as required by Rule 3.10(2) of the Listing Rules.

余先生在1988年7月榮獲四川成都西南財經大學經濟學(會計學)專業學士學位，1992年12月榮獲經濟學(會計學)碩士學位，2002年3月榮獲管理學(會計學)博士學位。彼擁有註冊會計師的專業資格、會計教育背景及過往作為上市公司獨立非執行董事的經驗，符合上市規則第3.10(2)條規定的會計及有關財務管理專長標準。

The Directors are of the view that Mr. Yu's experience in internal controls and reviewing and analysing audited financial statements of a public company that he gained when he was serving as a member or chairman of the audit committees of various public companies enables him to meet the requirements under Rule 3.10(2) of the Listing Rules.

董事認為余先生作為多間上市公司的審核委員會成員或主席，在內部監管以及審閱分析上市公司經審核財務報表方面獲得的經驗，使彼符合上市規則第3.10(2)條的規定。

Mr. Liu Yi

Mr. Liu, aged 58, has been an independent non-executive Director since 4 September 2009. Mr. Liu is also the chairman of the remuneration committee and a member of the audit committee and the nomination committee of the Company. Mr. Liu has been working at Sichuan Metallurgical Design and Research Institute since July 1987, engaging in project consulting, beneficiation process and mining design, feasibility study and relevant engineering design work and specialising in mineral processing engineering. His past experiences in mining design projects include constructing iron concentrate production lines of various capacities and mining operations planning for vanadium-bearing titano magnetite mines. He is the deputy chief engineer and the chief project designer of the mining engineering institute of Sichuan Metallurgical Design and Research Institute. He is also a Work Safety Expert in Sichuan* appointed by Department of Emergency Management of Sichuan Province. Mr. Liu graduated from the faculty of mining resource engineering of Xi'an Metallurgy and Architecture College*, now known as Xi'an University of Architecture and Technology, in Shaanxi and received a bachelor's degree in engineering in 1987.

劉毅先生

劉先生，五十八歲，自2009年9月4日起擔任獨立非執行董事。劉先生亦為本公司薪酬委員會主席、審核委員會成員及提名委員會成員。劉先生自1987年7月起任職於四川省冶金設計研究院，從事項目顧問、礦石洗選及採礦設計、可行性研究以及相關工程設計的工作，並專責礦物洗選工程。彼具有採礦設計項目(包括建設具各種產能的鐵精礦生產線及釩鈦磁鐵礦採礦營運計劃)的經驗。劉先生現任四川省冶金設計研究院副總工程師及首席項目設計師。彼現時亦為獲四川省應急管理廳委聘的四川安全生產專家。劉先生在1987年畢業於陝西省的西安冶金建築學院(現稱為西安建築科技大學)的礦產資源系，並榮獲工程學學士學位。

Mr. Wu Wen

Mr. Wu, aged 52, has been an independent non-executive Director since 1 November 2014. Mr. Wu is also a member of the audit committee and the nomination committee of the Company. Mr. Wu is a qualified lawyer in the PRC. Mr. Wu graduated from Peking University School of Law in 1990. Mr. Wu obtained a Juris Doctor degree from Northwestern School of Law of Lewis and Clark College in 1998. Mr. Wu worked as an associate of Sichuan Canway Law Firm from August 1998 to May 2002 and later became a partner from February 2003 to December 2008. Mr. Wu also worked as legal counsel in Kodak (China) Company Limited from May 2002 to December 2002. Mr. Wu practiced law as a partner of Tahota Law Firm from February 2009 to February 2014. Since March 2014, Mr. Wu has been a partner of Zhonglun Law Firm. Mr. Wu is a member of the Chinese Bar Association.

吳文先生

吳先生，五十二歲，自2014年11月1日起擔任獨立非執行董事。吳先生亦為本公司審核委員會成員及提名委員會成員。吳先生為中國合資格律師。吳先生於1990年畢業於北京大學法學院。彼於1998年取得Northwestern School of Law of Lewis and Clark College的法律博士學位。吳先生於1998年8月至2002年5月擔任四川康維律師事務所律師，後於2003年2月至2008年12月成為合夥人。於2002年5月至2002年12月，吳先生亦擔任柯達（中國）股份有限公司的法律顧問。於2009年2月至2014年2月，吳先生於泰和泰律師事務所執業，擔任合夥人。由2014年3月至今，吳先生是中倫律師事務所的合夥人。吳先生為中國律師協會會員。

SENIOR MANAGEMENT

Mr. Jiang Zhong Ping

Mr. Jiang is the chief executive officer of the Company. Details of his biography are set out above in this section.

Mr. Hao Xiemin

Mr. Hao is the financial controller of the Company. Details of his biography are set out above in this section.

Mr. Wang Hu

Mr. Wang is the head of compliance of the Company. Details of his biography are set out above in this section.

高級管理層

蔣中平先生

蔣先生為本公司的首席執行官，其履歷詳情載於本節上文。

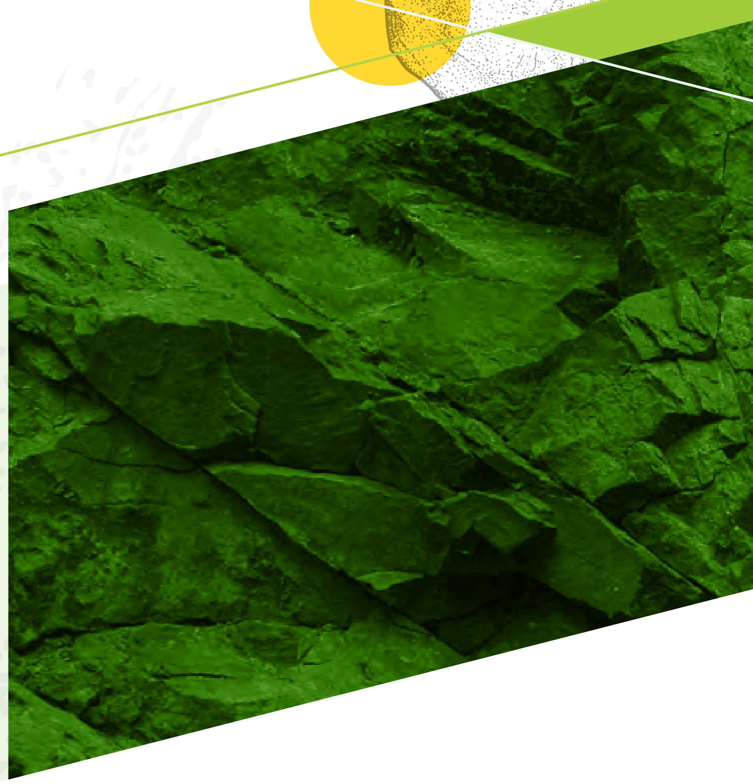
郝謝敏先生

郝先生為本公司財務總監，其履歷詳情載於本節上文。

王虎先生

王先生為本公司合規部部長，其履歷詳情載於本節上文。

Directors' Report
董事會報告書



Directors' Report
董事會報告書

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

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The activities of its principal subsidiaries are mining and ore processing, sale of self-produced products, trading of steels, management of strategic investments and rendering specialised mining services. Details of the Company's subsidiaries as at 31 December 2020 are set out in note 1 to the financial statements of this annual report.

BUSINESS REVIEW

A fair review of the business of the Group as well as a discussion and analysis of the Group's performance during the year as required by Schedule 5 to the Companies Ordinance (Chapter 622 of the laws of Hong Kong), including a discussion of the principal risks and uncertainties facing the Group and an indication of likely future developments in the Group's business, can be found in the sections headed "Chairman's Statement", "Management Discussion and Analysis" and "Corporate Governance Report – Risk Management and Internal Control" of this annual report. These discussions form part of this Directors' report.

PERMITTED INDEMNITY

The Articles provide that the Directors shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty; provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of the Directors.

A directors and officers liability insurance is in place to protect the Directors and officers against potential costs and liabilities arising from claims brought against the Directors and officers.

RESULTS

The results of the Group for the year ended 31 December 2020 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 104 and 105 of this annual report.

董事謹此提呈其報告書以及本集團截至2020年12月31日止年度的經審核綜合財務報表。

主要業務

本公司為一間投資控股公司，其主要子公司的業務為進行採礦及礦石洗選、銷售自產產品、鋼鐵貿易、管理策略性投資及提供專業開採服務。本公司子公司於2020年12月31日的詳情載於本年報財務報表附註1。

業務回顧

按香港法例第622章《公司條例》附表5規定對本集團業務作出的中肯審視及本集團年內表現的討論及分析，包括有關本集團面對的主要風險及不明朗因素的討論及本集團業務可能有的未來發展的揭示，請參閱本年報「主席報告書」、「管理層討論及分析」及「企業管治報告－風險管理及內部監控」各節。此等討論屬於本董事會報告書的一部分。

獲准許的彌償條文

細則規定，董事將可就彼等因執行彼等的職務或因就此而作出、贊同作出或沒有作出的任何行動而將會或可能承擔或蒙受的所有訴訟、成本、押記、損失、損害賠償及開支獲得以本公司的資產及利潤作出的彌償保證及免受損害，惟此彌償保證並不延伸至與任何董事的任何欺詐或不誠實行為有關的任何事項。

本公司已為董事和高級職員作出責任保險安排，以保障董事和高級職員因被提出申索而可能招致的成本及責任。

業績

本集團截至2020年12月31日止年度的業績載於本年報第104及第105頁的綜合損益及其他全面收益表。

DIVIDEND POLICY AND FINAL DIVIDEND

On 27 December 2018, the Board adopted a dividend policy that, in recommending or declaring dividends, the Company will maintain adequate cash reserves for meeting its working capital requirements and future growth as well as its Shareholder value. When considering the declaration and payment of dividends, the Board will consider a number of factors, including but not limited to the Group's financial results and cash flow position, the Group's future operations and earnings, the Group's expected capital requirements and expansion plans, the Group's debt to equity ratios and the debt level, any restrictions on payment of dividends under any financial covenant undertaken by the Group, the retained earnings and distributable reserves of the Company and each of the members of the Group, the Shareholders' expectation and industry's norm, and the general market conditions.

The Board does not recommend payment of a final dividend for the year ended 31 December 2020 (FY2019: Nil).

股息政策及末期股息

於2018年12月27日，董事會已採納股息政策，於建議或宣派股息時，本公司將保留足夠現金儲備，以應付其營運資金需要及未來增長，以及滿足股東價值。於考慮宣派及派付股息時，董事會將考慮多項因素，包括但不限於本集團的財務業績及現金流狀況、本集團的未來營運及盈利、本集團的預期資金需要及擴充計劃、本集團的債務對權益比率及債務水平、本集團承擔的任何財務契約下的任何派息限制、本公司及本集團旗下各成員公司的留存盈利及可分派儲備、股東預期及行業標準，以及整體市況。

董事會不建議派付截至2020年12月31日止年度的末期股息（2019財政年度：無）。

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 24 June 2021 to Tuesday, 29 June 2021 (both days inclusive) during which no transfer of Shares will be effected. In order to determine the entitlement to attend and vote at the 2021 AGM, all share transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 23 June 2021.

暫停辦理股東登記手續

本公司將於2021年6月24日（星期四）至2021年6月29日（星期二）（包括首尾兩日）暫停辦理股東登記手續，於該期間概不會執行任何股份轉讓。為確定出席2021年股東週年大會及於會上表決的資格，所有股份過戶文件連同相關股票必須不遲於2021年6月23日（星期三）下午4時30分交回本公司的香港股份登記分處香港中央證券登記有限公司（地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖），以辦理登記手續。

PROPERTY, PLANT AND EQUIPMENT

Additions to property, plant and equipment of the Group for the year ended 31 December 2020 amounted to approximately RMB19.8 million (FY2019: RMB42.1 million). Details of the movements during the year in the Group's property, plant and equipment are set out in note 13 to the financial statements of this annual report.

物業、廠房及設備

本集團截至2020年12月31日止年度添置的物業、廠房及設備約為人民幣19.8百萬元（2019財政年度：人民幣42.1百萬元）。本集團物業、廠房及設備於年內的變動詳情載於本年報財務報表附註13。

SHARE CAPITAL

There was no change in the authorised and issued share capital of the Company during the year ended 31 December 2020. Details of the movements during the year in the issued share capital of the Company are set out in note 29 to the financial statements of this annual report.

股本

於截至2020年12月31日止年度，本公司的法定及已發行股本概無變動。本公司已發行股本於年內的變動詳情載於本年報財務報表附註29。

DISTRIBUTABLE RESERVES

Details of the movements during the year ended 31 December 2020 in the reserves of the Group are set out in the consolidated statement of changes in equity on page 108 of this annual report.

As at 31 December 2020, the Company's reserves available for distribution to the Shareholders in accordance with the Articles were RMB1,877.5 million.

Under the Companies Law, subject to the provision of its Articles, the share premium account may be applied by the Company in paying distributions or dividends to its members or in paying up unissued shares to be issued to its members as fully paid bonus shares provided that no distribution or dividend may be paid to members out of the share premium account unless, immediately following the date on which the distribution or dividend is proposed to be paid, the Company is able to pay its debts as they fall due in the ordinary course of business.

The reserves of the Company available for distribution depend on the dividend distributable by the Company's subsidiaries. For dividend purpose, the amount which the Company's subsidiaries in the PRC can legally distribute by way of a dividend is determined by reference to their distributable profits as reflected in the PRC statutory financial statements which are prepared in accordance with accounting principles generally accepted in the PRC. These distributable profits differ from those that are reflected in the Group's consolidated financial statements prepared in accordance with the IFRSs.

FINANCIAL SUMMARY

A summary of the results, assets, liabilities and non-controlling interests of the Group for the last five financial years is set out on pages 246 to 248 of this annual report.

BANK AND OTHER LOANS

Details of the loans and borrowings of the Group are set out in note 27 to the financial statements of this annual report.

MAJOR CUSTOMERS AND SUPPLIERS

For the years ended 31 December 2020 and 2019, sales to the Group's five largest customers accounted for 91.4% and 91.3% of the total revenue of the Group, respectively, and sales to the largest customer accounted for 68.4% and 70.8%, respectively.

可分派儲備

本集團儲備於截至2020年12月31日止年度的變動詳情載於本年報第108頁的綜合股權變動表。

於2020年12月31日，根據細則，本公司可供分派予股東的儲備為人民幣1,877.5百萬元。

根據公司法及在細則條文的規限下，本公司可以股份溢價賬向其股東作出分派或派付股息，或將發行予其股東的未發行股份繳足及入賬列作繳足紅股，惟倘於緊隨建議作出分派或派付股息當日後，本公司無法於日常業務過程中支付到期債項，則不得以股份溢價賬向股東作出任何分派或派付股息。

本公司的可供分派儲備視乎本公司子公司的可供分派股息而定。就股息而言，於釐定本公司中國子公司可合法地以股息方式分派的金額時，會參考根據中國公認會計原則編製的中國法定財務報表所顯示的可供分派利潤。該等可供分派利潤與本集團根據國際財務報告準則編製的綜合財務報表所顯示者有所不同。

財務摘要

本集團於過去五個財政年度的業績、資產、負債及非控股權益摘要載於本年報第246至第248頁。

銀行及其他貸款

本集團的貸款及借貸詳情載於本年報財務報表附註27。

主要客戶及供應商

截至2020年及2019年12月31日止年度，向本集團五大客戶作出的銷售額分別佔本集團總收入的91.4%及91.3%，而向最大客戶作出的銷售額分別佔68.4%及70.8%。

During the year, the Group's customers were highly concentrated primarily because (i) the steels, coals and iron products are bulk raw materials and the customers required stable supply and (ii) the production volumes of self-produced products were low and our pool of target customers was small. The Group was aware of the risk of a concentrated customer base and has entered into non-exclusive sales agreements with several potential customers. Pursuant to the agreements, the Group is able to sell any of its products to the potential customers without any restrictions.

年內，本集團的客戶高度集中，主要歸因於(i)鋼鐵、煤炭及鐵產品乃大宗原料，客戶要求有穩定供應；及(ii)自產產品的產量低，目標客戶數量少。本集團了解客戶群集中的風險，遂與多名潛在客戶訂立非獨家銷售協議。根據該等協議，本集團可在不受任何限制下向潛在客戶銷售任何本集團產品。

For the years ended 31 December 2020 and 2019, purchases from the Group's five largest suppliers accounted for 81.7% and 92.1% of the total purchases of the Group, respectively, and purchases from the largest supplier accounted for 74.9% and 68.6%, respectively.

截至2020年及2019年12月31日止年度，向本集團五大供應商作出的購買額分別佔本集團總購買額的81.7%及92.1%，而向最大供應商作出的購買額分別佔74.9%及68.6%。

None of the Directors or any of their close associates or any Shareholders (which, to the best knowledge of the Directors, own more than 5.0% of the Company's issued share capital) had any beneficial interest in any of the Group's five largest suppliers or customers.

董事、彼等的任何緊密聯繫人或任何股東（就董事所深知擁有本公司已發行股本5.0%以上者）概無在本集團任何五大供應商或客戶中擁有任何實益權益。

DIRECTORS

董事

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

以下為本年度及截至本年報日期的董事：

Non-executive Director

Mr. Teh Wing Kwan

非執行董事

鄭永權先生

Executive Directors

Mr. Jiang Zhong Ping
Mr. Hao Xiemin
Mr. Wang Hu

執行董事

蔣中平先生
郝謝敏先生
王虎先生

Independent non-executive Directors

Mr. Yu Haizong
Mr. Liu Yi
Mr. Wu Wen

獨立非執行董事

余海宗先生
劉毅先生
吳文先生

Biographical details of the current Directors are set out in the section headed "Profile of Directors and Senior Management" on pages 31 to 36 of this annual report.

現任董事的履歷詳情載於本年報第31至第36頁「董事及高級管理層簡介」一節。

In accordance with articles 84(1) and 84(2) of the Articles, Messrs. Teh Wing Kwan, Yu Haizong and Liu Yi will retire at the 2021 AGM and, being eligible, will offer themselves for re-election at the 2021 AGM.

按照細則第84(1)及84(2)條，鄭永權先生、余海宗先生及劉毅先生將於2021年股東週年大會上告退，惟彼等符合資格並願意在2021年股東週年大會上接受重選。

DIRECTORS' SERVICE CONTRACTS

Each of Mr. Yu Haizong and Mr. Liu Yi, an independent non-executive Director, entered into a new letter of appointment with the Company for a term of three years commencing from 8 October 2020. Mr. Wu Wen, an independent non-executive Director, entered into a new letter of appointment with the Company for a term of three years commencing from 1 November 2020.

None of the Directors proposed for re-election at the 2021 AGM has entered into any service agreement with the Company which is not terminable within one year without payment of compensation (other than the statutory compensation).

董事的服務合約

獨立非執行董事余海宗先生及劉毅先生各自已與本公司訂立新委任書，任期自2020年10月8日起計為期三年。獨立非執行董事吳文先生已與本公司訂立新委任書，任期自2020年11月1日起計為期三年。

擬於2021年股東週年大會上重選連任的董事，概無與本公司訂立任何不能於一年內不作賠償（法定賠償除外）而終止的服務協議。

REMUNERATION OF THE DIRECTORS

The remuneration of the Directors is determined with reference to the Directors' duties, responsibilities, performance and the results of the Group.

Details of the remuneration of the Directors are set out in note 8 to the financial statements of this annual report.

董事薪酬

董事薪酬按董事職務、職責、表現及本集團業績釐定。

董事薪酬的詳情載於本年報財務報表附註8。

EMOLUMENT POLICIES

The emolument policies of the Group are based on performance, experience, competence and market comparable. Remuneration packages generally comprise salary, housing allowance, contribution to pension schemes and discretionary bonus relating to the performance of the Group.

When compared to other employees of the Group, the remuneration packages of the Directors and senior management put a heavier weight on their contributions to the performance of the Group. This is achieved by way of share option schemes. The emolument policies of the Directors and senior management are overseen by the remuneration committee of the Company.

Details of the share option schemes are set out under the section headed "Share Options" of this report and note 30 to the financial statements of this annual report.

酬金政策

本集團的酬金政策按表現、經驗、能力及市場可比較公司釐定。薪酬待遇一般包括薪金、房屋津貼、退休金計劃供款及與本集團業績掛鈎的酌情花紅。

相比本集團其他僱員，董事及高級管理層的薪酬待遇較注重彼等對本集團表現的貢獻，並透過股份期權計劃與本集團表現掛鈎。董事及高級管理層的酬金政策由本公司的薪酬委員會監管。

該等股份期權計劃的詳情載於本報告「股份期權」一節及本年報財務報表附註30。

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the independent non-executive Directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all of the independent non-executive Directors are independent in accordance with the guidelines set out in the Listing Rules.

獨立非執行董事的獨立性

本公司已接獲各獨立非執行董事根據上市規則第3.13條發出的年度獨立性確認書，並根據上市規則所載指引認為全體獨立非執行董事均屬獨立人士。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2020, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO) or (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or (c) were required, pursuant to the Model Code, to be notified to the Company and the Hong Kong Stock Exchange, are as follows:

董事及最高行政人員於股份、相關股份及債權證的權益及淡倉

於2020年12月31日，本公司董事及最高行政人員於本公司或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債權證中擁有(a)根據證券及期貨條例第XV部第7及第8分部須知會本公司及香港聯交所的權益及淡倉(包括根據證券及期貨條例有關條文被當作或視為擁有的權益及淡倉)；或(b)根據證券及期貨條例第352條須記錄於該條所指登記冊的權益及淡倉；或(c)根據標準守則須知會本公司及香港聯交所的權益及淡倉如下：

Long positions in share options granted by the Company

Number of share options held by the Directors and chief executives of the Company as at 31 December 2020:

於本公司所授出股份期權的好倉

於2020年12月31日，本公司董事及最高行政人員持有的股份期權數目：

Name 姓名	Capacity 身份	Number of share options held 所持股份期權數目	Number of underlying Shares 相關股份數目	Percentage of the Company's issued share capital 佔本公司已發行股本的百分比
Mr. Jiang Zhong Ping 蔣中平先生	Beneficial owner 實益擁有人	13,500,000	13,500,000	0.60%
Mr. Wang Hu 王虎先生	Beneficial owner 實益擁有人	1,800,000	1,800,000	0.08%
Mr. Hao Ximin 郝謝敏先生	Beneficial owner 實益擁有人	100,000	100,000	0.00%#
Mr. Yu Haizong 余海宗先生	Beneficial owner 實益擁有人	100,000	100,000	0.00%#
Mr. Liu Yi 劉毅先生	Beneficial owner 實益擁有人	100,000	100,000	0.00%#

Less than 0.01%

少於0.01%

The details of share options held by the Directors and chief executives of the Company are disclosed under the section headed "Share Options" of this report.

本公司董事及最高行政人員持有的股份期權詳情於本報告「股份期權」一節披露。

Save as disclosed above, as at 31 December 2020, so far as is known to all the Directors and chief executives of the Company, none of the Directors and chief executives of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO) or (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or (c) were required, pursuant to the Model Code to be notified to the Company and the Hong Kong Stock Exchange.

除上文所披露者外，於2020年12月31日，就本公司全體董事及最高行政人員所知，本公司董事及最高行政人員概無於本公司或其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有任何(a)根據證券及期貨條例第XV部第7及第8分部須知會本公司及香港聯交所的權益或淡倉（包括根據證券及期貨條例有關條文被當作或視為擁有的權益及淡倉）；或(b)根據證券及期貨條例第352條須記錄於該條所指登記冊的權益或淡倉；或(c)根據標準守則須知會本公司及香港聯交所的權益或淡倉。

SHARE OPTIONS

The Company adopted a share option scheme (the "2009 Option Scheme") on 4 September 2009. At the 2010 AGM, the Shareholders approved the adoption of a new share option scheme (the "2010 Option Scheme") and the termination of the operation of the 2009 Option Scheme (such that no further options shall thereafter be offered under the 2009 Option Scheme but in all other respects the provisions of the 2009 Option Scheme shall remain in full force and effect).

Since the 2010 Option Scheme was due to expire on 14 April 2020, at the 2020 AGM, an ordinary resolution was proposed to approve the adoption of a new share option scheme (the "2020 Option Scheme") to ensure the continuity of the Company's share option scheme. The resolution was approved by the Shareholders at the 2020 AGM and the 2020 Option Scheme has become effective for a period of 10 years commencing on 16 June 2020. Outstanding share options granted during the life of the 2010 Option Scheme prior to its expiry shall continue to be valid and exercisable in accordance with their terms of issue after the expiry of the 2010 Option Scheme.

股份期權

本公司於2009年9月4日採納一項股份期權計劃（「2009年期權計劃」）。於2010年股東週年大會上，股東批准採納一項新股份期權計劃（「2010年期權計劃」），並終止2009年期權計劃的運作（致使不會再根據2009年期權計劃授出期權，但2009年期權計劃的條文在所有其他方面將仍具有十足效力及作用）。

由於2010年期權計劃已於2020年4月14日到期屆滿，因此，2020年股東週年大會上提呈一項普通決議案，以批准採納新股份期權計劃（「2020年期權計劃」），確保本公司股份期權計劃得以延續。該項決議案已於2020年股東週年大會上獲股東批准，而2020年期權計劃已經生效，由2020年6月16日起為期10年。於2010年期權計劃期滿前有效期內授出而尚未行使的股份期權於2010年期權計劃屆滿後繼續有效，可根據其發行條款行使。

Summary of the 2009 Option Scheme

The purpose of adopting the 2009 Option Scheme was to provide incentives or rewards to eligible persons for their contributions to, and continuing efforts to promote the interests of, the Company and enabling our Group to recruit and retain high-calibre employees. The eligible persons include any Director or employee (whether full time or part time) of any member of the Group.

The maximum aggregate number of Shares which may be issued upon exercise of all outstanding options to be granted and yet to be exercised under the 2009 Option Scheme and any other share option schemes must not, in aggregate, exceed 30% of the Shares in issue from time to time. The maximum number of Shares issued and to be issued upon exercise of the options granted to any eligible person under the 2009 Option Scheme and any other share option schemes shall not in any 12-month period up to the date of grant exceed 1% of the issued share capital of the Company as of the date of grant. Any further grant of share options in excess of this limit is subject to the Shareholders' approval in a general meeting. The vesting period and the period within which an option may be exercised under the 2009 Option Scheme will be determined by the Board at its absolute discretion. There is no general requirement that an option must be held for any minimum period before it can be exercised but the Board is empowered to impose at its absolute discretion any such minimum period at the time of grant of any particular option. The exercise price in relation to each option shall be determined by the Board at its absolute discretion, but in any event shall not be less than the highest of (i) the closing price of the Shares as stated in the Hong Kong Stock Exchange's daily quotations sheet on the date of grant of such option; (ii) the average closing price of the Shares as stated in the Hong Kong Stock Exchange's daily quotations sheets for the five trading days immediately preceding the date of grant of such option; and (iii) the nominal value of a Share on the date of grant of such option. The amount payable on acceptance of the offer of the grant of an option was HKD1.0.

2009年期權計劃概要

採納2009年期權計劃旨在向合資格人士提供獎勵或獎賞，以表彰其對本公司的貢獻及持續努力促進本公司利益，並讓本集團可招攬及挽留優秀僱員。合資格人士包括本集團任何成員公司的任何董事或全職或兼職僱員。

悉數行使根據2009年期權計劃及任何其他股份期權計劃將予授出但並未行使的尚未行使期權後可予發行的最高股份總數，合共不得超過不時已發行股份的30%。於任何截至授出日期的12個月期間內，行使向2009年期權計劃及任何其他股份期權計劃下任何一名合資格人士授出的期權後已經發行及將予發行的最高股份數目，不得超過本公司於授出日期已發行股本的1%。進一步授出超過此限額的股份期權須於股東大會上取得股東批准。歸屬期及期權可根據2009年期權計劃行使的期間由董事會絕對酌情釐定。概無期權可行使前必須持有任何最短期間的整體規定，惟董事會有權於授出任何特定期權時酌情施加任何相關最短期間。各份期權的行使價由董事會絕對酌情釐定，但無論如何不得少於(i)股份於授出有關期權當日在香港聯交所每日報價表所列的收市價；(ii)股份於緊接授出有關期權當日前五個交易日在香港聯交所每日報價表所列的平均收市價；及(iii)股份於授出有關期權當日的面值（以最高者為準）。接納授出期權要約的應付款項為1.0港元。

1,400,000 share options granted under the 2009 Option Scheme were outstanding at the beginning of the year and have lapsed during the year. Details of the movement of share options which have been granted under the 2009 Option Scheme during the year are as follows:

根據2009年期權計劃授出的1,400,000份股份期權於年初尚未行使，已於年內失效。已根據2009年期權計劃授出的股份期權於年內的變動詳情如下：

Name or category of participant 參與人士姓名或類別	Date of grant 授出日期	Exercise period(1) 行使期(1)	Exercise price per share option 每份股份期權行使價 (HKD) (港元)	Number of share options 股份期權數目: Held as at 01.01.2020 於2020年1月1日持有	Lapsed during the year(2) 年內失效(2)	Held as at 31.12.2020 於2020年12月31日持有
1. Directors/chief executives						
1. 董事／最高行政人員						
Mr. Jiang Zhong Ping 蔣中平先生	01.04.2010	01.10.2012 to 31.03.2020 01.10.2012至31.03.2020	4.99	250,000	(250,000)	–
		01.04.2015 to 31.03.2020 01.04.2015至31.03.2020	4.99	250,000	(250,000)	–
2. Employees (in aggregate) **2. 僱員** (合計)	01.04.2010	01.10.2012 to 31.03.2020 01.10.2012至31.03.2020	4.99	450,000	(450,000)	–
		01.04.2015 to 31.03.2020 01.04.2015至31.03.2020	4.99	450,000	(450,000)	–
			Total 總計	1,400,000	(1,400,000)	–

Notes:

1. The vesting period of the share options is from the date of grant until the commencement of the exercise period.

2. During the year, 1,400,000 share options granted under the 2009 Option Scheme have lapsed. There were no share options exercised or cancelled during the year.

附註：

1. 股份期權的歸屬期為由授出日期起至行使期開始為止。

2. 年內，根據2009年期權計劃授出的1,400,000份股份期權已失效。年內並無股份期權獲行使或被註銷。

Summary of the 2010 Option Scheme

The purposes of adopting the 2010 Option Scheme are: (i) to broaden the scope of eligible persons to include all substantial shareholders of the Company and any person whom the Board considers to have contributed to the development and growth of the Company; (ii) to provide incentive or reward to eligible persons for their contributions to, and continuing efforts to promote the interests of the Company; and (iii) to enable the Group to recruit and retain high-calibre employees. The eligible persons include directors, chief executives, substantial shareholders or employees (whether full time or part time) of any member of the Group and any person who the Board considers, at its sole discretion, to have contributed or will contribute to the development and growth of the Group.

2010年期權計劃概要

採納2010年期權計劃旨在(i)擴大合資格人士的範圍，以包括本公司所有主要股東及董事會認為曾經對本公司發展及增長作出貢獻的任何人士；(ii)向合資格人士提供獎勵或獎賞，以表彰其對本公司的貢獻及持續努力促進本公司利益；及(iii)讓本集團可招攬及挽留優秀僱員。合資格人士包括本集團任何成員公司的董事、最高行政人員、主要股東或全職或兼職僱員，以及董事會全權酌情認為曾經或將會對本集團發展及增長作出貢獻的任何人士。

The maximum aggregate number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2010 Option Scheme and any other share option schemes must not, in aggregate, exceed 30% of the shares of the Company in issue from time to time. The maximum number of Shares issued and to be issued upon exercise of the options granted and to be granted to each eligible person under the 2010 Option Scheme and any other share option schemes shall not in any 12-month period up to the date of grant exceed 1% of the issued share capital of the Company as at the date of grant. Any further grant of share options in excess of this limit is subject to the Shareholders' approval in a general meeting. The Company had 15,600,000 share options outstanding under the 2010 Option Scheme, which represented 0.69% of the Shares in issue as at the date of this annual report.

悉數行使根據2010年期權計劃及任何其他股份期權計劃授出但並未行使的尚未行使期權後可予發行的最高股份總數，合共不得超過本公司不時已發行股份的30%。於任何截至授出日期的12個月期間內，行使已經及將會向2010年期權計劃及任何其他股份期權計劃下任何一名合資格人士授出的期權後已經發行及將予發行的最高股份數目，不得超過本公司於授出日期已發行股本的1%。進一步授出超過此限額的股份期權須於股東大會上取得股東批准。本公司根據2010年期權計劃共有15,600,000份尚未行使股份期權，佔於本年報日期的已發行股份0.69%。

Any grant of options to a Director, chief executives or to a substantial Shareholder or any of their respective associates is required to be approved by the independent non-executive Directors (excluding independent non-executive Directors who are the grantees of the options). If any grant of options to a substantial Shareholder or an independent non-executive Director or any of their respective associates would result in the Shares issued and to be issued upon exercise of all options granted and to be granted to such person in the 12 months up to and including the date of the offer of such grant: (i) representing in aggregate over 0.1% of the Shares in issue on the date of the offer; and (ii) having an aggregate value in excess of HKD5.0 million, based on the closing price of the Shares as quoted on the Hong Kong Stock Exchange at the date of grant, such further grant of options are subject to the Shareholders' approval in a general meeting at which all connected persons of the Company shall abstain from voting in favour of the grant at such meeting and other requirements prescribed under the Listing Rules from time to time.

向董事、最高行政人員或主要股東或彼等各自的聯繫人授出期權，必須經獨立非執行董事（不包括為期權承授人的獨立非執行董事）批准。向主要股東或獨立非執行董事或彼等各自的聯繫人授出任何期權如導致於直至及包括要約日期止12個月內，悉數行使已經及將會向該人士授出的期權後已經及將會發行的股份數目：(i)合共超過要約日期已發行股份0.1%；及(ii)總值超過5,000,000港元（以股份於授出日期在香港聯交所所報收市價為基準），則進一步授出期權須於股東大會上取得股東批准，而本公司的全部關連人士須放棄於該會上投票贊成授出期權，並須遵照上市規則不時訂明的其他規定。

A consideration of HKD1.0 is payable by grantees on acceptance of the offer of the grant of an option. There is no general requirement that an option must be held for any minimum period before it can be exercised but the Board is empowered to impose at its absolute discretion any such minimum period at the time of grant of any particular option.

承授人接納授出期權的要約時須繳付1.0港元的代價。該計劃並無設有期權於獲行使前所須持有最短期限的一般規定，惟董事會有權按其絕對酌情權在授出任何指定期權時設定最短期限。

Upon acceptance, the date of grant of any particular option is deemed to have taken effect from the date on which an offer is made. Any option may be exercised according to the terms of the 2010 Option Scheme and the offer in whole or in part by the grantee (or his/her personal representatives) before its expiry by giving notice in writing to the Company stating that the option is to be exercised and the number of Shares in respect of which it is exercised. The period during which an option may be exercised will be determined by the Board at its absolute discretion, save that no option may be exercised more than ten years from the date of grant. The 2010 Option Scheme was valid and effective for a period of ten years commencing from the date of approval of the 2010 Option Scheme. The 2010 Option Scheme has expired on 14 April 2020 and no option may be granted thereafter.

於接納時，任何特定期權的授出日期會被視為自作出要約的日期起生效。承授人（或其遺產代理人）可於期權到期前根據2010年期權計劃及要約條款向本公司發出通知書，列明即將全部或部分行使期權及行使期權所涉股份數目，以行使股份期權。期權行使期由董事會絕對酌情釐定，惟不得超過授出日期起計十年。2010年期權計劃於自其獲批准當日起計十年期間有效及生效。2010年期權計劃已於2020年4月14日屆滿，其後不得授出任何期權。

The subscription price in relation to each option shall be determined by the Board at its absolute discretion, but in any event shall not be less than the highest of (i) the nominal value of the Shares; (ii) the average closing price of the Shares as stated in the Hong Kong Stock Exchange's daily quotations sheets for the five trading days immediately preceding the date of grant of the option; and (iii) the closing price of the Shares as stated in the Hong Kong Stock Exchange's daily quotations sheet on the date of grant of the option. In the event of a grantee ceasing to be an eligible person for any reason other than (i) by reason of summary dismissal for misconduct or other breach of the terms of his employment or other contract constituting him an eligible person, or appears either to be unable to pay or to have no reasonable prospect of being able to pay his debts or has become insolvent or has made any arrangement or composition with his creditors generally or on which he has been convicted of any criminal offence involving his integrity or honesty; or (ii) by death, the option may be exercised within one month after the date of such cessation, which date shall be (i) if he is an employee of any member of the Group, his last actual working day with such member of the Group whether salary is paid in lieu of notice or not; or (ii) if he is not an employee of any member of the Group, the date on which the relationship constituting him as an eligible person ceases.

各份期權的認購價由董事會絕對酌情釐定，但無論如何不得少於(i)股份面值；(ii)股份於緊接授出有關期權當日前五個交易日在香港聯交所每日報價表所列的平均收市價；及(iii)股份於授出有關期權當日在香港聯交所每日報價表所列的收市價（以最高者為準）。倘承授人因下列兩種原因以外的任何原因不再為合資格人士（(i)因行為不當或違反其僱傭或令其成為合資格人士的其他合約的條款而被即時解僱，或看似無法或無合理希望可償還債項、已無力償債或已與債權人整體作出任何償債安排或債務重整協議，或已被裁定觸犯任何牽涉其品格或誠信的刑事罪行等原因；或(ii)身故），則自不再為合資格人士當日起計一個月內仍可行使期權，而(i)倘該人士為本集團任何成員公司的僱員，則不再為合資格人士的日期為其在本集團該成員公司的最後實際工作日（無論是否獲發薪金以代替通知金）；或(ii)倘該人士並非本集團任何成員公司的僱員，則不再為合資格人士的日期為使其成為合資格人士的關係終止當日。

Details of the share options outstanding as at 31 December 2020 which have been granted under the 2010 Option Scheme are as follows:

已根據2010年期權計劃授出但於2020年12月31日尚未行使的股份期權詳情如下：

	Name or category of participant 參與人士姓名或類別	Date of grant 授出日期	Exercise period[1] 行使期[1]	Exercise price per share option 每份股份期權行使價 (HKD) (港元)	Number of share options 股份期權數目 Held as at 01.01.2020 於2020年1月1日持有	Lapsed during the year[2] 年內失效[2]	Held as at 31.12.2020 於2020年12月31日持有
1. 1.	**Directors/chief executives 董事／最高行政人員**						
	Mr. Jiang Zhong Ping 蔣中平先生	23.05.2011	23.05.2013 to 22.05.2021 23.05.2013至22.05.2021	3.60	5,000,000	–	5,000,000
		15.04.2014	15.10.2014 to 14.04.2024 15.10.2014至14.04.2024	1.00	4,250,000	–	4,250,000
			15.04.2015 to 14.04.2024 15.04.2015至14.04.2024	1.00	2,125,000	–	2,125,000
			15.10.2015 to 14.04.2024 15.10.2015至14.04.2024	1.00	2,125,000	–	2,125,000
	Mr. Wang Hu 王虎先生	23.05.2011	23.05.2013 to 22.05.2021 23.05.2013至22.05.2021	3.60	1,000,000	–	1,000,000
		15.04.2014	15.10.2014 to 14.04.2024 15.10.2014至14.04.2024	1.00	400,000	–	400,000
			15.04.2015 to 14.04.2024 15.04.2015至14.04.2024	1.00	200,000	–	200,000
			15.10.2015 to 14.04.2024 15.10.2015至14.04.2024	1.00	200,000	–	200,000
	Mr. Hao Xiemin 郝謝敏先生	15.04.2014	15.10.2014 to 14.04.2024 15.10.2014至14.04.2024	1.00	50,000	–	50,000
			15.04.2015 to 14.04.2024 15.04.2015至14.04.2024	1.00	25,000	–	25,000
			15.10.2015 to 14.04.2024 15.10.2015至14.04.2024	1.00	25,000	–	25,000
	Mr. Yu Haizong 余海宗先生	15.04.2014	15.10.2014 to 14.04.2024 15.10.2014至14.04.2024	1.00	50,000	–	50,000
			15.04.2015 to 14.04.2024 15.04.2015至14.04.2024	1.00	25,000	–	25,000
			15.10.2015 to 14.04.2024 15.10.2015至14.04.2024	1.00	25,000	–	25,000
	Mr. Liu Yi 劉毅先生	15.04.2014	15.10.2014 to 14.04.2024 15.10.2014至14.04.2024	1.00	50,000	–	50,000
			15.04.2015 to 14.04.2024 15.04.2015至14.04.2024	1.00	25,000	–	25,000
			15.10.2015 to 14.04.2024 15.10.2015至14.04.2024	1.00	25,000	–	25,000
2. 2.	**Employees** (in aggregate) **僱員** (合計)	23.05.2011	23.05.2013 to 22.05.2021 23.05.2013至22.05.2021	3.60	4,500,000	(4,500,000)	–
		15.04.2014	15.10.2014 to 14.04.2024 15.10.2014至14.04.2024	1.00	3,500,000	(3,500,000)	–
			15.04.2015 to 14.04.2024 15.04.2015至14.04.2024	1.00	1,750,000	(1,750,000)	–
			15.10.2015 to 14.04.2024 15.10.2015至14.04.2024	1.00	1,750,000	(1,750,000)	–
				Total 總計：	27,100,000	(11,500,000)	15,600,000

Notes:

1. The vesting period of the share options is from the date of grant until the commencement of the exercise period.

2. During the year, 11,500,000 share options granted under the 2010 Option Scheme have lapsed. There were no share options granted, exercised or cancelled during the year.

附註：

1. 股份期權的歸屬期為由授出日期起至行使期開始為止。

2. 年內，根據2010年期權計劃授出的11,500,000份股份期權已失效。年內並無股份期權獲授出、行使或被註銷。

Summary of the 2020 Option Scheme

The purposes of adopting the 2020 Option Scheme are: (i) to provide incentive or reward to eligible persons for their contribution to, and continuing efforts to promote the interests of, the Company; and (ii) to enable the Group to recruit and retain high-calibre employees. The eligible persons include any director(s), chief executive(s) (as defined under the Listing Rules), employee(s) (whether full time or part time) of any member of the Group, and any substantial Shareholder(s) (as defined under the Listing Rules), suppliers, customers, contractors, service providers, agents, advisers, consultants, joint venture partners and business partners, of any member of the Group, who the Board considers, in its sole discretion, to have contributed or will contribute to the development and growth of the Group.

The maximum aggregate number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2020 Option Scheme and any other share option schemes must not, in aggregate, exceed 30% of the shares of the Company in issue from time to time. The maximum number of Shares which may be issued upon exercise of all options to be granted under all schemes adopted by the Company, must not in aggregate exceed 224,901,541 Shares, being 10% of the total number of Shares then in issue as at the date of adoption of the 2020 Option Scheme (the "Scheme Mandate Limit"). Options lapsed under the 2020 Option Scheme or any other share option schemes shall not be counted for the purpose of calculating the Scheme Mandate Limit. The maximum number of Shares issued and to be issued upon exercise of the options granted and to be granted to each eligible person under the 2020 Option Scheme and any other share option schemes shall not in any 12-month period up to the date of grant exceed 1% of the issued share capital of the Company as at the date of grant. Any further grant of share options in excess of this limit is subject to the Shareholders' approval in a general meeting. The Company had 224,901,541 Shares available for issue under the 2020 Option Scheme, which represented 10% of the Shares in issue as at the date of this annual report.

2020年期權計劃概要

採納2020年期權計劃旨在(i)向合資格人士提供獎勵或獎賞，以表彰其對本公司的貢獻及持續努力促進本公司利益；及(ii)讓本集團可招攬及挽留優秀僱員。合資格人士包括本集團任何成員公司的董事、最高行政人員（定義見上市規則）、全職或兼職僱員及任何主要股東（定義見上市規則）、供應商、客戶、承包商、服務供應商、代理人、諮詢人、顧問、合營夥伴及業務夥伴，以及董事會全權酌情認為曾經或將會對本集團發展及增長作出貢獻的任何人士。

悉數行使根據2020年期權計劃及任何其他股份期權計劃授出但並未行使的尚未行使期權後可予發行的最高股份總數，合共不得超過本公司不時已發行股份的30%。悉數行使根據本公司採納的所有計劃授出的所有期權後可予發行的最高股份數目，不得超過224,901,541股股份，即於採納2020年期權計劃日期當時已發行股份總數的10%（「計劃授權限額」）。就計算計劃授權限額而言，根據2020年期權計劃或任何其他股份期權計劃已失效的期權將不會計算在內。於任何截至授出日期的12個月期間內，行使已經及將會向2020年期權計劃及任何其他股份期權計劃下任何一名合資格人士授出的期權後已經發行及將予發行的最高股份數目，不得超過本公司於授出日期已發行股本的1%。進一步授出超過此限額的股份期權須於股東大會上取得股東批准。本公司根據2020年期權計劃共有224,901,541股可供發行股份，佔於本年報日期的已發行股份10%。

Any grant of options to a Director, chief executive or substantial Shareholder or any of their respective associates is required to be approved by the independent non-executive Directors (excluding independent non-executive Directors who are the grantees of the options). If any grant of options to a Substantial Shareholder or an independent non-executive Director or any of their respective associates would result in the Shares issued and to be issued upon exercise of all options granted and to be granted to such person in the 12 months up to and including the date of the offer of such grant: (i) representing in aggregate over 0.1% of the Shares in issue on the date of the offer; and (ii) having an aggregate value in excess of HKD5.0 million, based on the closing price of the Shares as quoted on the Hong Kong Stock Exchange at the date of grant, such further grant of options are subject to the Shareholders' approval in a general meeting at which all connected persons of the Company shall abstain from voting in favour of the grant at such meeting and other requirements prescribed under the Listing Rules from time to time.

向董事、最高行政人員或主要股東或彼等各自的聯繫人授出期權，必須經獨立非執行董事（不包括為期權承授人的獨立非執行董事）批准。向主要股東或獨立非執行董事或彼等各自的聯繫人授出任何期權如導致於直至及包括要約日期止12個月內，悉數行使已經及將會向該人士授出的期權後已經及將會發行的股份數目：(i)合共超過要約日期已發行股份0.1%；及(ii)總值超過5,000,000港元（以股份於授出日期在香港聯交所所報收市價為基準），則進一步授出期權須於股東大會上取得股東批准，而本公司的全部關連人士須放棄於該會上投票贊成授出期權，並須遵照上市規則不時訂明的其他規定。

A consideration of HKD1.0 is payable by grantees on acceptance of the offer of the grant of an option. There is no general requirement that an option must be held for any minimum period before it can be exercised but the Board is empowered to impose at its absolute discretion any such minimum period at the time of grant of any particular option.

承授人接納授出期權的要約時須繳付1.0港元的代價。該計劃並無設有期權於獲行使前所須持有最短期限的一般規定，惟董事會有權按其絕對酌情權在授出任何指定期權時設定最短期限。

Upon acceptance, the date of grant of any particular option is deemed to have taken effect from the date on which an offer is made. Any option may be exercised according to the terms of the 2020 Option Scheme and the offer in whole or in part by the grantee (or his/her personal representatives) before its expiry by giving notice in writing to the Company stating that the option is to be exercised and the number of Shares in respect of which it is exercised. The period during which an option may be exercised will be determined by the Board at its absolute discretion, save that no option may be exercised more than ten years from the date of grant. The 2020 Option Scheme is valid and effective for a period of ten years commencing from the date of approval of the 2020 Option Scheme. The 2020 Option Scheme will expire on 15 June 2030 and no option may be granted thereafter.

於接納時，任何特定期權的授出日期會被視為自作出要約的日期起生效。承授人（或其遺產代理人）可於期權到期前根據2020年期權計劃及要約條款向本公司發出通知書，列明即將全部或部分行使期權及行使期權所涉股份數目，以行使股份期權。期權行使期由董事會絕對酌情釐定，惟不得超過授出日期起計十年。2020年期權計劃於自其獲批准當日起計十年期間有效及生效。2020年期權計劃將於2030年6月15日屆滿，其後不得授出任何期權。

The subscription price in relation to each option shall be determined by the Board at its absolute discretion, but in any event shall not be less than the highest of (i) the nominal value of the Shares; (ii) the average closing price of the Shares as stated in the Hong Kong Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant of the option; and (iii) the closing price of the Shares as stated in the Hong Kong Stock Exchange's daily quotations sheet on the date of grant of the option (which must be a business day). In the event of a grantee ceasing to be an eligible person for any reason other than (i) by reason of summary dismissal for misconduct or other breach of the terms of his employment or other contract constituting him an eligible person, or appears either to be unable to pay or to have no reasonable prospect of being able to pay his debts or has become insolvent or has made any arrangement or composition with his creditors generally or on which he has been convicted of any criminal offence involving his integrity or honesty; or (ii) by death, the option may be exercised within one month after the date of such cessation, which date shall be (i) if he is an employee of any member of the Group, his last actual working day with such member of the Group whether salary is paid in lieu of notice or not; or (ii) if he is not an employee of any member of the Group, the date on which the relationship constituting him as an eligible person ceases.

各份期權的認購價由董事會絕對酌情釐定，但無論如何不得少於(i)股份面值；(ii)股份於緊接授出有關期權當日前五個營業日在香港聯交所每日報價表所列的平均收市價；及(iii)股份於授出有關期權當日（必須為營業日）在香港聯交所每日報價表所列的收市價（以最高者為準）。倘承授人因下列兩種原因以外的任何原因不再為合資格人士（(i)因行為不當或違反其僱傭或令其成為合資格人士的其他合約的條款而被即時解僱，或看似無法或無合理希望可償還債項、已無力償債或已與債權人整體作出任何償債安排或債務重整協議，或已被裁定觸犯任何牽涉其品格或誠信的刑事罪行等原因；或(ii)身故），則自不再為合資格人士當日起計一個月內仍可行使期權，而(i)倘該人士為本集團任何成員公司的僱員，則不再為合資格人士的日期為其在本集團該成員公司的最後實際工作日（無論是否獲發薪金以代替通知金）；或(ii)倘該人士並非本集團任何成員公司的僱員，則不再為合資格人士的日期為使其成為合資格人士的關係終止當日。

No share options have been granted since the adoption of the 2020 Option Scheme at the 2020 AGM.

自於2020年股東週年大會上採納2020年期權計劃以來，概無授出股份期權。

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

除上文所披露者外，於年內任何時間，本公司、其母公司或其任何子公司或同系子公司概無訂立任何安排，以致董事可藉收購本公司或任何其他法人團體的股份或債權證而獲取利益。

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

To the best knowledge of the Directors or chief executives of the Company, as at 31 December 2020, persons (other than the Directors or chief executives of the Company) who had interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or as recorded in the register required to be kept by the Company under Section 336 of the SFO are as follows:

主要股東及其他人士於股份及相關股份的權益

就本公司董事或最高行政人員所深知，於2020年12月31日，於股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部條文須向本公司披露或於本公司根據證券及期貨條例第336條須存置的登記冊記錄的權益或淡倉的人士（本公司董事或最高行政人員除外）如下：

Long positions in Shares:

於股份的好倉：

Name 名稱／姓名	Notes 附註	Directly beneficially owned 直接實益擁有	Through parties acting in concert 通過一致行動人士擁有	Held in the capacity of person having a security interest in Shares 以擁有股份抵押權益人士的身份持有	Total 總額	Percentage of the Company's issued share capital 佔本公司已發行股本百分比
Trisonic International 合創國際	1, 5 & 6 1、5及6	1,006,754,000	–	–	1,006,754,000	44.76%
Kingston Grand Kingston Grand	1, 2, & 5 1、2及5	–	1,006,754,000	–	1,006,754,000	44.76%
Mr. Wang Jin 王勁先生	1, 5 & 6 1、5及6	–	1,006,754,000	–	1,006,754,000	44.76%
Mr. Yang Xianlu 楊先露先生	5 5	–	1,006,754,000	–	1,006,754,000	44.76%
Mr. Wu Wendong 吳文東先生	5 5	–	1,006,754,000	–	1,006,754,000	44.76%
Mr. Li Hesheng 李和勝先生	1 & 5 1及5	–	1,006,754,000	–	1,006,754,000	44.76%
Mr. Shi Yinjun 石銀君先生	1 & 5 1及5	–	1,006,754,000	–	1,006,754,000	44.76%
Mr. Zhang Yuangui 張遠貴先生	1 & 5 1及5	–	1,006,754,000	–	1,006,754,000	44.76%
Long Sino International Limited Long Sino International Limited	2, 3 & 5 2、3及5	–	1,006,754,000	–	1,006,754,000	44.76%
Mr. Zou Hua 鄒華先生	3, 4 & 5 3、4及5	–	1,006,754,000	–	1,006,754,000	44.76%
Ms. Jiang Hua 姜華女士	4 & 5 4及5	–	1,006,754,000	–	1,006,754,000	44.76%
四川信托有限公司 四川信托有限公司		–	–	614,080,000	614,080,000	27.30%
Erie Investments Limited Erie Investments Limited		202,892,000	–	–	202,892,000	9.02%

Notes:

1. The issued share capital of Trisonic International was owned as to 3.0% by Mr. Li Hesheng, 42.6% by Mr. Wang Jin, 7.2% by Mr. Shi Yinjun, 7.2% by Mr. Zhang Yuangui and 40.0% by Kingston Grand.

2. The issued share capital of Kingston Grand was owned as to 100% by Long Sino International Limited.

3. The issued share capital of Long Sino International Limited was owned as to 100% by Mr. Zou Hua.

4. Ms. Jiang Hua was the spouse of Mr. Zou Hua.

5. As at 31 December 2020, 1,006,754,000 Shares were held by Trisonic International. Since Trisonic International, Kingston Grand, Messrs. Wang Jin, Yang Xianlu, Wu Wendong, Li Hesheng, Shi Yinjun and Zhang Yuangui, Long Sino International Limited, Mr. Zou Hua and Ms. Jiang Hua were parties acting in concert, each of Kingston Grand, Messrs. Wang Jin, Yang Xianlu, Wu Wendong, Li Hesheng, Shi Yinjun and Zhang Yuangui, Long Sino International Limited, Mr. Zou Hua and Ms. Jiang Hua was deemed to be interested in 1,006,754,000 Shares held by Trisonic International.

6. Mr. Wang Jin was a director of Trisonic International.

Save as disclosed above, as at 31 December 2020, the Company had not been notified by any persons (other than the Directors or chief executives of the Company) who had interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or as recorded in the register required to be kept by the Company under Section 336 of the SFO.

附註：

1. 合創國際的已發行股本由李和勝先生擁有3.0%、王勁先生擁有42.6%、石銀君先生擁有7.2%、張遠貴先生擁有7.2%及Kingston Grand擁有40.0%。

2. Kingston Grand的已發行股本由Long Sino International Limited擁有100%。

3. Long Sino International Limited的已發行股本由鄒華先生擁有100%。

4. 姜華女士為鄒華先生的配偶。

5. 於2020年12月31日，1,006,754,000股股份由合創國際持有。由於合創國際、Kingston Grand、王勁先生、楊先露先生、吳文東先生、李和勝先生、石銀君先生、張遠貴先生、Long Sino International Limited、鄒華先生及姜華女士為一致行動人士，故Kingston Grand、王勁先生、楊先露先生、吳文東先生、李和勝先生、石銀君先生、張遠貴先生、Long Sino International Limited、鄒華先生及姜華女士各自被視為在合創國際持有的1,006,754,000股股份中擁有權益。

6. 王勁先生為合創國際的董事。

除上文所披露者外，於2020年12月31日，本公司概無獲任何人士（本公司董事或最高行政人員除外）知會於股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部條文須向本公司披露或於本公司根據證券及期貨條例第336條須存置的登記冊記錄的權益或淡倉。

DEED OF NON-COMPETITION

In order to restrict competition activities between the Controlling Shareholders and the Company, the Controlling Shareholders entered into a deed of non-competition in favour of the Company dated 23 September 2009 (the "Non-Competition Deed").

The undertakings and covenants stipulated under the Non-Competition Deed cover any business which involves ore processing and sale of iron concentrates, iron pellets, titanium concentrates and titanium related downstream products or any other business from time to time conducted by any member of the Group (the "Competing Business") in Hong Kong, the PRC or such other part of the world where any member of the Group carries on its business from time to time other than the mines owned or operated by Weixi Guangfa and Yanyuan Xiwei.

Pursuant to the Non-Competition Deed, the Controlling Shareholders having an opportunity to invest in, participate in, engage in, operate or manage any Competing Business (the "Business Opportunity") shall notify the Company about such Business Opportunity in writing. The Company shall have the first right of refusal under the same investment terms to such Controlling Shareholders. The Controlling Shareholders shall implement the project only if the Company has confirmed that it has no intention to invest, participate in, engage in or operate such Business Opportunity as approved by the Board.

不競爭契約

為限制控股股東與本公司之間的競爭業務，控股股東以本公司為受益人於2009年9月23日訂立不競爭契約。

不競爭契約規定的承諾及約定涵蓋涉及於香港、中國或本集團任何成員公司不時進行其業務的世界其他地方（不包括由維西廣發及鹽源西威擁有或經營的礦場）的礦石洗選以及鐵精礦、球團礦、鈦精礦及鈦相關下游產品銷售的任何業務或本集團任何成員公司不時經營的任何其他業務（「競爭業務」）。

根據不競爭契約，有機會投資於、參與、從事、經營或管理任何競爭業務（「業務機遇」）的控股股東應就有關業務機遇向本公司發出書面通知。在相同投資條款下，本公司應較該等控股股東享有優先權。控股股東僅於本公司經董事會批准後確認其無意投資於、參與、從事或經營有關業務機遇後方可實行計劃。

MANAGEMENT CONTRACTS

Other than the service contracts of the Directors, the Company has not entered into any contract with any individual, firm or body corporate to manage or administer the whole or any substantial part of any business of the Company during the year.

管理合約

除董事的服務合約外，本公司年內概無與任何個人、公司或法人團體訂立任何合約以管理或監管本公司任何業務的全部或任何主要部分。

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Except for the service contracts and share option schemes as disclosed in this annual report, there were no transactions, arrangements, or contracts of significance in relation to the business of the Group, to which the Company, its parent companies, its subsidiaries or fellow subsidiaries was a party and in which a Director or an entity connected with a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

董事於重大交易、安排或合約中的權益

除本年報所披露的服務合約及股份期權計劃外，本公司、其母公司、其子公司或同系子公司概無訂立於年結日或年內任何時間仍然有效，且就本集團業務而言屬重大，而董事或與董事有關連的實體於當中直接或間接擁有重大權益的任何交易、安排或合約。

CONTRACTS OF SIGNIFICANCE

No contracts of significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder (as defined in the Listing Rules) of the Company or any of its subsidiaries subsisted at the end of the year or at any time during the year.

Other than the continuing connected transactions as disclosed in the section headed "Connected Transaction/Non-exempt Continuing Connected Transactions" on pages 56 to 61 of this annual report, no contracts of significance between the Company or any of its subsidiaries and a controlling shareholder (as defined in the Listing Rules) of the Company or any of its subsidiaries subsisted at the end of the year or at any time during the year.

重大合約

本公司或其任何子公司概無就本公司的控股股東（定義見上市規則）或其任何子公司所提供的服務，訂立於年結日或年內任何時間仍然有效的重大合約。

除本年報第56至61頁「關連交易／不獲豁免持續關連交易」一節所披露的持續關連交易外，本公司或其任何子公司概無與本公司的控股股東（定義見上市規則）或其任何子公司訂立於年結日或年內任何時間仍然有效的任何重大合約。

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year, none of the Directors had an interest in any business constituting a competing business to the Company.

董事於競爭業務的權益

年內，董事並無於構成本公司競爭業務的任何業務中擁有權益。

CONNECTED TRANSACTION/NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS

On 29 January 2019, Sichuan Lingyu entered into a sales and purchase agreement in respect of the 2019 Disposal at a consideration of RMB550.0 million with Chengyu Vanadium Titano, which was approved by the independent Shareholders at the 2019 EGM. Upon the completion of the 2019 Disposal on 30 July 2019, the Caitong Group (i) ceased to be the subsidiaries of the Company and (ii) has since become the subsidiaries of Chengyu Vanadium Titano. As the Relevant Substantial Shareholders collectively hold more than 30% equity interests in the Chengyu Vanadium Titano, Chengyu Vanadium Titano is a connected person of the Company pursuant to the Listing Rules, and the 2019 Disposal constituted a connected transaction and very substantial disposal of the Company. Please refer to the announcements of the Company dated 29 January 2019 and 30 July 2019 and the circular of the Company dated 10 June 2019 for details of the 2019 Disposal.

關連交易／不獲豁免持續關連交易

於2019年1月29日，四川凌御與成渝釩鈦就2019年出售事項訂立買賣協議，代價為人民幣550.0百萬元，已經由獨立股東於2019年股東特別大會上批准。於2019年7月30日2019年出售事項完成時，財通集團(i)不再為本公司的子公司；及(ii)自此成為成渝釩鈦的子公司。由於相關主要股東合共持有成渝釩鈦股本權益超過30%，故根據上市規則，成渝釩鈦為本公司的關連人士，而2019年出售事項構成本公司的關連交易及非常重大出售事項。2019年出售事項的詳情請參閱本公司日期為2019年1月29日及2019年7月30日的公告，以及日期為2019年6月10日的通函。

Immediately upon the Completion, Chengyu Vanadium Titano becomes the holding company of the Caitong Group. Each of the Caitong Group Companies becomes a connected person (as defined under the Listing Rules) of the Group. Accordingly, after Completion, certain existing ongoing transactions between the Group and the Caitong Group have become continuing connected transactions of the Company and the Company will comply with the annual review and disclosure requirements in respect of the continuing connected transactions under the Listing Rules, details of which are set out below.

成渝釩鈦於緊隨完成後成為財通集團的控股公司。財通集團公司各自成為本集團的關連人士（定義見上市規則）。因此，於完成後，本集團現時與財通集團進行的若干持續交易已成為本公司的持續關連交易，而本公司將根據上市規則遵守有關持續關連交易的年度審核及披露規定，詳情載列如下。

1. Provision of the CVT Guarantees by the Company

Prior to Completion, the Company had provided the CVT Guarantees in favour of certain banks and an asset management and financial services institution in the PRC (the "Financial Institutions") in 2014, 2017 and 2018 respectively guaranteeing, inter alia, the indebtedness owing by certain Caitong Group Companies to the Financial Institutions (including but not limited to the principal, interests, liquidated damages, compensation and other costs and expenses payable by these Caitong Group Companies) under the facilities granted by these Financial Institutions to these Caitong Group Companies with the aggregate maximum guaranteed amount of RMB730.0 million. Details of the CVT Guarantees are as follows:

1. 本公司提供中國鐵鈦擔保

於完成前，本公司曾分別於2014年、2017年及2018年提供以中國若干銀行及一間資產管理及金融服務機構（「金融機構」）為受益人的中國鐵鈦擔保，擔保（其中包括）若干財通集團公司根據金融機構給予該等財通集團公司的授信結欠該等金融機構的債務（包括但不限於該等財通集團公司應付的本金、利息、違約金、補償以及其他費用及開支），最高擔保總額為人民幣730.0百萬元。中國鐵鈦擔保的詳情載列如下：

	Date of agreement 協議日期	Borrower 借款人	Lender and beneficiary of the guarantee 貸款人及擔保受益人	Guarantor 擔保人	Maximum guaranteed amount 最高擔保額
1.	11 September 2014[(1)]	Huili Caitong[(2)]	China Cinda Asset Management Co., Ltd., Sichuan Branch[(1)]	the Company	RMB200 million
1.	2014年9月11日[(1)]	會理財通[(2)]	中國信達資產管理股份有限公司四川分公司[(1)]	本公司	人民幣200百萬元
2.	20 June 2017	Huili Caitong[(2)]	Industrial and Commercial Bank of China Limited, Liangshan Branch	the Company	RMB100 million
2.	2017年6月20日	會理財通[(2)]	中國工商銀行股份有限公司涼山分行	本公司	人民幣100百萬元
3.	27 July 2018	Xiushuihe Mining[(3)]	Industrial and Commercial Bank of China Limited, Liangshan Branch	the Company	RMB30 million
3.	2018年7月27日	秀水河礦業[(3)]	中國工商銀行股份有限公司涼山分行	本公司	人民幣30百萬元
4.	25 August 2017	Huili Caitong[(2)]	China Construction Bank Corporation, Liangshan Branch	the Company	RMB400 million
4.	2017年8月25日	會理財通[(2)]	中國建設銀行股份有限公司涼山分行	本公司	人民幣400百萬元

Notes:

1. The guarantee provided by the Company in favour of China Merchant Bank Co., Ltd, Chengdu Branch ("CMB") was created on 11 September 2014. Pursuant to the guarantee dated 11 September 2014 and entered into between the Company and CMB, the Company granted the guarantee in favour of CMB for the indebtedness of Huili Caitong under the credit agreement, which was executed between Huili Caitong and CMB on even date. By a notice of assignment of loan on 6 July 2017, the Company was informed of the assignment by CMB of all its rights in the credit agreement and the guarantee in favour of China Cinda Asset Management Co., Ltd, Sichuan Branch.

2. The Relevant Substantial Shareholders collectively hold more than 30% equity interests in Chengyu Vanadium Titano, which in turn holds 100% of the entire issued share capital of Huili Caitong. Huili Caitong is therefore a connected person of the Company under the Listing Rules.

3. The Relevant Substantial Shareholders collectively hold more than 30% equity interests in Chengyu Vanadium Titano, which in turn holds 100% of the entire issued share capital of Huili Caitong. Xiushuihe Mining is in turn owned as to 95% by Huili Caitong. Xiushuihe Mining is therefore a connected person of the Company under the Listing Rules.

The Company entered into the CVT Guarantees before Completion as guarantee, so as to facilitate the Caitong Group in obtaining credit facilities to meet its working capital requirements. Since these Financial Institutions will only review and process applications for the proposed release of the CVT Guarantees after Completion, under the relevant sale and purchase agreement, each of Huili Caitong and Chengyu Vanadium Titano has undertaken to Sichuan Lingyu that it will procure the release of the CVT Guarantees within one year after the Registration Completion Date (or such other date that may be agreed by the parties in writing). In order to minimize the risk of the Group under the CVT Guarantees pending the completion of the release procedures, Chengyu Vanadium Titano and the Company had on 30 July 2019, entered into the counter indemnity (the "Counter Indemnity") for the provision of counter-indemnity by Chengyu Vanadium Titano in favour of the Company in respect of the Group's liabilities and claims under the CVT Guarantees.

According to the Counter Indemnity, Chengyu Vanadium Titano's inventories (including but not limited to structural steels, coals etc.) of approximately RMB767.0 million will be pledged as security for such counter-indemnity. The Counter Indemnity will be effective from the Registration Completion Date to the date of the release of the CVT Guarantees. Upon completion of the release of the CVT Guarantees, the Counter Indemnity will be released contemporaneously.

附註：

1. 本公司所提供以招商銀行股份有限公司成都分行（「招商銀行」）為受益人的擔保，於2014年9月11日設立。根據本公司與招商銀行於2014年9月11日訂立的擔保，本公司就會理財通與招商銀行於同日簽立的信貸協議下會理財通的債務，以招商銀行為受益人提供擔保。按照2017年7月6日的貸款轉讓通知，本公司獲告知，招商銀行以中國信達資產管理股份有限公司四川分公司為受益人，轉讓招商銀行於信貸協議及擔保的全部權利。

2. 相關主要股東合共持有成渝釩鈦股本權益超過30%，而成渝釩鈦持有會理財通全部已發行股本的100%，故會理財通根據上市規則為本公司的關連人士。

3. 相關主要股東合共持有成渝釩鈦股本權益超過30%，成渝釩鈦持有會理財通全部已發行股本的100%，而會理財通擁有秀水河礦業權益的95%，故秀水河礦業根據上市規則為本公司的關連人士。

本公司於完成前已訂立中國鐵鈦擔保作為擔保，以促成財通集團取得授信應付其營運資金需要。由於該等金融機構只會於完成後審視並辦理建議解除中國鐵鈦擔保的申請，故根據相關買賣協議，會理財通及成渝釩鈦各自已向四川凌御承諾，其將安排於登記完成日期後一年內（或訂約各方可能書面協定的其他日期）解除中國鐵鈦擔保。為儘量減低本集團在解除程序完成前根據中國鐵鈦擔保所承擔的風險，於2019年7月30日，成渝釩鈦與本公司訂立反彌償保證，成渝釩鈦以本公司為受益人就本集團於中國鐵鈦擔保下的責任及申索提供反彌償保證。

根據反彌償保證，成渝釩鈦的存貨（包括但不限於建築用鋼材、煤炭等）約人民幣767.0百萬元將質押作為該反彌償保證的抵押品。反彌償保證將於登記完成日期至中國鐵鈦擔保解除日期期間生效。於完成解除中國鐵鈦擔保時，反彌償保證將同時解除。

In 2020, Chengyu Vanadium Titano and Huili Caitong have updated the Company that they have been following up with the Financial Institutions for the release of the CVT Guarantees but it has taken longer than expected time for the Financial Institutions to review the release of the CVT Guarantees as cities in China were on lockdown for COVID-19 outbreak containment earlier in 2020 which delayed the discussions. The Financial Institutions indicated willingness to release the CVT Guarantees provided that the total outstanding loans with them are fully repaid.

Given that (i) the Counter Indemnity in favour of the Company will also continue to be in place and remain effective until the CVT Guarantees are released; (ii) the aggregate values of the security provided by Chengyu Vanadium Titano remain substantially higher than the maximum guaranteed amount under the CVT Guarantees and the amount of the outstanding principal loans; and (iii) no actions have been taken or threatened to be taken by any of the Financial Institutions in enforcing any of the CVT Guarantees against the Company, the CVT Guarantees will be in continuation in accordance with their original terms. For further details of the updates on the CVT Guarantees, please refer to the announcement of the Company dated 29 July 2020.

2. Provision of technical consultancy services by the Group to the Caitong Group

On 28 September 2018, Sichuan Lingyu entered into a technical consultancy service agreement (the "Technical Consultancy Service Agreement") with Huili Caitong, pursuant to which Sichuan Lingyu shall provide technical consultancy services in relation to mine development, mine core engineering design and project management, mine geological engineering, safety, environmental management, and other training and advisory services to Huili Caitong from 1 January 2018 to 31 December 2020 (or such earlier date as the parties may agree). Huili Caitong shall pay to Sichuan Lingyu an annual service fee of RMB8.6 million during the term of the Technical Consultancy Service Agreement. The agreement decision was based on assessment of a quotation provided by a third party with similar scope of services and negotiated on an arm's length basis.

Such provision of technical consultancy services has ceased on 31 December 2020, in accordance to the terms of the Technical Consultancy Service Agreement.

Other than the continuing connected transactions set out above, in respect of which the disclosure requirements in accordance with Chapter 14A of the Listing Rules have been complied with, no contract of significance has been entered into between the Company or any of its subsidiaries and the substantial shareholders during the year ended 31 December 2020.

於2020年,按照成渝釩鈦及會理財通向本公司提供的最新資料,彼等一直跟進金融機構解除中國鐵鈦擔保的情況,惟由於中國多個城市於2020年上旬因遏止COVID-19爆發而封城,阻延商談,故金融機構審視解除中國鐵鈦擔保的時間較預期長。金融機構已表示願意解除中國鐵鈦擔保,前提是結欠金融機構的未償還貸款總額獲全數償還。

鑑於(i)以本公司為受益人的反彌償保證亦將存續及仍然有效,直至中國鐵鈦擔保解除為止;(ii)成渝釩鈦提供之擔保總值仍然遠高於中國鐵鈦擔保下的最高擔保額及未償還貸款本金額;及(iii)金融機構概無採取或要脅採取任何行動對本公司強制執行任何中國鐵鈦擔保,中國鐵鈦擔保按其原訂條款繼續有效。有關中國鐵鈦擔保最新資料的進一步詳情,請參閱本公司日期為2020年7月29日的公告。

2. 由本集團向財通集團提供技術顧問服務

於2018年9月28日,四川凌御與會理財通訂立技術顧問服務協議,據此,於2018年1月1日至2020年12月31日(或訂約各方可能協定的較早日期),四川凌御應向會理財通提供技術顧問服務,內容有關礦區開發、礦區核心工程設計及項目管理、礦區地質工程、安全、環境管理以及其他培訓及諮詢服務。會理財通應於該技術顧問服務協議的有效期內向四川凌御支付年度服務費人民幣8.6百萬元。協議決定乃以對第三方所提供類似服務報價的評估作出,並按公平原則磋商。

根據技術顧問服務協議的條款,技術顧問服務已於2020年12月31日停止提供。

除上文為遵守上市規則第十四A章的披露規定所載的持續關連交易外,於截至2020年12月31日止年度,本公司或其任何子公司與主要股東概無訂立任何重大合約。

Annual review conducted by the independent non-executive Directors on the non-exempt continuing connected transactions

The independent non-executive Directors have reviewed the above continuing connected transactions and confirmed that such transactions were entered into:

- in the ordinary and usual course of business of the Group;
- on normal commercial terms; and
- in accordance with the relevant agreements governing the relevant transactions on terms that were fair and reasonable and in the interests of the Shareholders as a whole.

獨立非執行董事對不獲豁免持續關連交易進行的年度審核

獨立非執行董事已審閱上述持續關連交易，並確認該等交易的訂立乃：

- 於本集團的日常及一般業務過程中進行；
- 按正常商業條款進行；及
- 根據規管相關交易的相關協議按公平合理及符合股東整體利益的條款進行。

Annual review conducted by the auditor of the Company on the non-exempt continuing connected transactions

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The Company's auditor has issued their unqualified letter containing their findings and conclusions in respect of the continuing connected transactions disclosed by the Group in this annual report in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Hong Kong Stock Exchange.

The auditor of the Company has reviewed the continuing connected transactions mentioned above and confirmed to the Board that:

- nothing has come to their attention that causes them to believe that the disclosed continuing connected transactions have not been approved by the Board;
- for transactions involving the provision of goods or services by the Group, nothing has come to their attention that causes them to believe that the transactions were not entered into, in all material respects, in accordance with the pricing policies of the Group;

本公司的核數師對不獲豁免持續關連交易進行的年度審核

本公司的核數師已獲委聘根據香港會計師公會頒佈的香港鑒證業務準則第3000號「審核或審閱歷史財務資料外的鑒證業務」及參照實務說明第740號「根據香港上市規則核數師有關持續關連交易的函件」匯報本集團的持續關連交易。本公司的核數師已按照上市規則第14A.56條，發出無保留意見書，載列彼等關於本集團在本年報披露的持續關連交易的發現及結論。本公司已向香港聯交所提供該核數師函件的副本。

本公司的核數師已審閱上述持續關連交易，並向董事會確認：

- 彼等並無發現任何事宜，令致彼等相信已披露的持續關連交易未經董事會批准；
- 就涉及本集團提供貨品或服務的交易而言，彼等並無發現任何事宜，令致彼等相信該等交易在各重大方面並無按照本集團的定價政策進行；

- nothing has come to their attention that causes them to believe that the transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and

- nothing has come to their attention that causes them to believe that the amount of each of the transactions has exceeded its specific amount mentioned above.

The Company confirms that the execution and performance of the specific agreements in respect of above continuing connected transactions during the year ended 31 December 2020 were in compliance with the pricing principles of such continuing connected transactions.

AUDIT COMMITTEE

The Company has established an audit committee with written terms of reference in compliance with the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules (the "CG Code").

The primary duties of the audit committee are to review and supervise the financial reporting process and internal control procedures.

The audit committee currently comprises three independent non-executive Directors, namely Mr. Yu Haizong (Chairman), Mr. Liu Yi and Mr. Wu Wen.

During the year ended 31 December 2020, the audit committee has reviewed: (i) the audited consolidated financial statements of the Group and annual results announcement for the year ended 31 December 2019; (ii) the consolidated financial statements of the Group and interim results announcement for the six months ended 30 June 2020; and (iii) the risk management and internal control systems of the Group. Details of the risk management and internal control of the Group are set out on pages 87 to 93 of this annual report.

REMUNERATION COMMITTEE

The Company has established a remuneration committee with written terms of reference in compliance with the CG Code.

The remuneration committee currently comprises two independent non-executive Directors, namely Mr. Liu Yi (Chairman) and Mr. Yu Haizong and one executive Director, namely Mr. Jiang Zhong Ping.

- 彼等並無發現任何事宜，令致彼等相信該等交易在各重大方面並無按照規管該等交易的相關協議進行；及

- 彼等並無發現任何事宜，令致彼等相信各宗交易的金額超出其上述指定金額。

本公司確認，於截至2020年12月31日止年度就上述持續關連交易簽立及履行的具體協議已符合該等持續關連交易的定價原則。

審核委員會

本公司已遵照上市規則附錄十四所載的企業管治守則及企業管治報告（「企管守則」）成立審核委員會，並釐定其書面職權範圍。

審核委員會主要負責審閱和監管財務報告程序及內部監控程序。

審核委員會目前由三名獨立非執行董事余海宗先生（主席）、劉毅先生及吳文先生組成。

於截至2020年12月31日止年度，審核委員會已審閱：(i)本集團截至2019年12月31日止年度的經審核綜合財務報表及全年業績公告；(ii)本集團截至2020年6月30日止六個月的綜合財務報表及中期業績公告；及(iii)本集團的風險管理及內部監控系統。本集團風險管理及內部監控的詳情載於本年報第87至第93頁。

薪酬委員會

本公司已遵照企管守則成立薪酬委員會，並釐定其書面職權範圍。

薪酬委員會現時由兩名獨立非執行董事劉毅先生（主席）及余海宗先生以及一名執行董事蔣中平先生組成。

NOMINATION COMMITTEE

The Company has established a nomination committee with written terms of reference in compliance with the CG Code.

The nomination committee currently comprises one non-executive Director, namely Mr. Teh Wing Kwan (Chairman), one executive Director, namely Mr. Jiang Zhong Ping and three independent non-executive Directors, namely Mr. Yu Haizong, Mr. Liu Yi and Mr. Wu Wen.

提名委員會

本公司已遵照企管守則成立提名委員會，並釐定其書面職權範圍。

提名委員會現時由一名非執行董事鄭永權先生（主席）、一名執行董事蔣中平先生以及三名獨立非執行董事余海宗先生、劉毅先生及吳文先生組成。

PRE-EMPTIVE RIGHTS

There are no provisions relating to pre-emptive rights over Shares under the Articles.

優先購買權

細則概無有關股份優先購買權的條文。

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as its own code of conduct for dealing in securities of the Company by the Directors. Having made specific enquiry to all Directors, all Directors confirmed that they have complied with the required standard of dealings as set out in the Model Code throughout the year ended 31 December 2020.

董事進行證券交易的標準守則

本公司已採納標準守則，作為董事進行本公司證券交易的行為守則。於向所有董事進行具體查詢後，所有董事已確認，彼等已於截至2020年12月31日止整個年度一直遵守標準守則所載有關交易的規定標準。

CORPORATE GOVERNANCE

The Company has adopted the CG Code. Throughout the year ended 31 December 2020, the Company has complied with all applicable code provisions as set out in the CG Code except for code provisions A.4.1 and E.1.2 as described in the Corporate Governance Report.

For details of the Corporate Governance Report, please refer to pages 68 to 96 of this annual report.

企業管治

本公司已採納企管守則。本公司於截至2020年12月31日止年度一直遵守企管守則的所有適用守則條文，惟企業管治報告所述的守則條文A.4.1及E.1.2除外。

有關企業管治報告的詳情，請參閱本年報第68至第96頁。

CHANGE IN DIRECTORS' AND CHIEF EXECUTIVE'S INFORMATION

Each of Mr. Yu Haizong and Mr. Liu Yi, an independent non-executive Director, entered into a new letter of appointment with the Company for a term of three years commencing from 8 October 2020. Mr. Wu Wen, an independent non-executive Director, entered into a new letter of appointment with the Company for a term of three years commencing from 1 November 2020.

董事及最高行政人員資料變動

獨立非執行董事余海宗先生及劉毅先生已各自與本公司訂立新委任書，任期自2020年10月8日起計為期三年。獨立非執行董事吳文先生已與本公司訂立新委任書，任期自2020年11月1日起計為期三年。

Since 24 March 2019, Mr. Yu Haizong ("Mr. Yu"), has been appointed as an independent director of HitGen Inc., which was listed on the Shanghai Stock Exchange since 16 April 2020. Mr. Yu has ceased to be an independent non-executive director of Sichuan Jiuzhou Electric Group Co., Ltd*, a company listed on the Shenzhen Stock Exchange, since 21 October 2020.

余海宗先生(「余先生」)於2019年3月24日獲委任為自2020年4月16日起於上海證券交易所上市的成都先導藥物開發股份有限公司的獨立董事。余先生不再為深圳證券交易所上市公司四川九洲電器股份有限公司的獨立非執行董事，自2020年10月21日起生效。

Mr. Teh Wing Kwan, the chairman of the Board and non-executive Director, has been redesignated as a non-independent and non-executive chairman of Livingstone Health Holdings Limited (listed on the Catalist of the SGX-ST with effect from 4 February 2021 and formerly known as Citicode Ltd.) following the completion of its corporate turnaround plan via a reverse takeover exercise.

於Livingstone Health Holdings Limited(自2021年2月4日起於新交所凱利板上市，前稱城式企業有限公司*)透過反收購行動完成企業重組計劃後，董事會主席兼非執行董事鄭永權先生調任該公司非獨立及非執行主席。

Save as disclosed above, there is no change in Directors' and chief executives' information which is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

除上文所披露者外，概無根據上市規則第13.51B(1)條須披露的董事及最高行政人員資料變動。

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

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

購買、出售或贖回本公司上市證券

於截至2020年12月31日止整個年度，本公司或其任何子公司概無購買、出售或贖回本公司任何上市證券。

RELATED PARTY TRANSACTIONS

Details of the related party transactions undertaken by the Group in the ordinary course of business are set out in note 36 to the financial statements of this annual report. The Company has complied with the applicable requirements under the Listing Rules for those related party transactions which constituted connected transactions/continuing connected transactions under the Listing Rules, as disclosed in the section headed "Connected Transaction/Non-exempt Continuing Connected Transactions" on pages 56 to 61 of this annual report. Save for the abovementioned, other related party transactions as set out in note 36 to the financial statement either did not constitute connected transactions/continuing connected transactions or constituted connected transactions/continuing connected transactions but were exempted from all disclosure and independent shareholders' approval requirements under the Listing Rules.

關聯方交易

本集團於日常業務過程中進行的關聯方交易詳情載於本年報財務報表附註36。誠如本年報第56至第61頁的「關連交易／不獲豁免持續關連交易」一節所披露，本公司已就根據上市規則構成關連交易／持續關連交易的關聯方交易，遵守上市規則下的適用規定。除上文所述者外，根據上市規則，財務報表附註36所載的其他關聯方交易並不構成關連交易／持續關連交易，或構成關連交易／持續關連交易但獲豁免遵守所有披露及獨立股東批准規定。

SUFFICIENCY OF PUBLIC FLOAT

Based on the publicly available information and to the best of the Directors' knowledge, information and belief and as at the date of this annual report, the Company has maintained sufficient public float as required under the Listing Rules.

公眾持股量充足程度

根據於本年報日期的公開資料以及就董事所知、所悉及所信，本公司一直維持上市規則規定的足夠公眾持股量。

RELATIONSHIPS WITH EMPLOYEES, SUPPLIERS AND CUSTOMERS

(i) Employees

As at 31 December 2020, the Group had a total of 191 dedicated full time employees, increased by approximately 3.8% as compared to previous year under comparable basis. The employee turnover rate for the year was approximately 9.4%. The total full time employees included 51 female employees and 140 male employees, of which 24 employees were aged 30 or below, 58 employees were aged between 31 and 40, 58 employees were aged between 41 and 50, and 51 employees were aged 51 or above. Management maintained good communications with the employees and encouraged feedback from them. The proper training programmes were implemented in order to promote employees' career development and progression within the Group. The Group evaluated the employees regularly, promotions and further training were provided when necessary.

(ii) Suppliers

During the year, the Group's suppliers mainly consisted of mining contractors, transportation contractors, suppliers of production-related materials and trading companies. The Group selected the suppliers based on various criteria, including but are not limited to qualifications and reputations. The Group has established long-term relationship with the major mining contractor for more than 8 years, the transportation contractors for more than 6 years, and both the suppliers of production related materials and trading companies for more than 6 years. The Group has continued to maintain sound business relationships with major suppliers, and no incidents that will adversely affect the Group's product supply have occurred.

與僱員、供應商及客戶的關係

(i) 僱員

於2020年12月31日，本集團共有191名全職僱員，在可比基礎上較去年增加約3.8%。本年度的僱員流失率約為9.4%。全職僱員總數包括51名女性僱員及140名男性僱員，其中24名為30歲或以下，58名介乎31至40歲，58名介乎41至50歲，51名為51歲或以上。管理層與僱員保持良好溝通，並鼓勵僱員提供意見反饋。本集團推行針對性的培訓課程，務求協助僱員在本集團發展事業及晉升。本集團定期評核僱員表現，並於有需要時提拔人才，加強培訓。

(ii) 供應商

年內，本集團之供應商主要包括採礦承包商、運輸承包商、生產相關材料供應商及貿易公司。本集團基於多項準則甄選供應商，包括但不限於資格及聲譽。本集團與主要採礦承包商、運輸承包商以及生產相關材料供應商及貿易公司建立長期關係，分別超過8年、6年及6年。本集團一直與主要供應商維持良好的業務關係，並無發生任何對本集團的產品供應構成不利影響的事件。

(iii) Customers

During the year, sales to the Group's five largest customers accounted for 91.4% of the total revenue. The Group maintained good relationships with the customers who required stable supply for these bulk raw materials, these customers are distributors and trading companies. The Group has established long-term relationship with the customers for 5 to 7 years. The trading of steels contributed 69.1% of the total revenue of the Group.

Please refer to the financial statements of this annual report for more details of the Group's trading terms with its customers as set out in note 20 to the financial statements.

(iii) 客戶

年內，本集團五大客戶的銷售佔總收入的91.4%。本集團與需要獲大宗原料穩定供應的客戶維持良好關係，該等客戶為分銷商及貿易公司。本集團已與客戶建立5至7年長期關係。鋼鐵貿易佔本集團總收入的69.1%。

有關本集團與客戶的貿易條款的更多詳情，請參閱本年報財務報表附註20。

ENVIRONMENTAL POLICY AND PERFORMANCE

The Company has always been closely communicating with its stakeholders, actively responding to their needs, and taking those into consideration during the corporate strategy formulation and decision making process. The Company sees sustainable development as the key for a corporation to succeed and therefore, it aims to seek a win-win situation for the Group, society and the environment by balancing between the creation of economic value and the impact on the environment.

The Group strictly complies with various national environmental protection laws and regulations. It has implemented a series of measures to alleviate environmental impacts of ore mining, processing and transporting. The Group has established rules for pollutant control and waste disposal, including the proper way of handling airborne dust, waste oil, noise, mine rocks and tailings generated during ore mining and the promotion of waste recycling; the Group has also brought in new equipment to improve resource use efficiency and built tailings pond to control ecological impact and improve water resources recycling; electricity consumption has been reduced by improving the Group's facilities and technologies and increasing the proportion of new energy purchases such as hydropower, thereby controlling greenhouse gas emission; the Group supports green operations and encourages its employees to adopt environmentally friendly working habits. For further information about the Company's environmental performance during the year, please refer to the Company's separate Environmental, Social and Governance Report to be issued by the Company. The report will be available on the Hong Kong Stock Exchange's website (www.hkexnews.hk) and the Company's website after its publication.

環境政策及表現

本公司一直與利益相關方保持緊密聯繫，積極回應彼等的需求，於制定企業策略及決策過程中加以考量。本公司視可持續發展為企業成功關鍵，因此，本公司致力在創造經濟價值與環境影響之間取得平衡，為本集團、社會及環境締造三贏局面。

本集團嚴格遵守不同國家的環保法律及法規，並已採取一系列措施減輕採礦、洗選及運輸過程對環境的影響。本集團已制定污染物控制及廢物處理規則，包括以適當途徑處理礦石開採所產生的粉塵、廢油、噪音、廢石及尾礦，以及推廣廢物循還利用。本集團亦已購入新設備以提高資源使用效率、興建尾礦庫以控制對環境的影響及更有效回收水資源；通過提升本集團設備及技術減少耗電，以及增加購買水電等新能源的比例，從而控制溫室氣體排放。本集團支持綠色運作，鼓勵僱員養成環保工作習慣。有關本公司本年度環境表現的進一步資料，請參閱本公司將另行刊發的環境、社會及管治報告。該報告於刊發後將上載至香港聯交所網站(www.hkexnews.hk)及本公司網站。

COMPLIANCE WITH LAWS AND REGULATIONS

The Group and its activities are subject to requirements under various laws. In addition, the Listing Rules also apply to the Company. The relevant PRC laws which had a material implication or impact on the operation of the Group during the year include, among other things, the Work Safety Law of the PRC*, Labour Law of the PRC*, Environmental Protection Law of the PRC*, Land Administration Law of the PRC*, Environmental Impact Assessment Law of the PRC*, Mineral Resources Law of the PRC*, Law of the PRC on Safety in Mines*, Law of the PRC on Water and Soil Conservation*, Law of the PRC on Wholly Foreign-Owned Enterprises* and Law of the PRC on Enterprise Income Tax* and the applicable regulations, guidelines and policies issued or promulgated under or in connection with these laws.

The relevant Australian laws which had a material implication or impact on the operation of the Group include, among other things, Corporations Act (2001) and Environmental Protection and Biodiversity Act (1999) at the national level of Australia, Work Health and Safety Act (2012) and Mineral Resources Development Act (1995) in Tasmania, Occupational Health and Safety Act (2004) and Mineral Resources (Sustainable Development) Act (1990) in Victoria, Work Health and Safety Act (2011) and Mining Act (1992) in New South Wales, Work Health and Safety Act (2011) and Mineral Resources Development Act (1989) in Queensland, and Occupational Health and Safety Act (1984) and WA Mining Act (1978) in Western Australia.

The Company seeks to ensure compliance with these requirements through various measures such as internal controls, trainings and oversight of various business units at different levels of the Group. The Group highly values the importance of ensuring compliance with applicable legal and regulatory requirements.

During the year, as far as the Company is aware, there was no material breach of or non-compliance with applicable laws, rules and regulations by the Group that have significant impact on the business and operations of the Group.

遵守法律及法規

本集團及其活動須受限於多項法律規定。此外，上市規則亦適用於本公司。於年內對本集團的營運具有重大涵義或影響的相關中國法律其中包括中華人民共和國安全生產法、中華人民共和國勞動法、中華人民共和國環境保護法、中華人民共和國土地管理法、中華人民共和國環境影響評價法、中華人民共和國礦產資源法、中華人民共和國礦山安全法、中華人民共和國水土保持法、中華人民共和國外資企業法及中華人民共和國企業所得稅法以及根據該等法律頒佈或與該等法律有關的適用規例、指引及政策。

於年內對本集團的營運具有重大涵義或影響的相關澳洲法律其中包括澳洲全國性的公司法*（2001年）及環境保護及生物多樣化法*（1999年），塔斯曼尼亞的工作健康及安全法*（2012年）及礦物資源開發法*（1995年），維多利亞的職業健康及安全法*（2004年）及礦物資源（可持續開發）法*（1990年），新南威爾士的工作健康及安全法*（2011年）及採礦法*（1992年），昆士蘭的工作健康及安全法*（2011年）及礦物資源開發法*（1989年），以及西澳的職業健康及安全法*（1984年）及西澳採礦法*（1978年）。

本公司力求透過內部監控、培訓及監察本集團不同層級的多個業務單位，確保符合該等規定。本集團高度重視確保符合適用法律及監管規定。

年內，就本公司所知，本集團並無嚴重違反或不符合適用的法律、法規及規例，以致對本集團的業務及營運構成重大影響。

AUDITOR

The Company appointed Ernst & Young as auditor of the Company for the year ended 31 December 2020. A resolution will be proposed for approval by the Shareholders at the 2021 AGM to re-appoint Ernst & Young as auditor of the Company.

On behalf of the Board
Teh Wing Kwan
Chairman
26 March 2021

核數師

本公司委聘安永會計師事務所出任本公司截至2020年12月31日止年度的核數師。有關重新委聘安永會計師事務所為本公司核數師的決議案將於2021年股東週年大會上提呈以取得股東批准。

代表董事會
主席
鄭永權
2021年3月26日

Corporate Governance Report
企業管治報告

The Company has adopted the CG Code as its own code of corporate governance. The Directors consider that during the year ended 31 December 2020, the Company has complied with the code provisions under the CG Code except for code provisions A.4.1 and E.1.2.

本公司已採納企管守則作為其本身的企業管治守則。董事認為本公司於截至2020年12月31日止年度一直遵守企管守則的守則條文，惟守則條文A.4.1及E.1.2除外。

Code provision A.4.1 of the CG Code stipulates that non-executive directors should be appointed for a specific term, subject to re-election. Mr. Teh Wing Kwan, the non-executive Director, is not appointed for a specific term. This constitutes a deviation from code provision A.4.1. However, as Mr. Teh Wing Kwan's appointment is subject to retirement by rotation and re-election by the Shareholders at the annual general meetings of the Company in accordance with the Articles, in the opinion of the Directors, this meets the objective of the CG Code.

企管守則的守則條文A.4.1訂明，非執行董事的委任應有指定任期，並須接受重新選舉。非執行董事鄭永權先生的委任並無指定任期。此情況構成偏離守則條文A.4.1。然而，由於按照細則，鄭永權先生的任命須輪席退任，並須於本公司的股東週年大會上接受股東重選，故董事認為此舉符合企管守則的宗旨。

Code provision E.1.2 of the CG Code stipulates that the chairman of the board should attend the annual general meeting. Due to travel restrictions as a result of the COVID-19 pandemic, Mr. Teh Wing Kwan was not able to physically attend the 2020 AGM and joined the 2020 AGM by means of teleconference instead.

企管守則的守則條文E.1.2訂明，董事會主席應出席股東週年大會。由於因應COVID-19大流行實施旅遊限制，鄭永權先生無法親身出席2020年股東週年大會，改以電子會議方式參與2020年股東週年大會。

Save as disclosed above, the Directors are not aware of any other information that reasonably reveals that there is any non-compliance with or deviation from applicable code provisions on corporate governance practices set out in Appendix 14 to the Listing Rules by the Company anytime during the Reporting Period.

除上文所披露者外，董事並不知悉於報告期內任何時間有任何其他資料合理地顯示本公司不符合或偏離上市規則附錄十四所載的適用企業管治常規守則條文。

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as its own code of conduct for dealing in securities of the Company by the Directors. Having made specific enquiry to all the Directors, all the Directors confirmed that they have complied with the required standard of dealings as set out in the Model Code for the year ended 31 December 2020.

董事進行的證券交易

本公司已採納標準守則，作為董事進行本公司證券交易的行為守則。於向所有董事進行具體查詢後，所有董事已確認，彼等於截至2020年12月31日止年度一直遵守標準守則所載有關交易的規定標準。

BOARD OF DIRECTORS

The Board currently comprises a combination of executive Directors, a non-executive Director and independent non-executive Directors. At least one of the independent non-executive Directors possesses appropriate professional qualifications (or accounting or related financial management expertise) as required by the Listing Rules. This provides a healthy professional relationship between the Board and senior management in the process of formulating business strategies for the Group. The Board is also supported by other key committees to provide independent oversight of management. These key committees are the audit committee, remuneration committee and nomination committee and are made up of the majority of independent non-executive Directors. As of the date of this annual report, the composition and committees of the Board are as follows:

董事會

董事會現時由執行董事、非執行董事及獨立非執行董事組成。至少一名獨立非執行董事擁有上市規則要求的適當專業資格(或會計或相關財務管理專業知識)。此有助於董事會與高級管理層制定本集團業務策略時維持良好而專業的關係。董事會亦得到其他主要委員會支持,獨立監督管理事宜。該等主要委員會為審核委員會、薪酬委員會及提名委員會,主要由獨立非執行董事組成。於本年報日期,董事會的組成及委員會如下:

Board member **董事會成員**	**Audit committee** **審核委員會**	**Remuneration committee** **薪酬委員會**	**Nomination committee** **提名委員會**
Non-executive Director **非執行董事**			
Mr. Teh Wing Kwan *(Chairman)* 鄭永權先生 *(主席)*	–	–	C
Executive Directors **執行董事**			
Mr. Jiang Zhong Ping *(Chief executive officer)* 蔣中平先生 *(首席執行官)*	–	M	M
Mr. Hao Xiemin *(Financial controller)* 郝謝敏先生 *(財務總監)*	–	–	–
Mr. Wang Hu 王虎先生	–	–	–
Independent non-executive Directors **獨立非執行董事**			
Mr. Yu Haizong 余海宗先生	C	M	M
Mr. Liu Yi 劉毅先生	M	C	M
Mr. Wu Wen 吳文先生	M	–	M

Notes:

C: Chairman
M: Member

附註:

C:主席
M:成員

Biographical details of the above Directors are set out in the section headed "Profile of Directors and Senior Management" on pages 31 to 36 of this annual report.

上述董事的履歷詳情載於本年報第31至第36頁的「董事及高級管理層簡介」一節。

Mr. Jiang Zhong Ping, an executive Director, entered into a service contract with the Company for a term of three years commencing from 12 December 2019. Each of Mr. Hao Xiemin and Mr. Wang Hu, an executive Director, entered into a service contract with the Company for a term of three years commencing from 1 January 2020. The appointment of each of the executive Directors may be terminated in accordance with the terms and conditions of their respective service contracts and/or by either party to the service contract giving to the other party not less than three months' prior notice in writing.

執行董事蔣中平先生已與本公司訂立服務合約，任期自2019年12月12日起計為期三年。執行董事郝謝敏先生及王虎先生已各自與本公司訂立服務合約，任期自2020年1月1日起計為期三年。各執行董事的任命可按照相應服務合約的條款或條件及／或由服務合約的任何一方向另一方發出不少於三個月事先書面通知終止。

Mr. Yu Haizong and Mr. Liu Yi, each an independent non-executive Director, entered into a new letter of appointment with the Company for a term of three years commencing from 8 October 2020. Mr. Wu Wen, an independent non-executive Director, entered into a new letter of appointment with the Company for a term of three years commencing from 1 November 2020. The appointment of each of the independent non-executive Directors is subject to termination in certain circumstances as stipulated in the relevant letters of appointment.

獨立非執行董事余海宗先生及劉毅先生已各自與本公司訂立新委任書，任期自2020年10月8日起計為期三年。獨立非執行董事吳文先生已與本公司訂立新委任書，任期自2020年11月1日起計為期三年。各獨立非執行董事的任命可於相關委任書所列若干情況下終止。

Mr. Teh Wing Kwan, the chairman and non-executive Director, entered into a letter of appointment with the Company on 26 July 2017 and pursuant to which, his appointment is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. The appointment of Mr. Teh is terminable by either party to the letter of appointment by giving the other party not less than two months' prior notice in writing.

主席兼非執行董事鄭永權先生已於2017年7月26日與本公司訂立委任書，據此，其任命須按照細則輪席退任，並須於本公司的股東週年大會上接受重選。鄭先生的任命可由委任書的任何一方向另一方發出不少於兩個月事先書面通知終止。

The Company has received, from each of the independent non-executive Directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all of the independent non-executive Directors are independent in accordance with the guidelines set out in the Listing Rules.

本公司已接獲各獨立非執行董事根據上市規則第3.13條發出的年度獨立性確認書，並根據上市規則所載指引認為全體獨立非執行董事均具獨立性。

The key roles of the Board are:

- to guide the overall development, corporate strategies and directions of the Group, approve the Board policies, strategies and financial objectives of the Group and monitor the performance of management;
- to ensure effective management leadership of the highest quality and integrity;
- to approve major funding proposals and investments; and
- to provide overall insight in the proper conduct of the Group's business.

The Board has delegated certain functions to the relevant Board committees, details of which are disclosed below. Day-to-day management of the Group's business is delegated to the management of the Company under the supervision of the executive Directors. The management is mainly responsible for the execution of the business plans, strategies and policies adopted by the Board and assigned to it from time to time. The Directors have full access to information of the Group and are entitled to seek independent professional advice in appropriate circumstances at the Company's expense. The functions and powers that are so delegated are reviewed periodically to ensure that they remain appropriate.

During the year, the Company held four regular Board meetings for reviewing and approving the financial and operating performance, considering the overall strategies and policies of the Group. Sufficient notices convening the Board meetings were dispatched to the Directors setting out the matters to be discussed. All the Directors were given an opportunity to include matters in the agenda for the Board meetings and had access to the company secretary of the Company (the "Company Secretary") to ensure that all Board procedures and all applicable rules and regulations were followed. At the meetings, the Directors were provided with the relevant documents to be discussed and approved. The Company Secretary was responsible for keeping minutes for the Board meetings.

董事會的主要職責為：

- 指導本集團的整體發展、公司策略及方向，批准董事會政策、本集團的策略及財務目標，以及監察管理層的表現；
- 確保最高質量及最有誠信的有效管理領導；
- 批准主要資金計劃及投資；及
- 就適當進行本集團業務制定整體理念。

董事會已轉授部分職能予相關董事委員會，詳情於下文披露。本集團業務的日常管理已轉授予本公司管理層，並受執行董事監督。管理層主要負責執行董事會不時採納並轉交予管理層的業務計劃、戰略及政策。董事可接觸本集團一切資料，於適當情況下亦可尋求獨立專業意見，費用概由本公司承擔。由此轉授的職能及權力會接受定期檢討以確保其保持適當合宜。

年內，本公司曾舉行四次例行董事會會議，以檢討及批准財務及營運表現，以及考慮本集團整體策略及政策。本公司已向董事寄發召開董事會會議的充分通知，列明會上擬討論的事項。各董事均可提出事項加入董事會會議議程，並可與本公司的公司秘書（「公司秘書」）聯絡，以確保全部董事會程序及全部適用規章制度均獲遵守。董事於會議上獲提供擬討論及批准的有關文件。公司秘書負責為董事會會議備存會議記錄。

During the year, the Company held one general meeting. The following is the attendance record of the meetings held by the Board, audit committee, remuneration committee, nomination committee and the Shareholders during the year ended 31 December 2020:

年內，本公司舉行一次股東大會。於截至2020年12月31日止年度舉行的董事會、審核委員會、薪酬委員會、提名委員會及股東會議的出席記錄如下：

Name of Director 董事姓名	Number of meeting(s) attended/Number of meeting(s) held 出席會議次數／舉行會議次數 Board meeting 董事會會議	Audit committee meeting 審核委員會會議	Remuneration committee meeting 薪酬委員會會議	Nomination committee meeting 提名委員會會議	General meeting 股東大會
Mr. Teh Wing Kwan 鄭永權先生	4/4	–	–	1/1	#0/1
Mr. Jiang Zhong Ping 蔣中平先生	4/4	–	2/2	1/1	1/1
Mr. Hao Xiemin 郝謝敏先生	4/4	–	–	–	1/1
Mr. Wang Hu 王虎先生	4/4	–	–	–	1/1
Mr. Yu Haizong 余海宗先生	4/4	2/2	2/2	1/1	1/1
Mr. Liu Yi 劉毅先生	4/4	2/2	2/2	1/1	1/1
Mr. Wu Wen 吳文先生	4/4	2/2	–	1/1	1/1

\# Due to travel restrictions as a result of the COVID-19 pandemic, Mr. Teh Wing Kwan was not able to physically attend the 2020 AGM and joined the 2020 AGM by means of teleconference instead.

\# 由於因應COVID-19大流行實施旅遊限制，鄭永權先生無法親身出席2020年股東週年大會，改以電子會議方式參與2020年股東週年大會。

DIRECTORS' TRAINING

According to the code provision A.6.5 of the CG Code, all directors should participate in continuous professional development to develop and refresh their knowledge and skills to ensure that their contributions to the board remain informed and relevant.

All the Directors have been provided with training on their duties and responsibilities as a director of a listed company and the compliance issues under the Listing Rules. The Company continuously updates the Directors on the latest developments regarding the Listing Rules and other applicable regulatory requirements, to ensure their compliance and enhance their awareness of good corporate governance practices.

All the Directors had provided the Company with their respective training records pursuant to the CG Code. During the year, all the Directors have participated in appropriate continuous professional development by way of reading materials relevant to the Group's business or to Directors' duties and responsibilities.

董事培訓

根據企管守則的守則條文A.6.5，全體董事應參與一項發展及更新其知識及技能的持續專業發展課程，以確保彼等對董事會的貢獻仍屬知情及相關。

全體董事已獲提供有關其作為上市公司董事的職務及職責以及上市規則合規事宜的培訓。本公司持續向董事提供有關上市規則及其他適用監管規定的最新發展，以確保董事遵守該等規則及提高彼等對良好企業管治常規的認識。

全體董事已根據企管守則向本公司提供彼等各自的培訓記錄。年內，全體董事均透過閱覽與本集團業務或董事職責及責任有關的資料，參與適當的持續專業發展。

The individual training record of each Director during the year ended 31 December 2020 is set out below:

於截至2020年12月31日止年度，各董事的個人培訓記錄載列如下：

	Training received 已接受培訓
Non-executive Director **非執行董事**	
Mr. Teh Wing Kwan *(Chairman)* 鄭永權先生 *(主席)*	(1) and (2) (1)及(2)
Executive Directors **執行董事**	
Mr. Jiang Zhong Ping *(Chief executive officer)* 蔣中平先生 *(首席執行官)*	(1) and (2) (1)及(2)
Mr. Hao Xiemin *(Financial controller)* 郝謝敏先生 *(財務總監)*	(1) and (2) (1)及(2)
Mr. Wang Hu 王虎先生	(1) and (2) (1)及(2)
Independent Non-executive Directors **獨立非執行董事**	
Mr. Yu Haizong 余海宗先生	(1) and (2) (1)及(2)
Mr. Liu Yi 劉毅先生	(1) and (2) (1)及(2)
Mr. Wu Wen 吳文先生	(1) and (2) (1)及(2)

Notes:

(1) Reading relevant materials and updates relating to the Listing Rules and other applicable regulatory requirements and matters of relevance to the Directors in the discharge of their duties; and

(2) Reading news, journals, magazines and/or other reading materials regarding legal and regulatory changes and matters of relevance to the Directors in the discharge of their duties.

附註：

(1) 閱覽與董事履行其職責相關的上市規則以及其他適用監管規定及事宜的材料及最新資料；及

(2) 閱覽與董事履行其職責相關並涉及法律及監管變動及事宜的新聞、期刊、雜誌及／或其他閱讀材料。

CHAIRMAN AND CHIEF EXECUTIVE

The roles of the Company's chairman and the chief executive are segregated. Mr. Teh Wing Kwan is the chairman of the Board who is chiefly responsible for managing the Board, providing strategic guidance and acting in the best interest of the Group and the Shareholders, while Mr. Jiang Zhong Ping is the chief executive officer of the Company who takes charge of the supervision of the execution of the policies determined by the Board.

The chairman chairs the Board meetings and briefs the Board members on the issues discussed at the Board meetings. The chairman also ensures that the Board members work together with the management with the capability and authority to engage management in constructive views on various matters, including strategic issues and business planning processes.

APPOINTMENT AND RE-ELECTION OF THE DIRECTORS

According to the Articles, at each annual general meeting, one-third of the Directors are subject to retirement by rotation or, if the number is not a multiple of three, then the number nearest to but not less than one-third shall retire from the office and shall be eligible for re-election. The Directors to be retired by rotation shall be those who have been longest in office since their last appointment or re-election. Every Director shall be subject to retirement at an annual general meeting at least once every three years. Any other appointment, resignation, removal or re-designation of Director will be timely disclosed to the Shareholders by announcement and shall include in such announcement, the reasons given by the Director for his resignation.

The Board selects and recommends candidates for directorship with regard to the balance of skills and experience appropriate to the Group's business.

主席及首席執行官

本公司的主席及首席執行官角色有所區分。鄭永權先生為董事會主席，主要負責管理董事會、提供策略指引及以本集團及股東的最佳利益為依歸行事；蔣中平先生為本公司首席執行官，負責監督董事會所訂政策的執行情況。

主席主持董事會會議，並就董事會會議討論事項向董事會成員作出簡報。主席亦確保董事會成員與具有能力及授權的管理層協作，以令管理層就各事項(包括策略議題及業務規劃程序)發表具建設性的意見。

委任及重選董事

根據細則，於各股東週年大會上，三分之一的董事(或倘董事人數並非三的倍數，則為最接近但不少於三分之一的人數)須輪席退任，並符合資格接受重選。輪席退任董事為自上次委任或重選以來任職時間最長的董事。各董事須最少每三年於股東週年大會上退任。本公司將於適當時間以公告向股東披露任何其他董事的委任、辭任、免職或調動，該公告將包括董事辭任的理由。

董事會於衡量董事候選人是否具備本集團業務所需技能及經驗後，挑選及推薦董事候選人。

AUDIT COMMITTEE

The Company has established an audit committee with written terms of reference in compliance with the CG Code. The audit committee currently comprises three independent non-executive Directors, Mr. Yu Haizong (Chairman), Mr. Liu Yi and Mr. Wu Wen. The audit committee's main functions are:

- to be responsible for the relationship with the Company's external auditor, including making recommendations to the Board on the appointment, re-appointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal;
- to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards and to develop and implement policy on the engaging of an external auditor to supply non-audit services;
- to monitor the integrity of the financial statements and annual/interim reports and quarterly reports (if prepared for publication) and to review significant financial reporting judgments contained in them; and
- to oversee the Group's financial reporting system, risk management and internal control systems.

During the year, the audit committee held two meetings and performed the following major tasks:

- reviewed the audited consolidated financial statements and annual results announcement of the Group for the year ended 31 December 2019, and reviewed the consolidated financial statements and interim results announcement of the Group for the six months ended 30 June 2020;
- reviewed the changes in accounting standards and assessed their potential impacts on the financial statements;

審核委員會

本公司已遵照企管守則成立審核委員會，並釐定其書面職權範圍。審核委員會現時由三名獨立非執行董事余海宗先生（主席）劉毅先生及吳文先生組成。審核委員會的主要職能為：

- 負責與本公司外部核數師的關係，包括就外部核數師的委任、重新委任及罷免向董事會提供建議、批准外部核數師的薪酬及聘用條款，及處理任何有關該核數師辭職或辭退該核數師的問題；
- 按適用的標準檢討及監察外部核數師是否獨立客觀及核數程序是否有效，及就聘用外部核數師提供非核數服務制定及執行政策；
- 監察財務報表以及年度／中期報告及季度報告（如有編製刊發）的完整性，及審閱當中所載有關財務申報的重大判斷；及
- 監管本集團的財務申報制度、風險管理及內部監控系統。

年內，審核委員會舉行兩次會議，並曾進行下列主要工作：

- 審閱本集團截至2019年12月31日止年度的經審核綜合財務報表及全年業績公告，並審閱本集團截至2020年6月30日止六個月的綜合財務報表及中期業績公告；
- 審閱會計準則的變動及評估該等準則對財務報表的潛在影響；

- reviewed the Company's external auditor's qualifications, independence and performance;
- reviewed the Company's external auditor's statutory audit plan, audit scope and engagement letters; and
- assisted the Board to evaluate on the adequacy and effectiveness of risk management and internal control systems of the Group and financial reporting procedures.

- 審閱本公司外部核數師的資格、獨立性及表現；
- 審閱本公司外部核數師的法定審核計劃、審核範圍及委聘書；及
- 協助董事會評價本集團風險管理及內部監控系統以及財務申報制度是否充足有效。

The Group has established an independent internal audit function directly reporting to the audit committee. The internal audit personnel will attend the audit committee meetings and report on internal audit matters annually. If there is any material internal control defect, the internal audit personnel directly reports to the audit committee without limitation. The audit committee assists the Board in monitoring the risk exposures, design and operating effectiveness of the relevant risk management and internal control systems. The audit committee will report to the Board after properly reviewing the effectiveness of the Group's risk management and internal control systems.

本集團已設立獨立的內部核數機構，直接向審核委員會報告。內部核數人員將每年出席審核委員會會議，報告內部核數事宜。如發現任何重大內部監控缺陷，內部核數人員可不受限制地直接向審核委員會報告。審核委員會協助董事會監察風險、相關風險管理及內部監控系統的設計及運作效能。審核委員會則於詳細檢討本集團風險管理及內部監控系統的效能後，向董事會提交報告。

During the year ended 31 December 2020, the audit committee has reviewed the risk management and internal control systems and the effectiveness of the Company's internal audit function. Details of the risk management and internal control of the Group are set out on pages 87 to 93 of this annual report.

於截至2020年12月31日止年度，審核委員會已審閱風險管理及內部監控系統以及本公司內部審核職能的成效。本集團風險管理及內部監控的詳情載於本年報第87至第93頁。

REMUNERATION COMMITTEE

The Company has established a remuneration committee with written terms of reference in compliance with CG Code. The remuneration committee currently comprises two independent non-executive Directors, namely Mr. Liu Yi (Chairman) and Mr. Yu Haizong and one executive Director, namely Mr. Jiang Zhong Ping.

The remuneration committee's main functions are:

- to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;

薪酬委員會

本公司已遵照企管守則成立薪酬委員會，並釐定其書面職權範圍。薪酬委員會現時由兩名獨立非執行董事劉毅先生（主席）及余海宗先生以及一名執行董事蔣中平先生組成。

薪酬委員會的主要職能為：

- 就關於所有董事及高級管理人員薪酬的本公司政策及架構，以及關於建立制訂薪酬政策的正式及透明程序向董事會提出推薦建議；

- to review and approve performance-based remuneration with reference to corporate goals and objectives resolved by the Board from time to time;

- to determine, with delegated responsibilities, the remuneration packages of individual executive Directors or senior management, which should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;

- to consider the granting of share options to Directors, chief executives, substantial Shareholders or employees of any member of the Group and any person who has contributed or will contribute to the development and growth of the Group pursuant to the share option schemes adopted by the Company;

- to ensure that no Director or any of his associates is involved in deciding his own remuneration; and

- to review and approve the interim reports, annual reports, announcements and circulars or any publication of the Company regarding information on the remuneration and service contracts of the Directors prior to approval by the Board.

During the year, the remuneration committee held two meetings, at which the members of the remuneration committee:

- determined the policy for the remuneration of the Directors and reviewed the remuneration packages of the Directors;

- assessed the performance of the Directors; and

- considered and approved the terms of the Directors' service agreements.

- 參考董事會不時議決的公司目標及宗旨，檢討及批准與表現掛鉤的薪酬；

- 獲轉授責任釐定個別執行董事或高級管理層成員的薪酬，包括實物福利、退休金權利及賠償金額（包括喪失或終止職務或委任的賠償）；

- 考慮根據本公司採納的股份期權計劃向本集團任何成員公司的董事、最高行政人員、主要股東或僱員及已經或將會為本集團的發展及增長作出貢獻的任何人士授予股份期權；

- 確保董事或其任何聯繫人不會參與釐定其本身薪酬；及

- 在獲得董事會批准前審閱及批准中期報告、年度報告、公告及通函或本公司刊發有關董事薪酬及服務合約的資料。

年內，薪酬委員會舉行兩次會議，薪酬委員會成員於會上：

- 制定董事薪酬政策及檢討董事的薪酬待遇；

- 評核董事的表現；及

- 考慮及批准董事服務協議的條款。

The remuneration paid/payable to senior management (comprising Directors) for the year ended 31 December 2020 by band is set out below:

於截至2020年12月31日止年度，已付／應付高級管理人員（包括董事）的薪酬範圍載列如下：

Name of Director 董事姓名	Remuneration band 薪酬範圍	Director's fee 董事袍金 %	Salaries, allowances and benefits in kind 薪金、津貼及實物福利 %	Share options 股份期權 %	Pension scheme contributions 退休金計劃供款 %	Total 合計 %
Chairman and non-executive Director **主席兼非執行董事**						
Mr. Teh Wing Kwan# 鄭永權先生#	HKD1,000,000 – 1,500,000 1,000,000 – 1,500,000港元	100	–	–	–	100
Executive Directors **執行董事**						
Mr. Jiang Zhong Ping 蔣中平先生	RMB200,000 – 500,000 人民幣200,000 – 500,000元	51.7	43.1	–	5.2	100
Mr. Hao Xiemin 郝謝敏先生	RMB200,000 – 500,000 人民幣200,000 – 500,000元	47.7	47.5	–	4.8	100
Mr. Wang Hu 王虎先生	RMB200,000 – 500,000 人民幣200,000 – 500,000元	47.3	48.0	–	4.7	100
Independent non-executive Directors **獨立非執行董事**						
Mr. Yu Haizong 余海宗先生	RMB100,000 – 200,000 人民幣100,000 – 200,000元	100	–	–	–	100
Mr. Liu Yi 劉毅先生	RMB100,000 – 200,000 人民幣100,000 – 200,000元	100	–	–	–	100
Mr. Wu Wen 吳文先生	RMB100,000 – 200,000 人民幣100,000 – 200,000元	100	–	–	–	100

Mr. Teh Wing Kwan received approximately 10% of director's fees during the Reporting Period and has voluntarily deferred the remaining outstanding balances payable by the Company and/or its subsidiary.

鄭永權先生於報告期內收取董事袍金約10%，自願押後收取本公司及／或其子公司應支付的餘下未支付結餘。

NOMINATION COMMITTEE

The Company has established a nomination committee with written terms of reference in compliance with the CG Code. The nomination committee currently comprises the non-executive Director, Mr. Teh Wing Kwan (Chairman), one executive Director, namely Mr. Jiang Zhong Ping, and three independent non-executive Directors, namely Mr. Yu Haizong, Mr. Liu Yi and Mr. Wu Wen.

The nomination committee's main functions are:

- to review the structure, size, composition (including the skills, knowledge and experience) and diversity (including but not limited to gender, age, cultural and educational background, ethnicity, skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nomination for directorships with due regard to the nomination policy (the "Nomination Policy") and the board diversity policy (the "Board Diversity Policy") of the Company and other factors which are relevant to the Company;
- to develop and formulate the Nomination Policy and the Board Diversity Policy for the Board's consideration and approval;
- to discuss any revisions to the Nomination Policy and the Board Diversity Policy that may be required, and recommend such revisions to the Board for the Board's consideration and approval;
- to review, implement and monitor, as appropriate, the Nomination Policy and the Board Diversity Policy;
- to review measurable objectives that the Board has set for implementing any of the Nomination Policy and the Board Diversity Policy, and monitor the progress on achieving such objectives;
- to assess the independence of independent non-executive Directors with reference to, inter alia, the factors set out in the Listing Rules and any other factors deemed appropriate by the nomination committee or the Board and assess their ability to devote sufficient time to the Board and Board committees;

提名委員會

本公司已遵照企管守則成立提名委員會，並釐定其書面職權範圍。提名委員會現由一名非執行董事鄭永權先生(主席)、一名執行董事蔣中平先生以及三名獨立非執行董事余海宗先生、劉毅先生及吳文先生組成。

提名委員會的主要職能為：

- 每年最少對董事會的架構、人數、組成(包括技能、知識及經驗)及多元化(包括但不限於性別、年齡、文化及教育背景、種族、技能、知識及經驗方面)進行一次審閱，並就董事會的任何建議變動提出推薦建議，為本公司的公司策略提供輔助；
- 於審慎考慮本公司的提名政策及董事會多元化政策以及與本公司相關的其他因素後，物色具合適資格成為董事會成員的人選，以及對獲提名出任董事的人士進行挑選或就此向董事會提供推薦建議；
- 草擬及制訂提名政策及董事會多元化政策以供董事會考慮及批准；
- 討論提名政策及董事會多元化政策需作出的修訂，並向董事會提出修訂建議，以供董事會考慮及批准；
- 檢討、執行及監察(如適用)提名政策及董事會多元化政策；
- 檢討董事會為執行提名政策及董事會多元化政策而定的可計量目標，並監督達標進度；
- 參考(其中包括)上市規則所載的因素及提名委員會或董事會視為合適的任何其他因素，評估獨立非執行董事是否屬獨立人士及彼等投放足夠時間於董事會及董事委員會的能力；

- to make recommendations to the Board on the appointment or re-appointment of the Directors and succession planning for the Directors, in particular the chairman and chief executive;
- to develop the criteria for identifying and assessing the qualifications of and evaluating candidates for directorship; and
- to keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the market place.

- 就董事的委任或重新委任，以及董事（特別是主席及最高行政人員）的繼任計劃，向董事會提供推薦建議；
- 制訂物色及評估董事人選的資格及評核人選的條件；及
- 持續檢討組織的領導需要（包括執行及非執行），以確保組織在市場上持續有效競爭的能力。

Board Diversity Policy

The Board Diversity Policy is concerned with a view to achieving a sustainable and balanced development and increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In this regard, the nomination committee has considered the measurable objectives set out in the Board Diversity Policy, which are to ensure that candidates of the Board are considered based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will be based on merit and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board. The nomination committee is responsible for reviewing the Board Diversity Policy, as appropriate, to ensure the effectiveness of such policy and will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

Currently, the Board consists of seven members, including three executive Directors, one non-executive Director and three independent non-executive Directors who are of different ethnicities and with professional experience and qualifications in various aspects, such as steel industry, financial management, law, compliance, accounting and mining. Having regard to the composition of the Board and the measurable objectives, the Company considers that the Board composition is sufficiently diversified with a balance of skills and experience desirable for the effective management and sustainable development of the Company.

董事會多元化政策

董事會多元化政策視董事會達致可持續均衡發展及日益多元化，為支持本公司達成策略目標及可持續發展的要素。就此，提名委員會已考慮董事會多元化政策所載的可計量目標，以確保本公司從多元化角度多方面考慮董事會成員候選人，當中包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期，而董事會所有委任均以用人唯才為原則，而在考慮人選時均以客觀條件充分顧及董事會成員多元化的裨益。提名委員會負責審閱董事會多元化政策（如適用），以確保該政策的成效，以及討論可能須要作出的任何修改，並向董事會建議任何有關修改以供考慮及批准。

現時，董事會由七名成員組成，包括三名執行董事、一名非執行董事及三名獨立非執行董事，彼等來自不同種族，擁有多方面的專業經驗及資格，如鋼鐵行業、財務管理、法律、合規、會計及採礦。經考慮董事會的組成及可計量目標，本公司認為董事會成員多元程度足夠，並有對本公司有效管理及可持續發展合適的技能及經驗平衡。

During the year, the nomination committee held one meeting, at which the members of the nomination committee:

- reviewed the structure, size, composition and diversity of the Directors;
- evaluated the performance and contribution of the retiring Directors; and
- assessed the independence of the retiring independent non-executive Directors.

年內，提名委員會舉行一次會議，提名委員會成員曾於會上：

- 檢討董事的人數、大小、成員及多元性；
- 評估退任董事的表現及貢獻；及
- 評核退任獨立非執行董事是否屬獨立人士。

Nomination Policy

The Nomination Policy applies to the Directors and where applicable, senior management prepared for Board positions under the succession planning of the Company. The Nomination Policy sets out the following key nomination criteria and procedures, among others, as follows:

(1) Nomination criteria

In evaluating and selecting any candidate for directorship, the following criteria should be considered:

(i) character and integrity;

(ii) qualifications including professional qualifications, skills, knowledge and experience, and diversity aspects under the Board Diversity Policy that are relevant to the Company's business and corporate strategy;

(iii) any measurable objectives adopted for achieving diversity on the Board;

(iv) requirement for the Board to have independent non-executive Directors in accordance with the Listing Rules and whether the candidate would be considered independent with reference to the independence guidelines set out in the Listing Rules;

(v) any potential contributions the candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity;

提名政策

提名政策適用於董事，並在適當情況下適用於根據本公司的繼任計劃準備出任董事會職位的高級管理人員。提名政策列出以下主要提名條件及程序（其中包括）：

(1) 提名條件

於評核及挑選任何董事人選時應考慮以下條件：

(i) 品格及誠信；

(ii) 包括專業資格、技能、知識及經驗在內的資格，以及根據董事會多元化政策與本公司業務及公司策略有關的多元化範疇；

(iii) 為達致董事會多元化採納的任何可計量目標；

(iv) 根據上市規則董事會成員須包括獨立非執行董事的規定，以及參照上市規則所載的獨立指引，候選人是否被視為屬獨立人士；

(v) 候選人在資格、技能、經驗、獨立性及性別多元化方面可對董事會作出的任何潛在貢獻；

(vi) willingness and ability to devote adequate time to discharge duties as a member of the Board and/or board committee(s) of the Company;

(vii) such other perspectives that are appropriate to the Company's business and succession plan and where applicable, may be adopted and/or amended by the Board and/or the Nomination Committee from time to time for nomination of directors and succession planning; and

(viii) such other factors set out in terms of reference of the nomination committee.

(2) Nomination procedures

(a) Appointment of new Directors

(i) The nomination committee identifies individual(s) suitably qualified to become Board members based on its assessment on the character, biographical information and other relevant details of such individual(s), having due regard to the Nomination Policy and the Board Diversity Policy, and assesses the independence of the proposed independent non-executive Director(s) as appropriate;

(ii) If the nomination committee has identified more than one individual who are suitably qualified for directorship based on the above assessment, the nomination committee should rank them by order of preference based on the needs of the Company and reference check of each individual (where applicable);

(iii) The nomination committee makes recommendation(s) to the Board;

(iv) The Board considers the individual(s) recommended by the nomination committee, having due regard to the assessment of the nomination committee, the Nomination Policy and the Board Diversity Policy;

(vi) 投放充份時間履行董事會及／或本公司董事委員會成員的職務的意向及能力；

(vii) 就本公司的業務及繼任計劃而言屬適當的其他觀點；以及（如適用）董事會及／或提名委員會不時就董事提名及繼任計劃可能採納及／或修訂的其他觀點；及

(viii) 提名委員會職權範圍所載其他因素。

(2) 提名程序

(a) 委任新董事

(i) 提名委員會根據其對一名（或多名）個人的品格、履歷及其他相關詳細資料的評價，於考慮提名政策及董事會多元化政策後，物色具備合適資格出任董事會成員的相關人士，並評估建議獨立非執行董事（如適用）是否屬獨立人士；

(ii) 倘提名委員會已根據上述評估物色超過一名具備合適資格出任董事的人士，則提名委員會應根據本公司的需要及對每名人士的覆核審查（如適用），將該等人士按優次排序；

(iii) 提名委員會向董事會提供推薦建議；

(iv) 董事會於審慎考慮提名委員會的評估、提名政策及董事會多元化政策後，考慮提名委員會推薦的人士；

(v) The Board confirms the appointment of the individual(s) as Director(s) or recommends the individual(s) to stand for election at a general meeting. Individual(s) appointed by the Board to fill a casual vacancy or as an addition to the Board will be subject to re-election by the Shareholders in accordance with the Articles; and

(vi) The Shareholders approve the election of individual(s), who stand(s) for election at general meeting, as Director(s).

(b) *Re-appointment of retiring Directors*

(i) The nomination committee considers each retiring Director based on its review of each retiring Director's overall contribution, services to the Company, and the level of participation and performance on the Board, having due regard to the Nomination Policy and the Board Diversity Policy, and assesses the independence of each retiring independent non-executive Director;

(ii) The nomination committee makes recommendation(s) to the Board;

(iii) The Board considers each retiring Director recommended by the nomination committee, having due regard to the nomination committee's review of each retiring Director, the Nomination Policy and the Board Diversity Policy;

(iv) The Board recommends the retiring Directors to stand for re-election at the annual general meeting in accordance with the Articles; and

(v) The Shareholders approve the re-election of Directors at the annual general meeting.

The Board shall have the ultimate responsibility for all matters relating to the selection and appointment of Directors. Where the Board proposes a resolution to elect or re-elect a candidate as Director at a general meeting, the relevant information of the candidate will be disclosed in the circular to Shareholders and/or explanatory statement accompanying the notice of the relevant general meeting in accordance with the Listing Rules and/or other applicable laws and regulations.

(v) 董事會確認委任有關人士為董事或推薦有關人士於股東大會上參選。獲董事會委任填補臨時空缺或新增董事會成員的有關人士須按照細則接受股東重選；及

(vi) 股東批准推選於股東大會上參選的人士為董事。

(b) *重新委任退任董事*

(i) 提名委員會於審慎考慮提名政策及董事會多元化政策後，根據其對每名退任董事的整體貢獻、於本公司的服務年資以及在董事會的參與程度及表現考慮每名退任董事，以及評估每名退任的獨立非執行董事是否屬獨立人士；

(ii) 提名委員會向董事會提供推薦建議；

(iii) 董事會於審慎考慮提名委員會對每名退任董事的審視、提名政策及董事會多元化政策後，考慮提名委員會推薦的每名退任董事；

(iv) 董事會按照細則於股東週年大會上推薦退任董事接受重選；及

(v) 股東於股東週年大會上批准重選董事。

董事會應對有關挑選及委任董事的所有事宜負有最終責任。倘董事會於股東大會上提呈決議案選舉或重選一名候選人為董事，則候選人的相關資料將按照上市規則及／或其他適用法例及法規，於連同相關股東大會通告向股東發出的通函及／或說明函件內披露。

(3) Principles considered by the nomination committee

In carrying out its responsibilities, the nomination committee should give adequate consideration to the following principles:

(a) in relation to Board composition – the Board should have a balance of skills, experience, diversity of gender and diversity of perspectives appropriate to the Company's business. It should ensure that changes to its composition can be managed without undue disruption. It should include a balanced composition of executive and non-executive Directors (including independent non-executive directors) so that there is a strong independent element on the Board, which can effectively enhance decision making capability of the Board. Non-executive Directors should be of sufficient calibre and number for their views to carry weight; and

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

(4) Regular review

The nomination committee will conduct regular review on the structure, size and composition of the Board, the Board Diversity Policy, and the Nomination Policy and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy and business needs.

(3) 提名委員會考慮的原則

提名委員會於履行職責時應充份考慮以下原則：

(a) 關於董事會成員組合－董事會應因應本公司的業務在技能、經驗、性別多元化及觀點多元化方面有適當平衡，應確保董事會成員組合的任何變動不會產生不當干擾。董事會應包含平衡的執行及非執行董事（包括獨立非執行董事）成員人數，使董事會具備穩健的獨立元素，能有效提升董事會的決策能力。非執行董事應有足夠的資格及人數，使其見解充份有力；及

(b) 關於委任、重選及罷免－委任新董事應有一個正式、審慎及透明的程序。繼任應設有有序計劃。所有董事應定期接受重選。本公司必須解釋任何董事辭任或罷免任何董事的理由。

(4) 定期檢討

提名委員會將定期檢討董事會的架構、人數及成員組合、董事會多元化政策及提名政策，並（如適用）就完善本公司的公司策略及業務需要提供有關董事會變動的推薦建議。

CORPORATE GOVERNANCE FUNCTION

The Board is responsible for performing the duties on corporate governance function as set out below:

- to develop and review the Company's policies and practices on corporate governance and make recommendations;
- to review and monitor the training and continuous professional development of the Directors and senior management;
- to review and monitor the Company's policies and practices on compliance and legal and regulatory requirements;
- to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and the Directors; and
- to review the Company's compliance with the CG Code and disclosure in the corporate governance report.

During the year, the Board held four meetings, at which the Board considered and discussed, among other things, the Company's policies and practices on corporate governance and legal and regulatory compliance, training and continuous professional development of the Directors, as well as the Company's compliance with the CG Code.

企業管治職能

董事會負責履行下列企業管治職能的責任：

- 制訂及檢討本公司的企業管治政策及常規，並作出推薦建議；
- 檢討及監察董事及高級管理層的培訓及持續專業發展；
- 檢討及監察本公司有關遵例以及法定及監管規定的政策及常規；
- 制訂、檢討及監察適用於僱員及董事的操守守則及遵例手冊(如有)；及
- 檢討本公司有否遵守企管守則及企業管治報告的披露規定。

年內，董事會舉行四次會議，於會上考慮並討論(其中包括)本公司有關企業管治及遵守法律和監管規例、董事培訓和持續專業發展以及本公司遵守企管守則的政策及慣例。

AUDITOR'S REMUNERATION

For the year ended 31 December 2020, the remuneration paid/payable in relation to assurance services (excluding out-of-pocket expenses and value added tax) by the Group to the Company's external auditor, Ernst & Young, is approximately RMB1,980,000.

核數師酬金

截至2020年12月31日止年度，本集團就鑒證服務已付／應付本公司外部核數師安永會計師事務所的酬金(不包括代付開支及增值稅)約為人民幣1,980,000元。

DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS AND GOING CONCERN STATEMENT

The Directors acknowledge their responsibilities for preparing the financial statements for each financial period, which give a true and fair view of the state of affairs of the Group and of the results and cash flows for that period. The Company deploys appropriate and sufficient resources to prepare audited accounts. Senior management is required to present and explain the financial reporting and matters that materially affect or may have material impact on the financial performance and operations of the Group to the audit committee and the Board and respond to the queries and concerns raised by the audit committee and the Board to their satisfaction. The consolidated financial statements have been prepared in accordance with the IFRSs and the disclosure requirements of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

As at 31 December 2020, the Directors are not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern. Accordingly, the Directors have prepared the financial statements of the Company on a going-concern basis.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for supervising the risk management and internal control systems of the Group and reviewing their effectiveness. The audit committee assists the Board in monitoring the risk exposures, design and operating effectiveness of the relevant risk management and internal control systems. The audit committee will report to the Board after properly reviewing the effectiveness of the Group's risk management and internal control systems.

The Group established an independent internal audit function directly reporting to the audit committee. The internal audit personnel will attend the audit committee meetings and report on internal audit matters annually. If there is any material internal control defect, the internal audit personnel directly reports to the audit committee without limitation. Meanwhile, the Group appointed an international advisory firm as an external advisor in August 2020 to provide internal control services under a two-year rotation plan based on a risk-based methodology.

董事及核數師就財務報表應負的責任及持續經營聲明

董事確認彼等有責任編製各財政期間的財務報表，以真實及公平反映本集團狀況及於該期間的業績及現金流量。本公司調配合適及足夠的資源編製經審核賬目。高級管理層須向審核委員會及董事會呈報及闡釋對本集團財務表現及營運有或可能有重大影響的財務申報及事宜，並就審核委員會及董事會提出的查詢及關注作出令彼等信納的回應。綜合財務報表乃根據國際財務報告準則及香港法例第622章《公司條例》的披露規定編製。

於2020年12月31日，董事並不知悉與可能對本公司持續經營能力產生重大疑慮的事件或狀況有關的重大不明朗因素。因此，董事已按持續經營基準編製本公司的財務報表。

風險管理及內部監控

董事會負責監督本集團的風險管理及內部監控系統，並檢討其效能。審核委員會協助董事會監察風險、相關風險管理及內部監控系統的設計及運作效能。審核委員會於詳細檢討本集團風險管理及內部監控系統的效能後，向董事會提交報告。

本集團已設立獨立的內部核數機構，直接向審核委員會報告。內部核數人員將每年出席審核委員會會議，報告內部核數事宜。如發現任何重大內部監控缺陷，內部核數人員可不受限制地直接向審核委員會報告。與此同時，本集團已於2020年8月委任一間國際顧問公司為本集團的外部顧問，以根據風險法及為期兩年的循環審核計劃提供內部監控服務。

Under the supervision of the Board, the management of the Group is responsible for designing and implementing the Group's risk management and internal control systems. The Group has set up three lines of defense for risk management. As the first line of defense, the business units (e.g., sales department and production department) are responsible for identifying and assessing business risks and developing risk mitigation measures. As the second line of defense, the functional departments (e.g., compliance department and finance department) are responsible for assisting the business units to improve the risk management and monitoring the effectiveness of risk management. As the third line of defense, the internal audit function assists the Board and the audit committee to review the effectiveness of the Group's risk management and internal control systems.

在董事會的監督下，本集團管理層負責設計及實行本集團的風險管理及內部監控系統。本集團為風險管理制定三條防線。第一條防線為業務單位（即銷售部門及生產部門），負責識別及評估業務風險，並設定減低風險措施；第二條防線為職能部門（即合規部門及財務部門），負責協助業務單位改善風險管理，監察風險管理成效；而第三條防線為內部核數機構，協助董事會及審核委員會檢討本集團風險管理及內部監控系統的成效。

As and when required during the year, the management convened meetings which were chaired by the senior management with attendants including managers from subsidiaries and department heads from the headquarters. The Group's decisions on operations, implementation of investment projects, financial issues, and the updates on risk management and internal control were considered and determined in these meetings. The management convened annual and interim work meetings in order to assign and review works on a yearly basis and half yearly basis, respectively. The meetings have facilitated the organisation, co-ordination, communication and supervision on the commencement and implementation of the Group's various operations, as well as the risk management and internal control systems.

年內如有需要，管理層會召開由高級管理人員出任主席的會議，與會者包括子公司的經理及總部的部門主管。本集團的營運決策、投資項目的實行、財務事宜以及風險管理及內部監控的最新情況，均於該等會議上省覽及決定。管理層召開年度及中期工作會議，以每年及每半年指派及檢討各項工作。該等會議有助組織、協調、聯繫及監督本集團不同業務以及風險管理及內部監控系統的開展及推行。

The Group acknowledges its responsibilities under the SFO and the Listing Rules and the overriding principle that inside information should be announced immediately when it is the subject of a decision. The procedures and internal controls for the handling and dissemination of inside information include:

本集團知悉其根據證券及期貨條例、上市規則及凌駕性原則，有責任於內幕消息成為決策事項時即時公佈。處理及發佈內幕消息的程序及內部監控包括：

- the Company has established a sensitive information disclosure policy, which specified the information disclosure process, the confidentiality requirements of the undisclosed sensitive information, the confidentiality obligations of the employees of the Group, etc.;

- 本公司已制定敏感資料披露政策，訂明資料披露過程、不披露敏感資料的保密規定、本集團僱員的保密義務等；

- the access of information is restricted to a limited number of employees on a need-to-know basis. Employees who are in possession of inside information are fully conversant with their obligations to preserve confidentiality;
- confidentiality agreements are in place when the Group enters into significant negotiations;
- the executive Directors are designated persons who speak on behalf of the Company when communicating with external parties such as the media, analysts or investors;
- the service contracts of the Directors, senior management and the employees of the Group specify the confidentiality clauses; and
- the legal advisors of the Company regularly provide relevant training to the Board and senior management.

Risk Management

The Board has established an enterprise risk management mechanism according to the Committee of Sponsoring Organizations of the Treadway Commission's Enterprise Risk Management Framework (COSO Framework). The Board has established risk management policies and measures on the procedures of risk identification, evaluation, reporting and mitigation. The risk management mechanism covers the whole Group's various risks in the business operations and management. The functional department of risk management is the compliance department of the Group, which reports to the audit committee and is responsible for the establishment and operations of the risk management system and coordination of risk management, supervision and evaluation of the risk management, as well as providing advice for material risk decisions.

- 資料按必要基準僅限於有限數目的僱員接觸。管有內幕消息的僱員全面了解彼等的保密義務；
- 本集團於進行重大磋商時會訂立保密協議；
- 於與媒體、分析師或投資者等外部人士聯繫時，執行董事獲指派為代表本公司的發言人；
- 董事、本集團高級管理人員及僱員的服務合約訂有保密條文；及
- 本公司的法律顧問定期向董事會及高級管理人員提供相關培訓。

風險管理

董事會已按照Committee of Sponsoring Organizations of the Treadway Commission的企業風險管理框架設立企業風險管理機制。董事會已就風險識別、評估、匯報及控制程序制定風險管理政策及措施。風險管理機制涵蓋本集團旗下所有業務的各種經營及管理風險。風險管理的職能部門乃本集團的合規部門，向審核委員會匯報，負責風險管理系統的制訂及運作，並協調、監督及評價風險管理，以及提供有關重大風險決定的專業意見。

The compliance department of the Group periodically collected risk information and conducted risk evaluation through questionnaires, workshops, management meetings, etc., which were reported to senior management in a timely manner. In 2020, based on the Group's production and business conditions, the compliance department of the Group summarised a total of 75 risk factors, categorised as strategic risk, operational risk, compliance risk and financial risk. The management scored the risk factors based on their understanding, production and operation experiences and determined the risk mitigation and internal control measures to address the risks. The identified top five risks for the year ended 31 December 2020 are as below:

本集團的合規部門定期蒐集風險資訊，透過問卷、專題討論、管理層會議等進行風險評估，並適時向高級管理層匯報。於2020年，本集團的合規部門基於本集團的生產及業務狀況，概括出合共75項風險因素，分類為策略風險、營運風險、合規風險及財務風險。管理層根據其認知、生產及營運經驗，對內使用因素作出評分，決定減輕風險及內部監控措施，處理有關風險。截至2020年12月31日止年度已識別的五大風險如下：

S/N 編號	Risk title 風險條目	Description 描述
1	Environmental risk	The Group is principally engaged in mining and ore processing, sale of self-produced products, trading of steels, management of strategic investments and rendering specialised mining services. The Group owns and operates the Maoling – Yanglongshan Mine, an iron ore mine, Shigou Gypsum Mine, a gypsum mine and Maoling Processing Plant. The mines and processing plant are located in Sichuan, the PRC.
1	環境風險	本集團的主要業務為採礦及礦石洗選、銷售自產產品、鋼鐵貿易、策略性投資管理以及提供專業開採服務。本集團擁有及經營毛嶺－羊龍山鐵礦（鐵礦）、石溝石膏礦（石膏礦）及毛嶺洗選廠。全部礦場及洗選廠均位於中國四川省。
		Mining and the related processing operations are susceptible to incidents of environmental pollution arising from accidents, non-compliance with internal procedures and external environmental regulations. Should there be an incident of pollution that causes serious damage to the environment, human casualties and/or fatalities, the Group's operations and reputation may be adversely impacted by legal actions initiated by third parties and regulatory actions such as penalties and production suspensions. 採礦及相關洗選營運容易出現由事故引致的環境污染、未能符合內部程序及外部環境規例等事件。倘發生污染造成嚴重環境損害、人命傷亡及／或死亡事故，則本集團的營運及聲譽可能會因第三方提起的法律行動及監管行動（如罰款及停產）而受到不利影響。

S/N 編號	Risk title 風險條目	Description 描述
2	Remuneration, welfare and talent retention risk	The operations of the Group's business rely on three core groups of employees to run its operations, comprising: (i) senior management and key managers; (ii) skilled engineers, safety officers and mine geologist; and (iii) sales and marketing team. Talent retention is important to the sustainable development of the Group. The continual success of the business depends on the Group's ability to retain these personnel as they possess the skill sets and experience necessary for the Group's operations.
2	薪酬、福利及人才挽留風險	本集團業務營運仰賴三個核心僱員群組經營，包括：(i)高級管理人員及主要經理；(ii)熟練工程師、安全主任及礦區地質學家；及(iii)銷售及營銷團隊。人才挽留對本集團的可持續發展極為重要。業務持續取得成功與否，視乎本集團能否挽留該等人員，原因在於彼等擁有經營有關本集團業務的必備技能及經驗。
		The market for talent is highly competitive and the Group is exposed to the risk that its key employees may be enticed away by its competitors or other corporates. In addition, failure to maintain an attractive remuneration and staff welfare structure internally may lead to resignation of core employees and inability to attract new talents. Should there be insufficient talented and/or experienced employees to run the Group's business, the Group may lose its competitive edge and the Group's operations may be adversely affected in the long term.
		人才市場競爭激烈，故本集團面對關鍵僱員可能被競爭對手或其他企業挖角的風險。此外，本集團內部未能維持具吸引力的薪酬及員工福利組合可導致核心僱員辭任及無力吸引新晉人才。倘身具才幹及／或經驗豐富的僱員人數不足以經營本集團業務，則本集團可能喪失競爭優勢，而本集團營運長遠可能受到不利影響。
3	Mining management risk	Mining and processing operations are highly dependent on the use of heavy machineries and equipment such as crushers, grinder machines and conveyor belts.
3	開採管理風險	採礦及洗選營運高度依賴使用重型機器及設備，如碎石機、球磨機及輸送帶。
		As these machines are subject to heavy usage, the level of wear and tear is high. Improper use, repair and/or inadequate maintenance may lead to accidents that could result in casualties, fatalities, damage to machineries, environment, economic losses and prolonged operational disruptions.
		由於該等機器使用頻率高，損耗程度亦高。不當使用、維修及／或保養不足可能引致事故，或會造成傷亡、死亡、機器損毀、環境、經濟損失及長時間營運中斷。
		In addition, insufficient and improper mine management and maintenance may lead to soil erosions and mine accidents with similar adverse impacts,
		此外，礦區管理及保養不足不善可能導致土壤侵蝕及造成類似不利影響的礦區事故。
4	Industry adjustment risk	The iron ore industry is exposed to changes in the macroeconomic conditions, industry structure, government policies and environmental regulations. If the Group is unable to adapt to the said changes, the Group's business and financial performance may be adversely impacted.
4	行業調整風險	鐵礦石行業面對宏觀經濟狀況、行業結構、政府政策及環境法規轉變的風險。倘本集團無法適應上述轉變，則本集團的業務及財務表現可能受到不利影響。

S/N 編號	Risk title 風險條目	Description 描述
5	Sourcing risk	The Group sources consumables, spare parts and machinery to run its operations. As such, it is exposed to the risks of non-value for money purchases, purchases of sub-standard goods or non-performing machinery, over reliance on a single supplier and late deliveries.
5	採購風險	本集團會採購消耗品、零部件及機器以經營業務。因此，本集團面對貨幣採購品喪失價值、購入殘次貨品或無法運作機器、過度依賴單一供應商及發貨延誤等風險。
		Key contributary factors to the above risks include the lack of adequate and effective operating procedures on selecting and maintaining a list of qualified suppliers, quality control on receiving deliveries, procurement and production planning. 造成上述風險的主要因素包括欠缺在供應商挑選及沿用方面足夠及有效的運作程序、收貨品質監控、採購及生產規劃。

Internal Control

The audit committee supervises and inspects the comprehensiveness and implementation of the internal control system of the Group, and regularly discusses with the management on the system in order to ensure that the management performs its duties to establish an adequate and effective internal control system.

The internal control system has been designed to safeguard the assets of the Group and maintain proper accounting records, execution with appropriate authority and compliance of the relevant laws and regulations. The Board has established and evaluated the relevant internal control system across three spectrums covering the corporate governance and system, business and accounting procedures and information system control. The management, with oversight from the Board has established internal control and risk management systems based on the Committee of Sponsoring Organizations of the Treadway Commission's Internal Control Integrated Framework. The main features of the framework are as follows:

- control environment: including code of conduct and other practices regarding acceptable business practice or expected standards of ethical and moral behaviours, management of conflict of interest, authority and responsibility, legal and regulatory compliance, etc.;

- risk assessment: including objective management, risk assessment and management, compliance management, etc.;

內部監控

審核委員會監督及檢討本集團內部監控系統的全面性及實施情況，定期與管理層進行有關系統的討論，以確保管理層履行其建立足夠及有效的內部監控系統的職責。

內部監控系統乃為保障本集團資產及存置妥善的會計記錄、適當授權執行及遵守相關法律及法規而設。董事會已循三個範疇建立及評核相關內部監控系統，涵蓋企業管治與制度、業務及會計程序以及資訊系統控制。在董事會監督下，管理層已按照Committee of Sponsoring Organizations of the Treadway Commission的內部監控綜合框架設立內部監控及風險管理系統。該框架的主要特色如下：

- 控制環境：包括行為守則及其他關於可接納商業慣例或預期道德及操守行為標準的常規、利益衝突管理、權責、法律及監管合規等；

- 風險評估：包括目標管理、風險評估及管理、合規管理等；

- control activities: including sales, trade receivables and collection, procurement, trade payables and payment, production and costing, human resources and payroll, assets management, treasury, financial reporting, information technology general controls, etc.;

- information and communication: including forecasting and budgeting, internal and external communication, confidentiality and data protection; and

- monitoring activities: including internal audit function, reporting of internal control defects, etc.

In 2020, the internal audit function of the Group, with the assistance of a professional service firm, performed an annual review on the adequacy and effectiveness of the above internal control system. The main work procedures included policy review, interview with key process owners and sample testing. As a result of the annual review, 14 internal control issues were identified, and the Group has requested the responsible departments to take remedial actions in a timely manner. The internal audit function, together with the professional service firm, reported the results of the annual review to the audit committee. The Board, through the audit committee, reviewed the work of the internal audit function. The Board has adopted the recommendations set out in the internal audit report. The Group believed that a proper internal control system was established and executed, and no significant area of concern which might affect the Shareholders was found.

The Board conducts a review of the Group's risk management and internal control systems at least once a year. The Group's risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. For the year ended 31 December 2020, the Board, through the audit committee, has reviewed the effectiveness of the systems of risk management and internal control (including financial, operational and compliance controls), and was of the view that the Group complied with the relevant CG Code of risk management and internal control and concluded that the risk management and internal control systems were effective and adequate, and such controls effectively mitigated the risks that might have impact on the Group in achieving its strategic objectives.

- 控制活動：包括銷售、應收賬款及收款、採購、應付賬款及付款、生產及成本計算、人力資源及薪資、資產管理、資金管理、財務報告、資訊科技的一般控制等；

- 信息與溝通：包括預測及預算、內部及外部溝通、保密及數據保護；及

- 監察活動：包括內部核數機構、內部監控缺失匯報等。

於2020年，在一間專業服務公司的協助下，本集團的內部核數機構已就上述內部監控系統是否足夠及有效進行年度檢討。主要工作程序包括政策審閱、訪問主要程序負責人及抽樣測試等。因應年度檢討，本集團已識別出14個內部監控事項，並要求負責部門適時採取補救行動。內部核數機構與該專業服務公司共同向審核委員會匯報年度檢討結果。董事會亦透過審核委員會檢討內部核數機構的工作。董事會已採納內部審核報告所載的推薦建議。本集團相信已建立及執行妥善的內部監控系統，並無發現可能影響股東的重大疑慮。

董事會每年最少檢討本集團的風險管理及內部監控系統一次。本集團的風險管理及內部監控系統旨在管理而非消除未能達成業務目標的風險，僅能提供不存在重大錯誤陳述或虧損的合理而非絕對保證。於截至2020年12月31日止年度，董事會已透過審核委員會檢討風險管理及內部監控（包括財務、營運及合規控制）系統的成效，並認為本集團已遵守風險管理及內部監控的相關企管守則，總結風險管理及內部監控系統屬有效及充分；能有效減低可能影響本集團達成其策略目標的風險。

COMPANY SECRETARY

Mr. Chong Eng Wee was appointed as a joint Company Secretary on 30 December 2019 and has become the sole Company Secretary since 1 April 2020. Mr. Chong Eng Wee is a partner and the head of corporate at Kennedys Legal Solutions Pte Ltd. and his primary contact person of the Company is Mr. Wang Hu, an executive Director. According to Rule 3.29 of the Listing Rules, an issuer's company secretary must take no less than 15 hours of relevant professional training in each financial year. During the year, Mr. Chong has taken no less than 15 hours of relevant professional training.

公司秘書

章英偉先生於2019年12月30日獲委任為聯席公司秘書，並於2020年4月1日成為唯一公司秘書。章英偉先生為Kennedys Legal Solutions Pte. Ltd.的合夥人兼企業部主管(Head of Corporate)，其於本公司的主要聯絡人為執行董事王虎先生。根據上市規則第3.29條，發行人的公司秘書必須於每個財政年度內接受不少於15小時的相關專業培訓。年內，章先生已接受不少於15小時的相關專業培訓。

SHAREHOLDERS' RIGHTS

Procedures for convening an extraordinary general meeting and putting forward proposals at shareholders' meetings

Pursuant to Article 58 of the Articles, Shareholder(s) holding at the date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company (the "Requisitionist(s)") may, by written requisition (the "Requisition") to the Board or the Company Secretary, require an extraordinary general meeting (the "EGM") to be called by the Board for the transaction of any business specified in the Requisition. The Requisition shall be deposited at the principal place of business of the Company in Hong Kong. The EGM shall be held within two months after the deposit of the Requisition. In the event that the Board fails to proceed to convene the EGM within twenty-one days of the deposit of the Requisition, the Requisitionist(s) may convene a physical meeting at only one location which will be the principal place of meeting, and all reasonable expenses incurred by the Requisitionist(s) as a result of the failure of the Board shall be reimbursed to the Requisitionist(s) by the Company.

Procedures for shareholders to put enquiries to the Board

Shareholders should direct their enquiries about their shareholdings to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. In respect of other enquiries, Shareholders may put forward enquiries to the Board through the Company's principal place of business in Hong Kong which will direct the enquiries to the Board for handling.

股東權利

召開股東特別大會及於股東大會上提呈建議的程序

根據細則第58條，於遞呈要求日期持有不少於本公司繳足股本(賦有本公司股東大會上投票權)十分之一的股東(「要求人」)有權透過向董事會或公司秘書發出書面要求(「要求」)，要求董事會召開股東特別大會，以處理有關要求中指明的任何事項。要求應交回本公司的香港主要營業地點。股東特別大會應於遞呈要求後兩個月內舉行。倘遞呈要求後二十一日內，董事會未有召開股東特別大會，則要求人可自行於僅一個地點(將為主要會議地點)召開實體會議，而要求人因董事會未有召開大會而合理產生的所有開支應由本公司向要求人償付。

股東向董事會提出查詢的程序

股東應向本公司香港股份登記分處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17M樓)查詢其股權情況。對於其他查詢，股東可透過本公司的香港主要營業地點向董事會提出查詢，而本公司的香港主要營業地點會將有關查詢轉交董事會處理。

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

In 2020, the Company continued to communicate with Shareholders, investors and analysts in an honest manner through various channels. Timely disclosure of corporate information and necessary data for valuation purpose has been fully provided so as to help the capital market understand the investment value of the Company. The main communication channels with the Shareholders include:

Annual general meetings

The annual general meeting is an important discussion platform for the Shareholders to participate in, facilitating the communications between the management of the Company and the Shareholders. The annual general meeting is held once a year, being accessible to all the Shareholders. The Directors answer any questions the Shareholders have at the annual general meeting, being attended by the external auditor and the Company Secretary. All matters proposed to the Shareholders for approval shall be submitted in separate resolutions and resolved by way of poll at the annual general meeting. The procedures of conducting a poll will be explained in details to the Shareholders and the voting results will be set out on the Hong Kong Stock Exchange's website (www.hkexnews.hk) and the Company's website.

Constitutional documents

During the year ended 31 December 2020, the Board proposes to make certain amendments to the memorandum and articles of association of the Company (the "Proposed Amendments"), primarily for the purposes of (i) providing greater flexibility to the Company in relation to the conduct of general meetings by permitting general meetings to be held simultaneously in different physical locations and the use of hybrid meetings; and (ii) updating and modernising the memorandum and articles of association of the Company to better align the provisions with the applicable laws of the Cayman Islands and the Listing Rules, as well as incorporating certain housekeeping changes.

Following the Shareholders' approval of the Proposed Amendments by way of a special resolution at the 2020 AGM, the Company has adopted the amended and restated memorandum and articles of association (the "Amended and Restated M&A") with effect from 16 June 2020.

For further details regarding the Proposed Amendments, please refer to the announcement of the Company dated 21 April 2020 and the circular dated 27 April 2020.

The Amended and Restated M&A is available on the Hong Kong Stock Exchange's website (www.hkexnews.hk) and the Company's website.

與股東及投資者的溝通

於2020年，本公司繼續透過多種渠道以誠實的態度與股東、投資者及分析師進行溝通。本公司已全面提供適時的公司資料披露及必要估值數據，旨在幫助資本市場了解本公司的投資價值。與股東的主要溝通渠道包括：

股東週年大會

股東週年大會是讓股東參與的重要討論平台，方便本公司管理層與股東之間的溝通。股東週年大會每年舉行一次，所有股東均可參與。董事將於股東週年大會上回答股東的任何問題，而外部核數師及公司秘書亦會出席。提呈股東批准的所有事宜將於股東週年大會上以單獨決議案提呈並以投票表決方式議決。進行投票表決的程序將向股東詳細解釋，而投票表決結果將載於香港聯交所網站(www.hkexnews.hk)及本公司的網站。

憲章文件

截至2020年12月31日止年度，董事會建議對本公司的組織章程大綱及細則作出若干修訂（「建議修訂」），主要目的為(i)讓本公司可更靈活地舉行股東大會，容許股東大會可於不同地點同時實地舉行及使用混合式會議；及(ii)更新本公司組織章程大綱及細則及使其現代化，使條文更緊貼開曼群島適用法律及上市規則，以及收納若干內務更改。

於股東在2020年股東週年大會上以特別決議案批准建議修訂後，本公司已採納經修訂及重列組織章程大綱及細則（「經修訂及重列大綱及細則」），自2020年6月16日起生效。

有關建議修訂的進一步詳情，請參閱本公司日期為2020年4月21日的公告及日期為2020年4月27日的通函。

經修訂及重列大綱及細則可於香港聯交所網站(www.hkexnews.hk)及本公司網站查閱。

Annual reports, interim reports, announcements and circulars

The Company issues its annual reports and interim reports after publishing the annual results and the interim results in March and August every year, respectively, so as to periodically review the development of the Group as well as to update its Shareholders with its latest business information and market trends. In addition, the Company will inform the Shareholders through announcements regarding any major event or inside information in a timely manner. For any matter requiring the approval of the Shareholders, the Company will hold an EGM according to the requirements of the Hong Kong Stock Exchange and issue a circular prior to the specific date of the meeting, allowing the Shareholders to have sufficient time to learn more about the matters for making voting decisions. All annual reports, interim reports, announcements and circulars will be uploaded to the Hong Kong Stock Exchange's website (www.hkexnews.hk) and the Company's website.

The chairman of the Board also encourages Shareholders and investors to write to him directly if they wish so. He has included his email address in the section headed "Chairman's Statement" on pages 6 to 9 of this annual report.

The Company's website

The Company's website offers timely access to the Group's press releases and other business information. Through its website, the Company provides the Shareholders with electronic versions of the financial reports, the latest slide presentations, as well as up-to-date news about the Group's business, announcements, general information, etc. To make contributions to environmental protection and maintain effective communication with the Shareholders, the Group encourages all Shareholders to browse the Company's corporate communication documents on the Company's website.

Investor contacts and enquiries

The Group has a dedicated team to maintain contact with investors and handle Shareholders' enquiries. Should investors have any enquiries, please contact the Company's external Investor Relations Consultant via email at ir@chinavtmmining.com.

The Company will ensure that the information of the work on investor relations is disclosed in a timely and accurate manner, and will react to the capital market effectively and smoothly. This can help the capital market to better understand its development strategies and operating conditions of the Company.

年報、中期報告、公告及通函

本公司會分別於每年3月及8月刊發年度業績及中期業績後刊發其年度報告及中期報告，以定期回顧本集團的發展以及向股東更新最新業務資料及市場趨勢。此外，本公司將及時透過公告知會股東所涉及的任何主要事件或內幕消息。就任何需要股東批准的事項而言，本公司將根據香港聯交所的規定舉行股東特別大會並於大會的特定日期前刊發通函，令股東有充足時間了解有關作出投票決定的事宜的更多詳情。所有年度報告、中期報告、公告及通函將上載至香港聯交所網站(www.hkexnews.hk)及本公司網站。

董事會主席亦鼓勵股東及投資者直接向其表達意見。彼已於本年報的第6至第9頁「主席報告書」一節載列其電郵地址。

本公司網站

本公司的網站會適時提供本集團的新聞稿及其他業務資料。透過其網站，本公司向股東提供財務報告的電子版本、最新演示文稿及有關本集團業務、公告及一般資料等的最新消息。為對環境保護作出貢獻及維持與股東的有效溝通，本集團鼓勵所有股東於本公司網站瀏覽本公司的企業通訊文件。

投資者聯絡及查詢

本集團有專門的團隊維持與投資者的聯絡及處理股東查詢。投資者如有任何查詢，請聯絡本公司的外部投資者關係顧問，電郵為ir@chinavtmmining.com。

本公司將確保有關投資者關係的工作資料適時及準確的披露，以及有效及順暢地回應資本市場。此舉可幫助資本市場加深了解本公司的發展策略及經營狀況。

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To the shareholders of
China Vanadium Titano-Magnetite Mining Company Limited
(Incorporated in the Cayman Islands with limited liability)

致中國釩鈦磁鐵礦業有限公司
(於開曼群島註冊成立的有限公司)
列位股東

OPINION

We have audited the consolidated financial statements of China Vanadium Titano-Magnetite Mining Company Limited (the "Company") and its subsidiaries (the "Group") set out on pages 104 to 245, which comprise the consolidated statement of financial position as at 31 December 2020, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements 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 International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

意見

我們已審計列載於第104至245頁的中國釩鈦磁鐵礦業有限公司(「貴公司」)及其子公司(「貴集團」)的綜合財務報表,此綜合財務報表包括於2020年12月31日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合股權變動表和綜合現金流量表,以及綜合財務報表附註,包括主要會計政策概要。

我們認為,綜合財務報表已按照國際會計準則理事會頒佈的國際財務報告準則以及香港《公司條例》的披露規定真實而中肯地反映了 貴集團於2020年12月31日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量,並已遵照該等規定妥為編製。

BASIS FOR OPINION

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

意見的基礎

我們已根據香港會計師公會頒布的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「*核數師就審計綜合財務報表承擔的責任*」部分中作進一步闡述。根據香港會計師公會頒佈的《*專業會計師道德守則*》(以下簡稱「守則」),我們獨立於 貴集團,並已履行守則中的其他專業道德責任。我們相信,我們所獲得的審計憑證能充足及適當地為我們的意見提供基礎。

KEY AUDIT MATTERS

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

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address these matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在對綜合財務報表整體進行審計並形成意見的背景下進行處理的，我們不對這些事項提供單獨的意見。我們對下述每一事項在審計中是如何應對的描述也以此為背景。

我們已經履行了本報告「核數師就審計綜合財務報表承擔的責任」部分闡述的責任，包括與這些事項相關的責任。相應地，我們的審計工作包括執行為應對評估綜合財務報表的重大錯誤陳述風險而設計的程序。我們執行審計程序的結果，包括應對下述事項所執行的程序，為對隨附的綜合財務報表發表審計意見提供了基礎。

Key audit matter **關鍵審計事項**	**How our audit addressed the key audit matter** **該關鍵審計事項在我們的審計中是如何應對的**
Impairment of non-current assets *非流動資產減值*	
In accordance with IFRSs, the Group assesses at the end of each reporting period whether there are any indications of impairment for its non-current assets. If such indicator of impairment exist, an estimate of the recoverable amount is performed. The Group has significant amount of non-current assets, including property, plant and equipment, other intangible asset and right-of-use assets. Based on the existing market conditions in iron ore industry, gypsum ore industry and mining service industry in Australia, impairment indicators were identified for the Group's material non-current assets. 按照國際財務報告準則， 貴集團於各報告期末評估其非流動資產有否任何減值跡象。如減值跡象存在，則會進行可收回金額估計。 貴集團擁有大額非流動資產，包括物業、廠房及設備、其他無形資產及使用權資產。根據目前鐵礦石行業、石膏礦石行業及澳洲開採服務行業的市場情況， 貴集團的重大非流動資產存在減值跡象。 Accordingly, management performed the impairment assessment based on the discounted cash flows expected to be derived from cash-generating units ("CGU"). A total impairment loss on non-current assets included in assets of a disposal group classified as held for sale of RMB17,781,000 was recognised during the year. The assessment of recoverable amounts involved significant estimation uncertainty, subjective assumptions and application of significant judgement, in relation to recoverable reserves, commodity prices, the discount rate, budgeted gross margin and production volumes. 因此，管理層基於預期來自有關現金產生單位的貼現現金流量進行減值評估。本年度確認的非流動資產減值虧損（計入分類為持作出售的出售組別的資產）總計人民幣17,781,000元。可收回金額的評估涉及重大的估計不確定性，運用主觀假設和重大判斷，涉及可採儲量、商品價格、貼現率、預算毛利率和產量。 The Group's disclosures about impairment assessment for these non-current assets are included in notes 10, 13, 15 and 16 to financial statements. 貴集團關於該等非流動資產減值的披露載列於財務報表附註10、13、15及16。	Our audit procedures included the following: 我們的審計程序包括以下各項： • We tested the impairment model selected for each CGU and class of assets based on our understanding of the methodology and checked its mathematical accuracy; • 我們基於對方法的理解，測試就每個現金產生單位及每個資產類別挑選的減值模型，並檢查其在數學上的準確性； • We compared key market-derived estimates, including commodity prices and interest rates, against external data. We evaluated the sensitivity analysis of key assumptions and estimates underlying the calculations prepared by management; • 針對與市場相關的關鍵估計（包括商品價格及利率），我們將其與外部數據進行對比。我們已評估管理層就計算作出的關鍵性假設和估計敏感性分析； • We compared key operational estimates in the models to source data and publicly available information, including the forward market price of iron ore and gypsum and the growth rate of the gross domestic product during last ten years in Australia; • 我們比較模型中與經營相關的關鍵估計與數據來源及可公開獲得的資料，包括鐵礦石和石膏遠期市場價格及澳洲過去十年的國內生產總值增長率； • We involved our valuation specialist to assist us in evaluating the key valuation parameters such as the discount rate calculation, the terminal growth rate applied and the valuation model used; and • 我們邀請內部評估專家協助我們評估多項關鍵估值參數，例如貼現率的計算、所應用的永久增長率及所使用的估值模型；及 • We also assessed the adequacy of the related disclosures in the notes to the consolidated financial statements. • 我們亦已評估綜合財務報表附註上的相關披露是否足夠。

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

年報內的其他信息

貴公司董事需對其他信息負責。其他信息包括刊載於年報內的信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

對於我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

In preparing the consolidated financial statements, the directors of the Company 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 of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

The directors of the Company are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據國際會計準則理事會頒布的國際財務報告準則及香港《公司條例》的披露規定擬備真實而中肯的綜合財務報表，並對彼等認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部監控負責。

在擬備綜合財務報表時， 貴公司董事負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非 貴公司董事有意將 貴集團清盤或停止經營，或別無其他實際的替代方案。

審核委員會協助 貴公司董事履行職責，監督 貴集團的財務報告過程。

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 judgement and maintain professional scepticism throughout the audit. We also:

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

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

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

核數師就審計綜合財務報表須承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅對全體股東作出報告，除此以外，本報告並無其他用途。我們不會就核數師報告的內容向任何其他人士負上或承擔任何責任。

合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部監控之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。

- 了解與審計相關的內部監控，以設計適當的審計程序，但目的並非對　貴集團內部監控的有效性發表意見。

- 評價董事所採納會計政策的恰當性及作出會計估計和相關披露的合理性。

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

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

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

We communicate with 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.

- 對董事採納持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對　貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致　貴集團不能持續經營。

- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。

- 就　貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責　貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部監控的任何重大缺陷。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，為消除對獨立性的威脅所採取的行動或防範措施。

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

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

The engagement partner on the audit resulting in this independent auditor's report is Lai Chee Kong.

出具本獨立核數師報告的審計項目合夥人是黎志光。

Ernst & Young
Certified Public Accountants
Hong Kong
26 March 2021

安永會計師事務所
執業會計師
香港
2021年3月26日

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

Year ended 31 December 2020
截至2020年12月31日止年度

		Notes 附註	**2020** **2020年** **RMB'000** **人民幣千元**	2019 2019年 RMB'000 人民幣千元 (Re-presented) (經重列)
CONTINUING OPERATIONS	**持續經營業務**			
REVENUE	**收入**	4, 5	**488,135**	517,637
Cost of sales	銷售成本		**(441,548)**	(477,107)
Gross profit	**毛利**		**46,587**	40,530
Other income	其他收入	5	**3,864**	409
Selling and distribution expenses	銷售及分銷開支		**(4,572)**	(9,194)
Administrative expenses	行政開支		**(30,515)**	(22,034)
Other expenses	其他開支		**(3,212)**	(417)
Reversal of impairment losses on trade receivables, net	應收賬款減值虧損撥回淨額	7	**1,479**	8,844
Impairment losses on financial assets included in prepayments, other receivables and other assets, net	計入預付款項、其他應收款項及其他資產的金融資產減值虧損淨額	7	**–**	(604)
Finance costs	財務成本	6	**(5,598)**	(3,139)
PROFIT BEFORE TAX FROM CONTINUING OPERATIONS	**持續經營業務稅前利潤**	7	**8,033**	14,395
Income tax credit/(expense)	所得稅抵免／(開支)	9	**250**	(6,091)
PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS	**持續經營業務年內利潤**		**8,283**	8,304
DISCONTINUED OPERATIONS	**已終止經營業務**			
Profit/(loss) for the year from discontinued operations	已終止經營業務年內利潤／(虧損)	10	**(32,675)**	52,083
PROFIT/(LOSS) FOR THE YEAR	**年內利潤／(虧損)**		**(24,392)**	60,387

		Notes 附註	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元 (Re-presented) (經重列)
OTHER COMPREHENSIVE INCOME/(LOSS)	**其他全面收益╱(虧損)**			
Other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods:	可於往後期間重新分類至損益的其他全面收益╱(虧損):			
Exchange differences on translation of foreign operations	換算海外業務產生的匯兌差額		**(1,770)**	743
TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR	**年內全面收益╱(虧損)總額**		**(26,162)**	61,130
Profit/(loss) attributable to:	利潤╱(虧損)歸屬於:			
Owners of the Company	本公司擁有人		**(17,054)**	69,199
Non-controlling interests	非控股權益		**(7,338)**	(8,812)
			(24,392)	60,387
Total comprehensive income/(loss) attributable to:	全面收益╱(虧損)總額歸屬於:			
Owners of the Company	本公司擁有人		**(18,489)**	69,800
Non-controlling interests	非控股權益		**(7,673)**	(8,670)
			(26,162)	61,130
EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY:	**歸屬於本公司普通股股權持有人的每股股份盈利╱(虧損):**			
Basic and diluted	基本及攤薄			
– For profit/(loss) for the year	一年內利潤╱(虧損)	12	**RMB人民幣(0.008)元**	RMB人民幣0.031元
– For profit from continuing operations	一持續經營業務利潤	12	**RMB人民幣0.004元**	RMB人民幣0.005元

Consolidated Statement of Financial Position
綜合財務狀況表

As at 31 December 2020
於2020年12月31日

		Notes 附註	**2020** **2020年** **RMB'000** **人民幣千元**	2019 2019年 RMB'000 人民幣千元
NON-CURRENT ASSETS	**非流動資產**			
Property, plant and equipment	物業、廠房及設備	13	**155,431**	190,849
Right-of-use assets	使用權資產	16	**6,909**	3,178
Intangible assets	無形資產	14	**735,603**	736,666
Other intangible asset	其他無形資產	15	**–**	137
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	17	**966**	1,125
Deferred tax assets	遞延稅項資產	18	**14,824**	12,783
Total non-current assets	**非流動資產總值**		**913,733**	944,738
CURRENT ASSETS	**流動資產**			
Inventories	存貨	19	**5,814**	29,418
Trade and bills receivables	應收賬款及票據	20	**181,760**	202,544
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	17	**4,693**	8,615
Due from related parties	應收關聯方款項	21	**8,929**	22,096
Pledged deposit	已質押存款	22	**328**	–
Cash and cash equivalents	現金及現金等價物	22	**32,645**	26,689
			234,169	289,362
Assets classified as held for sale	分類為持作出售的資產	23	**–**	35,832
Assets of a disposal group classified as held for sale	分類為持作出售的出售組別的資產	10	**77,730**	–
Total current assets	**流動資產總值**		**311,899**	325,194
CURRENT LIABILITIES	**流動負債**			
Trade payables	應付賬款	24	**30,493**	68,463
Contract liabilities	合約負債	25	**2,277**	5,820
Other payables and accruals	其他應付款項及應計款項	26	**63,254**	88,390
Interest-bearing bank and other loans	計息銀行及其他貸款	27	**84,735**	99,247
Due to related parties	應付關聯方款項	21	**3,868**	40,638
Lease liabilities	租賃負債	16	**3,945**	1,254
Tax payable	應付稅款		**11,266**	9,435
			199,838	313,247
Liabilities directly associated with the assets classified as held for sale	與分類為持作出售的資產直接相關的負債	10	**84,990**	–
Total current liabilities	**流動負債總額**		**284,828**	313,247
NET CURRENT ASSETS	**流動資產淨值**		**27,071**	11,947

		Notes 附註	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
TOTAL ASSETS LESS CURRENT LIABILITIES	**資產總值減流動負債**		**940,804**	956,685
NON-CURRENT LIABILITIES	**非流動負債**			
Due to related parties	應付關聯方款項	21	**7,680**	–
Lease liabilities	租賃負債	16	**3,318**	1,375
Provision for rehabilitation	復原撥備	28	**13,654**	12,847
Other payables	其他應付款項	26	**700**	849
Total non-current liabilities	**非流動負債總額**		**25,352**	15,071
Net assets	**資產淨值**		**915,452**	941,614
EQUITY	**權益**			
Equity attributable to owners of the Company	**歸屬於本公司擁有人的權益**			
Issued capital	已發行股本	29	**197,889**	197,889
Reserves	儲備	31	**428,362**	446,851
			626,251	644,740
Non-controlling interests	**非控股權益**		**289,201**	296,874
Total equity	**權益總額**		**915,452**	941,614

Jiang Zhong Ping 蔣中平
Director 董事

Hao Xiemin 郝謝敏
Director 董事

Consolidated Statement of Changes in Equity
綜合股權變動表

Year ended 31 December 2020
截至2020年12月31日止年度

		Attributable to owners of the Company 歸屬於本公司擁有人												
		Issued capital 已發行股本 RMB'000 人民幣千元	Share premium account 股份溢價賬 RMB'000 人民幣千元	Statutory reserves 法定公積金 RMB'000 人民幣千元	Safety fund surplus reserve 安全基金專項儲備 RMB'000 人民幣千元	Contributed surplus 繳入盈餘 RMB'000 人民幣千元	Share option reserve 股份期權儲備 RMB'000 人民幣千元	Difference arising from acquisition of non-controlling interests 收購非控股權益產生的差額 RMB'000 人民幣千元	Capital reserve 資本公積 RMB'000 人民幣千元	Exchange fluctuation reserve 匯兌波動儲備 RMB'000 人民幣千元	Retained profits/ (accumulated losses) 留存利潤／(累計虧損) RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元	Non-controlling interests 非控股權益 RMB'000 人民幣千元	Total equity 權益總額 RMB'000 人民幣千元
		note 29 附註29	note 31(a) 附註31(a)	note 31(b) 附註31(b)	note 31(d) 附註31(d)	note 31(c) 附註31(c)	note 30/ note 31(e) 附註30／附註31(e)		note 31(f) 附註31(f)					
At 1 January 2019	於2019年1月1日	197,889	1,877,488	220,176	176,827	87,238	40,144	(852,820)	186,200	695	(1,359,100)	574,737	318,959	893,696
Effect of adoption of IFRS 16	採納國際財務報告準則第16號的影響	-	-	-	-	-	-	-	-	-	203	203	48	251
At 1 January 2019 (restated)	於2019年1月1日 (經重列)	197,889	1,877,488	220,176	176,827	87,238	40,144	(852,820)	186,200	695	(1,358,897)	574,940	319,007	893,947
Profit/(loss) for the year	年內利潤／(虧損)	-	-	-	-	-	-	-	-	-	69,199	69,199	(8,812)	60,387
Other comprehensive income for the year:	年內其他全面收益：													
Exchange differences on translation of financial statements	換算財務報表產生的匯兌差額	-	-	-	-	-	-	-	-	601	-	601	142	743
Total comprehensive income/(loss) for the year	年內全面收益／(虧損) 總額	-	-	-	-	-	-	-	-	601	69,199	69,800	(8,670)	61,130
Utilisation for safety fund surplus reserve	動用安全基金專項儲備	-	-	-	(5,790)	-	-	-	-	-	5,790	-	-	-
Provision of safety fund surplus reserve	提供安全基金專項儲備	-	-	-	20,937	-	-	-	-	-	(20,937)	-	-	-
Disposal of the discontinued operations	出售已終止經營業務	-	-	-	-	-	-	-	-	-	-	-	(13,463)	(13,463)
Transfer of share option reserve upon the expiry of share options	於股份期權屆滿時轉撥股份期權儲備	-	-	-	-	-	(15,575)	-	-	-	15,575	-	-	-
At 31 December 2019	於2019年12月31日	197,889	1,877,488*	220,176*	191,974*	87,238*	24,569*	(852,820)*	186,200*	1,296*	(1,289,270)*	644,740	296,874	941,614
At 1 January 2020	**於2020年1月1日**	**197,889**	**1,877,488**	**220,176**	**191,974**	**87,238**	**24,569**	**(852,820)**	**186,200**	**1,296**	**(1,289,270)**	**644,740**	**296,874**	**941,614**
Loss for the year	年內虧損	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**(17,054)**	**(17,054)**	**(7,338)**	**(24,392)**
Other comprehensive loss for the year:	年內其他全面虧損：													
Exchange differences on translation of financial statements	換算財務報表產生的匯兌差額	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**(1,435)**	**-**	**(1,435)**	**(335)**	**(1,770)**
Total comprehensive loss for the year	年內全面虧損總額	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**(1,435)**	**(17,054)**	**(18,489)**	**(7,673)**	**(26,162)**
Utilisation for safety fund surplus reserve	動用安全基金專項儲備	**-**	**-**	**-**	**(4,498)**	**-**	**-**	**-**	**-**	**-**	**4,498**	**-**	**-**	**-**
Provision of safety fund surplus reserve	提供安全基金專項儲備	**-**	**-**	**-**	**4,271**	**-**	**-**	**-**	**-**	**-**	**(4,271)**	**-**	**-**	**-**
Transfer of share option reserve upon the expiry or forfeiture of share options	於股份期權屆滿或遭沒收時轉撥股份期權儲備	**-**	**-**	**-**	**-**	**-**	**(9,643)**	**-**	**-**	**-**	**9,643**	**-**	**-**	**-**
At 31 December 2020	於2020年12月31日	**197,889**	**1,877,488***	**220,176***	**191,747***	**87,238***	**14,926***	**(852,820)***	**186,200***	**(139)***	**(1,296,454)***	**626,251**	**289,201**	**915,452**

* These reserve accounts comprise the consolidated reserves of RMB428,362,000 (2019: RMB446,851,000) in the consolidated statement of financial position.

* 該等儲備賬包括綜合財務狀況表內的綜合儲備人民幣428,362,000元（2019年：人民幣446,851,000元）。

Consolidated Statement of Cash Flows
綜合現金流量表

Year ended 31 December 2020
截至2020年12月31日止年度

		Notes 附註	**2020** **2020年** **RMB'000** **人民幣千元**	2019 2019年 RMB'000 人民幣千元 (Re-presented) (經重列)
CASH FLOWS FROM OPERATING ACTIVITIES	**經營活動的現金流量**			
Profit/(loss) before tax:	稅前利潤／(虧損)：			
From continuing operations	持續經營業務		**8,033**	14,395
From discontinued operations	已終止經營業務	10	**(32,675)**	53,634
Adjustments for:	就下列各項作出的調整：			
Finance costs	財務成本	6, 10	**6,020**	33,595
Bank interest income	銀行利息收入		**(33)**	(68)
Gain on debt restructuring	債務重組收益		**–**	(18,521)
Remission of general interest charge	一般利息支出減免		**–**	(2,908)
Gain on disposal of items of property, plant and equipment	出售物業、廠房及設備項目收益		**(2,091)**	(2,087)
Gain on disposal of subsidiaries	出售子公司收益		**–**	(152,997)
Reversal of impairment losses on trade receivables, net	應收賬款減值虧損撥回淨額	7, 10	**(1,479)**	(5,636)
Impairment losses on financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產減值虧損	7, 10	**–**	2,083
Impairment losses on property, plant and equipment	物業、廠房及設備減值虧損	10	**17,209**	62,095
Impairment losses on intangible assets	無形資產減值虧損	10	**–**	5,151
Impairment losses on other intangible asset	其他無形資產減值虧損	10	**120**	6,545
Impairment losses on right-of-use assets	使用權資產減值虧損	10	**452**	3,588
Impairment losses on assets held for sale	持作出售資產減值虧損	10	**11,584**	5,941
Depreciation of property, plant and equipment	物業、廠房及設備折舊	13	**20,376**	10,421
Depreciation of right-of-use assets	使用權資產折舊	16(a)	**3,082**	1,240
Amortisation of intangible assets	無形資產攤銷	14	**1,063**	860
Amortisation of other intangible asset	其他無形資產攤銷	15	**17**	843
			31,678	18,174

Consolidated Statement of Cash Flows
綜合現金流量表

Year ended 31 December 2020
截至2020年12月31日止年度

		Notes 附註	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元 (Re-presented) (經重列)
Decrease/(increase) in trade and bills receivables	應收賬款及票據減少／(增加)		**21,467**	(44,065)
Decrease/(increase) in inventories	存貨減少／(增加)		**10,900**	(15,838)
Increase in contract assets	合約資產增加		**(5,260)**	–
Decrease/(increase) in prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產減少／(增加)		**(1,209)**	6,659
Increase in amounts due from related parties	應收關聯方款項增加		**(3,989)**	(4,940)
Increase/(decrease) in trade payables	應付賬款增加／(減少)		**(15,426)**	32,910
Decrease in lease liabilities	租賃負債減少		**–**	(1,717)
Increase/(decrease) in other payables and accruals	其他應付款項及應計款項增加／(減少)		**2,191**	(4,323)
Increase/(decrease) in contract liabilities	合約負債增加／(減少)		**(3,543)**	9
Cash generated from/(used in) operations	經營產生／(使用)的現金		**36,809**	(13,131)
Interest received	已收利息		**33**	68
Income tax paid	已付所得稅		**–**	(993)
Net cash flows from/(used in) operating activities	經營活動產生／(使用)的現金流量淨額		**36,842**	(14,056)
CASH FLOWS FROM INVESTING ACTIVITIES	**投資活動的現金流量**			
Purchase of property, plant and equipment	購買物業、廠房及設備		**(15,199)**	(47,053)
Purchase of intangible assets	購買無形資產		**(75)**	(13,095)
Increase in pledged bank balance	已質押銀行結餘增加		**(328)**	–
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		**7,376**	2,540
Disposal of subsidiaries	出售子公司		**–**	84,945
Acquisition of an associate	收購一間聯營公司		**–**	(133)
Net cash flows from/(used in) investing activities	投資活動產生／(使用)的現金流量淨額		**(8,226)**	27,204

		Notes 附註	**2020** **2020年** **RMB'000** **人民幣千元**	2019 2019年 RMB'000 人民幣千元 (Re-presented) (經重列)
CASH FLOWS FROM FINANCING ACTIVITIES	**融資活動的現金流量**			
Proceeds from bank and other loans	銀行及其他貸款所得款項		**7,507**	84,026
Repayment of bank and other loans	償還銀行及其他貸款		**(4,333)**	(91,477)
Principal portion of lease payments	租賃款本金部分		**(2,522)**	(1,585)
Interest portion of lease payments	租賃款利息部分		**(353)**	(132)
Interest paid	已付利息		**(4,864)**	(13,272)
Increase/(decrease) in an amount due to a related party	應付一名關聯方款項增加／(減少)		**(127)**	6,205
Net cash flows used in financing activities	融資活動使用的現金流量淨額		**(4,692)**	(16,235)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	**現金及現金等價物增加／(減少)淨額**		**23,924**	(3,087)
Cash and cash equivalents at beginning of year	年初的現金及現金等價物		**26,689**	33,771
Effect of foreign exchange rate changes, net	匯率變動影響淨額		**(3,440)**	(3,995)
CASH AND CASH EQUIVALENTS AT END OF YEAR	**年終的現金及現金等價物**		**47,173**	26,689
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	**現金及現金等價物結餘分析**			
Cash and bank balances	現金及銀行結餘	22	**32,973**	26,689
Less: Pledged deposits for insurance of bills payable and other payables	減：就應付票據及其他應付款項保險已質押的存款	22	**(328)**	–
Cash and cash equivalents as stated in the statement of financial position	於綜合財務狀況表列賬的現金及現金等價物		**32,645**	26,689
Cash and cash equivalents attributable to discontinued operations	歸屬於已終止經營業務的現金及現金等價物	10	**14,528**	–
Cash and cash equivalents as stated in the consolidated statements of cash flows	於綜合現金流量表列賬的現金及現金等價物		**47,173**	26,689

1. CORPORATE AND GROUP INFORMATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 28 April 2008 under the Companies Law. The registered office address of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The principal place of business of the Company in Hong Kong is located at 31/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong.

During the year ended 31 December 2020, the Group were principally engaged in the following principal activities:

- mining and ore processing
- sale of self-produced products
- trading of steels
- management of strategic investments
- rendering of specialised mining services

In the opinion of the Directors, Trisonic International, a company incorporated in Hong Kong, is the parent and the ultimate holding company of the Company.

1. 公司及集團資料

本公司於2008年4月28日在開曼群島根據公司法註冊成立為一間獲豁免有限公司。本公司的註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands。本公司的香港主要營業地點位於香港銅鑼灣勿地臣街1號時代廣場2座31樓。

於截至2020年12月31日止年度內，本集團主要從事以下主要業務：

- 採礦及礦石洗選
- 銷售自產產品
- 鋼鐵買賣
- 策略性投資管理
- 提供專業開採服務

董事認為，合創國際(一間於香港註冊成立的公司)為本公司的母公司及最終控股公司。

1. CORPORATE AND GROUP INFORMATION *(Continued)*

1. 公司及集團資料 *(續)*

Information about subsidiaries

Particulars of the Company's subsidiaries are as follows:

有關子公司的資料

本公司各子公司的詳情如下：

Company name 公司名稱	Place of incorporation/ registration and business 註冊成立／註冊及營業地點	Issued share/ registered share capital 已發行股份／註冊股本	Percentage of equity interests attributable to the Company 歸屬於本公司的股本權益百分比 %	Principal activities 主要業務
Directly held: *直接持有：*				
Powerside Holdings Limited 威方控股有限公司	BVI 英屬處女群島	USD1 1美元	100	Investment holding 投資控股
First China Limited 三民有限公司	Hong Kong 香港	HKD2 2港元	100	Investment holding 投資控股
Sure Prime Limited Sure Prime Limited	BVI 英屬處女群島	USD1 1美元	100	Investment holding 投資控股
Mancala Holdings[c] 開曼曼卡拉[c]	Cayman Islands 開曼群島	HKD1 1港元	81	Investment holding 投資控股
Singapore VTM Mining Pte. Ltd. Singapore VTM Mining Pte. Ltd.	Singapore 新加坡	SGD10,000 10,000新加坡元	100	Investment holding 投資控股
Indirectly held: *間接持有：*				
Simply Rise Holdings Limited 易陞控股有限公司	Hong Kong 香港	HKD1 1港元	100	Investment holding 投資控股
Sichuan Lingyu[a] 四川凌御[a]	PRC 中國	HKD770,000,000 770,000,000港元	100	Product trading and investment holding 產品貿易及投資控股

1. CORPORATE AND GROUP INFORMATION *(Continued)*

Information about subsidiaries *(Continued)*

1. 公司及集團資料 *(續)*

有關子公司的資料 *(續)*

Company name 公司名稱	Place of incorporation/ registration and business 註冊成立／註冊及營業地點	Issued share/ registered share capital 已發行股份／註冊股本	Percentage of equity interests attributable to the Company 歸屬於本公司的股本權益百分比 %	Principal activities 主要業務
Aba Mining[(b)] 阿壩礦業[(b)]	PRC 中國	RMB20,000,000 人民幣20,000,000元	100	Iron ore mining, iron ore beneficiation and sale of self-produced products 鐵礦石開採、鐵礦石洗選及銷售自產產品
Akuang Trading[(b)] 阿礦貿易[(b)]	PRC 中國	RMB20,000,000 人民幣20,000,000元	100	Iron ore beneficiation and sale of iron concentrates 鐵礦石洗選及銷售鐵精礦
Sichuan Xinglian 四川興聯	PRC 中國	RMB1,000,000 人民幣1,000,000元	100	Mining and construction consulting 開採及工程諮詢
Sichuan Haoyuan[(b)] 四川浩遠[(b)]	PRC 中國	RMB20,000,000 人民幣20,000,000元	51	Gypsum ore beneficiation and sale of self-produced products 石膏礦石洗選及銷售自產產品
Xinjin Mining[(b)] 鑫金礦業[(b)]	PRC 中國	RMB1,150,000 人民幣1,150,000元	51	Gypsum ore mining, gypsum ore beneficiation and sale of self-produced products 石膏礦石開採、石膏礦石洗選及銷售自產產品
MHPL[(c)] 曼卡拉控股[(c)]	Australia 澳洲	AUD298,817 298,817澳元	81	Contract mining and specialised mining services 合約採礦及專業開採服務

1. CORPORATE AND GROUP INFORMATION *(Continued)*

Information about subsidiaries *(Continued)*

(a) Sichuan Lingyu is registered as a wholly-foreign-owned enterprise under PRC law.

(b) These subsidiaries are registered as domestic enterprises under PRC law.

(c) Not audited by Ernst & Young, Hong Kong or other member firm of the Ernst & Young global network.

(d) The Company entered into a memorandum of understanding with a potential purchaser on 31 December 2020 in respect of the disposal of Mancala Group. Refer to note 10 to the financial statements for further details.

The above table lists the subsidiaries of the Company which, in the opinion of the Directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

1. 公司及集團資料 *(續)*

有關子公司的資料 *(續)*

(a) 四川凌御根據中國法律註冊為外商獨資企業。

(b) 此等子公司根據中國法律註冊為境內企業。

(c) 並非由香港安永或安永全球網絡的其他成員公司審核。

(d) 本公司於2020年12月31日與潛在買家訂立一份諒解備忘錄，內容有關出售曼卡拉集團。進一步詳情請參閱財務報表附註10。

上表列出的本公司子公司乃董事認為主要影響年內業績或構成本集團淨資產的重大部分者。董事認為提供其他子公司的詳情將使篇幅過於冗長。

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs"), which comprise standards and interpretations approved by the International Accounting Standards Board (the "IASB"), and International Accounting Standards ("IASs") and Standing Interpretations Committee interpretations approved by the International Accounting Standards Committee that remain in effect and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for financial assets at fair value through profit or loss which have been measured at fair value. Assets of a disposal group classified as held for sale and assets classified as held for sale are stated at the lower of their carrying amounts and fair values less costs to sell as further explained in note 10 and note 23. These financial statements are presented in RMB and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 December 2020. A subsidiary is an 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).

2.1 編製基準

本財務報表乃按照國際財務報告準則(包括國際會計準則理事會批准的生效中準則及詮釋，以及國際會計準則委員會批准的生效中國際會計準則及常務詮釋委員會詮釋)及香港《公司條例》的披露規定編製。除按公平值計量而其變動計入損益的金融資產按公平值計量外，本財務報表乃根據歷史成本慣例編製。分類為持作出售的出售組別的資產及分類為持作出售的資產按賬面金額與公平值減出售成本兩者的較低者列賬，進一步闡釋見附註10及附註23。除另有註明者外，本財務報表以人民幣呈列，且所有金額已調整至最接近的千位數。

綜合入賬基準

綜合財務報表包括本公司及其子公司截至2020年12月31日止年度的財務報表。子公司為本公司直接或間接控制的實體。當本集團因參與投資實體的業務而可享有或有權獲得可變回報，並有能力透過對投資實體的權力(即賦予本集團目前指示投資實體相關活動的能力的現有權利)影響該等回報時，本集團即擁有控制權。

2.1 BASIS OF PREPARATION *(Continued)*

Basis of consolidation *(Continued)*

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:

(a) the contractual arrangement with the other vote holders of the investee;

(b) rights arising from other contractual arrangements; and

(c) the Group's voting rights and potential voting rights.

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 attributed to the owners of the Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. 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.

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 above. 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 interests 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 investments 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.

2.1 編製基準 *(續)*

綜合入賬基準 *(續)*

當本公司直接或間接擁有投資實體的投票權或類似權利不及過半數時，本集團於評估是否對投資實體擁有權力時會考慮所有相關事實及情況，包括：

(a) 與投資實體其他票數持有人的合約安排；

(b) 其他合約安排產生的權利；及

(c) 本集團的投票權及潛在投票權。

子公司的財務報表乃就與本公司相同的報告期採納一致的會計政策編製。子公司的業績由本集團取得控制權之日起綜合入賬，並將繼續綜合入賬直至有關控制權終止之日。

即使會導致非控股權益產生虧絀結餘，損益及其他全面收益各個組成部分仍會於本公司擁有人及非控股權益內歸屬。因本集團成員公司間交易而產生的所有集團內公司間資產及負債、權益、收入、開支及現金流量均於綜合入賬時悉數抵銷。

倘有事實及情況顯示上文所述的三個控制權元素中有一個或以上出現變動，則本集團會重新評估是否控制投資實體。倘子公司的所有權權益出現變動（並未失去控制權），則按股權交易入賬。

倘本集團失去對子公司的控制權，則其終止確認(i)該子公司的資產（包括商譽）及負債、(ii)任何非控股權益的賬面金額及(iii)於權益內記錄的累計換算差額；並確認(i)已收代價的公平值、(ii)所保留任何投資的公平值及(iii)損益內任何因此產生的盈餘或虧絀。先前於其他全面收益確認的本集團應佔部分，會按就本集團直接出售相關資產或負債規定的相同基準適當地重新分類至損益或留存利潤。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted *the Conceptual Framework for Financial Reporting 2018* and the following revised IFRSs for the first time for the current year's financial statements.

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

The nature and the impact of the *Conceptual Framework for Financial Reporting 2018* and the revised IFRSs are described below:

(a) *Conceptual Framework for Financial Reporting 2018* (the "Conceptual Framework") sets out a comprehensive set of concepts for financial reporting and standard setting, and provides guidance for preparers of financial statements in developing consistent accounting policies and assistance to all parties to understand and interpret the standards. The Conceptual Framework includes new chapters on measurement and reporting financial performance, new guidance on the derecognition of assets and liabilities, and updated definitions and recognition criteria for assets and liabilities. It also clarifies the roles of stewardship, prudence and measurement uncertainty in financial reporting. The Conceptual Framework is not a standard, and none of the concepts contained therein override the concepts or requirements in any standard. The Conceptual Framework did not have any significant impact on the financial position and performance of the Group.

2.2 會計政策及披露的變更

本集團已就本年度的財務報表首次採納「*2018年財務報告概念框架*」及下列經修訂國際財務報告準則。

國際財務報告準則第3號修訂本	*業務的定義*
國際財務報告準則第9號、國際會計準則第39號及國際財務報告準則第7號修訂本	*利率基準改革*
國際財務報告準則第16號修訂本	*COVID-19相關租金寬減(提早採納)*
國際會計準則第1號及國際會計準則第8號修訂本	*重大的定義*

「*2018年財務報告概念框架*」及經修訂國際財務報告準則的性質及影響闡述如下:

(a) 「*2018年財務報告概念框架*」(「概念框架」)載列一套全面的財務報告概念及準則設定,並為財務報表編製者在制定一致的會計政策過程上提供指引,及協助各方了解及詮釋準則。概念框架包括有關計量及申報財務表現的新章節、有關終止確認資產及負債的新指引,以及資產及負債的最新定義及確認準則。其亦釐清於財務報告過程中管理、審慎及計量不確定性所起的作用。概念框架並非一項準則,其所載概念概無凌駕於任何準則的概念或規定之上。概念框架對本集團的財務狀況及表現概無任何重大影響。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES *(Continued)*

(b) Amendments to IFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group has applied the amendments prospectively to transactions or other events that occurred on or after 1 January 2020. The amendments did not have any impact on the financial position and performance of the Group.

2.2 會計政策及披露的變更 *(續)*

(b) 國際財務報告準則第3號修訂本釐清業務的定義並就此提供額外指引。該等修訂本釐清，就將被視為業務的一組綜合活動及資產而言，其須至少包括共同對創造產出的能力作出重大貢獻的投入及實質過程。一項業務的存在要素無須包括創造產出所需的所有投入及過程。該等修訂本移除對市場參與者是否有能力收購業務及繼續生產產出的評估。取而代之，重點在於所收購投入及所收購實質過程是否共同對創造產出的能力作出重大貢獻。該等修訂本亦將產出的定義縮窄為專注於向客戶提供的貨品或服務、投資收入或來自日常活動的其他收入。再者，該等修訂本為評估已收購過程是否屬實質提供指引，並引入可選用的公平值集中程度測試，以允許對已收購的活動及資產是否並非業務進行簡化評估。本集團已按前瞻性基準對在2020年1月1日或之後發生的交易或其他事件應用該等修訂本。該等修訂本對本集團的財務狀況及表現概無任何影響。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES *(Continued)*

(c) Amendments to IFRS 9, IAS 39 and IFRS 7 address 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 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.

(d) Amendment to IFRS 16 provides a practical expedient for lessees to elect not to apply lease modification accounting for rent concessions arising as a direct consequence of the Covid-19 pandemic. The practical expedient applies only to rent concessions occurring as a direct consequence of the pandemic and only if (i) 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; (ii) any reduction in lease payments affects only payments originally due on or before 30 June 2021; and (iii) there is no substantive change to other terms and conditions of the lease. The amendment is effective for annual periods beginning on or after 1 June 2020 with earlier application permitted and shall be applied retrospectively.

2.2 會計政策及披露的變更 *(續)*

(c) 國際財務報告準則第9號、國際會計準則第39號及國際財務報告準則第7號修訂本處理影響以替代無風險利率(「無風險利率」)取代現有利率基準前期間進行財務報告的問題。該等修訂本提供臨時寬免，允許於引入替代無風險利率前的不確定期間繼續使用對沖會計法。此外，該等修訂本要求公司就其直接受該等不確定性影響的對沖關係向投資者提供額外資料。由於本集團並無任何利率對沖關係，故該等修訂本對本集團的財務狀況及表現概無任何影響。

(d) 國際財務報告準則第16號修訂本為承租人提供可行權宜方法，使彼等可選擇不就因COVID-19大流行的直接後果而產生的租金寬減應用租賃修改會計處理。該可行權宜方法僅適用於因大流行產生的直接後果而產生的租金寬減，並僅於以下情況適用：(i)租賃款變動所導致的經修訂租賃代價與緊接該變動前的租賃代價大致相同或低於有關代價；(ii)租賃款的任何減幅僅影響原到期日為2021年6月30日或之前的付款；及(iii)其他租賃條款及條件並無實質變動。該修訂本於2020年6月1日或之後開始的年度期間有效，並允許提早應用，且將追溯應用。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES *(Continued)*

(d) *(Continued)*

During the year ended 31 December 2020, certain monthly lease payments for the leases of the Group's plant and machinery have been reduced or waived by the lessors upon reducing the scale of production as a result of the pandemic and there are no other changes to the terms of the leases. The Group has early adopted the amendment on 1 January 2020 and elected not to apply lease modification accounting for all rent concessions granted by the lessors as a result of the pandemic during the year ended 31 December 2020. Accordingly, a reduction in the lease payments arising from the rent concessions of RMB254,000 has been accounted for as a variable lease payment by derecognising part of the lease liabilities and the corresponding right-of-use assets for the year ended 31 December 2020.

(e) Amendments to IAS 1 and IAS 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. The amendments did not have any significant impact on the financial position and performance of the Group.

2.2 會計政策及披露的變更 *(續)*

(d) *(續)*

於截至2020年12月31日止年度，本集團的廠房及機器租賃因大流行而縮減生產規模並獲出租人寬減或豁免若干月份的租賃款，租賃條款概無其他變動。本集團已於2020年1月1日提早採納該修訂本，並選擇不就截至2020年12月31日止年度內因大流行而獲出租人授予的所有租金寬減應用租賃修改會計處理。因此，於截至2020年12月31日止年度，本集團藉終止確認部分租賃負債及相應使用權資產，將租金寬減所產生的租賃款減幅人民幣254,000元入賬列作可變租賃款。

(e) 國際會計準則第1號及國際會計準則第8號修訂本為重大提供一個新定義。新定義訂明，倘可合理預期某項資料遺漏、失實或模糊不清將影響一般用途財務報表的主要使用者按該等財務報表作出的決定，則該項資料屬重大。該等修訂本釐清，重要性將視乎資料的性質或量級（或兩者）而定。該等修訂本對本集團的財務狀況及表現概無任何重大影響。

2.3 ISSUED BUT NOT YET EFFECTIVE IFRSs

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

Amendments to IFRS 3	*Reference to the Conceptual Framework*[2]
Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16	*Interest Rate Benchmark Reform – Phase 2*[1]
Amendments to IFRS 10 and IAS 28	*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*[4]
Amendments to IAS 1	*Disclosure of Accounting Policies*[3]
Amendments to IAS 1	*Classification of Liabilities as Current or Non-current*[3]
Amendments to IAS 8	*Definition of Accounting Estimates*[3]
IFRS 17	*Insurance Contracts*[3]
Amendments to IFRS 17	*Insurance Contracts*[3, 5]
Amendments to IAS 16	*Property, Plant and Equipment: Proceeds before Intended Use*[2]
Amendments to IAS 37	*Onerous Contracts – Cost of Fulfilling a Contract*[2]
Annual Improvements to IFRSs 2018-2020	Amendments to IFRS 1, IFRS 9, Illustrative Examples accompanying IFRS 16, and IAS 41[2]

2.3 已頒佈但尚未生效的國際財務報告準則

本集團並未於本財務報表中採納下列已頒佈但尚未生效的新訂及經修訂國際財務報告準則。

國際財務報告準則第3號修訂本	*對概念框架的提述*[2]
國際財務報告準則第9號、國際會計準則第39號、國際財務報告準則第7號、國際財務報告準則第4號及國際財務報告準則第16號修訂本	*利率基準改革－第2階段*[1]
國際財務報告準則第10號及國際會計準則第28號修訂本	*投資者與其聯營公司或合營企業之間資產出售或出資*[4]
國際會計準則第1號修訂本	*會計政策披露*[3]
國際會計準則第1號修訂本	*將負債分類為流動或非流動*[3]
國際會計準則第8號修訂本	*會計估計的定義*[3]
國際財務報告準則第17號	*保險合約*[3]
國際財務報告準則第17號修訂本	*保險合約*[3、5]
國際會計準則第16號修訂本	*物業、廠房及設備：作擬定用途前的所得款項*[2]
國際會計準則第37號修訂本	*虧損合約－履行合約的成本*[2]
國際財務報告準則2018年至2020年的年度改進	國際財務報告準則第1號、國際財務報告準則第9號、國際財務報告準則第16號隨附的說明範例及國際會計準則第41號修訂本[2]

2.3 ISSUED BUT NOT YET EFFECTIVE IFRSs *(Continued)*

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

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

3 Effective for annual periods beginning on or after 1 January 2023

4 No mandatory effective date yet determined but available for adoption

5 As a consequence of the amendments to IFRS 17 issued in June 2020, IFRS 4 was amended to extend the temporary exemption that permits insurers to apply IAS 39 rather than IFRS 9 for annual periods beginning before 1 January 2023

Further information about those IFRSs that are expected to be applicable to the Group is described below.

Amendments to IFRS 3 are intended to replace a reference to the previous *Framework for the Preparation and Presentation of Financial Statements* with a reference to the *Conceptual Framework for Financial Reporting* issued in March 2018 without significantly changing its requirements. The amendments also add to IFRS 3 an exception to its recognition principle for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability. The exception specifies that, for liabilities and contingent liabilities that would be within the scope of IAS 37 or IFRIC 21 if they were incurred separately rather than assumed in a business combination, an entity applying IFRS 3 should refer to IAS 37 or IFRIC 21 respectively instead of the Conceptual Framework. Furthermore, the amendments clarify that contingent assets do not qualify for recognition at the acquisition date. The Group expects to adopt the amendments prospectively from 1 January 2022. Since the amendments apply prospectively to business combinations for which the acquisition date is on or after the date of first application, the Group will not be affected by these amendments on the date of transition.

2.3 已頒佈但尚未生效的國際財務報告準則 *(續)*

1 於2021年1月1日或之後開始的年度期間生效

2 於2022年1月1日或之後開始的年度期間生效

3 於2023年1月1日或之後開始的年度期間生效

4 尚未釐定強制生效日期但可供採納

5 因應於2020年6月對國際財務報告準則第17號頒佈的修訂本，國際財務報告準則第4號已作修訂，以延長臨時豁免，允許保險人就2023年1月1日前開始的年度期間應用國際會計準則第39號而非國際財務報告準則第9號

預期適用於本集團的國際財務報告準則的進一步資料載述於下文。

國際財務報告準則第3號修訂本旨在以於2018年3月所頒佈對「*財務報告概念框架*」的提述取代先前對「*編製及呈列財務報表的框架*」的提述，而無需大幅改變其規定。該等修訂本亦在國際財務報告準則第3號就實體釐定資產或負債的構成參考概念框架所用的確認原則增設一項例外情況。該例外情況訂明，對於可能屬於國際會計準則第37號或國際財務報告詮釋委員會第21號範圍內的負債及或然負債而言，倘該等負債乃單獨產生，而非於業務合併中承擔，則應用國際財務報告準則第3號的實體應分別參考國際會計準則第37號或國際財務報告詮釋委員會第21號，而非概念框架。再者，該等修訂本釐清於收購日期不符合確認資格的或然資產。本集團預期按前瞻性基準自2022年1月1日起採納該等修訂本。由於該等修訂本按前瞻性基準應用於收購日期為首次應用日期或之後的業務合併，故本集團不會於過渡日期受該等修訂本影響。

2.3 ISSUED BUT NOT YET EFFECTIVE IFRSs *(Continued)*

Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 address issues not dealt with in the previous amendments which affect financial reporting when an existing interest rate benchmark is replaced with an alternative RFR. The Phase 2 amendments provide a practical expedient to allow the effective interest rate to be updated without adjusting the carrying amount when accounting for changes in the basis for determining the contractual cash flows of financial assets and liabilities, if the change is a direct consequence of the interest rate benchmark reform and the new basis for determining the contractual cash flows is economically equivalent to the previous basis immediately preceding the change. In addition, the amendments permit changes required by the interest rate benchmark reform to be made to hedge designations and hedge documentation without the hedging relationship being discontinued. Any gains or losses that could arise on transition are dealt with through the normal requirements of IFRS 9 to measure and recognise hedge ineffectiveness. The amendments also provide a temporary relief to entities from having to meet the separately identifiable requirement when an RFR is designated as a risk component. The relief allows an entity, upon designation of the hedge, to assume that the separately identifiable requirement is met, provided the entity reasonably expects the RFR risk component to become separately identifiable within the next 24 months. Furthermore, the amendments require an entity to disclose additional information to enable users of financial statements to understand the effect of interest rate benchmark reform on an entity's financial instruments and risk management strategy. The amendments are effective for annual periods beginning on or after 1 January 2021 and shall be applied retrospectively, but entities are not required to restate the comparative information.

2.3 已頒佈但尚未生效的國際財務報告準則 *(續)*

國際財務報告準則第9號、國際會計準則第39號、國際財務報告準則第7號、國際財務報告準則第4號及國際財務報告準則第16號修訂本處理先前修訂本未解決以替代無風險利率取代現有利率基準時影響財務報告的問題。第2階段修訂本提供可行權宜方法，容許當將用於釐定金融資產及負債合約現金流的基準的變動入賬時，在無需調整賬面金額的情況下更新實際利率，前提是該變動乃利率基準改革的直接後果，且釐定合約現金流的新基準於經濟層面等同於緊接變動前的先前基準。此外，該等修訂本允許按利率基準改革所要求更改對沖指定及對沖文件，而無需中斷對沖關係。於過渡期間可能產生的任何損益乃依據國際財務報告準則第9號的正常規定處理，以計量及確認對沖無效性。於無風險利率被指定為風險組成部分時，該等修訂本亦暫時寬免實體須符合可單獨識別的規定。倘實體可合理地預期無風險利率風險組成部分於未來24個月內將可單獨識別，則有關寬免允許實體於指定對沖後假設實體已符合可單獨識別的規定。再者，該等修訂本規定實體披露其他資料，讓財務報表使用者能了解利率基準改革對實體金融工具及風險管理策略的影響。該等修訂本於2021年1月1日或之後開始的年度期間生效，並應追溯應用，惟實體無須重列比較資料。

2.3 ISSUED BUT NOT YET EFFECTIVE IFRSs *(Continued)*

The Group had certain interest-bearing bank loans denominated in RMB based on the China Loan Prime Rate as at 31 December 2020. If the interest rates of these borrowings are replaced by RFRs in a future period, the Group will apply this practical expedient upon the modification of these borrowings when the "economically equivalent" criterion is met and expects that no significant modification gain or loss will arise as a result of applying the amendments to these changes.

Amendments to IFRS 10 and IAS 28 address an inconsistency between the requirements in IFRS 10 and in IAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to IFRS 10 and IAS 28 was removed by the IASB in December 2015 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

2.3 已頒佈但尚未生效的國際財務報告準則 *(續)*

於2020年12月31日，本集團持有基於中國貸款市場報價利率以人民幣計值之若干計息銀行貸款。倘該等借貸之利率於未來期間由無風險利率取代，則本集團將於符合「經濟層面等同」標準及修改有關借貸時採用該可行權宜方法，並預期不會因就有關變動應用該等修訂本而產生重大修改損益。

國際財務報告準則第10號及國際會計準則第28號修訂本處理國際財務報告準則第10號規定與國際會計準則第28號規定之間處理投資者與其聯營公司或合營企業之間出售或注入資產時的不一致情況。該等修訂本要求在投資者與其聯營公司或合營企業之間出售或注入資產構成一項業務時確認全部收益或虧損。當交易涉及不構成業務的資產時，交易所產生的收益或虧損於投資者的損益內確認，惟以不關聯投資者於該聯營公司或合營企業中的權益為限。該等修訂本按前瞻性基準應用。國際會計準則理事會已於2015年12月移除國際財務報告準則第10號及國際會計準則第28號修訂本的原有強制生效日期，並將於完成對聯營公司及合營企業會計法進行更廣泛的檢討後釐定新的強制生效日期。然而，該等修訂本現時可供採納。

2.3 ISSUED BUT NOT YET EFFECTIVE IFRSs *(Continued)*

Amendments to IAS 1 clarify the requirements for classifying liabilities as current or non-current. The amendments specify that if an entity's right to defer settlement of a liability is subject to the entity complying with specified conditions, the entity has a right to defer settlement of the liability at the end of the reporting period if it complies with those conditions at that date. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement of the liability. The amendments also clarify the situations that are considered a settlement of a liability. The amendments are effective for annual periods beginning on or after 1 January 2023 and shall be applied retrospectively. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to IAS 16 prohibit an entity from 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, an entity recognises the proceeds from selling any such items, and the cost of those items, in profit or loss. The amendments are effective for annual periods beginning on or after 1 January 2022 and shall be applied retrospectively only to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented in the financial statements in which the entity first applies the amendments. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

2.3 已頒佈但尚未生效的國際財務報告準則 *(續)*

國際會計準則第1號修訂本釐清將負債分類為流動或非流動的規定。該等修訂本列明，倘實體延遲清償負債的權利受限於其符合特定條件，則該實體在符合報告期末的條件的情況下，有權於該日延遲清償負債。負債的分類不受實體行使權利延遲清償負債的可能性影響。該等修訂本亦釐清被視為清償負債的情況。該等修訂本於2023年1月1日或之後開始的年度期間生效，並應追溯應用，且允許提早應用。該等修訂本預期對本集團的財務報表並無任何重大影響。

國際會計準則第16號修訂本禁止實體從物業、廠房及設備項目的成本中扣除該資產在達致管理層預定可運作狀態（包括位置與狀況）期間產生的全部出售所得款項。取而代之，實體於損益內確認該等項目的出售所得款項及成本。該等修訂本於2022年1月1日或之後開始的年度期間生效，並僅應對實體首次應用該等修訂本的財務報表所呈列最早期間開始之時或之後可供使用的物業、廠房及設備項目追溯應用，且允許提早應用。該等修訂本預期對本集團的財務報表並無任何重大影響。

2.3 ISSUED BUT NOT YET EFFECTIVE IFRSs *(Continued)*

Amendments to IAS 37 clarify that for the purpose of assessing whether a contract is onerous under IAS 37, the cost of fulfilling the contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract include both the incremental costs of fulfilling that contract (e.g., direct labour and materials) and an allocation of other costs that relate directly to fulfilling that contract (e.g., an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract as well as contract management and supervision costs). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. The amendments are effective for annual periods beginning on or after 1 January 2022 and shall be applied to contracts for which an entity has not yet fulfilled all its obligations at the beginning of the annual reporting period in which it first applies the amendments. Earlier application is permitted. Any cumulative effect of initially applying the amendments shall be recognised as an adjustment to the opening equity at the date of initial application without restating the comparative information. The amendments are not expected to have any significant impact on the Group's financial statements.

2.3 已頒佈但尚未生效的國際財務報告準則 *(續)*

國際會計準則第37號修訂本釐清，就根據國際會計準則第37號評估合約是否屬虧損合約而言，履行合約的成本包括與合約直接相關的成本。與合約直接相關的成本包括履行該合約的遞增成本（例如直接勞工及材料）及與履行該合約直接相關的其他成本分配（例如分配履行合約所用物業、廠房及設備項目的折舊支出以及合約管理及監督成本）。一般及行政成本與合約並無直接關連，除非合約訂明可向對手方收取，否則不包括在內。該等修訂本於2022年1月1日或之後開始的年度期間生效，並適用於實體首次應用該等修訂本的年度報告期開始時尚未履行全部責任的合約，且允許提早應用。初始應用該等修訂本的任何累積影響將於初始應用日期確認為年初權益的調整，而無須重列比較資料。該等修訂本預期對本集團的財務報表並無任何重大影響。

2.3 ISSUED BUT NOT YET EFFECTIVE IFRSs *(Continued)*

Annual Improvements to IFRSs 2018-2020 sets out amendments to IFRS 1, IFRS 9, Illustrative Examples accompanying IFRS 16, and IAS 41. Details of the amendments that are expected to be applicable to the Group are as follows:

- IFRS 9 *Financial Instruments*: clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. An entity applies the amendment to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment. The amendment is effective for annual periods beginning on or after 1 January 2022. Earlier application is permitted. The amendment is not expected to have a significant impact on the Group's financial statements.

- IFRS 16 *Leases*: removes the illustration of payments from the lessor relating to leasehold improvements in Illustrative Example 13 accompanying IFRS 16. This removes potential confusion regarding the treatment of lease incentives when applying IFRS 16.

2.3 已頒佈但尚未生效的國際財務報告準則 *(續)*

「*國際財務報告準則2018年至2020年的年度改進*」載列國際財務報告準則第1號、國際財務報告準則第9號、國際財務報告準則第16號隨附的說明範例及國際會計準則第41號修訂本。預期適用於本集團的修訂本詳述如下：

- 國際財務報告準則第9號「*金融工具*」：釐清實體於評估新訂或經修改金融負債條款是否與原金融負債條款有實質差異時所包含的費用。該等費用僅包括借款人與貸款人之間已支付或收取的費用，包括借款人或貸款人代表其他方支付或收取的費用。實體對其首次應用有關修訂本的年度報告期開始時或之後經修改或交換的金融負債應用該修訂本。該修訂本於2022年1月1日或之後開始的年度期間生效，並允許提早應用。該修訂本預期對本集團的財務報表並無任何重大影響。

- 國際財務報告準則第16號「*租賃*」：刪除國際財務報告準則第16號隨附的說明範例13中有關租賃物業裝修的出租人付款說明。此準則消除於應用國際財務報告準則第16號時有關處理租賃優惠的潛在困惑。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Fair value measurement

The Group measures its financial assets at fair value through profit or loss at fair value at the end of each reporting period. 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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

2.4 主要會計政策概要

公平值計量

於各報告期末，本集團按公平值計量其按公平值計量而其變動計入損益的金融資產。公平值乃於計量日期市場參與者之間在有秩序交易出售資產可收或轉讓負債應付的價格。公平值計量所建基的前題是資產出售或負債轉讓的交易乃於資產或負債的主要市場或（如無主要市場）最有利的市場進行。主要或最有利市場必須為本集團可達的市場。資產或負債的公平值計量會使用市場參與者在為資產或負債定價時所用的假設，並假設市場參與者會為其最佳經濟利益行事。

非金融資產的公平值計量會考慮市場參與者從使用資產的最有利及最佳用途，或向將以最有利及最佳用途使用資產的另一名市場參與者出售資產而產生經濟利益的能力。

本集團會視情況，就計量公平值可得的數據多寡採納合適的估值技術，盡量使用相關可觀察輸入數據，並盡量減少使用不可觀察輸入數據。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Fair value measurement *(Continued)*

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

2.4 主要會計政策概要 *(續)*

公平值計量 *(續)*

於財務報表計量或披露公平值的所有資產及負債基於對公平值計量整體而言屬重大的最下層輸入數據，按下文所述的公平值層級分類：

第1層 — 基於相同資產或負債在活躍市場的報價值（未經調整）

第2層 — 基於對公平值計量而言屬重大的最下層輸入數據屬直接或間接可觀察的估值技術

第3層 — 基於對公平值計量而言屬重大的最下層輸入數據屬不可觀察的估值技術

就於財務報表按經常性基準確認的資產及負債而言，本集團會於各報告期末重新評估分類方法（基於對公平值計量整體而言屬重大的最下層輸入數據），以釐定各層級間有否出現轉移。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, deferred tax assets, financial assets and non-current assets classified as held for sale), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use ("VIU") and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing VIU, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises.

2.4 主要會計政策概要 *(續)*

非金融資產減值

倘若出現減值跡象或當有需要對資產（存貨、遞延稅項資產、金融資產及分類為持作出售的非流動資產除外）進行年度減值測試，本集團會估計該資產的可收回金額。資產的可收回金額為資產或現金產生單位的使用價值與其公平值減出售成本的較高者，並就個別資產釐定，除非資產並無產生在很大程度上可獨立於其他資產或資產類別的現金流入，在此情況下，則釐定資產所屬現金產生單位的可收回金額。

減值虧損僅於資產賬面金額超逾可收回金額時確認。於評估使用價值時，估計未來現金流量以可反映現時市場對貨幣時間價值及資產特定風險的評估的稅前貼現率貼現至現值。減值虧損於產生當期在損益內與減值資產功能一致的開支類別中扣除。

於各報告期末均評估是否有跡象顯示過往已確認的減值虧損不再存在或有所減少。若出現上述跡象，則估計可收回金額。資產（商譽除外）過往已確認的減值虧損僅於釐定資產可收回金額所用的估計有變時撥回，惟金額不會超過假設過往年度並無就該項資產確認減值虧損而應釐定的賬面金額（已扣除任何折舊／攤銷）。減值虧損的撥回於產生當期計入損益。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Related parties

A party is considered to be related to the Group if:

(a) the party is a person or a close member of that person's family and that person

(i) has control or joint control over the Group;

(ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

(b) the party is an entity where any of the following conditions applies:

(i) the entity and the Group are members of the same group;

(ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);

(iii) the entity and the Group 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;

2.4 主要會計政策概要 *(續)*

關聯方

下列各方被視為與本集團有關連：

(a) 該方為一名個人或該名個人的近親，而該名個人

(i) 控制或共同控制本集團；

(ii) 對本集團有重大影響力；或

(iii) 為本集團或本集團母公司的主要管理層成員；

或

(b) 倘該方為實體，並符合下列任何條件：

(i) 該實體與本集團屬同一集團的成員公司；

(ii) 一間實體為另一實體的聯營公司或合營企業（或另一實體的母公司、子公司或同系子公司的聯營公司或合營企業）；

(iii) 該實體與本集團均為同一第三方的合營企業；

(iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司；

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Related parties *(Continued)*

(b) *(Continued)*

(v) the entity is a post-employment benefit plan for the benefit of employees of either the Group 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 the key management personnel of the entity (or of a parent of the entity); and

(viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. When an item of property, plant and equipment is classified as held for sale, it is not depreciated and in accordance with IFRS 5, as further explained in the accounting policy for "Non-current assets held for sale". The cost of an item of property, plant and equipment 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 items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

2.4 主要會計政策概要 *(續)*

關聯方 *(續)*

(b) *(續)*

(v) 該實體為本集團或與本集團有關連的實體就僱員利益設立的離職後福利計劃；

(vi) 該實體受(a)所識別人士控制或共同控制；

(vii) (a)(i)所識別人士對實體有重大影響力或屬該實體（或該實體的母公司）主要管理層成員；及

(viii) 該實體或其所屬集團的任何成員公司向本集團或本集團的母公司提供主要管理人員服務。

物業、廠房及設備與折舊

物業、廠房及設備（在建工程除外）按成本減累計折舊及任何減值虧損入賬。當物業、廠房及設備項目被分類為持作出售時，按照國際財務報告準則第5號，該項目不作折舊，進一步解釋見「持作出售的非流動資產」的會計政策。物業、廠房及設備項目的成本包括其購買價及任何使資產達致擬定用途運作狀況及地點而直接應計的成本。

物業、廠房及設備項目投入運作後產生的開支，例如維修保養開支，一般於產生期間自損益扣除。倘達到確認標準，則重大檢查的開支會於資產賬面金額中資本化作為替換。倘須定期替換物業、廠房及設備的主要部分，則本集團會將該等部分確認為有特定可使用年期的個別資產，並計提相應折舊。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Property, plant and equipment and depreciation *(Continued)*

Depreciation of items of property, plant and equipment, other than mining infrastructure, is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The estimated useful lives of property, plant and equipment are as follows:

Buildings	5-20 years
Plant and machinery	2-20 years
Office equipment	3-10 years
Motor vehicles	2-6 years

Depreciation of mining infrastructure is calculated using the units-of-production ("UOP") method to depreciate the cost of the assets in proportion to the extraction of the proved and probable mineral reserves. The remaining estimated useful life of the mining infrastructure at the end of the reporting period ranging with 14 years are determined in accordance with the production plans of the entities concerned and the proved and probable reserves of mines using the UOP method.

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

2.4 主要會計政策概要 *(續)*

物業、廠房及設備與折舊 *(續)*

物業、廠房及設備項目（採礦基建除外）的折舊乃於各項物業、廠房及設備項目的估計可使用年期內以直線法將其成本撇銷至剩餘價值計算得出。物業、廠房及設備的估計可使用年期如下：

樓宇	5至20年
廠房及機器	2至20年
辦公室設備	3至10年
汽車	2至6年

採礦基建的折舊以其生產單位按證實及概略礦產儲量開採比例撇銷資產成本的方法計算得出。採礦基建於報告期末的餘下估計可使用年期為14年，按照與有關實體的生產計劃及按生產單位方法計算的證實及概略儲量釐定。

倘若物業、廠房及設備項目的部分的可使用年期不同，則該項目的成本按合理基準分配至各部分，而各部分將獨立計算折舊。剩餘價值、可使用年期及折舊方法至少會於各財政年度末審閱，並作出適當調整。

經初始確認的物業、廠房及設備項目（包括任何主要部分）於出售或預期日後使用或出售不會有任何經濟利益時終止確認。出售或棄用收益或虧損指有關資產的出售所得款項淨額與賬面金額的差額，於終止確認資產的年度在損益內確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Property, plant and equipment and depreciation *(Continued)*

Construction in progress represents items of property, plant and equipment under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowing funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

Non-current assets and disposal groups held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amounts will be recovered principally through a sales transaction rather than through continuing use. For this to be the case, the asset or disposal group must be available for immediate sale in its present condition subject only to terms that are usual and customary for the sale of such assets or disposal groups and its sale must be highly probable. All assets and liabilities of a subsidiary classified as a disposal group are reclassified as held for sale regardless of whether the Group retains a non-controlling interest in its former subsidiary after the sale.

Non-current assets and disposal groups (other than financial assets) classified as held for sale are measured at the lower of their carrying amounts and fair values less costs to sell. Property, plant and equipment and intangible assets classified as held for sale are not depreciated or amortised.

2.4 主要會計政策概要 *(續)*

物業、廠房及設備與折舊 *(續)*

在建工程指正在建設的物業、廠房及設備項目，按成本減任何減值虧損入賬而不作折舊。成本包括施工期間的工程直接成本及相關借貸資金的資本化借貸成本。在建工程於落成可用時獲重新分類至物業、廠房及設備的適當類別。

持作出售的非流動資產及出售組別

非流動資產及出售組別如將主要透過出售交易而非持續使用收回賬面金額，則分類為持作出售。在此情況下，資產或出售組別必須僅按出售該等資產或出售組別的一般及慣用條款可即時以其現況出售，且其出售的可能性必須極高。子公司所有分類為出售組別的資產及負債會重新分類為持作出售，而不論本集團於出售後有否保留於前子公司的非控股權益。

分類為持作出售的非流動資產及出售組別（金融資產除外）按賬面金額與公平值減出售成本兩者的較低者計量。分類為持作出售的物業、廠房及設備以及無形資產不作折舊或攤銷。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Brand name

Brand name is stated at cost less any impairment losses and is amortised on the straight-line basis over its estimated useful life of 10 years.

Mining rights

Mining rights are stated at cost less accumulated amortisation and any impairment losses. Mining rights include the cost of acquiring mining licences, exploration and evaluation costs transferred from exploration rights and assets upon determination that an exploration property is capable of commercial production, and the cost of acquiring interests in the mining reserves of existing mining properties. The mining rights are amortised over the estimated useful lives of the mines, in accordance with the production plans of the entities concerned and the proved and probable reserves of the mines using the UOP method. Mining rights are written off to profit or loss if the mining property is abandoned.

Exploration rights and assets

Exploration rights are stated at cost less accumulated amortisation and any impairment losses, and exploration assets are stated at cost less any impairment losses. Exploration rights and assets include the cost of acquiring exploration rights, topographical and geological surveys, exploratory drilling, sampling and trenching and activities in relation to commercial and technical feasibility studies, and deferred amortisation and depreciation charges in respect of assets consumed during the exploration activities.

2.4 主要會計政策概要 *(續)*

無形資產（商譽除外）

個別收購的無形資產於初始確認時按成本計量。於業務合併收購的無形資產的成本乃該資產於收購日期的公平值。無形資產的可使用年期評估為有限或無限。可使用年期有限的無形資產隨後於可使用經濟年限內攤銷，並評估是否有跡象顯示無形資產可能出現減值。可使用年期有限的無形資產的攤銷年期及攤銷方法至少於各財政年度末審閱。

品牌名稱

品牌名稱按成本減任何減值虧損列賬，並於其估計可使用年期（10年）按直線法攤銷。

採礦權

採礦權按成本減累計攤銷及任何減值虧損列賬。採礦權包括收購採礦許可證的成本，於釐定勘探物業具備商業生產能力時轉撥自勘探權及資產的勘探及評估成本，以及收購現有採礦物業的採礦儲量權益的成本。採礦權按照與有關實體的生產計劃及按生產單位方法計算的證實及概略儲量，於礦場的估計可使用年期攤銷。倘若放棄採礦物業，則採礦權在損益內撇銷。

勘探權及資產

勘探權按成本減累計攤銷及任何減值虧損列賬，而勘探資產則按成本減去減值虧損列賬。勘探權及資產包括收購勘探權、地質及地理勘測、勘探鑽孔、抽樣及挖掘及與商業及技術上可行性研究有關的活動的成本，及於勘探活動所耗用資產的遞延攤銷及折舊開銷。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Intangible assets (other than goodwill) *(Continued)*

Exploration rights and assets (Continued)

Exploration rights are amortised over the term of rights. Equipment used in exploration is depreciated over its useful life, or, if dedicated to a particular exploration project, over the life of the project on the straight-line basis, whichever is shorter. Amortisation and depreciation are included, in the first instance, in exploration rights and assets and are transferred to mining rights when it can be reasonably ascertained that an exploration property is capable of commercial production.

Exploration and evaluation costs include expenditure incurred to secure further mineralisation in existing ore bodies as well as in new areas of interest. Expenditure incurred prior to acquiring legal rights to explore an area is written off as incurred.

Exploration rights and assets shall be assessed for impairment when facts and circumstances indicate that the carrying amount may exceed its recoverable amount. An impairment test is performed if any of the following indicators are present:

(a) the period for which the entity has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;

(b) substantial expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;

(c) exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; or

(d) sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

2.4 主要會計政策概要 *(續)*

無形資產(商譽除外) *(續)*

勘探權及資產(續)

勘探權按權利期限攤銷。勘探所使用設備以直線法按其可使用年期計算折舊,或倘屬特定勘探項目的專項設備,則按該項目年期中計算折舊(以較短者為準)。攤銷及折舊先行計入勘探權及資產內,並當可合理確定勘探物業可進行商業生產時,轉至採礦權。

勘探及評估成本包括確定現有礦體以及在新權益區域進一步礦化所產生的開支。於獲得合法權利前對一個區域進行的勘探而產生的開支將於產生時撇銷。

勘探權及資產於顯示賬面金額可能超逾其可收回金額的事實及情況出現時進行減值評估。減值測試將於出現下列任何跡象時進行:

(a) 實體於特定區域的勘探權的期間已經或將於近期屆滿,並預期不會續期;

(b) 對進一步勘探及評估特定區域礦產資源的大量開支既無預算,亦無規劃;

(c) 於特定區域勘探及評估礦產資源並無發現商業上有利的礦產資源數量,故實體已決定終止於特定區域的該等活動;或

(d) 充分數據表明,儘管於特定區域的開發可能會繼續進行,但勘探及評估資產的賬面金額不可能於成功開發或銷售中全面收回。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Intangible assets (other than goodwill) *(Continued)*

Exploration rights and assets (Continued)

An impairment loss is recognised for the amount by which the exploration rights and assets' carrying amount exceeds their recoverable amount. The recoverable amount is the higher of the exploration rights and assets' fair value less costs of disposal and their VIU. For the purpose of assessing impairment, the exploration rights and assets subject to testing are grouped with existing cash-generating units of production fields that are located in the same geographical region.

When it can be reasonably ascertained that an exploration property is capable of commercial production, exploration and evaluation costs capitalised are transferred to either mining infrastructure or mining rights and depreciated/amortised using the UOP method based on the proved and probable mineral reserves. Exploration rights and assets are written off to profit or loss if the exploration property is abandoned.

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

2.4 主要會計政策概要*(續)*

無形資產(商譽除外)*(續)*

勘探權及資產(續)

本集團就勘探權及資產的賬面金額超逾其可收回金額的差額確認減值虧損。可收回金額為勘探權及資產的公平值減出售成本及其使用價值兩者的較高者。就評估減值而言,須作測試的勘探權及資產與位於同一地區的礦產區內現有的現金產生單位屬同一組別。

當可合理地確定勘探物業可進行商業生產時,已撥充資本的勘探及評估成本將轉撥至採礦基建或採礦權,並利用基於證實及概略礦產儲量的生產單位方法折舊/攤銷。倘若摒除勘探物業,則會於損益撇銷勘探權及資產。

租賃

本集團於一份合約開始時評估該合約是否屬於或包含租賃。倘一份合約讓渡於某段時間使用已識別資產的控制權以交換代價,則該合約即屬於或包含租賃。

本集團作為承租人

除短期租賃及低價值資產租賃外,本集團為所有租賃應用單一確認及計量方法。本集團確認租賃負債(支付租賃款的責任)及使用權資產(使用相關資產的權利)。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Leases *(Continued)*

Group as a lessee (Continued)

(a) *Right-of-use assets*

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Leasehold land	1 to 3 years
Plant and machinery	3 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

(b) *Lease liabilities*

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

2.4 主要會計政策概要 *(續)*

租賃 *(續)*

本集團作為承租人(續)

(a) *使用權資產*

使用權資產於租賃開始日期(即相關資產可供使用的日期)確認。使用權資產按成本減任何累計折舊及任何減值虧損計量,並就重新計量租賃負債作出調整。使用權資產的成本包括已確認的租賃負債金額、已產生的初始直接成本及於開始日期或之前作出的租賃款減任何已收租賃優惠。使用權資產於資產租期與估計可使用年期的較短者按直線基準折舊如下:

租賃土地	1至3年
廠房及機器	3年

倘租賃資產擁有權於租期末或之前轉歸本集團或成本反映購買選擇權的行使,則使用資產的估計可使用年期計算折舊。

(b) *租賃負債*

租賃負債於租賃開始日期按租期內將作出的租賃款現值確認。租賃款包括定額款項(含實質定額款項)減任何應收租賃優惠、取決於某一指數或利率的可變租賃款以及預期根據剩餘價值擔保支付的金額。租賃款亦包括本集團合理確定將行使的購買選擇權的行使價,如租期反映本集團行使終止租賃選擇權,則同時包括有關終止租賃的罰款。不取決於任何指數或利率的可變租賃款在出現觸發付款的事件或條件的期間內確認為開支。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Leases *(Continued)*

Group as a lessee (Continued)

(b) *Lease liabilities (Continued)*

In calculating the present value of lease payments, the Group uses its IBR at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

(c) *Short-term leases and leases of low-value assets*

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment and laptop computers that are considered to be of low value.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

2.4 主要會計政策概要 *(續)*

租賃 *(續)*

本集團作為承租人(續)

(b) *租賃負債(續)*

於計算租賃款的現值時，由於租賃內含利率無法輕易確定，故本集團應用租賃開始日期的遞增借貸利率計算。於開始日期後，租賃負債金額增加以反映利息增長，減少以反映所作出的租賃款。此外，倘出現修訂、租期變動、租賃款變動(例如由指數或利率變動引起的未來租賃款變動)或購買相關資產的評估變動，則重新計量租賃負債的賬面金額。

(c) *短期租賃及低價值資產租賃*

本集團就機器及設備的短期租賃(即租期由開始日期起計12個月或以下，且不含購買選擇權的租賃)應用短期租賃確認豁免。此外，本集團亦就被視為低價值的辦公室設備及手提電腦租賃應用低價值資產租賃確認豁免。

短期租賃及低價值資產租賃的租賃款於租期內以直線基準確認為開支。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

2.4 主要會計政策概要 *(續)*

投資及其他金融資產

初始確認及計量

金融資產於初始確認時分類為其後按攤銷成本計量及按公平值計量而其變動計入損益。

金融資產於初始確認時的分類取決於金融資產的合約現金流特徵及本集團管理該等金融資產的業務模型。除並無重大融資組成部分或本集團已就其應用可行權宜方法(不調整重大融資組成部分的影響)的應收賬款外,本集團初始按公平值加上(倘屬並非按公平值計量而其變動計入損益的金融資產)交易成本計量金融資產。並無重大融資組成部分或本集團已就其應用可行權宜方法的應收賬款按照下文「收入確認」所載的政策根據國際財務報告準則第15號釐定的交易價格計量。

為使金融資產按攤銷成本或以按公平值計量而其變動計入其他全面收益的方式分類及計量,需產生就未償還本金的「純粹本息付款」的現金流。附有非純粹本息付款現金流的金融資產不論所用業務模型均以按公平值計量而其變動計入損益的方式分類及計量。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Investments and other financial assets *(Continued)*

Initial recognition and measurement (Continued)

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

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 marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

2.4 主要會計政策概要 *(續)*

投資及其他金融資產 *(續)*

初始確認及計量(續)

本集團管理金融資產的業務模型指本集團如何管理其金融資產以產生現金流。業務模型確定現金流是否來自收集合約現金流、出售金融資產，或兩者兼有。按攤銷成本分類及計量的金融資產於為收取合約現金流而持有金融資產的業務模型內持有，而以按公平值計量而其變動計入其他全面收益的方式分類及計量的金融資產則於兼為收取合約現金流及出售而持有的業務模型內持有。並非於上述業務模型內持有的金融資產以按公平值計量而其變動計入損益的方式分類及計量。

金融資產的所有常規買賣乃於交易日(即本集團承諾購買或出售該資產的日期)確認。常規買賣為於市場規例或慣例普遍確立的期間內須交付資產的金融資產買賣。

其後計量

金融資產的其後計量取決於其如下分類：

按攤銷成本計量的金融資產(債務工具)

按攤銷成本計量的金融資產其後利用實際利率法計量，並須作出減值。當資產被終止確認、修改或出現減值時，收益及虧損會於損益確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Investments and other financial assets *(Continued)*

Subsequent measurement (Continued)

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value through profit or loss are also recognised as other income in profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primary derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or

- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

2.4 主要會計政策概要 *(續)*

投資及其他金融資產 *(續)*

其後計量(續)

按公平值計量而其變動計入損益的金融資產

按公平值計量而其變動計入損益的金融資產於財務狀況表按公平值列賬，而公平值變動淨額於損益確認。

該類別包括本集團並無不可撤銷地選擇以按公平值計量而其變動計入其他全面收益的方式分類的衍生工具及股本投資。當派息權確立、與股息相關的經濟利益有可能流入本集團及股息金額能可靠地計量時，分類為按公平值計量而其變動計入損益的金融資產的股本投資的股息亦於損益確認為其他收入。

終止確認金融資產

金融資產(或倘適用，一項金融資產的一部分或一組同類金融資產的一部分)主要在下列情況下終止確認(即從本集團的綜合財務狀況表中移除)：

- 自資產收取現金流量的權利已屆滿；或

- 本集團已轉讓自資產收取現金流量的權利，或已根據一項「轉付」安排承擔責任，在無重大延誤情況下，將所得現金流量全數付予第三方；及(a)本集團已轉讓資產的絕大部分風險及回報；或(b)本集團並無轉讓或保留資產的絕大部分風險及回報，但已轉讓資產的控制權。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Derecognition of financial assets *(Continued)*

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement in the asset. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group recognises an allowance for ECLs for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

2.4 主要會計政策概要 *(續)*

終止確認金融資產 *(續)*

當本集團已轉讓其自一項資產收取現金流量的權利或已訂立轉付安排時，本集團會評估是否及在多大程度上保留該資產所有權的風險及回報。當其並無轉讓或保留該資產的絕大部分風險及回報，亦無轉讓該資產的控制權時，本集團會於其繼續參與該已轉讓資產的的範圍內確認該資產。於該情況下，本集團亦確認相關負債。已轉讓資產及相關負債按反映本集團保留的權利及義務的基準計量。

以對所轉讓資產的擔保形式進行的持續參與按資產原賬面金額或本集團可能被要求償還的代價最高金額兩者（以較低者為準）計量。

金融資產減值

本集團就所有並非以按公平值計量而其變動計入損益的方式持有的債務工具確認預期信用損失備抵。預期信用損失以按照合約到期的合約現金流與本集團預期收取的所有現金流兩者的差額為基準，並按與原實際利率相若的利率貼現。預期現金流將包括出售所持抵押品或構成合約條款組成部分的其他增信安排的現金流。

一般方法

預期信用損失分兩個階段確認。就自初始確認以來信貸風險並無大幅增加的信貸敞口而言，本集團會為未來12個月內可能發生的違約事件所產生的信用損失（12個月預期信用損失）計提預期信用損失撥備。就自初始確認以來信貸風險大幅增加的信貸敞口而言，本集團須就預期於敞口餘下年期產生的信用損失計提損失備抵，而不論違約的時間（全期預期信用損失）。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Impairment of financial assets *(Continued)*

General approach (Continued)

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach as detailed below.

Simplified approach

For trade receivables and contract assets that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

2.4 主要會計政策概要 *(續)*

金融資產減值 *(續)*

一般方法（續）

於各報告日期，本集團會評估金融工具的信貸風險自初始確認以來有否大幅增加。當進行此評估時，本集團會比較該金融工具於報告日期及於初始確認日期出現的違約風險，並會考慮無須花費過多成本或精力即可獲得的合理而具理據支持的資料，包括歷史及前瞻性資料。

本集團認為，當合約款項逾期超過90天時，金融資產即已違約。然而，於若干情況下，在並無計及本集團持有的任何增信安排前，本集團亦可於內部或外部資料顯示本集團不大可能悉數收取尚未償還合約金額時將金融資產視作違約。倘無法合理地預期收回合約現金流，則撇銷金融資產。

按攤銷成本計量的金融資產須根據一般方法作出減值，並於隨後計量預期信用損失的階段內分類，惟下文所詳述應用簡化方法的應收賬款除外。

簡化方法

就不含重大融資組成部分的應收賬款及合約資產而言，或當本集團應用可行權宜方法不調整重大融資組成部分的影響時，本集團應用簡化方法計算預期信用損失。根據簡化方法，本集團並無追蹤信貸風險的變動，而是基於各報告日期的全期預期信用損失確認虧損備抵。本集團已設立建基於歷史信用損失經驗的撥備矩陣，並就債務人及經濟環境特定的前瞻性因素作出調整。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Impairment of financial assets *(Continued)*

Simplified approach (Continued)

For trade receivables and contract assets that contain a significant financing component and lease receivables, the Group chooses as its accounting policy to adopt the simplified approach in calculating ECLs with policies as described above.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as loans and borrowings and payables.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade payables, other payables, amounts due to related parties and interest-bearing bank and other loans.

Subsequent measurement

The subsequent measurement of loans and borrowings and payables is as follows:

Financial liabilities at amortised cost

After initial recognition, loans and borrowings and other payables are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in profit or loss.

2.4 主要會計政策概要 *(續)*

金融資產減值 *(續)*

簡化方法(續)

就包含重大融資組成部分的應收賬款及合約資產以及應收租賃而言，本集團根據上述政策選擇採納簡化方法計量預信用損失作為其會計政策。

金融負債

初始確認及計量

金融負債於初始確認時分類為貸款及借貸以及應付款項。

所有金融負債初步按公平值確認，而如屬貸款及借貸以及應付款項，則扣除直接應佔交易成本。

本集團的金融負債包括應付賬款、其他應付款項、應付關聯方款項以及計息銀行及其他貸款。

其後計量

貸款及借貸以及應付款項的其後計量如下：

按攤銷成本的金融負債

於初始確認後，貸款及借貸以及其他應付款項隨後以實際利率法按攤銷成本計量，除非貼現影響為微不足道，在該情況下則按成本列賬。當負債終止確認或按實際利率法進行攤銷程序時，其收益及虧損在損益確認。

攤銷成本於計及收購事項任何折讓或溢價及屬實際利率不可或缺一部分的費用或成本後計算。實際利率攤銷計入損益內的財務成本。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial liabilities *(Continued)*

Subsequent measurement (Continued)

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contracts at the higher of: (i) the ECL allowance determined in accordance with the policy as set out in "Impairment of financial assets"; and (ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

2.4 主要會計政策概要 *(續)*

金融負債 *(續)*

其後計量(續)

財務擔保合約

本集團發行之財務擔保合約指要求根據債務工具條款，在特定債務人未能於款項到期時支付款項而令持有人產生虧損之情況下，支付款項以償付持有人之合約。財務擔保合約初步按其公平值確認為負債，並就發出擔保之直接應佔交易成本作出調整。於初步確認後，本集團以：(i)根據「金融資產減值」所載根據政策釐定的預期信貸虧損撥備；及(ii)初步確認金額減(如適用)所確認累計收入金額(以較高者為準)計量財務擔保合約。

終止確認金融負債

金融負債於負債項下責任被解除或撤銷或屆滿時終止確認。

當一項現有金融負債被來自同一貸款方且大部分條款均有差別的另一項金融負債所取代，或現有負債的條款被大幅修改時，此種置換或修改被視作終止確認原有負債並確認新負債處理，而兩者的賬面金額差額於損益確認。

抵銷金融工具

倘有現時可強制執行的法律權力以抵銷已確認金額，且有意按淨額基準結算或同時變現資產及結清負債，則金融資產與金融負債會互相對銷，而有關淨額在財務狀況表內呈報。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis and, in the case of finished goods, comprises direct materials, direct labour and an appropriate proportion of fixed and variable overhead costs, including depreciation and amortisation incurred in converting materials into finished goods, based on the normal production capacity. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short-term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in statement of profit or loss.

2.4 主要會計政策概要 *(續)*

存貨

存貨按成本與可變現淨值兩者中的較低者列賬。成本按加權平均法計算，若是成品，則包括直接物料成本、直接勞動成本及固定及浮動間接成本中的適當部分，包括將物料轉為成品時產生的折舊及攤銷（基於正常產能計算）。可變現淨值基於估計售價扣除完成及出售時預期產生的成本計算。

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金、活期存款及可隨時轉換為已知數額現金、價值變動風險極微及一般自購入後三個月內到期的短期高流動性投資。

就綜合財務狀況表而言，現金及現金等價物包括用途不受限制的手頭現金與存放銀行現金（包括有期存款）。

撥備

當因過往事件導致現有債務（法定或推定）及日後可能需要有資源流出以償還債務時，本集團會確認撥備，但必須能可靠估計有關債務金額。

當貼現的影響重大時，本集團會確認的撥備金額為預期需用作償還債務的未來支出於報告期末的現值。因時間流逝而產生的貼現現值增額，列作財務成本計入損益表。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Provisions *(Continued)*

Provisions for the Group's obligations for rehabilitation are based on estimates of required expenditure at the mines in accordance with the rules and regulations of the PRC. The obligation generally arises when the asset is installed or the ground environment is disturbed at the production location. The Group estimates its liabilities for final rehabilitation and mine closure based upon detailed calculations of the amount and timing of the future cash expenditure to perform the required work. Spending estimates are escalated for inflation, then discounted at a discount rate that reflects current market assessments of the time value of money and the risks specific to the liability such that the amount of provision reflects the present value of the expenditures expected to be required to settle the obligation. When the liability is initially recognised, the present value of the estimated cost is capitalised by increasing the carrying amount of the related mining infrastructure.

Over time, the discounted liability is increased for the change in the present value based on the appropriate discount rate. The periodic unwinding of the discount is recognised within finance costs in profit or loss. The asset is depreciated using the UOP method over its expected life and the liability is accreted to the projected expenditure date. Additional disturbances or changes in estimates (such as mine plan revisions, changes in estimated costs, or changes in timing of the performance of reclamation activities) will be recognised as additions or charges to the corresponding assets and rehabilitation liabilities when they occur at the appropriate discount rate.

2.4 主要會計政策概要 *(續)*

撥備 *(續)*

本集團為履行復原責任作出的撥備乃基於對按照中國的規則及規例所規定的礦場開支而作出的估計。責任一般於資產獲得安置於生產地點或生產地點的場地環境受到干擾時產生。本集團估計其最後復原與礦場關閉的責任乃依據為進行規定工作的未來現金開支的金額與進度的詳細計算。開支估計因通貨膨脹而逐步擴大，然後以貼現率貼現，此反映貨幣的時間價值與僅限於負債的風險的現時市場評估，以使撥備金額反映預期用於履行責任的開支現值。當該負債被初始確認時，估計成本的現值透過相關採礦基建的賬面金額上升撥充資本。

貼現負債會隨時間就現值基於適當貼現率的變動而增加。定期撥回貼現於損益的財務成本一項中確認。資產利用生產單位方法於其預期年期折舊，並調升負債至預計開支日期。當估計發生額外干擾或更改（如採礦計劃修訂，估計成本改變，或進行復原活動的時間改變）時，估計中的額外干擾或更改將會按適當貼現率確認為對相應資產及復原負債的增加或扣減。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of taxable temporary differences associated with investments in subsidiaries when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

2.4 主要會計政策概要 *(續)*

所得稅

所得稅包括即期及遞延稅項。有關損益外確認項目的所得稅於損益外確認，不論是於其他全面收益確認或直接於股權確認。

即期稅項資產及負債乃基於報告期末已頒佈或實際上已頒佈的稅率（及稅法），並考慮本集團業務所在國家的現有詮釋及慣例，按預期自稅務機構退回或付予稅務機構的金額計算。

遞延稅項採納負債法就於報告期末資產及負債的稅基與兩者用作財務報告的賬面金額之間的所有暫時差額計提撥備。

本集團就所有應課稅暫時差額確認遞延稅項負債，惟下列情況除外：

- 遞延稅項負債乃因在初次確認一項並非業務合併的交易中的商譽、資產或負債而產生，並於交易時並不影響會計利潤或應課稅利潤或虧損；及

- 就與於子公司的投資有關的應課稅暫時差額而言，暫時差額的撥回時間為可控制，而該等暫時差額於可見將來可能不會撥回。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Income tax *(Continued)*

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

2.4 主要會計政策概要 *(續)*

所得稅 *(續)*

本集團就所有可扣稅暫時差額以及未動用稅項抵免及任何未動用稅項虧損的結轉確認遞延稅項資產，但以將有應課稅利潤以動用可扣稅暫時差額、未動用稅項抵免及未動用稅項虧損的結轉以作對銷為限，惟下列情況除外：

- 與可扣稅暫時差額有關的遞延稅項資產乃因初次確認在一項並非業務合併的交易中的資產或負債而產生，並於交易時並不影響會計利潤或應課稅利潤或虧損；及
- 就與於子公司的投資有關的可扣稅暫時差額而言，遞延稅項資產僅於暫時差額於可見將來有可能撥回以及將有應課稅利潤以動用暫時差額以作對銷的情況下，方予確認。

於各報告期末審閱遞延稅項資產的賬面金額，並在不再可能有足夠應課稅利潤以動用全部或部分遞延稅項資產時，相應扣減該賬面金額。未確認的遞延稅項資產會於各報告期末重新評估，並在可能有足夠應課稅利潤以收回全部或部分遞延稅項資產時確認。

遞延稅項資產及負債按預期適用於變現資產或清還負債期間的稅率，基於報告期末已頒佈或實際上已頒佈的稅率（及稅法）計算。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Income tax *(Continued)*

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is deducted from the carrying amount of the asset and released to profit or loss by way of a reduced depreciation charge.

Revenue recognition

Revenue from contracts with customers

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.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

2.4 主要會計政策概要 *(續)*

所得稅 *(續)*

遞延稅項資產與遞延稅項負債於及僅於以下情況下抵銷：本集團具有在法律上可強制執行的權利將即期稅項資產與即期稅項負債抵銷，遞延稅項資產及遞延稅項負債與同一稅務機關徵收的所得稅有關，當中涉及同一應課稅實體，或有意於每個預期結算或收回重大數額遞延稅項負債或資產的未來期間按淨額基準結算即期稅項負債與資產或同時變現資產及結算負債的不同應課稅實體。

政府補助

政府補助於可合理地確定將會收取補助及將符合所有附帶條件時按公平值確認。補助如涉及開支項目，則會於對應其擬補助的成本支銷的期間內有系統地確認為收入。

補助如與資產有關，則公平值會計入遞延收入賬內，從資產的賬面金額扣除及透過扣減的折舊開支而轉撥至損益。

收入確認

客戶合約收入

客戶合約收入於貨品或服務的控制權轉讓予客戶時，按能反映本集團預期有權就該等貨品或服務所換取的代價金額確認。

當合約中的代價包含可變金額時，代價金額按本集團就向客戶轉讓貨品或服務而有權獲得的金額估計。可變代價於合約開始時估計並受到限制，直至與可變代價相關的不確定因素得到解決時，確認的累計收入金額極有可能不會發生重大收益撥回為止。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Revenue recognition *(Continued)*

Revenue from contracts with customers (Continued)

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

Sale of industrial products

Revenue from the sale of industrial products is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods.

Rendering of services

Revenue from the rendering of specialised mining services and consultancy management service is recognised by the Group when the service has been provided.

Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

2.4 主要會計政策概要 *(續)*

收入確認 *(續)*

客戶合約收入(續)

當合約包含融資組成部分，而該融資組成部分為客戶提供超過一年的貨品或服務轉讓融資的重大利益時，收入按應收款項的現值計量，並利用將於本集團與客戶在合約開始時的單獨融資交易中反映的貼現率貼現。當合約包含融資組成部分，而該融資組成部分為本集團提供超過一年的重大財務利益時，根據合約確認的收入包括根據實際利率法在合約負債上加算的利息開支。就客戶付款至轉讓承諾貨品或服務的期限為一年或以下的合約而言，交易價格利用國際財務報告準則第15號中的可行權宜方法，不會就重大融資組成部分的影響作出調整。

銷售工業產品

來自銷售工業產品的收入於資產控制權轉移至客戶的時間點(一般為交付貨品時)確認。

提供服務

本集團於提供專業開採服務以及諮詢管理服務時確認該等服務的收入。

其他收入

利息收入利用實際利率法以應計基準確認，所用利率為於金融工具預期年期或更短期間(如適用)內將估計未來現金收款確切貼現至金融資產賬面淨額的利率。

合約負債

當於本集團轉移相關貨品或服務前客戶已支付款項或款項已到期(以較早者為準)時，本集團會確認合約負債。合約負債於本集團履約(即向客戶轉移相關貨品或服務的控制權)時確認為收入。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in note 11 to the financial statements.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the Directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including Directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by an external valuer using a binomial model, further details of which are given in note 30 to the financial statements.

2.4 主要會計政策概要 *(續)*

借貸成本

本集團將直接屬於購買、建築或生產合資格資產（即需要一段長時間方可用作擬定用途或出售的資產）的借貸成本撥充資本，作為該等資產的部分成本。當資產大致上已預備妥當可用作擬定用途或出售時，本集團終止將借貸成本撥充資本。於特別借貸用作合資格資產開支前的暫時投資所賺取的投資收入，會由資本化借貸成本中減除。所有其他借貸成本會於產生期間支銷。借貸成本包括實體就借取資金產生的利息及其他成本。

股息

末期股息於其在股東大會上獲股東批准時確認為負債。建議末期股息於財務報表附註11披露。

因本公司組織章程大綱及細則授權董事宣派中期股息，故中期股息同時獲建議及宣派。因此，中期股息於建議及宣派後隨即確認為負債。

以股份為基礎的付款

本公司設有一項股份期權計劃，旨在向對本集團業務成功有所貢獻的合資格參與人提供獎勵及獎賞。本集團僱員（包括董事）按以股份為基礎的付款形式收取薪酬，以提供服務作為獲得股本工具（「股權結算交易」）的代價。

與僱員進行股權結算交易的成本參照股本工具於授出當日的公平值計量。公平值由外聘估值師採納二項模式計算，其進一步詳情載於財務報表附註30。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Share-based payments *(Continued)*

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

2.4 主要會計政策概要 *(續)*

以股份為基礎的付款 *(續)*

股權結算交易成本連同股權的相應增加於服務條件達成期間在僱員福利開支確認。於各報告期末至歸屬日期就股權結算交易所確認的累計開支，反映已屆滿的歸屬期及本集團就將最終歸屬股本工具數目作出的最佳估計。期內扣自或計入損益的數額指期初及期終確認的累計開支變動。

於釐定獎勵於授出日期的公平值時不會考慮服務及非市場表現條件，但會評估達成該等條件的可能性，作為本集團對最終歸屬的權益工具數量的最佳估計。市場表現條件反映於授出日期的公平值內。獎勵所附帶但並無相關服務要求的任何其他條件會視為非歸屬條件。除非另有服務及／或表現條件，否則非歸屬條件反映於獎勵的公平值內，並即時支銷獎勵。

對於因並未符合非市場表現及／或服務條件而最終並無歸屬的獎勵，本集團不會確認開支。倘獎勵包括市場或非歸屬條件，則不論市場或非歸屬條件是否達成，交易亦會視為歸屬處理，惟所有其他表現及／或服務條件須已達成。

倘股權結算獎勵的條款有所修訂，假若已符合獎勵原訂條款，所確認開支最少須達到猶如條款並無任何修訂的水平。此外，倘按修訂日期計量，任何修訂導致以股份為基礎的付款的公平值總額有所增加，或對僱員帶來其他利益，則就該等修訂確認開支。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Share-based payments *(Continued)*

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

Other employee benefits

Pension schemes

The employees of the subsidiaries in PRC are required to participate in a defined central pension scheme managed by the local municipal government of the areas in PRC in which they operate. These subsidiaries are required to contribute a certain percentage of the relevant part of the payroll of these employees to the central pension scheme. The Group has no obligation for the payment of retirement benefits beyond the annual contributions. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

In addition to the above, the Group also participates in a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the MPF Scheme for its employee in Hong Kong. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund.

The subsidiary that incorporated and operated in Singapore is obligated to contribute to an independently administered fund (such as the Central Provident Fund in Singapore, a government managed defined contribution retirement benefit plan).

2.4 主要會計政策概要 *(續)*

以股份為基礎的付款 *(續)*

倘股權結算獎勵被取消，則會被視為於取消當日已歸屬處理，並須就有關獎勵即時確認任何尚未確認的開支。此包括未能達成本集團或僱員控制範圍內非歸屬條件的任何獎勵。然而，倘有新獎勵取代已取消的獎勵，並於授出當日指定為取代獎勵，則已取消的獎勵及新獎勵將被視為根據前段所述原有獎勵的修訂。

尚未行使期權的攤薄影響已反映於計算每股盈利時的額外股份攤薄。

其他僱員福利

退休金計劃

於中國的子公司的僱員需參與由該等子公司經營所在中國地區的地方市政府經營的定額中央退休金計劃。該等子公司需將該等僱員薪金有關部分的若干百分比供款予該中央退休金計劃。本集團並無義務支付超出年度供款以外的退休福利。該等供款於其按照中央退休金計劃規則成為應付款時於損益扣除。

除上述者外，本集團亦為其香港僱員參與指定供款強制性公積金退休福利計劃（「強積金計劃」）項下的強積金計劃。供款按照強積金計劃規則，基於僱員基礎薪金的若干百分比計算，並於應付時自損益扣除。強積金計劃資產與本集團資產獨立持有，由一個獨立管理基金持有。

於新加坡註冊成立及經營的子公司有義務向獨立管理基金（如新加坡中央公積金，一項由政府管理的指定供款退休福利計劃）供款。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Other employee benefits *(Continued)*

Pension schemes (Continued)

The subsidiary that incorporated and operated in Australia pays fixed contributions in relation to several state plans and insurances for individual employees on a mandatory and contractual basis.

Save as disclosed, the Group has no legal or constructive obligations to pay contributions in addition to its fixed contributions, which are recognised as an expense in the period that related employee services are received.

Housing fund

Contributions to a defined contribution housing fund administered by the Public Accumulation Funds Administration Centre in PRC are charged to profit or loss as incurred.

Foreign currencies

These financial statements are presented in RMB, which is the functional currency of the Company. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

2.4 主要會計政策概要 *(續)*

其他僱員福利 *(續)*

退休金計劃(續)

於澳洲註冊成立及經營的子公司按強制或合約方式為個別僱員向若干國營計劃及保險作出定額供款。

除所披露者外，本集團並無法定或推定責任支付其定額供款以外的供款，而定額供款乃於獲得相關僱員服務的期間內確認為開支。

住房公積金

屬於由中國公積金管理中心管理的指定供款住房公積金的供款於產生時於損益扣除。

外幣

本財務報表以人民幣呈列，而人民幣為本公司的功能貨幣。本集團內的實體各自決定其功能貨幣，各實體的財務報表項目均以所定功能貨幣計量。本集團實體入賬的外幣交易初始按交易日通行的有關功能貨幣的匯率入賬。以外幣為計價單位的貨幣資產及負債，按有關功能貨幣於報告期末的匯率進行換算。因結算或換算貨幣項目而產生的差額於損益確認。

按歷史成本計量、以外幣列賬的非貨幣項目，採納初始交易日期的匯率換算。按公平值計量、以外幣列賬的非貨幣項目，採納計量公平值日期的匯率換算。換算按公平值計量的非貨幣項目而產生的收益或虧損，按確認該項目的公平值變動的收益或虧損一致的方法處理(即公平值收益或虧損於其他全面收益或損益確認的項目的換算差額亦分別於其他全面收益或損益確認)。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Foreign currencies *(Continued)*

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of certain overseas subsidiaries are currencies other than RMB. As at the end of the reporting period, the assets and liabilities of these entities are translated into RMB at the exchange rates prevailing at the end of the reporting period and their profit or loss are translated into RMB at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

3. SIGNIFICANT ACCOUNTING, JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgement

Revenue recognition

The Group applies judgements in determining whether it is principally involved in the trading of coals and steels. The Group concludes that it acts as a principal and recognises revenue in the gross amount as the Group has the ability to direct the use of coals and steels and obtain substantially all of the remaining benefits from coals and steel before transferring to the customers and has discretion in establishing the price for coals and steels.

2.4 主要會計政策概要 *(續)*

外幣 *(續)*

為於終止確認有關預收預付代價的非貨幣資產或非貨幣負債時釐定初始確認相關資產、開支或收入所用的匯率，初始交易日期為本集團初始確認預收預付代價所產生非貨幣資產或非貨幣負債之日。倘有多筆預繳或預收款項，則本集團會就每筆預付或預收代價釐定交易日期。

若干海外子公司的功能貨幣為人民幣以外的貨幣。於報告期末，該等實體的資產及負債按報告期末通行的匯率換算為人民幣，而損益則按年內加權平均匯率換算為人民幣。

所產生的匯兌差額於其他全面收益確認並於匯兌波動儲備累計。於海外業務出售時，與該特定海外業務有關的其他全面收益部分於損益確認。

3. 重大會計法、判斷及估計

本集團財務報表的編製需要管理層作出影響收入、開支、資產及負債呈報金額及相關披露以及或有負債的披露的判斷、估計及假設。該等假設及估計固有的不明朗因素可導致未來須對受影響資產或負債的賬面金額進行重大調整。

判斷

收入確認

本集團於釐定是否主要參與煤炭及鋼材買賣時會運用判斷。本集團的結論為，由於其有能力指示煤炭及鋼材的用途，於煤炭及鋼材轉移至客戶前從煤炭及鋼材獲得絕大部分剩餘利益，且可酌情設定煤炭及鋼材的價格，故其乃以主事人身份行事，並以總額確認收入。

3. SIGNIFICANT ACCOUNTING ESTIMATES *(Continued)*

Estimation uncertainty

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

(a) Provision for expected credit losses on trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by customer type and rating).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in note 20 to the financial statements.

3. 重大會計法、判斷及估計 *(續)*

估計不明朗因素

涉及未來的主要假設及於報告期末估計不明朗因素的其他主要來源(前述因素均擁有導致下個財政年度的資產及負債賬面金額出現大幅調整的重大風險)討論如下：

(a) 應收賬款預期信用損失撥備

本集團利用撥備矩陣計算應收賬款的預期信用損失。撥備率乃基於多個具有類似虧損模式的客戶分部組別(即按客戶類別及評級劃分)的逾期天數釐定。

撥備矩陣初始以本集團觀察所得的歷史違約率為基礎。本集團將校準矩陣，以利用前瞻性資料調整歷史信用損失經驗。舉例而言，倘預測經濟狀況(即國內生產總值)預期於來年轉差，導致違約宗數上升，則會調整歷史違約率。於各報告日期，本集團會更新其觀察所得的歷史違約率，並分析前瞻性估計的變動。

對觀察所得的歷史違約率、預測經濟狀況及預期信用損失三者之相互關係的評估屬重大估計。預期信用損失的金額易受狀況變動及預測經濟狀況影響。本集團的歷史信用損失經驗及對經濟狀況的預測亦未必能反映客戶日後的實際違約情況。有關預期信用損失對本集團應收賬款的資料於財務報表附註20披露。

3. SIGNIFICANT ACCOUNTING ESTIMATES *(Continued)*

Estimation uncertainty *(Continued)*

(b) PRC corporate income tax ("PRC CIT")

The Group's operating subsidiaries in PRC are subject to PRC CIT. As a result of the fact that certain matters relating to PRC CIT have not been confirmed by the relevant local tax authorities, objective estimates based on currently enacted tax laws, regulations and other related policies are required in determining the provision for PRC CIT to be made. Where the final tax outcome of these matters is different from the amounts originally recorded, the differences will impact the income tax expense and tax provision in the period in which the differences realise. The carrying amount of PRC CIT payable as at 31 December 2020 was RMB11,266,000 (2019: RMB9,435,000).

(c) Useful lives of property, plant and equipment

The Group estimates useful lives and related depreciation charges for its items of property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of items of property, plant and equipment of similar nature and functions. It could change significantly as a result of technical innovations and actions of its competitors. Management will increase the depreciation charge where useful lives are less than previously estimated, or it will record an impairment provision for technically obsolete assets that have been abandoned. The carrying amount of property, plant and equipment as at 31 December 2020 was RMB155,431,000 (2019: RMB190,849,000). Further details are given in note 13 to the financial statements.

3. 重大會計法、判斷及估計 *(續)*

估計不明朗因素 *(續)*

(b) 中國企業所得稅

本集團的中國營運子公司須繳納中國企業所得稅。由於當地相關稅務機構尚未確認有關中國企業所得稅的若干事件，故需要基於對目前制定的稅務法律、法規及其他相關政策的客觀估計釐定中國企業所得稅撥備。倘該等事件的最後稅項不同於最初記錄的金額，則差額將影響於差額實現期間的所得稅開支及稅項撥備。於2020年12月31日，應付中國企業所得稅的賬面金額為人民幣11,266,000元（2019年：人民幣9,435,000元）。

(c) 物業、廠房及設備的可使用年期

本集團估計其物業、廠房及設備項目的可使用年期及相關折舊費用。該估計乃基於類似性質及功能的物業、廠房及設備項目的實際可使用年期的過往經驗釐定，並可能因技術創新及產業競爭者間的行為而有重大改變。倘可使用年期少於先前的估計年期，則管理層將增加折舊費用，或將記錄已報廢的過時技術資產減值撥備。於2020年12月31日，物業、廠房及設備的賬面金額為人民幣155,431,000元（2019年：人民幣190,849,000元）。進一步詳情載於財務報表附註13。

3. SIGNIFICANT ACCOUNTING ESTIMATES *(Continued)*

Estimation uncertainty *(Continued)*

(d) Mine reserves

Engineering estimates of the Group's mine reserves are inherently imprecise and represent only approximate amounts because of the significant judgements involved in developing such information. There are authoritative guidelines regarding the engineering criteria that have to be met before estimated mine reserves can be designated as "proved" and "probable". Proved and probable mine reserve estimates are updated at regular intervals taking into account recent production and technical information about each mine. In addition, as prices and cost levels change from year to year, the estimate of proved and probable mine reserves also changes. This change is considered a change in estimates for accounting purposes and is reflected on a prospective basis in both depreciation and amortisation rates calculated on the UOP method and the time period for discounting the rehabilitation provision. Changes in the estimate of mine reserves are also taken into account in impairment assessments of non-current assets.

(e) Exploration rights and assets

The application of the Group's accounting policy for exploration right and assets requires estimation in determining whether it is likely that future economic benefits will result either from future exploitation or sale or whether activities have not reached a stage which permits a reasonable assessment of the existence of reserves. The determination of mine reserves is itself an estimation process with varying degrees of uncertainty depending on sub-classification. Estimates and assumptions made may change if new information becomes available. If, after expenditure is capitalised, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalised is written off in profit or loss in the period when the new information becomes available. The carrying amount of exploration rights and assets as at 31 December 2020 was RMB65,991,000 (2019: RMB65,991,000). Further details are given in note 14 to the financial statements.

3. 重大會計法、判斷及估計 *(續)*

估計不明朗因素 *(續)*

(d) 礦場儲量

鑑於編製本集團礦場儲量的技術估計涉及重要判斷，這些資料存在固有不精確性，並僅屬於相若數額。在估計礦場儲量可確定為「證實」及「概略」儲量之前，本公司需要遵從若干有關技術標準的權威性指引。證實及概略礦場儲量的估計定期更新，並考慮各個礦場最近的生產及技術資料。此外，由於價格及成本水平逐年變更，因此，證實及概略礦場儲量的估計亦會出現變動。就會計目的而言，該等變動視為估計變更，並按未來適用法反映在未來根據生產單位方法計算得出的折舊及攤銷比率及貼現復原撥備的時間中。礦場儲量估計的變動亦計入非流動資產的減值評估。

(e) 勘探權及資產

於對勘探權及資產應用本集團的會計政策時，需要對未來開採或銷售是否可能帶來未來經濟利益，或者活動是否未達到足以對是否存在儲量作出合理評估的階段的活動的決定作出估計。釐定礦場儲量本身即為估計程序，視乎細分類別而涉及不同程度的不明朗因素。倘獲得新資料，則所作出的估計及假設可能改變。倘於開支撥充資本後獲得資料顯示開支不大可能收回，則撥充資本的金額於獲得新資料期內的損益中撇銷。於2020年12月31日，勘探權及資產的賬面金額為人民幣65,991,000元（2019年：人民幣65,991,000元）。進一步詳情載於財務報表附註14。

3. SIGNIFICANT ACCOUNTING ESTIMATES *(Continued)*

Estimation uncertainty *(Continued)*

(f) Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated cost to be incurred to completion and disposal. These estimates are based on the current market condition and the historical experience of selling products of a similar nature. It could change significantly as a result of changes in downstream industries that consume the Group's products. Management reassesses these estimates at the end of each reporting period. The carrying amount of inventories as at 31 December 2020 was RMB5,814,000 (2019: RMB29,418,000). Further details are given in note 19 to the financial statements.

(g) Provision for rehabilitation

Provision for rehabilitation is based on estimates of future expenditures incurred by management to undertake rehabilitation and restoration work which were discounted at a rate of 6.27% as at 31 December 2020 (2019: 6.27%) reflecting the term and nature of the obligations to their present values. Significant estimates and assumptions are made in determining the provision for rehabilitation as there are numerous factors that will affect the ultimate liability payable. These factors include estimates of the extent and costs of rehabilitation activities, technological changes, regulatory changes, cost increases and changes in the discount rate. Those uncertainties may result in future actual expenditure differing from the amounts currently provided. The provision at the end of the reporting period represents management's best estimate of the present value of the future rehabilitation costs required. Changes to estimated future costs are recognised in the consolidated statement of financial position by adjusting the rehabilitation asset and liability. The carrying amount of provision for rehabilitation as at 31 December 2020 was RMB13,654,000 (2019: RMB12,847,000). Further details are contained in note 28 to the financial statements.

3. 重大會計法、判斷及估計 *(續)*

估計不明朗因素 *(續)*

(f) 存貨的可變現淨值

存貨的可變現淨值乃於日常業務過程中的估計售價，扣除估計完成成本及出售成本。該等估計乃基於現有市況及銷售同類性質產品的歷史經驗為基準進行，並可因耗用本集團產品的下游行業變動而顯著改變。管理層於各報告期末重新評估有關估計。於2020年12月31日，存貨的賬面金額為人民幣5,814,000元（2019年：人民幣29,418,000元）。進一步詳情載於財務報表附註19。

(g) 復原撥備

復原撥備乃基於管理層所承擔以進行復原及修復工作產生的未來開支估計，其按2020年12月31日的比率6.27%（2019年：6.27%）貼現至現值，以反映責任的年期及性質。重大估計及假設乃用以決定復原撥備而作出，因為多項因素均會影響最終應付負債。該等因素包括復原活動的範圍及成本、技術變動、監管變動、成本上升及貼現率變動的估計。該等不明朗因素可能導致將來實際開支與現時的撥備金額有所不同。報告期末的撥備指管理層對未來所需復原成本現值的最佳估計。估計未來成本變動透過調整復原活動的資產及負債而於綜合財務狀況表中確認。於2020年12月31日，復原撥備的賬面金額為人民幣13,654,000元（2019年：人民幣12,847,000元）。進一步詳情載於財務報表附註28。

3. SIGNIFICANT ACCOUNTING ESTIMATES *(Continued)*

Estimation uncertainty *(Continued)*

(h) Deferred tax assets

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the tax losses can be utilised. Estimates of future taxable income are based on forecast cash flows from operations and the application of existing tax laws in each jurisdiction. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Group to realise the deferred tax assets recorded at the end of the reporting period could be impacted. The gross amount of deferred tax assets recognised as at 31 December 2020 was RMB14,824,000 (2019: RMB12,783,000). The amounts of unrecognised tax losses and unrecognised deductible temporary differences as at 31 December 2020 were RMB1,051,268,000 (2019: RMB1,081,481,000) and RMB119,234,000 (2019: RMB120,883,000), respectively. Further details are contained in note 18 to the financial statements.

Additionally, future changes in tax laws and regulations in the jurisdictions in which the Group operates could limit the ability of the Group to obtain tax deductions on taxable income in future periods.

(i) Valuation of financial assets at fair value through profit or loss

The Group's exchangeable notes are designated upon initial recognition as at fair value through profit or loss and re-measured to fair value through profit or loss in subsequent reporting periods. The fair value of the exchangeable notes was estimated by management and the estimation included some assumptions not supported by observable market prices or rates and hence they are subject to uncertainty. Favourable or unfavourable changes to these assumptions would result in significant changes in the fair value of the exchangeable notes and the corresponding adjustments to the amount of gain or loss reported in profit or loss. The fair value of the exchangeable notes at 31 December 2020 was nil (2019: Nil).

3. 重大會計法、判斷及估計 *(續)*

估計不明朗因素 *(續)*

(h) 遞延稅項資產

本集團就所有可扣稅暫時差額及未動用稅項虧損確認遞延稅項資產，但須以將有應課稅利潤以動用可扣稅暫時差額及稅項虧損以作對銷為限。未來應課稅收入的估計乃基於營運的預測現金流量及各司法權區的現有稅法應用作出。如未來現金流量及應課稅收入與估計有重大差異，則本集團變現於報告期末錄得的遞延稅項資產的能力會受到影響。於2020年12月31日，已確認遞延稅項資產總額為人民幣14,824,000元（2019年：人民幣12,783,000元）。於2020年12月31日的未確認稅項虧損及未確認可扣稅暫時差額金額分別為人民幣1,051,268,000元（2019年：人民幣1,081,481,000元）及人民幣119,234,000元（2019年：人民幣120,883,000元）。進一步詳情載於財務報表附註18。

此外，本集團營運所在的司法權區的稅務法律及規例的未來變動可限制本集團於未來期間就應課稅收入獲得稅項減免的能力。

(i) 按公平值計量而其變動計入損益的金融資產的估值

本集團的可轉換票據於初始確認時指定為按公平值計量而其變動計入損益並於其後報告期重新計量至公平值而其變動計入損益。可轉換票據的公平值由管理層估計，估計包括未有可觀察市價或費率支持的若干假設，因此，該等假設存在不明朗因素。該等假設的有利或不利變動將導致可轉換票據的公平值出現重大變動，並對於損益內呈報的收益或虧損金額作出相應調整。於2020年12月31日，可轉換票據的公平值為零（2019年：零）。

3. SIGNIFICANT ACCOUNTING ESTIMATES *(Continued)*

Estimation uncertainty *(Continued)*

(j) Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each reporting period. Definite life non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. Based on the existing market conditions, impairment indicators were identified for the Group's main mining cash-generating units, other pre-development stage mining rights, and exploration rights and assets. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its VIU. The calculation of the fair value less costs to sell is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When VIU calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows. The accumulated impairment amounts for property, plant and equipment, intangible assets and other intangible asset at 31 December 2020 were RMB7,485,000 (2019: RMB8,527,000), RMB113,722,000 (2019: RMB113,722,000) and nil (2019: RMB6,545,000), respectively.

3. 重大會計法、判斷及估計 *(續)*

估計不明朗因素 *(續)*

(j) 非金融資產(商譽除外)的減值

本集團會於各報告期末評估所有非金融資產(包括使用權資產)是否有任何減值跡象。具有限定年期的非金融資產於有跡象表明其賬面金額可能無法收回時進行減值測試。基於現行市況,本集團的主要採礦現金產生單位、其他尚未開發的採礦權以及勘探權及資產存在減值跡象。當資產或現金產生單位的賬面值超過其可收回金額時則存在減值,可收回金額為其公平值減銷售成本及其使用價值的較高者。公平值減銷售成本乃基於類似資產的公平交易的有約束力銷售交易或可觀察市價減出售資產的增量成本的可用數據計算。於計算使用價值時,管理層須估計資產或現金產生單位的預期未來現金流量,並選用合適的貼現率,以計算現金流量的現值。於2020年12月31日,物業、廠房及設備、無形資產以及其他無形資產的累計減值金額分別為人民幣7,485,000元(2019年:人民幣8,527,000元)、人民幣113,722,000元(2019年:人民幣113,722,000元)及無(2019年:人民幣6,545,000元)。

3. SIGNIFICANT ACCOUNTING ESTIMATES *(Continued)*

Estimation uncertainty *(Continued)*

(k) Leases – Estimating the IBR

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an 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).

3. 重大會計法、判斷及估計 *(續)*

估計不明朗因素 *(續)*

(k) 租賃－估計遞增借貸利率

本集團不能可靠地釐定租賃內含利率，因此使用遞增借貸利率計量租賃負債。遞增借貸利率乃本集團於相類經濟環境下，為取得與使用權資產價值相若的資產，按相若條款及擔保借入必要資金應支付的利率。因此，遞增借貸利率反映本集團「應支付」的內容；當並無可供觀察的利率（例如就並無訂立融資交易的子公司而言）時，或有需要為反映租賃條款及條件而作出調整時（例如當租賃並非按子公司的功能貨幣計算時），須作出估計。本集團使用可觀察輸入值（例如市場利率）（如有）估計遞增借貸利率，並須作出若干實體特定估計（例如子公司的獨立信貸評級）。

4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their services and products and has three (2019: four) reportable operating segments as follows:

(a) the high-Fe mining operation segment comprises the operation of sale of self-produced high-grade iron concentrates within the range of 65% TFe to 72% TFe and the provision of consultancy and management services;

(b) the trading segment comprises the operation of sale of traded products;

(c) the corporate and others segment covers the non-operating activities supporting the Group which includes the central functions such as the functional costs that have not been allocated to the other segments.

The Directors monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax from continuing operations. The adjusted profit/loss before tax is measured consistently with the Group's profit/loss before tax except that other income, other expenses, non-lease-related finance costs and fair value losses on financial assets at fair value through profit or loss are excluded from such measurement.

Segment assets exclude deferred tax assets, pledged deposits and cash and cash equivalents as these assets are managed on a group basis.

Segment liabilities exclude interest-bearing bank and other borrowings and tax payable as these liabilities are managed on a group basis.

4. 經營分部資料

本集團基於業務單位的服務及產品劃分為該等單位進行管理，三個（2019年：四個）可呈報經營分部如下：

(a) 高鐵品位採礦業務分部包括銷售TFe含量介乎65%至72%的自產高品位鐵精礦業務以及提供顧問及管理服務；

(b) 買賣分部包括銷售貿易產品業務；

(c) 企業及其他分部涵蓋支援本集團的非經營活動，包括中央職能（如未有分配至其他分部的功能性成本）。

董事分開監察本集團各經營分部的業績，以就資源分配及表現評估作出決策。分部表現基於可呈報分部利潤／虧損評估，而可呈報分部利潤／虧損乃計量持續經營業務的經調整稅前利潤／虧損的基準。除於計量時剔除其他收入、其他開支、非租賃相關財務成本及按公平值計量而其變動計入損益的金融資產的公平值虧損外，經調整稅前利潤／虧損的計量方式與本集團稅前利潤／虧損的計量方式一致。

由於遞延稅項資產、已質押存款以及現金及現金等價物按集團基準管理，故分部資產不包括該等資產。

由於計息銀行及其他借貸以及應付稅款乃按集團基準管理，故分部負債不包括該等負債。

4. OPERATING SEGMENT INFORMATION *(Continued)*

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

4. 經營分部資料 *(續)*

分部間銷售及轉讓乃參照按當時通行市價向第三方作出銷售所用的售價交易。

Year ended 31 December 2020

截至2020年12月31日止年度

		High-Fe mining operation 高鐵品位採礦業務 RMB'000 人民幣千元	Trading 買賣 RMB'000 人民幣千元	Corporate and others 企業及其他 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Segment revenue	**分部收入**				
Sales to external customers	向外部客戶作出的銷售	87,079	401,056	–	488,135
Revenue from continuing operations	持續經營業務收入				488,135
Segment results	**分部業績**	17,454	8,750	(13,555)	12,649
Reconciliation:	*對賬：*				
Other income	其他收入				3,864
Other expense	其他開支				(3,212)
Finance costs (other than interest on lease liabilities)	財務成本（不包括租賃負債的利息）				(5,268)
Profit before tax from continuing operations	持續經營業務稅前利潤				8,033
Segment assets	**分部資產**	342,802	169,684	723,016	1,235,502
Reconciliation:	*對賬：*				
Elimination of intersegment receivables	抵銷分部間應收款項				(135,397)
Deferred tax assets	遞延稅項資產				14,824
Cash and cash equivalents	現金及現金等價物				32,645
Pledged deposit	已質押存款				328
Assets related to discontinued operations	有關已終止經營業務的資產				77,730
Total assets	資產總值				1,225,632

4. OPERATING SEGMENT INFORMATION *(Continued)*

4. 經營分部資料 *(續)*

Year ended 31 December 2020 *(Continued)*

截至2020年12月31日止年度 *(續)*

		High-Fe mining operation 高鐵品位採礦業務 RMB'000 人民幣千元	Trading 買賣 RMB'000 人民幣千元	Corporate and others 企業及其他 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Segment liabilities	**分部負債**	**61,550**	**143,161**	**59,875**	**264,586**
Reconciliation:	*對賬：*				
Elimination of intersegment payables	抵銷分部間應付款項				**(135,397)**
Interest-bearing bank and other loans	計息銀行及其他貸款				**84,735**
Tax payable	應付稅款				**11,266**
Liabilities related to discontinued operations	有關已終止經營業務的負債				**84,990**
Total liabilities	負債總額				**310,180**
Other segment information	**其他分部資料**				
Provision for/(reversal of) impairment losses on trade receivables, net (note 7)	應收賬款減值虧損撥備／(撥回)淨額（附註7）	**170**	**(1,649)**	**–**	**(1,479)**
Depreciation and amortisation	折舊及攤銷	**12,557**	**–**	**753**	**13,310**
Capital expenditure* (note 13)	資本開支*（附註13）	**12,494**	**–**	**2,206**	**14,700**

* Capital expenditure consists of additions to property, plant and equipment.

* 資本開支包括添置物業、廠房及設備。

4. OPERATING SEGMENT INFORMATION *(Continued)*

4. 經營分部資料 *(續)*

Year ended 31 December 2019
(Re-presented)

截至2019年12月31日止年度
(經重列)

		High-Fe mining operation 高鐵品位採礦業務 RMB'000 人民幣千元	Trading 買賣 RMB'000 人民幣千元	Corporate and others 企業及其他 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Segment revenue	**分部收入**				
Sales to external customers	向外部客戶作出的銷售	82,493	435,144	–	517,637
Intersegment sales	分部間銷售	4,733	–	–	4,733
		87,226	435,144	–	522,370
Reconciliation:	*對賬：*				
Elimination of intersegment sales	抵銷分部間銷售				(4,733)
Revenue from continuing operations	持續經營業務收入				517,637
Segment results	**分部業績**	15,671	13,841	(11,970)	17,542
Reconciliation:	*對賬：*				
Other income	其他收入				409
Other expense	其他開支				(417)
Finance costs	財務成本				(3,139)
Profit before tax from continuing operations	持續經營業務稅前利潤				14,395
Segment assets	**分部資產**	343,741	190,672	4,598,439	5,132,852
Reconciliation:	*對賬：*				
Elimination of intersegment receivables	抵銷分部間應收款項				(4,027,826)
Deferred tax assets	遞延稅項資產				12,783
Cash and cash equivalents	現金及現金等價物				26,689
Assets related to discontinued operations	有關已終止經營業務的資產				125,434
Total assets	資產總值				1,269,932

4. OPERATING SEGMENT INFORMATION *(Continued)*

4. 經營分部資料 *(續)*

Year ended 31 December 2019 *(Continued)*
(Re-presented)

截至2019年12月31日止年度 *(續)*
(經重列)

		High-Fe mining operation 高鐵品位採礦業務 RMB'000 人民幣千元	Trading 買賣 RMB'000 人民幣千元	Corporate and others 企業及其他 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Segment liabilities	**分部負債**	248,951	191,654	3,676,140	4,116,745
Reconciliation:	*對賬：*				
Elimination of intersegment payables	抵銷分部間應付款項				(4,004,144)
Interest-bearing bank and other loans	計息銀行及其他貸款				99,247
Tax payable	應付稅款				9,435
Liabilities related to discontinued operations	有關已終止經營業務的負債				107,035
Total liabilities	負債總額				328,318
Other segment information	**其他分部資料**				
Provision for/(reversal of) impairment losses on trade receivables, net (note 7)	應收賬款減值虧損撥備／(撥回)淨額(附註7)	6	(8,850)	–	(8,844)
Provision for/(reversal of) impairment losses on financial assets included in prepayments, other receivables and other assets (note 7)	計入預付款項、其他應收款項及其他資產的金融資產減值虧損撥備／(撥回)(附註7)	(2)	–	606	604
Depreciation and amortisation	折舊及攤銷	7,489	–	579	8,068
Capital expenditure*	資本開支*	32,526	–	5,688	38,214

* Capital expenditure consists of additions to property, plant and equipment.

* 資本開支包括添置物業、廠房及設備。

4. OPERATING SEGMENT INFORMATION *(Continued)*

Entity-wide disclosures

Geographical information

(a) *Revenue from external customers*

The following table sets out information about the geographical locations of the Group's revenue from external customers during the year. The geographical locations of customers are determined based on the locations designated by the customers at which the goods were delivered or services were rendered.

4. 經營分部資料 *(續)*

實體整體披露

地域資料

(a) *來自外部客戶的收入*

下表載列年內本集團來自外部客戶收入的地域資料。客戶的所在地乃基於客戶指定交付貨品或提供服務的地點釐定。

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Domestic – PRC	國內－中國	**488,135**	517,637
		488,135	517,637

(b) *Non-current assets*

(b) *非流動資產*

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
PRC	中國	**897,183**	887,844
Australia	澳洲	**–**	41,984
Singapore	新加坡	**587**	394
Hong Kong	香港	**173**	608
		897,943	930,830

The non-current asset information of continuing operations above is based on the locations of the assets and excludes prepayments, other receivables and other assets and deferred tax assets.

上述持續經營業務的非流動資產資料以資產的所在地為基礎，且不包括預付款項、其他應收款項及其他資產以及遞延稅項資產。

4. OPERATING SEGMENT INFORMATION *(Continued)*

Entity-wide disclosures *(Continued)*

Information about major customers

Revenue from each of the major customers, which amounted to 10% or more of the total revenue, is set out below:

4. 經營分部資料 *(續)*

實體整體披露 *(續)*

主要客戶資料

來自佔總收入10%或以上的各主要客戶的收入載列如下：

		2020 **2020年** **RMB'000** **人民幣千元**	2019 2019年 RMB'000 人民幣千元
Customer A	客戶甲	**400,777**	435,144
Customer B	客戶乙	**72,907**	62,719
Customer C	客戶丙	**8,490**	8,072

5. REVENUE AND OTHER INCOME

An analysis of revenue is as follows:

5. 收入及其他收入

收入分析如下：

		2020 **2020年**		2019 2019年	
		RMB'000 **人民幣千元**	**%**	RMB'000 人民幣千元	%
Revenue from contracts with customers	*客戶合約收入*				
Sale of industrial products:	銷售工業產品：				
High-grade iron concentrates	高品位鐵精礦	**78,966**	**16.2**	79,112	15.3
Coals	煤炭	**–**	**–**	6,347	1.2
Steels	鋼鐵	**401,056**	**82.2**	428,797	82.8
Rendering of consultancy and management services	提供顧問及管理服務	**8,113**	**1.6**	3,381	0.7
		488,135	**100.0**	517,637	100.0

5. REVENUE AND OTHER INCOME *(Continued)* 5. 收入及其他收入 *(續)*

Revenue from contracts with customers 客戶合約收入

(a) Disaggregated revenue information *(a) 已拆分收入資料*

For the year ended 31 December 2020 **截至2020年12月31日止年度**

Segments	分部	High-Fe mining operation 高鐵品位採礦業務 RMB'000 人民幣千元	Trading 買賣 RMB'000 人民幣千元	Corporate and others 企業及其他 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Types of goods or services	**貨品或服務類別**				
High-grade iron concentrates	高品位鐵精礦	78,966	–	–	78,966
Trading of steels	鋼鐵貿易	–	401,056	–	401,056
Rendering of consultancy and management services	提供顧問及管理服務	8,113	–	–	8,113
		87,079	401,056	–	488,135
Geographical markets	**地域市場**				
PRC	中國	87,079	401,056	–	488,135
		87,079	401,056	–	488,135
Time of revenue recognition	**收入確認時間**				
Goods transferred at a point in time	於某一時間點轉讓的貨品	78,966	401,056	–	480,022
Services transferred over time	隨時間轉讓的服務	8,113	–	–	8,113
		87,079	401,056	–	488,135

5. REVENUE AND OTHER INCOME *(Continued)*
Revenue from contracts with customers *(Continued)*

(a) *Disaggregated revenue information (Continued)*

For the year ended 31 December 2019

5. 收入及其他收入 *(續)*
客戶合約收入 *(續)*

(a) *已拆分收入資料(續)*

截至2019年12月31日止年度

Segments	分部	High-Fe mining operation 高鐵品位採礦業務 RMB'000 人民幣千元	Trading 買賣 RMB'000 人民幣千元	Corporate and others 企業及其他 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Type of goods or services	**貨品或服務類別**				
High-grade iron concentrates	高品位鐵精礦	79,112	–	–	79,112
Trading of coals	煤炭貿易	–	6,347	–	6,347
Trading of steels	鋼鐵貿易	–	428,797	–	428,797
Rendering of consultancy and management services	提供顧問及管理服務	3,381	–	–	3,381
		82,493	435,144	–	517,637
Geographical markets	**地域市場**				
PRC	中國	82,493	435,144	–	517,637
		82,493	435,144	–	517,637
Time of revenue recognition	**收入確認時間**				
Goods transferred at a point in time	於某一時間點轉讓的貨品	79,112	435,144	–	514,256
Services transferred over time	隨時間轉讓的服務	3,381	–	–	3,381
		82,493	435,144	–	517,637

5. REVENUE AND OTHER INCOME *(Continued)*

Revenue from contracts with customers *(Continued)*

(a) Disaggregated revenue information (Continued)

Set out below is the reconciliation of the revenue from contracts with customers with the amounts disclosed in segment information:

For the year ended 31 December 2020

There were no intersegment sales for the year ended 31 December 2020.

5. 收入及其他收入 *(續)*

客戶合約收入 *(續)*

(a) 已拆分收入資料 (續)

下文載列客戶合約收入與分部資料內披露的金額的對賬：

截至2020年12月31日止年度

截至2020年12月31日止年度並無任何分部間銷售。

Segments	分部	High-Fe mining operation 高鐵品位採礦業務 RMB'000 人民幣千元	Trading 買賣 RMB'000 人民幣千元	Corporate and others 企業及其他 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Revenue from contracts with customers	**客戶合約收入**				
External customers	外部客戶	**87,079**	**401,056**	**–**	**488,135**
Intersegment sales	分部間銷售	**–**	**–**	**–**	**–**
		87,079	**401,056**	**–**	**488,135**
Intersegment adjustments and eliminations	分部間調整及抵銷	**–**	**–**	**–**	**–**
Total revenue from contracts with customers	客戶合約收入總額	**87,079**	**401,056**	**–**	**488,135**

5. REVENUE AND OTHER INCOME *(Continued)*
Revenue from contracts with customers *(Continued)*

(a) *Disaggregated revenue information (Continued)*

For the year ended 31 December 2019

Segments	分部	High-Fe mining operation 高鐵品位採礦業務 RMB'000 人民幣千元	Trading 買賣 RMB'000 人民幣千元	Corporate and others 企業及其他 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Revenue from contracts with customers	**客戶合約收入**				
External customers	外部客戶	82,493	435,144	–	517,637
Intersegment sales	分部間銷售	4,733	–	–	4,733
		87,226	435,144	–	522,370
Intersegment adjustments and eliminations	分部間調整及抵銷	(4,733)	–	–	(4,733)
Total revenue from contracts with customers	客戶合約收入總額	82,493	435,144	–	517,637

(b) *Performance obligations*

Information about the Group's performance obligations is summarised below:

Sale of industrial products

The performance obligation is satisfied upon delivery of the industrial products and payment is generally due within 120 days from delivery.

Consultancy and management services

The performance obligation is satisfied over time as services are rendered. Consultancy and management service contracts are for periods of one year or more, and are billed based on the time incurred.

At 31 December 2020 and 2019, the amount of transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) which are expected to be recognised as revenue within one year relate to sale of industrial products.

5. 收入及其他收入 *(續)*
客戶合約收入 *(續)*

(a) *已拆分收入資料(續)*

截至2019年12月31日止年度

(b) *履約責任*

有關本集團履約責任的資料概述如下：

銷售工業產品

於交付工業產品後即達成履約責任，款項一般於由交付起計120天內到期。

顧問及管理服務

履約責任乃於服務提供時隨時間達成，顧問及管理服務合約為期一年或以上，根據發生時間開具發票。

於2020年及2019年12月31日，分配至預計於一年內確認為收入的餘下履約責任(未達成或部分未達成)的交易價金額與銷售工業產品有關。

5. REVENUE AND OTHER INCOME *(Continued)*

Revenue from contracts with customers *(Continued)*

An analysis of other income from continuing operations is as follows:

5. 收入及其他收入 *(續)*

客戶合約收入 *(續)*

持續經營業務其他收入分析如下：

		Note 附註	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Other income	**其他收入**			
Bank interest income	銀行利息收入		**8**	19
Government grants	政府補助	(a)	**967**	26
Sale of raw materials	原材料銷售		**2,002**	–
Miscellaneous	其他		**887**	364
Total other income	其他收入總額		**3,864**	409

Note:

(a) There were no unfulfilled conditions or contingencies relating to these grants.

附註：

(a) 概無有關該等補助的未達成條件或非預期事項。

6. FINANCE COSTS

An analysis of finance costs from continuing operations is as follows:

6. 財務成本

持續經營業務財務成本分析如下：

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Interest on bank and other loans	銀行及其他貸款的利息	**4,461**	3,464
Interest on lease liabilities (note 16(c))	租賃負債的利息(附註16(c))	**330**	33
Unwinding of discount on provision (note 28)	撥備貼現值撥回(附註28)	**807**	(358)
		5,598	3,139

7. PROFIT BEFORE TAX FROM CONTINUING OPERATIONS

The Group's profit before tax from continuing operations was arrived at after charging/(crediting):

7. 持續經營業務稅前利潤

本集團的持續經營業務稅前利潤乃於扣除／（計入）下列各項後達致：

		Notes 附註	**2020 2020年 RMB'000 人民幣千元**	2019 2019年 RMB'000 人民幣千元
Cost of inventories sold	已售出存貨成本		**441,548**	477,107
Employee benefit expenses (including Directors' and chief executive's remuneration (note 8)):	僱員福利開支（包括董事及最高行政人員薪酬（附註8））：			
Wages and salaries	工資及薪金		**12,594**	16,852
Welfare and other benefits	福利及其他利益		**957**	670
Pension scheme contributions – Defined contribution fund	退休金計劃供款 一界定供款基金		**735**	1,727
Housing fund – Defined contribution fund	住房公積金 一界定供款基金		**308**	281
Total employee benefit expenses	僱員福利開支總額		**14,594**	19,530
Depreciation of property, plant and equipment	物業、廠房及設備折舊	13	**9,748**	6,606
Depreciation of right-of-use assets	使用權資產折舊	16(a)	**2,499**	602
Amortisation of intangible assets	無形資產攤銷	14	**1,063**	860
Depreciation and amortisation expenses	折舊及攤銷開支		**13,310**	8,068
Impairment losses recognised on:	就以下項目確認的減值虧損：			
Impairment losses on financial assets included in prepayments, other receivables and other assets, net	計入預付款項、其他應收款項及其他資產的金融資產減值虧損淨額	17	**–**	604
Reversal of impairment losses on trade receivables, net	應收賬款減值虧損撥回淨額	20	**(1,479)**	(8,844)
Total reversal of impairment losses, net	總減值虧損撥回淨額		**(1,479)**	(8,240)
Lease payments not included in the measurement of lease liabilities	並無計入租賃負債計量的租賃款	16(c)	**614**	984
Auditor's remuneration	核數師酬金		**1,980**	1,400

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES

8. 董事及最高行政人員薪酬以及最高薪酬的五名僱員

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

根據香港聯交所證券上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條以及公司（披露董事利益資料）規例第2部披露本年度董事及最高行政人員的薪酬如下：

		2020 **2020年** **RMB'000** **人民幣千元**	2019 2019年 RMB'000 人民幣千元
Fees	袍金	**2,223**	2,244
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	**427**	694
Pension scheme contributions	退休金計劃供款		
– Defined contribution fund	一界定供款基金	**45**	45
		472	739
		2,695	2,983

(a) Independent non-executive directors

(a) 獨立非執行董事

The fees paid to independent non-executive directors during the year were as follows:

年內已付獨立非執行董事的袍金如下：

		2020 **2020年** **RMB'000** **人民幣千元**	2019 2019年 RMB'000 人民幣千元
Mr. Yu Haizong	余海宗先生	**150**	150
Mr. Liu Yi	劉毅先生	**150**	150
Mr. Wu Wen	吳文先生	**150**	150
		450	450

There were no other emoluments payable to the independent non-executive directors during the year (2019: Nil).

年內並無應付獨立非執行董事的其他酬金（2019年：無）。

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES *(Continued)*

8. 董事及最高行政人員薪酬以及最高薪酬的五名僱員 *(續)*

(b) Executive directors, non-executive director and the chief executive

(b) 執行董事、非執行董事及最高行政人員

		Fees 袍金 RMB'000 人民幣千元	Salaries, allowances and benefits in kind 薪金、津貼及實物利益 RMB'000 人民幣千元	Pension scheme contributions 退休金計劃供款 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
2020	**2020年**				
Executive directors	**執行董事**				
Mr. Jiang Zhong Ping(i)	蔣中平先生(i)	150	125	15	290
Mr. Hao Xiemin(iii)	郝謝敏先生(iii)	150	152	15	317
Mr. Wang Hu(iii)	王虎先生(iii)	150	150	15	315
		450	427	45	922
Non-executive director	**非執行董事**				
Mr. Teh Wing Kwan(ii)	鄭永權先生(ii)	1,323	–	–	1,323
		1,773	427	45	2,245

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES *(Continued)*

8. 董事及最高行政人員薪酬以及最高薪酬的五名僱員 *(續)*

(b) Executive directors, non-executive director and the chief executive *(Continued)*

(b) 執行董事、非執行董事及最高行政人員 *(續)*

		Fees 袍金 RMB'000 人民幣千元	Salaries, allowances and benefits in kind 薪金、津貼及實物利益 RMB'000 人民幣千元	Pension scheme contributions 退休金計劃供款 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
2019	2019年				
Executive directors	執行董事				
Mr. Jiang Zhong Ping[(i)]	蔣中平先生[(i)]	150	92	15	257
Mr. Hao Xiemin[(iii)]	郝謝敏先生[(iii)]	150	301	15	466
Mr. Wang Hu[(iii)]	王虎先生[(iii)]	150	301	15	466
		450	694	45	1,189
Non-executive director	非執行董事				
Mr. Teh Wing Kwan[(ii)]	鄭永權先生[(ii)]	1,344	–	–	1,344
		1,794	694	45	2,533

Notes:

(i) Mr. Jiang Zhong Ping was re-designated from the chairman of the Board and the acting chief executive officer to the chief executive officer on 12 October 2017.

(ii) Mr. Teh Wing Kwan was appointed as a non-executive director and the chairman of the Board on 26 July 2017 and 12 October 2017, respectively.

(iii) Mr. Hao Xiemin and Mr. Wang Hu were appointed as executive directors on 1 January 2018, and their share options were then reclassified from the category "employees" to the category "Executive directors".

附註：

(i) 蔣中平先生於2017年10月12日由董事會主席兼代理首席執行官調任首席執行官。

(ii) 鄭永權先生於2017年7月26日獲委任為獨立非執行董事，並於2017年10月12日獲委任為董事會主席。

(iii) 郝謝敏先生及王虎先生於2018年1月1日獲委任為執行董事，彼等的股份期權已因而由「僱員」類別重新分類至「執行董事」類別。

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES *(Continued)*

8. 董事及最高行政人員薪酬以及最高薪酬的五名僱員 *(續)*

(c) Five highest paid employees

The five highest paid employees during the year include one director (2019: Nil). Details of directors' remuneration are set out above. Details of the remuneration for the year of the remaining four (2019: five) highest paid employees who are neither a director nor chief executive of the Company are as follows:

(c) 最高薪酬的五名僱員

年內最高薪酬的五名僱員包括一名董事（2019年：無）。董事的薪酬詳情載列於上文。本年度餘下四名（2019年：五名）既非董事亦非本公司最高行政人員的最高薪酬僱員的薪酬詳情如下：

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	**3,458**	5,591
Pension scheme contributions	退休金計劃供款	**302**	445
		3,760	6,036

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

薪酬在以下範圍內的最高薪酬僱員（非董事及非最高行政人員）的數目如下：

		Number of employees 僱員數目 2020 2020年	 2019 2019年
Nil to HKD1,000,000	零至1,000,000港元	**2**	Nil 無
HKD1,000,001 to HKD1,500,000	1,000,001港元至1,500,000港元	**1**	4
HKD1,500,001 to HKD2,000,000	1,500,001港元至2,000,000港元	**1**	1
		4	5

9. INCOME TAX

Pursuant to the rules and regulations of the Cayman Islands and the BVI, the Group was not subject to any income tax in the Cayman Islands and the BVI for the years ended 31 December 2020 and 2019.

No provision for Hong Kong profits tax has been made as the Group had no assessable profits derived from or earned in Hong Kong during the years ended 31 December 2020 and 2019.

The provision for PRC CIT is based on the respective PRC CIT rates applicable to the subsidiaries located in PRC as determined in accordance with the relevant income tax rules and regulations of PRC for the year.

All subsidiaries domiciled in the PRC (the "PRC subsidiaries") were subject to the PRC CIT rate of 25% during the year ended 31 December 2020. Pursuant to the income tax rules and regulations in Australia, the Group's subsidiaries located in Australia are liable to Australia corporate income tax at a rate of 30% on the assessable profits generated for the year. Pursuant to the income tax rules and regulations in Singapore, the Group's subsidiary located in Singapore are liable to Singapore corporate income tax at a rate of 17% on the assessable profits generated for the year.

The major components of income tax charge/(credit) are as follows:

9. 所得稅

根據開曼群島及英屬處女群島的規則及規例，本集團無須就截至2020年及2019年12月31日止年度繳納開曼群島及英屬處女群島所得稅。

由於本集團於截至2020年及2019年12月31日止年度並無源於香港或於香港賺取的應課稅利潤，故未有就香港利得稅作出撥備。

就中國企業所得稅作出的撥備乃按照本年度中國的相關所得稅規則及規定，基於適用於中國子公司的個別中國企業所得稅稅率釐定。

所有中國註冊子公司（「中國子公司」）於截至2020年12月31日止年度內須按25%的中國企業所得稅稅率納稅。根據澳洲的所得稅規則及規例，本集團位於澳洲的子公司須就年內產生的應課稅利潤按30%的稅率繳納澳洲企業所得稅。根據新加坡的所得稅規則及規例，本集團位於新加坡的子公司須就年內產生的應課稅利潤按17%的稅率繳納新加坡企業所得稅。

所得稅支出／（抵免）的主要組成部分如下：

		2020 **2020年** **RMB'000** **人民幣千元**	2019 2019年 RMB'000 人民幣千元
Current – Singapore	即期－新加坡		
Charge for the year	年內支出	**3**	3
Current – PRC	即期－中國		
Charge for the year	年內支出	**1,788**	1,270
Deferred (note 18)	遞延（附註18）	**(2,041)**	4,818
Total tax charge/(credit) for the year from continuing operations	持續經營業務年內稅項支出／（抵免）總額	**(250)**	6,091
Total tax charge for the year from discontinued operations (note 10)	已終止經營業務年內稅項支出總額（附註10）	**–**	1,551
		(250)	7,642

9. INCOME TAX *(Continued)*

A reconciliation of the tax charge/(credit) applicable to profit/(loss) before tax at the applicable tax rate for the companies within the Group to the tax charge/(credit) at the effective tax rate is as follows:

9. 所得稅 *(續)*

適用於按本集團旗下公司的適用稅率計算的稅前利潤／(虧損)的稅項支出／(抵免)與按實際稅率計算的稅項支出／(抵免)對賬如下：

		Note 附註	**2020** **2020年** **RMB'000** **人民幣千元**	2019 2019年 RMB'000 人民幣千元
Profit before tax from continuing operations	持續經營業務稅前利潤		**8,033**	14,395
Profit/(loss) before tax from discontinued operations	已終止經營業務稅前利潤／(虧損)		**(32,675)**	53,634
			(24,642)	68,029
Tax at the respective statutory tax rates:	按相應法定稅率計算的稅款：			
– PRC subsidiaries, at 25%	–中國子公司，25%		**4,048**	25,156
– Australia subsidiaries, at 30%	–澳洲子公司，30%		**(9,802)**	(3,852)
– the Company and its Hong Kong subsidiaries, at 16.5%	–本公司及其香港子公司，16.5%		**(1,359)**	(2,856)
– Singapore subsidiary, at 17%	–新加坡子公司，17%		**13**	11
Expenses not deductible for tax	不可扣稅開支	(a)	**2,237**	2,691
Tax effect of tax losses not recognised	未確認稅項虧損的稅務影響		**10,308**	8,503
Tax effect of deductible temporary differences not recognised	未確認可扣減暫時差額的稅務影響		**(412)**	18,007
Income not subject to tax	無須課稅收入		**–**	(38,249)
Tax losses utilised from the prior year	動用過往年度的稅項虧損		**(5,283)**	(1,769)
Tax charge/(credit) at the Group's effective tax rate	按本集團實際稅率計算的稅項支出／(抵免)		**(250)**	7,642
Tax charge/(credit) from continuing operations at the effective tax rate	按實際稅率計算的持續經營業務稅項支出／(抵免)		**(250)**	6,091
Tax charge from discontinued operations at the effective tax rate	按實際稅率計算的已終止經營業務稅項支出		**–**	1,551

9. INCOME TAX *(Continued)*

Note:

(a) Expenses not deductible for tax for the years ended 31 December 2020 and 31 December 2019 mainly consist of administrative expenses incurred by offshore companies. These expenses are not expected to be deductible for tax.

10. DISCONTINUED OPERATIONS

The Disposal Group is mainly engaged in specialised mining services in Australia. Pursuant to a board resolution dated 18 December 2020, the Group has decided to dispose the Specialised Mining Services because it plans to focus its resources on its High-Fe Mining Operation mainly in PRC. On 31 December 2020, the Company entered into the memorandum of understanding in respect of the disposal with a potential purchaser, while the Company has also been evaluating various other options to exit the Specialised Mining Services. As at 31 December 2020, management had reasonably expected that the disposal would be highly probable completed within one year. As such, the results and cash flows of the Disposal Group has been presented as a discontinued operation for the year ended 31 December 2020 and the comparative results and cash flows has been re-presented in accordance with IFRS 5. With the Disposal Group being classified as a discontinued operation, the Specialised Mining Services are no longer included in the note 4 for operating segment information.

As mentioned in the Company's consolidated financial statements for the year ended 31 December 2019, Huili Caitong and its subsidiaries (hereinafter collectively referred to as the "Disposed Group") was disposed of on 30 July 2019 with the consideration of RMB550,000,000. Upon the completion of the disposal, the gain on disposal of the Disposed Group and the related income tax were presented as part of the discontinued operations for the year ended 31 December 2019.

9. 所得稅 *(續)*

附註：

(a) 截至2020年12月31日及2019年12月31日止年度的不可扣稅開支主要包括離岸公司產生的行政開支。此等開支預期不可扣稅。

10. 已終止經營業務

出售集團主要於澳洲從事專業開採服務。根據日期為2020年12月18日的董事會決議案，由於本集團計劃集中資源於以中國為主的高鐵品位礦場業務，故決定出售專業開採服務。於2020年12月31日，本公司與潛在買家就出售事項訂立諒解備忘錄，與此同時本公司亦一直評估撤出專業開採服務的多個其他選項。於2020年12月31日，管理層合理地預期出售事項很有可能於一年內完成。因此，出售集團的業績及現金流量已呈列為截至2020年12月31日止年度的已終止經營業務，而比較業績及現金流量已按照國際財務報告準則第5號重列。隨着出售集團分類為已終止經營業務，專業開採服務不再計入附註4的經營分部資料。

誠如本公司截至2019年12月31日止年度的綜合財務報表所述，會理財通及其子公司（下文統稱「已出售集團」）已於2019年7月30日出售，代價為人民幣550,000,000元。完成出售事項後，出售已出售集團的收益及相關所得稅已於截至2019年12月31日止年度列入已終止經營業務的一部分。

10. DISCONTINUED OPERATIONS *(Continued)*

The results of the discontinued operations for the year are presented as follows:

10. 已終止經營業務*(續)*

已終止經營業務的年度業績呈列如下：

		Notes 附註	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
REVENUE	**收入**		**92,568**	97,033
Cost of sales	銷售成本		**(77,556)**	(84,088)
Gross profit	**毛利**		**15,012**	12,945
Other income and gains	其他收入及收益		**3,700**	5,513
Selling and distribution expenses	銷售及分銷開支		**–**	–
Administrative expenses	行政開支		**(21,600)**	(25,403)
Other expenses	其他開支		**–**	(426)
Impairment losses on property, plant and equipment (note 13)	物業、廠房及設備減值虧損(附註13)	(a)	**(17,209)**	–
Impairment losses on other intangible asset (note 15)	其他無形資產減值虧損(附註15)	(a)	**(120)**	(6,545)
Impairment losses on right-of-use assets (note 16(a))	使用權資產減值虧損(附註16(a))	(a)	**(452)**	–
Impairment losses on assets classified as held for sale	分類為持作出售的資產減值虧損	(b)	**(11,584)**	(5,941)
Impairment losses on financial assets included in prepayments, other receivables and other assets (note 17)	計入預付款項、其他應收款項及其他資產的金融資產減值虧損(附註17)		**–**	(1,479)
Finance costs	財務成本		**(422)**	(900)
Loss before tax from the Disposal Group	出售集團稅前虧損		**(32,675)**	(22,236)
Loss before tax from the Disposed Group	出售集團稅前虧損		**–**	(77,127)
Gain on disposal of the Disposed Group	出售已出售集團的收益		**–**	152,997
Profit/(loss) before tax from discontinued operations	**已終止經營業務稅前利潤／(虧損)**		**(32,675)**	53,634
Income tax expense (note 9)	所得稅開支(附註9)		**–**	(1,551)
PROFIT/(LOSS) FOR THE YEAR FROM THE DISCONTINUED OPERATIONS	**已終止經營業務年內利潤／(虧損)**		**(32,675)**	52,083

10. DISCONTINUED OPERATIONS *(Continued)*

Notes:

(a) The Group measured the assets of a disposal group classified as discontinued operations at the lower of its carrying amount and fair value less costs to sell. In accordance with the Group's accounting policies, each asset or CGU is evaluated annually at 31 December or biannually at 30 June to determine whether there are any indications of impairment. If any such indications of impairment exist, a formal estimate of the recoverable amount is performed.

In assessing whether an impairment is required, the carrying value of the asset or CGU is compared with its recoverable amount. The recoverable amount is the higher of the CGU's fair value less costs of disposal and VIU. Management has performed impairment assessment on all the carrying amounts of the Group's property, plant and equipment, other intangible asset and right-of-use assets. For the purpose of impairment assessment, Specialised Mining Services CGU (comprising the property, plant and equipment, the right-of-use assets of Mancala Group and the brand name) is treated as a separate CGU. The recoverable amount of the Specialised Mining Services CGU was estimated based on its VIU determined by discounting the future cash flows to be generated from the continuing use of these assets. The recoverable amount is determined based on the calculation using cash flow projections according to financial budgets covering a period of nineteen-year approved by management with pre-tax discount rate of 13.84% (2019: 13.00%). The cash flows beyond the three-year period were extrapolated using a growth rate of 2.58% (2019: 2.57%), which was referred to the growth rate of the gross domestic product in Australia for the past ten years.

10. 已終止經營業務 *(續)*

附註：

(a) 本集團按賬面金額與公平值減銷售成本兩者的較低者計量分類為已終止經營業務的出售組別的資產。本集團按照其會計政策每年於12月31日或每半年於6月30日評估各資產或現金產生單位，以釐定是否有任何減值跡象。倘出現任何有關減值跡象，則進行正式可收回金額估計。

於評估是否須作出減值時會比較資產或現金產生單位的賬面值與可收回金額。可收回金額為現金產生單位的公平值減出售成本與使用價值兩者的較高者。管理層已對本集團物業、廠房及設備、其他無形資產以及使用權資產的所有賬面金額進行減值評估。為評估減值，專業開採服務現金產生單位（包括曼卡拉集團的物業、廠房及設備、使用權資產及品牌名稱）被視為獨立的現金產生單位處理。專業開採服務現金產生單位的可收回金額基於其使用價值（透過貼現持續使用此等資產所產生的未來現金流釐定）估計。可收回金額利用按照管理層批准的十九年期財政預算進行的現金流預測，以稅前貼現率13.84%（2019年：13.00%）計算。三年期後的現金流採用2.58%（2019年：2.57%）的增長率推算，該增長率已參考澳洲過去十年的國內生產總值增長率。

10. DISCONTINUED OPERATIONS *(Continued)*

Notes: *(Continued)*

(a) *(Continued)*

Other key assumptions used in the estimation of VIU are as follows:

Budgeted gross margins – The basis used to determine the value assigned to the budgeted gross margins is the average gross margins achieved in the last ten year before the budget year.

Revenue growth – The basis used to determine the value assigned to the revenue growth rate is the growth of the gross domestic product during the last ten years before the budget year for Australia from where the revenue is mainly generated.

Discount rate – The discount rate used is before tax and reflects specific risks relating to the relevant unit.

The values assigned to key assumptions are consistent with external information sources.

Based on the above-mentioned impairment assessment, the recoverable amounts, carrying amounts as at 31 December 2020 and impairment provisions for the year ended 31 December 2020 are as follows:

10. 已終止經營業務 *(續)*

附註：*(續)*

(a) *(續)*

估計使用價值時使用的其他主要假設如下：

預算毛利率－用於釐定給予預算毛利率的價值的基準為預算年度前十年達到的平均毛利率。

收入增長－用於釐定給予收入增長率的價值的基準為澳洲(主要收入來源)於預算年度前十年國內生產總值增長。

貼現率－所採用的貼現率未扣除稅項，並反映與相關單位有關的特定風險。

給予主要假設的價值與外部資料來源一致。

基於上述減值評估，於2020年12月31日的可收回金額、賬面金額及截至2020年12月31日止年度的減值撥備如下：

		Recoverable amount **可收回金額** RMB'000 人民幣千元	**Carrying amount** **賬面金額** RMB'000 人民幣千元	**Impairment provision** **減值撥備** RMB'000 人民幣千元
Specialised Mining Services CGU	專業開採服務現金產生單位	21,366	39,147	17,781

The above impairment provisions as at 31 December 2020 have been allocated to the following asset classes.

上述於2020年12月31日的減值撥備已分配至以下資產類別。

10. DISCONTINUED OPERATIONS *(Continued)*

Notes: *(Continued)*

(a) *(Continued)*

Impairment loss recognised on property, plant and equipment

An impairment loss of RMB17,209,000 (2019: Nil) was recognised during the year ended 31 December 2020 to write down the carrying amounts of Mancala Group's property, plant and equipment to their respective recoverable amounts of RMB20,819,000 as at 31 December 2020.

Impairment loss recognised on right-of-use assets

An impairment loss of RMB452,000 (2019: Nil) was recognised during the year ended 31 December 2020 to write down the carrying amounts of right-of-use assets of Mancala Group to their respective recoverable amounts of RMB547,000 as at 31 December 2020.

Impairment loss recognised on other intangible asset

An impairment loss of RMB120,000 (2019: RMB6,545,000) was recognised during the year ended 31 December 2020 to write down the carrying amount of the brand name of Mancala Group to the recoverable amount of Nil as at 31 December 2020.

The impairment loss arising from Mancala Group was mainly due to the challenging outlook on macro-environment and weaker market sentiment given the increase in risk and uncertainty. The business plan was adjusted correspondingly to reflect the recoverable amount which consequently led to impairment.

(b) Held for sale assets comprised part of plant and equipment of the Mancala Group which would not be utilised in the current operation. The Group measured the assets held for sale at the lower of its carrying amount and fair value less costs to sell. An impairment loss of RMB11,584,000 (2019: RMB5,941,000) was recognised during the year ended 31 December 2020 to write down the carrying amounts of assets held for sale to its respective recoverable amounts of RMB17,786,000 as at 31 December 2020.

The non-recurring fair value measurement for assets held for sale was considered to be Level 2 for the years ended 31 December 2020 and 2019, as it is derived from quoted prices in markets that are not active.

10. 已終止經營業務 *(續)*

附註：*(續)*

(a) *(續)*

就物業、廠房及設備確認的減值虧損

於截至2020年12月31日止年度確認的減值虧損為人民幣17,209,000元（2019年：無），旨在將曼卡拉集團的物業、廠房及設備的賬面金額撇減至其各自於2020年12月31日的可收回金額人民幣20,819,000元。

就使用權資產確認的減值虧損

於截至2020年12月31日止年度確認的減值虧損為人民幣452,000元（2019年：無），旨在將曼卡拉集團的使用權資產的賬面金額撇減至其各自於2020年12月31日的可收回金額人民幣547,000元。

就其他無形資產確認的減值虧損

於截至2020年12月31日止年度確認的減值虧損為人民幣120,000元（2019年：人民幣6,545,000元），旨在將曼卡拉集團的品牌名稱的賬面金額撇減至其於2020年12月31日的可收回金額零。

曼卡拉集團的減值虧損主要源於風險及不確定性上升令宏觀環境前景充滿挑戰，市場氣氛疲弱。業務規劃已作相應調整，以反映可收回金額，因而導致減值。

(b) 持作出售資產包括曼卡拉集團將不會用於現時營運的部分廠房及設備。本集團按賬面金額與公平值減銷售成本兩者的較低者計量持作出售資產。於截至2020年12月31日止年度確認的減值虧損為人民幣11,584,000元（2019年：人民幣5,941,000元），旨在將持作出售資產的賬面金額撇減至其各自於2020年12月31日的可收回金額人民幣17,786,000元。

截至2020年及2019年12月31日止年度持作出售資產的非經常性公平值計量被視為第2層，原因是其根據非活躍市場的報價得出。

10. DISCONTINUED OPERATIONS *(Continued)* 10. 已終止經營業務 *(續)*

The major classes of assets and liabilities of the Disposal Group as at 31 December 2020 are as follows:

出售集團於2020年12月31日的主要資產及負債類別如下：

		2020 2020年 RMB'000 人民幣千元
ASSETS	**資產**	
Property, plant and equipment (note 13)	物業、廠房及設備（附註13）	**20,819**
Right-of-use assets (note 16(a))	使用權資產（附註16(a)）	**547**
Inventories	存貨	**12,704**
Trade receivables	應收賬款	**796**
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	**5,290**
Contract assets	合約資產	**5,260**
Cash and cash equivalents	現金及現金等價物	**14,528**
Assets classified as held for sale	分類為持作出售的資產	**17,786**
Assets of a disposal group classified as held for sale	分類為持作出售的出售組別的資產	**77,730**
LIABILITIES	**負債**	
Trade payables	應付賬款	**22,544**
Other payables and accruals	其他應付款項及應計款項	**32,358**
Interest-bearing bank and other loans	計息銀行及其他貸款	**17,660**
Due to related parties	應付關聯方款項	**11,772**
Lease liability (note 16(b))	租賃負債（附註16(b)）	**656**
Liabilities directly associated with the assets classified as held for sale	與分類為持作出售的資產直接相關的負債	**84,990**
Net liabilities directly associated with the Disposal Group	與出售集團直接相關的淨負債	**(7,260)**

10. DISCONTINUED OPERATIONS *(Continued)*

10. 已終止經營業務 *(續)*

The net cash flows incurred by the Disposal Group for the year ended 31 December 2020 and 2019 are as follows:

出售集團於截至2020年及2019年12月31日止年度產生的現金流量淨額如下：

		2020 **2020年** **RMB'000** **人民幣千元**	2019 2019年 RMB'000 人民幣千元
Operating activities	經營活動	**13,811**	(680)
Investing activities	投資活動	**(1,376)**	(2,845)
Financing activities	融資活動	**(40)**	1,787
Net cash inflow/(outflow)	現金流入／(流出)淨額	**12,395**	(1,738)
Loss per share:	每股股份虧損：		
Basic and diluted, from the Disposal Group	基本及攤薄，出售集團	**RMB人民幣(0.012)元**	RMB人民幣(0.008)元

The net cash flows incurred by the Disposed Group for the period ended 30 July 2019 are as follows:

已出售集團於截至2019年7月30日止期間產生的現金流量淨額如下：

		Period ended 30 July 2019 截至2019年7月30日止期間 RMB'000 人民幣千元
Operating activities	經營活動	31,087
Investing activities	投資活動	(53,230)
Financing activities	融資活動	22,123
Net cash outflow	現金流出淨額	(20)
Earnings per share:	每股股份盈利：	
Basic and diluted, from the Disposed Group	基本及攤薄，出售集團	RMB人民幣0.034元

10. DISCONTINUED OPERATIONS *(Continued)*

The calculations of basic and diluted profit/(loss) per share from the discontinued operations are based on:

10. 已終止經營業務 *(續)*

計算已終止經營業務每股股份基本及攤薄利潤／(虧損)時乃以下列項目為基礎：

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Profit/(loss) attributable to ordinary equity holders of the parent from the discontinued operations	歸屬於母公司普通股股權持有人的已終止經營業務利潤／(虧損)		
– from the Disposed Group	一已出售集團	**–**	75,821
– from the Disposal Group	一出售集團	**(26,467)**	(18,011)
		(26,467)	57,810
Weighted average number of ordinary shares used in the basic and diluted earnings/(loss) per share calculation (note 29)	用於計算每股基本及攤薄盈利／(虧損)的普通股加權平均數(附註29)	**2,249,015,410**	2,249,015,410

11. DIVIDEND

At a meeting of the Directors held on 26 March 2021, the Directors did not recommend a final dividend for the year ended 31 December 2020 (2019: Nil).

11. 股息

於2021年3月26日舉行的董事會會議上，董事不建議派付截至2020年12月31日止年度的末期股息(2019年：無)。

12. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of basic earnings per share is based on the profit for the year attributable to ordinary equity holders of the Company, and the weighted average number of ordinary shares of 2,249,015,410 (2019: 2,249,015,410) in issue during the year ended 31 December 2020.

No adjustment has been made to the basic earnings/(loss) per share amounts presented for the years ended 31 December 2020 and 2019 in respect of a dilution as the exercise prices of the Company's outstanding share options were higher than the average market prices for the Company's shares during the current and prior years.

12. 歸屬於本公司普通股股權持有人的每股股份盈利／(虧損)

每股股份基本盈利乃基於歸屬於本公司普通股股權持有人的年內利潤及截至2020年12月31日止年度內已發行普通股加權平均數2,249,015,410股(2019年：2,249,015,410股)計算。

由於在截至2020年及2019年12月31日止年度，本公司尚未行使的股份期權的行使價高於本公司股份的平均市價，故並無就本年度及過往年度呈列的每股股份基本盈利／(虧損)金額作出任何攤薄調整。

13. PROPERTY, PLANT AND EQUIPMENT

13. 物業、廠房及設備

		Buildings 樓宇 RMB'000 人民幣千元	Plant and machinery 廠房及機器 RMB'000 人民幣千元	Office equipment 辦公室設備 RMB'000 人民幣千元	Motor vehicles 機動車輛 RMB'000 人民幣千元	Mining infrastructure 採礦基建 RMB'000 人民幣千元	Construction in progress ("CIP") 在建工程 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
31 December 2020	**2020年12月31日**							
Cost:	**成本：**							
At 1 January 2020	於2020年1月1日	40,352	70,243	1,327	2,663	135,454	38,578	288,617
Additions from continuing operations (note 4)	持續經營業務添置（附註4）	–	851	16	–	4,417	9,416	14,700
Additions from discontinued operations	已終止經營業務添置	–	339	32	700	–	3,989	5,060
Transferred from CIP	轉自在建工程	87	4,913	–	90	–	(5,090)	–
Disposals in discontinued operations	已終止經營業務出售	–	(3,627)	–	–	–	–	(3,627)
Transferred from assets held for sale	轉自持作出售資產	–	9,322	–	–	–	–	9,322
Cost included in discontinued operations	計入已終止經營業務的成本	–	(51,936)	(781)	(1,057)	–	(4,069)	(57,843)
Exchange realignment	匯兌調整	–	1,079	19	7	–	134	1,239
At 31 December 2020	於2020年12月31日	40,439	31,184	613	2,403	139,871	42,958	257,468
Accumulated depreciation and impairment:	**累計折舊及減值：**							
At 1 January 2020	於2020年1月1日	20,838	21,714	735	2,193	49,745	2,543	97,768
Provided for the year from continuing operations (note 7)	年內計提的持續經營業務撥備（附註7）	1,538	2,011	45	77	6,077	–	9,748
Provided for the year from discontinued operations	年內計提的已終止經營業務撥備	–	10,401	87	140	–	–	10,628
Impairment recognised during the year from discontinued operations (note 10(a))	年內確認的已終止經營業務減值（附註10(a)）	–	17,209	–	–	–	–	17,209
Disposals	出售	–	(3,543)	–	–	–	–	(3,543)
Transferred from assets held for sale	轉自持作出售資產	–	6,915	–	–	–	–	6,915
Depreciation and impairment included in discontinued operations	計入已終止經營業務的折舊及減值	–	(35,271)	(451)	(218)	–	(1,084)	(37,024)
Exchange realignment	匯兌調整	–	292	11	4	–	29	336
At 31 December 2020	於2020年12月31日	22,376	19,728	427	2,196	55,822	1,488	102,037
Net carrying amount:	**賬面淨額：**							
At 1 January 2020	於2020年1月1日	19,514	48,529	592	470	85,709	36,035	190,849
At 31 December 2020	於2020年12月31日	18,063	11,456	186	207	84,049	41,470	155,431

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

13. 物業、廠房及設備 *(續)*

		Buildings 樓宇 RMB'000 人民幣千元	Plant and machinery 廠房及機器 RMB'000 人民幣千元	Office equipment 辦公室設備 RMB'000 人民幣千元	Motor vehicles 機動車輛 RMB'000 人民幣千元	Mining infrastructure 採礦基建 RMB'000 人民幣千元	Construction in progress ("CIP") 在建工程 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
31 December 2019	**2019年12月31日**							
Cost:	**成本：**							
At 31 December 2018	於2018年12月31日	40,288	67,686	1,166	2,523	105,014	31,151	247,828
Effect of adoption of IFRS 16	採納國際財務報告準則第16號的影響	–	(824)	–	–	–	–	(824)
At 1 January 2019 (restated)	於2019年1月1日(經重列)	40,288	66,862	1,166	2,523	105,014	31,151	247,004
Additions	添置	64	3,500	153	137	30,440	7,846	42,140
Transferred from CIP	轉自在建工程	–	463	–	–	–	(463)	–
Disposals	出售	–	(1,048)	–	–	–	–	(1,048)
Exchange realignment	匯兌調整	–	466	8	3	–	44	521
At 31 December 2019	於2019年12月31日	40,352	70,243	1,327	2,663	135,454	38,578	288,617
Accumulated depreciation and impairment:	**累計折舊及減值：**							
At 31 December 2018	於2018年12月31日	20,929	17,696	570	2,054	44,846	2,530	88,625
Effect of adoption of IFRS 16	採納國際財務報告準則第16號的影響	–	(289)	–	–	–	–	(289)
At 1 January 2019 (restated)	於2019年1月1日(經重列)	20,929	17,407	570	2,054	44,846	2,530	88,336
Provided for the year	年內計提撥備	(91)	5,313	161	139	4,899	–	10,421
Disposals	出售	–	(1,037)	–	–	–	–	(1,037)
Exchange realignment	匯兌調整	–	31	4	–	–	13	48
At 31 December 2019	於2019年12月31日	20,838	21,714	735	2,193	49,745	2,543	97,768
Net carrying amount:	**賬面淨額：**							
At 31 December 2018	於2018年12月31日	19,359	49,990	596	469	60,168	28,621	159,203
Effect of adoption of IFRS 16	採納國際財務報告準則第16號的影響	–	(535)	–	–	–	–	(535)
At 1 January 2019 (restated)	於2019年1月1日(經重列)	19,359	49,455	596	469	60,168	28,621	158,668
At 31 December 2019	於2019年12月31日	19,514	48,529	592	470	85,709	36,035	190,849

In accordance with the Group's accounting policies, each asset or CGU is evaluated annually at 31 December or biannually at 30 June to determine whether there are any indications of impairment. If any such indications of impairment exist, a formal estimate of the recoverable amount is made.

本集團按照其會計政策每年於12月31日或每半年於6月30日評估各資產或現金產生單位，以釐定是否有任何減值跡象。倘出現任何有關減值跡象，則作出正式可收回金額估計。

14. INTANGIBLE ASSETS

14. 無形資產

		Mining rights 採礦權 RMB'000 人民幣千元	Exploration rights and assets 探礦權及資產 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
31 December 2020	**2020年12月31日**			
Cost:	**成本：**			
At 1 January and 31 December 2020	於2020年1月1日及12月31日	800,295	65,991	866,286
Accumulated amortisation and impairment:	**累計攤銷及減值：**			
At 1 January 2020	於2020年1月1日	129,620	–	129,620
Amortisation provided during the year (note 7)	年內計提的攤銷撥備（附註7）	1,063	–	1,063
At 31 December 2020	於2020年12月31日	130,683	–	130,683
Net carrying amount:	**賬面淨額：**			
At 1 January 2020	於2020年1月1日	670,675	65,991	736,666
At 31 December 2020	於2020年12月31日	669,612	65,991	735,603

14. INTANGIBLE ASSETS *(Continued)* 14. 無形資產 *(續)*

		Mining rights 採礦權 RMB'000 人民幣千元	Exploration rights and assets 探礦權及資產 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
31 December 2019	**2019年12月31日**			
Cost:	**成本：**			
At 1 January and 31 December 2019	於2019年1月1日及12月31日	800,295	65,991	866,286
Accumulated amortisation and impairment:	**累計攤銷及減值：**			
At 1 January 2019	於2019年1月1日	128,760	–	128,760
Amortisation provided during the year (note 7)	年內計提的攤銷撥備（附註7）	860	–	860
At 31 December 2019	於2019年12月31日	129,620	–	129,620
Net carrying amount:	**賬面淨額：**			
At 1 January 2019	於2019年1月1日	671,535	65,991	737,526
At 31 December 2019	於2019年12月31日	670,675	65,991	736,666

As at 31 December 2020, the mining rights of Maoling Mine with a net carrying amount of RMB19,903,000 (2019: RMB20,966,000) were pledged to secure the Group's bank loans (note 27(a)).

於2020年12月31日，賬面淨額為人民幣19,903,000元（2019年：人民幣20,966,000元）的毛嶺鐵礦採礦權已作質押，作為本集團銀行貸款的擔保（附註27(a)）。

15. OTHER INTANGIBLE ASSET　15. 其他無形資產

		Brand name 品牌名稱 RMB'000 人民幣千元
31 December 2020	**2020年12月31日**	
Cost:	**成本：**	
At 1 January 2020	於2020年1月1日	**8,440**
Cost included in discontinued operations	計入已終止經營業務的成本	**(8,440)**
At 31 December 2020	於2020年12月31日	**–**
Accumulated amortisation and impairment:	**累計攤銷及減值：**	
At 1 January 2020	於2020年1月1日	**8,303**
Amortisation provided during the year from discontinued operations	年內計提的已終止經營業務攤銷撥備	**17**
Impairment recognised for the year from discontinued operations (note 10(a))	年內確認的已終止經營業務減值（附註10(a)）	**120**
Accumulated amortisation and impairment included in discontinued operations	計入已終止經營業務的累計攤銷及減值	**(8,440)**
At 31 December 2020	於2020年12月31日	**–**
Net carrying amount:	**賬面淨額：**	
At 1 January 2020	於2020年1月1日	**137**
At 31 December 2020	於2020年12月31日	**–**

15. OTHER INTANGIBLE ASSET *(Continued)* 15. 其他無形資產 *(續)*

		Brand name 品牌名稱 RMB'000 人民幣千元
31 December 2019	**2019年12月31日**	
Cost:	**成本：**	
At 1 January and 31 December 2019	於2019年1月1日及12月31日	8,440
Accumulated amortisation and impairment:	**累計攤銷及減值：**	
At 1 January 2019	於2019年1月1日	915
Amortisation provided during the year	年內計提的攤銷撥備	843
Impairment recognised for the year (note 10(a))	年內確認的減值（附註10(a)）	6,545
At 31 December 2019	於2019年12月31日	8,303
Net carrying amount:	**賬面淨額：**	
At 1 January 2019	於2019年1月1日	7,525
At 31 December 2019	於2019年12月31日	137

Brand name arose from the acquisition of the business of Mancala Group, whose principal business operations are carried out in Australia.

品牌名稱來自收購曼卡拉集團的業務。曼卡拉集團的主要業務營運於澳洲進行。

16. LEASES

The Group as a lessee

The Group has lease contracts for office premises and various items of plant and machinery used in its operations. During the reporting period, the Group entered into certain long-term lease contracts for items of plant and machinery. Lump sum payments were made upfront to acquire the leased office premises with lease periods of three years, and no ongoing payments will be made under the terms of these leases. Leases of office premises have lease terms between 1 and 3 years. Leases of plant and machinery generally have lease term of 3 years. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

16. 租賃

本集團作為承租人

本集團就業務所用多個辦公室物業以及不同廠房及機器項目訂立租賃合約。於報告期內，本集團就廠房及機器項目訂立若干長期租賃合約。本集團已就取得租期為三年的租賃辦公室物業支付一筆過前期款項，且不會根據該等租賃的條款持續付款。辦公室物業租賃的租期介乎1至3年。廠房及機器租賃的租期一般為3年。一般而言，本集團不可將租賃資產轉讓及分租予本集團以外人士。

(a) *Right-of-use assets*

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

(a) *使用權資產*

本集團使用權資產的賬面金額及年內變動如下：

		Office premises 辦公室物業 RMB'000 人民幣千元	Plant and machinery 廠房及機器 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
As at 1 January 2020	於2020年1月1日	2,725	453	3,178
Additions from continuing operations	持續經營業務添置	–	8,066	8,066
Covid-19-related rent concessions from lessors in continuing operations	出租人授予持續經營業務的COVID-19相關租金寬減	(232)	–	(232)
Covid-19-related rent concessions from lessors in discontinued operations	出租人授予已終止經營業務的COVID-19相關租金寬減	(22)	–	(22)
Depreciation charged in continuing operations (note 7)	已扣除的持續經營業務折舊（附註7）	(769)	(1,730)	(2,499)
Depreciation charged in discontinued operations	已扣除的已終止經營業務折舊	(583)	–	(583)
Impairment recognised in discontinued operations (note 10)	已確認的已終止經營業務減值（附註10）	–	(452)	(452)
Assets included in discontinued operations (note 10)	計入已終止經營業務的資產（附註10）	(547)	–	(547)
As at 31 December 2020	於2020年12月31日	572	6,337	6,909

16. LEASES *(Continued)* 16. 租賃（續）

The Group as a lessee *(Continued)* 本集團作為承租人（續）

(a) Right-of-use assets (Continued) (a) 使用權資產（續）

		Office premises 辦公室物業 RMB'000 人民幣千元	Prepaid land lease payment 預付土地租賃款 RMB'000 人民幣千元	Plant and machinery 廠房及機器 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
As at 1 January 2019	於2019年1月1日	4,578	23,064	535	28,177
Additions	添置	1,291	–	–	1,291
Depreciation charged	已扣除的折舊	(1,158)	–	(82)	(1,240)
Impairment recognised during the year	年內確認的減值	–	(3,588)	–	(3,588)
Decrease as a result of disposal of subsidiaries	因出售子公司而減少	(1,986)	(19,476)	–	(21,462)
As at 31 December 2019	於2019年12月31日	2,725	–	453	3,178

16. LEASES *(Continued)* 16. 租賃（續）

The Group as a lessee *(Continued)* 本集團作為承租人（續）

(b) Lease liabilities ***(b) 租賃負債***

The carrying amount of lease liabilities and the movements during the year are as follows:

租賃負債的賬面金額及年內變動如下：

		2020 **2020年** **RMB'000** **人民幣千元**	2019 2019年 RMB'000 人民幣千元
Carrying amount at 1 January	於1月1日的賬面金額	**2,629**	4,670
New leases from continuing operations (note 33(b))	持續經營業務新租賃（附註33(b)）	**8,066**	–
New leases from discontinued operations	已終止經營業務新租賃	**–**	1,051
Accretion of interest recognised during the year from continuing operations (note 6)	年內確認的持續經營業務應計利息（附註6）	**330**	33
Accretion of interest recognised during the year from discontinued operations	年內確認的已終止經營業務應計利息	**23**	99
Covid-19-related rent concessions from lessors of continuing operations	出租人授予持續經營業務的COVID-19相關租金寬減	**(232)**	–
Covid-19-related rent concessions from lessors of discontinued operations	出租人授予已終止經營業務的COVID-19相關租金寬減	**(22)**	–
Payments from continuing operations	持續經營業務付款	**(2,313)**	(445)
Payments from discontinued operations	已終止經營業務付款	**(562)**	(1,272)
Liabilities directly associated with assets included in discontinued operations (note 10)	與計入已終止經營業務的資產直接相關的負債（附註10）	**(656)**	–
Decrease as a result of disposal of subsidiaries	因出售子公司而減少	**–**	(1,507)
Carrying amount at 31 December	於12月31日的賬面金額	**7,263**	2,629
Analysed into:	分析為：		
Current portion	流動部分	**3,945**	1,254
Non-current portion	非流動部分	**3,318**	1,375

16. LEASES *(Continued)*

The Group as a lessee *(Continued)*

(b) Lease liabilities (Continued)

The maturity analysis of lease liabilities is disclosed in note 38 to the financial statements.

As disclosed in note 2.2 to the financial statements, the Group has early adopted the amendment to IFRS 16 and applied the practical expedient to all eligible rent concessions granted by the lessors for leases of certain plant and equipment during the year.

(c) The amounts recognised in profit or loss in relation to leases are as follows:

16. 租賃 *(續)*

本集團作為承租人 *(續)*

(b) 租賃負債 (續)

租賃負債的到期狀況分析於財務報表附註38披露。

誠如財務報表附註2.2所披露，本集團已提早採納國際財務報告準則第16號修訂本，並於年內在出租人就若干廠房及設備租賃所授予的所有合資格租金寬減採用可行權宜方法。

(c) 就租賃於損益確認的金額如下：

		2020 **2020年** **RMB'000** **人民幣千元**	2019 2019年 RMB'000 人民幣千元
Interest on lease liabilities	租賃負債的利息		
– from continuing operations (note 6)	－持續經營業務(附註6)	**330**	33
– from discontinued operations	－已終止經營業務	**23**	99
Depreciation charge of right-of-use assets	使用權資產的折舊支出		
– from continuing operations (note 16(a))	－持續經營業務(附註16(a))	**2,499**	602
– from discontinued operations (note 16(a))	－已終止經營業務(附註16(a))	**583**	638
Expense relating to short-term leases (included in administrative expenses)	與短期租賃有關的開支(計入行政開支)	**614**	953
Variable lease payments not included in the measurement of lease liabilities (included in selling and distribution expenses)	不計入租賃負債計量的可變租賃款(計入銷售及分銷開支)	**–**	31
Total amount recognised in profit or loss	於損益確認的總額	**4,049**	2,356

17. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

17. 預付款項、其他應收款項及其他資產

		Note 附註	**31 December 2020 2020年12月31日 RMB'000 人民幣千元**	31 December 2019 2019年12月31日 RMB'000 人民幣千元
Current portion:	*流動部分：*			
Prepayments consisting of:	預付款項包括：			
Purchase of raw materials	購買原材料		**705**	222
Utilities	公用服務		**220**	–
Prepayment for the use right of a road	道路使用權預付款項		**47**	47
Other prepayments	其他預付款項		**1,208**	2,920
Other receivables consisting of:	其他應收款項包括：			
Deductible value added tax input	可扣減進項增值稅		**1,708**	2,784
Other receivables	其他應收款項		**1,409**	3,248
			5,297	9,221
Impairment allowance	減值備抵	(a)	**(604)**	(606)
			4,693	8,615
Non-current portion:	*非流動部分：*			
Prepayment for the use right of a road	道路使用權預付款項		**538**	585
Long-term deposit	長期押金		**428**	540
			966	1,125
			5,659	9,740

17. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS *(Continued)*

17. 預付款項、其他應收款項及其他資產 *(續)*

Note:

附註：

(a) The movements in the loss allowance for impairment of financial assets included in prepayments, other receivables and other assets are as follows:

(a) 計入預付款項、其他應收款項及其他資產的金融資產的減值虧損備抵變動如下：

		2020 **2020年** **RMB'000** **人民幣千元**	2019 2019年 RMB'000 人民幣千元
At beginning of year	於年初	**606**	33
Impairment losses, net	減值虧損淨額		
– from continuing operations (note 7)	－持續經營業務（附註7）	**–**	604
– from discontinued operations (note 10)	－已終止經營業務（附註10）	**–**	1,479
Amount written off as uncollectible	撇銷不可收回金額	**(2)**	(1,510)
At end of year	於年終	**604**	606

Where applicable, impairment analysis is performed at each reporting date by considering expected credit losses, which are estimated by applying a loss rate approach with reference to the historical loss record of the Group. The loss rate is adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate. The loss rate applied as at 31 December 2020 ranged 0.0% to 100.0% (2019: 0.0% to 100.0%).

在適用情況下，本集團會於各報告日期透過考慮預期信用損失進行減值分析，而預期信用損失乃參照本集團的歷史虧損紀錄應用虧損率方法估計。本集團會調整虧損率，以反映當前狀況及對未來經濟狀況的預測（如適用）。於2020年12月31日，所應用的虧損率介乎0.0%至100.0%（2019年：0.0%至100.0%）。

18. DEFERRED TAX

The movements in deferred tax assets during the year are as follows:

18. 遞延稅項

遞延稅項資產於年內的變動如下：

		Losses available for offsetting against taxable profits 可供抵銷應課稅利潤的虧損 RMB'000 人民幣千元	Excess tax depreciation over book value of fixed assets 固定資產的稅項折舊超出賬面值的差額 RMB'000 人民幣千元	Provision for rehabilitation 復原撥備 RMB'000 人民幣千元	Provision for impairment 減值撥備 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
At 1 January 2019	於2019年1月1日	8,188	5,978	408	2,289	738	17,601
Deferred tax charged to profit or loss during the year (note 9)	年內在損益扣除的遞延稅項（附註9）	(4,389)	(338)	(77)	(14)	–	(4,818)
Deferred tax assets at 31 December 2019	於2019年12月31日的遞延稅項資產	3,799	5,640	331	2,275	738	12,783
At 1 January 2020	於2020年1月1日	3,799	5,640	331	2,275	738	12,783
Deferred tax credited/(charged) to profit or loss during the year from continuing operations (note 9)	年內在損益入賬／（扣除）的持續經營業務遞延稅項（附註9）	1,981	(339)	348	(40)	91	2,041
Deferred tax assets at 31 December 2020	於2020年12月31日的遞延稅項資產	5,780	5,301	679	2,235	829	14,824

As at 31 December 2020, the Group has tax losses arising from PRC of RMB1,051,268,000 (2019: RMB1,081,481,000) that would expire in one to five years and other deductible temporary differences of RMB119,234,000 (2019: RMB120,883,000) that were available for offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of these losses and deductible temporary differences as it is not considered probable that taxable profits will be available against which they can be utilised.

於2020年12月31日，本集團有源自中國、將於一至五年內到期的稅項虧損人民幣1,051,268,000元（2019年：人民幣1,081,481,000元）及其他可扣減暫時差額人民幣119,234,000元（2019年：人民幣120,883,000元），可用以抵銷未來應課稅利潤。由於本集團認為不大可能有應課稅利潤可用以抵銷上述虧損及可扣減暫時差額，故並無就上述虧損及可扣減暫時差額確認遞延稅項資產。

18. DEFERRED TAX *(Continued)*

Deferred tax assets related to the PRC subsidiaries have been provided at the enacted corporate income tax rate of 25%.

Pursuant to the income tax rules and regulations of the PRC, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in PRC. The requirement has been effective from 1 January 2008 and applied to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between PRC and the jurisdiction of the foreign investors. The withholding tax rate for the Group is 10%.

As at 31 December 2020, no deferred tax liability has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in PRC. In the opinion of the Directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future.

18. 遞延稅項 *(續)*

與中國子公司有關的遞延稅項資產已按25%的已頒佈企業所得稅稅率計提。

根據中國有關所得稅的法規及條例，對宣派予在中國成立的外資企業中的外國投資者的股息徵收10%的預扣稅。該規定已由2008年1月1日起生效，並適用於2007年12月31日後的盈利。倘若中國與外國投資者所在司法權區之間存在稅務協定，可能會運用較低的預扣稅率。對本集團而言，預扣稅率為10%。

於2020年12月31日，就本集團於中國成立的子公司須繳納預扣稅的未匯款盈利而言，概無確認與該等應付預扣稅有關的遞延稅項負債。董事認為，該等子公司不大可能於可見將來分派該等盈利。

19. INVENTORIES

19. 存貨

		2020 **2020年** **RMB'000** **人民幣千元**	2019 2019年 RMB'000 人民幣千元
Raw materials	原材料	**3,549**	8,213
Spare parts and consumables	後備配件及消耗品	**2,236**	1,553
Finished goods	成品	**56**	125
Others	其他	**–**	19,554
		5,841	29,445
Provision for inventories	存貨撥備	**(27)**	(27)
		5,814	29,418

20. TRADE AND BILLS RECEIVABLES

20. 應收賬款及票據

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Trade receivables	應收賬款	187,702	215,357
Impairment	減值	(11,334)	(12,813)
Trade receivables, net of impairment	應收賬款，已扣除減值	176,368	202,544
Bills receivables	應收票據	5,392	–
		181,760	202,544

The Group's trading terms with its customers are mainly on credit. During the year, the Group granted credit terms ranging from six months to nine months to its customers for sale of self-produced products and a credit term of six months to its trading customers. Trade receivables are non-interest-bearing and unsecured.

本集團與客戶的貿易條款主要為賒賬形式。本集團年內給予自產產品銷售的客戶六至九個月的信用期，並給予貿易客戶六個月的信用期。應收賬款為不計息及無抵押。

As at 31 December 2020, bills receivables of RMB5,120,000 (2019: Nil) were pledged to secure the Group's other loans (note 27(c)).

於2020年12月31日，為數人民幣5,120,000元（2019年：無）的應收票據已作質押，作為本集團其他貸款的擔保（附註27(c)）。

An ageing analysis of the trade receivables as at the end of each reporting period, based on the date of revenue recognised and net of loss allowance, is as follows:

於各報告期末，基於收入確認日期，應收賬款（已扣除虧損備抵）的賬齡分析如下：

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Within 3 months	3個月內	176,368	173,543
3 to 6 months	3至6個月	–	28,844
6 to 9 months	6至9個月	–	157
		176,368	202,544

20. TRADE AND BILLS RECEIVABLES *(Continued)*

The movements in the loss allowance for impairment of trade receivables are as follows:

20. 應收賬款及票據 *(續)*

應收賬款減值虧損備抵的變動如下：

		2020 **2020年** **RMB'000** **人民幣千元**	2019 2019年 RMB'000 人民幣千元
At beginning of year	於年初	**12,813**	21,657
Reversal of impairment, net (note 7)	減值撥回淨額（附註7）	**(1,479)**	(8,844)
At end of year	於年終	**11,334**	12,813

The decrease in the loss allowance was a result of the decrease of expected credit loss rate.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by customer type and rating). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off if past due and are not subject to enforcement activity.

虧損備抵減少乃由於預期信用損失率下跌所致。

於各報告日期，本集團利用撥備矩陣計量預期信用損失，以進行減值分析。撥備率乃基於多個具有類似虧損模式的客戶分部組別（即按客戶類別及評級劃分）的逾期天數釐定。計算方法反映概率加權結果、金錢時間值及於報告日期可獲得有關過往事件、當前狀況及對未來經濟狀況的預測的合理而具理據支持資料。一般而言，應收賬款如逾期及不受強制執行活動所限，則會撇銷。

20. TRADE AND BILLS RECEIVABLES *(Continued)*

20. 應收賬款及票據 *(續)*

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

下文載列利用撥備矩陣得出本集團應收賬款面對的信貸風險的資料：

As at 31 December 2020 **於2020年12月31日**

		Current 即期	Past due 逾期	Total 總計
Expected credit loss rate	預期信用損失率	2.54%	100%	
Gross carrying amount (RMB'000)	賬面總額（人民幣千元）	180,498	7,204	187,702
Settlement subsequently (RMB'000)	其後結算（人民幣千元）	(17,890)	–	(17,890)
Carrying amount subject to credit risk exposure (RMB'000)	面對信貸風險的賬面金額（人民幣千元）	162,608	7,204	169,812
Expected credit losses (RMB'000)	預期信用損失（人民幣千元）	4,130	7,204	11,334

As at 31 December 2019 於2019年12月31日

		Current 即期	Past due 逾期	Total 總計
Expected credit loss rate	預期信用損失率	3.10%	100%	
Gross carrying amount (RMB'000)	賬面總額（人民幣千元）	208,153	7,204	215,357
Settlement subsequently (RMB'000)	其後結算（人民幣千元）	(27,223)	–	(27,223)
Carrying amount subject to credit risk exposure (RMB'000)	面對信貸風險的賬面金額（人民幣千元）	180,930	7,204	188,134
Expected credit losses (RMB'000)	預期信用損失（人民幣千元）	5,609	7,204	12,813

20. TRADE AND BILLS RECEIVABLES *(Continued)*

Transferred financial assets that are derecognised in their entirety

As at 31 December 2020, the Group endorsed certain bills receivable accepted by banks in the PRC to certain of its suppliers in order to settle the trade payables to these suppliers with a carrying amount in aggregate of RMB178,896,316 (2019: RMB218,863,000) (referred to as the "Derecognised Bills"). The Derecognised Bills have a maturity term from three to seven months at the end of the reporting period. In accordance with the Law of Negotiable Instruments in the PRC, the holders of the Derecognised Bills have a right of recourse against the Group if the PRC banks default (the "Continuing Involvement"). In the opinion of the Directors, the Group has transferred substantially all risks and rewards relating to the Derecognised Bills. Accordingly, it has derecognised the full carrying amounts of the Derecognised Bills and the associated advances on discounting and trade payables. The maximum exposure to loss from the Group's Continuing Involvement in the Derecognised Bills and the undiscounted cash flows to repurchase these Derecognised Bills is equal to their face amounts. In the opinion of the Directors, the fair values of the Group's Continuing Involvement in the Derecognised Bills are not significant.

No gains or losses were recognised from the Continuing Involvement, both during the year and cumulatively. The endorsement of bills receivable have been made evenly throughout the year.

20. 應收賬款及票據 *(續)*

整項終止確認的已轉讓金融資產

於2020年12月31日，本集團向若干供應商批註經中國的銀行接納的若干應收票據，以清償賬面總額為人民幣178,896,316元（2019年：人民幣218,863,000元）的應付該等供應商賬款（「終止確認票據」）。於報告期末，終止確認票據為期三至七個月。按照中國票據法，倘中國的銀行違約，則終止確認票據持有人有權向本集團提出追討（「持續性參與」）。董事認為，本集團已將終止確認票據的絕大部分風險及回報轉移，因此已取消確認終止確認票據及相關貼現墊款及應付賬款的全部賬面金額。本集團因對終止確認票據的持續性參與及因購回該等終止確認票據的未貼現現金流而承受損失的最高風險相等於其面額。董事認為，本集團對終止確認票據的持續性參與的公平值不大。

概無就持續性參與確認年內及累計收益或虧損。應收票據的批註於整個年度均衡地作出。

21. BALANCES WITH RELATED PARTIES

21. 與關聯方的結餘

		Notes 附註	**2020 2020年 RMB'000 人民幣千元**	2019 2019年 RMB'000 人民幣千元
Due from related parties:	*應收關聯方款項：*			
Trade receivable	應收賬款			
– Huili Caitong	一會理財通	(i)	**8,929**	4,940
Dividend receivable	應收股息			
– Huili Caitong	一會理財通	(viii)	**–**	17,156
			8,929	22,096
Due to related parties:	*應付關聯方款項：*			
Non-trade in nature	非貿易性質			
– Yanyuan County Xiwei Mining Co., Ltd. ("Yanyuan Xiwei")	一鹽源縣西威礦業有限責任公司（「鹽源西威」）	(iii)	**–**	1,332
– Longwei Hotel Management Co., Ltd. ("Longwei Hotel")	一四川龍威酒店管理有限公司（「龍威酒店」）	(iv)	**–**	10
– Sichuan Chuanwei Group Co., Ltd. ("Chuan Wei")	一四川省川威集團有限公司（「川威」）	(v)	**1,736**	439
– Trisonic International	一合創國際	(ii)	**2,132**	2,447
– Mancala Resources Pty Ltd. ("Mancala Resources")	一Mancala Resources Pty Ltd.（「Mancala Resources」）	(vi)	**–**	7,617
– Martin Kyne Consultants Pty Ltd.	一Martin Kyne Consultants Pty Ltd.	(vii)	**–**	1,319
– Skanworth Pty Ltd.	一Skanworth Pty Ltd.	(vii)	**–**	1,319
– Akerman and Elliott Family Trust	一Akerman and Elliott Family Trust	(vii)	**–**	1,319
Dividend payable	應付股息			
– Huili Caitong	一會理財通	(viii)	**7,680**	24,836
			11,548	40,638
Analysed into:	分析為：			
Current portion	流動部分		**3,868**	40,638
Non-current portion	非流動部分		**7,680**	–

21. BALANCES WITH RELATED PARTIES *(Continued)*

Notes:

(i) Huili Caitong and Trisonic International are ultimately controlled by the same beneficial owners. The balance due from Huili Caitong as at 31 December 2020 and 2019 represented trade receivables on the rendering of consultancy and management services by the Group.

(ii) The balance due to Trisonic International as at 31 December 2020 and 2019 mainly represented an interest-free loan granted by Trisonic International, which was repayable on demand.

(iii) Yanyuan Xiwei is a company controlled by Chuan Wei. The balances due to Yanyuan Xiwei as at 31 December 2019 represented certain expenses paid by Yanyuan Xiwei on behalf of Aba Mining.

(iv) Longwei Hotel and Trisonic International are ultimately controlled by the same beneficial owners. The balance due to Longwei Hotel as at 31 December 2019 represented a rental payable to Longwei Hotel for the operating lease of office premises by the Group.

(v) Chuan Wei and Trisonic International are ultimately controlled by the same beneficial owners. The balances due to Chuan Wei as at 31 December 2020 and 2019 mainly comprised staff remuneration paid by Chuan Wei on behalf of Sichuan Lingyu and Aba Mining.

(vi) Mancala Resources is a company controlled by the directors and one employee of MHPL. The balance as at 31 December 2019 represented an interest-free loan granted by Mancala Resources, which was repayable on demand. As at 31 December 2020, the outstanding balance of RMB7,735,000 has been classified to liabilities of a disposal group classified as held for sale.

(vii) These are individually entrusted by each of two directors and one employee of MHPL, respectively. The balances as at 31 December 2019 represented interest-free loans granted to MHPL, which were repayable on demand. As at 31 December 2020, the outstanding balance of RMB4,037,000 has been classified to liabilities of a disposal group classified as held for sale.

(viii) These dividends were proposed and declared before the completion of the disposal of the Disposed Group and were payable to Huili Caitong.

21. 與關聯方的結餘 *(續)*

附註：

(i) 會理財通及合創國際由相同的實益擁有人最終控制。於2020年及2019年12月31日應收會理財通結餘指本集團提供顧問及管理服務的應收賬款。

(ii) 於2020年及2019年12月31日應付合創國際結餘主要指合創國際提供的一筆免息貸款，須應要求償還。

(iii) 鹽源西威為由川威控制的公司。於2019年12月31日應付鹽源西威的結餘指鹽源西威代表阿壩礦業支付的若干開支。

(iv) 龍威酒店及合創國際由相同的實益擁有人最終控制。於2019年12月31日應付龍威酒店的結餘指本集團就辦公室物業經營租賃應付龍威酒店的租金。

(v) 川威及合創國際由相同的實益擁有人最終控制。於2020年及2019年12月31日應付川威的結餘主要包括川威代表四川凌御及阿壩礦業支付的員工薪酬。

(vi) Mancala Resources為一間由曼卡拉控股的董事及一名僱員控制的公司。於2019年12月31日的結餘指由Mancala Resources提供的一筆免息貸款，須應要求償還。於2020年12月31日的未償還餘額人民幣7,735,000元已歸入分類為持作出售的出售集團的負債類別。

(vii) 該等信託分別由曼卡拉控股兩名董事及一名僱員各自委託。於2019年12月31日的結餘指向曼卡拉控股提供的免息貸款，須應要求償還。於2020年12月31日的未償還餘額人民幣4,037,000元已歸入分類為持作出售的出售集團的負債類別。

(viii) 此等應付會理財通的股息乃於完成出售已出售集團前建議及宣派。

22. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSIT

22. 現金及現金等價物以及已質押存款

		Note 附註	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Cash and bank balances	現金及銀行結餘		**32,973**	26,689
Less: pledged time deposits for:	減：就以下項目質押的定期存款：			
Insurance of bills payable	應付票據保險		**25**	–
Other payables	其他應付款項	(a)	**303**	–
			328	–
Cash and cash equivalents	現金及現金等價物		**32,645**	26,689

Note:

(a) As at 31 December 2020, deposits amounting to RMB303,000 (31 December 2019: Nil) were restricted to secure the Group's other payables to a construction supplier (note 26).

附註：

(a) 於2020年12月31日，為數人民幣303,000元(2019年12月31日：無)的存款受限制用作擔保本集團應付一間建築供應商的其他款項(附註26)。

The Group's cash and bank balances are denominated in RMB at the end of each reporting period, except for the following:

本集團的現金及銀行結餘於各報告期末以人民幣計值，惟下列款項除外：

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Cash and bank balances denominated in:	以下列貨幣計值的現金及銀行結餘：		
HKD	港元	**614**	286
USD	美元	**36**	49
SGD	新加坡元	**101**	233
VND	越南盾	**–**	48
AUD	澳元	**–**	1,852

The RMB is not freely convertible into other currencies, however, under the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

人民幣不可自由兌換為其他貨幣，然而，根據中國外匯管理條例及結匯、售匯及付匯管理規定，本集團獲批准透過獲授權進行外匯業務的銀行將人民幣兌換為其他貨幣。

22. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSIT *(Continued)*

Cash at bank earns interest at floating rates based on daily bank deposit rates. The bank balances and time deposits are deposited with creditworthy banks with no recent history of default.

22. 現金及現金等價物以及已質押存款 *(續)*

銀行現金按基於每日銀行存款利率計算的浮動利率計息。銀行結餘及定期存款存放於近期並無違約紀錄且信譽可靠的銀行。

23. ASSETS CLASSIFIED AS HELD FOR SALE

23. 分類為持作出售的資產

		2020 **2020年** **RMB'000** **人民幣千元**	2019 2019年 RMB'000 人民幣千元
Unutilised fixed assets of Specialised Mining Services	專業開採服務的未動用固定資產	**–**	35,832

The balance as at 31 December 2019 represented the fair value less cost to sell of assets held for sale, which comprised part of plant and equipment of MHPL which would not be utilised in the current operation.

於2019年12月31日的結餘指持作出售資產的公平值減出售成本，當中包括曼卡拉控股將不會用於現時營運的部分廠房及設備。

24. TRADE PAYABLES

An ageing analysis of the trade payables of the Group as at the end of the reporting period, based on the invoice date or issuance date, where appropriate, is as follows:

24. 應付賬款

於報告期末，本集團應付賬款基於發票日期或發出日期（如適用）的賬齡分析如下：

		2020 **2020年** **RMB'000** **人民幣千元**	2019 2019年 RMB'000 人民幣千元
Within 180 days	180天內	**24,664**	60,495
181 to 365 days	181至365天	**1,001**	3,283
1 to 2 years	1至2年	**766**	696
2 to 3 years	2至3年	**203**	24
Over 3 years	超過3年	**3,859**	3,965
		30,493	68,463

Trade payables of the Group are non-interest-bearing and are normally settled within 180 days.

本集團的應付賬款為不計息，通常於180天內結算。

25. CONTRACT LIABILITIES

25. 合約負債

		31 December 2020 2020年12月31日 RMB'000 人民幣千元	31 December 2019 2019年12月31日 RMB'000 人民幣千元	1 January 2019 2019年1月1日 RMB'000 人民幣千元
Short-term advances received from customers	已收客戶短期墊款			
Rendering of specialised mining services from discontinued operations	已終止經營業務提供專業開採服務	–	5,820	5,811
Sale of self-produced high-grade iron concentrates from continuing operations	持續經營業務銷售自產高品位鐵精礦	**2,277**	–	–
		2,277	5,820	5,811

The movement of contract liabilities in continuing operations for the year ended 31 December 2020 was mainly due to the increase in short-term advances received from customers in relation to the sale of self-produced high-grade iron concentrate at the end of the year.

截至2020年12月31日止年度持續經營業務的合約負債變動主要源於年末就銷售自產高品位鐵精礦已收客戶的短期墊款增加。

Changes in contract liabilities during the reporting periods are as follows:

合約負債於報告期內的變動如下：

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
At 1 January	於1月1日	**5,820**	5,811
Revenue recognised that was included in the contract liabilities at the beginning of year from discontinued operations	計入年初已終止經營業務合約負債的已確認收入	**(5,820)**	(5,811)
Increase due to cash received, excluding amounts recognised as revenue during the year	因已收現金而增加，不包括年內已確認為收入的款項	**2,277**	5,820
At 31 December	於12月31日	**2,277**	5,820

26. OTHER PAYABLES AND ACCRUALS

26. 其他應付款項及應計款項

		Note 附註	**31 December 2020** **2020年12月31日** **RMB'000** **人民幣千元**	31 December 2019 2019年12月31日 RMB'000 人民幣千元
Current portion:	*流動部分：*			
Payables related to:	關於下列項目的應付款項：			
Construction in progress	在建工程	(a)	**24,217**	19,655
Taxes other than income tax	除所得稅外的稅項		**8,586**	23,616
Exploration and evaluation assets	探礦及評估資產		**8,922**	7,456
Payroll and welfare payable	應付薪資及福利		**10,307**	8,770
Consultancy and professional fees	諮詢及專業費		**2,141**	4,455
Deposits received	已收押金		**4**	4
Accrued government surcharges	應計政府附加費		**4,529**	4,529
Accrued interest expenses	應計利息開支		**107**	111
Other payables	其他應付款項		**4,441**	19,794
			63,254	88,390
Non-current portion:	*非流動部分：*			
Other payables	其他應付款項		**700**	849
			700	849
			63,954	89,239

Note:

(a) As at 31 December 2020, deposits of RMB303,000 (31 December 2019: Nil) (note 22) were restricted according to the civil ruling to secure the Group's other payables of RMB2,218,000 (31 December 2019: Nil) to a construction supplier.

附註：

(a) 於2020年12月31日，為數人民幣303,000元的存款（2019年12月31日：無）（附註22）根據民事裁決受限制用作擔保本集團應付一名建築供應商的其他應付款項人民幣2,218,000元（2019年12月31日：無）。

27. INTEREST-BEARING BANK AND OTHER LOANS

27. 計息銀行及其他貸款

		Notes 附註	31 December 2020 2020年 12月31日 RMB'000 人民幣千元	31 December 2019 2019年 12月31日 RMB'000 人民幣千元
Bank loans – Secured	銀行貸款一有抵押	(a)	**79,615**	83,770
Bank loans – Unsecured	銀行貸款一無抵押	(b)	**–**	179
Other loans – Secured	其他貸款一有抵押	(c)	**5,120**	–
Other loans – Unsecured	其他貸款一無抵押	(d)	**–**	15,298
			84,735	99,247
Current liabilities	流動負債		**(84,735)**	(99,247)
Analysed into:	**分析為：**			
Bank loans repayable:	*應於下列期間償還的銀行貸款：*			
Within one year or on demand	一年內或應要求		**79,615**	83,949
Other loans repayable:	*應於下列期間償還的其他貸款：*			
Within one year or on demand	一年內或應要求		**5,120**	15,298
			84,735	99,247

		2020 2020年	2019 2019年
		(Effective interest rate) *(實際利率)*	
Bank loans	銀行貸款	**4.35%**	2.40%-4.35%
Other loans	其他貸款	**5.51%**	0.00%

27. INTEREST-BEARING BANK AND OTHER LOANS *(Continued)*

Notes:

(a) The Group's bank loans are secured by:

		2020 RMB'000 (Amount of bank loans)	2019 RMB'000
Mining rights of Maoling Mine	毛嶺鐵礦的採礦權	**79,615**	83,770

(b) The balance as at 31 December 2019 mainly represented the unsecured bank loan for the compensation insurance of workers in Australia with a one-year term ended on 1 July 2020 at the annual interest rate of 2.4%.

(c) The balance mainly represented the short-term loan granted by a third party to Aba Mining at the annual interest rate of 5.51%. The loan is secured by bills receivable of RMB5,120,000 and due for repayment on or before 29 April 2021.

(d) The balance as at 31 December 2019 mainly represented an interest-free loan granted by Sapphire Corporation Limited, a non-controlling shareholder of Mancala Holdings, to Mancala Holdings Pty Ltd. The loan is unsecured and due for repayment on demand.

As at 31 December 2020, there were no unsecured other loan and bank loan, whereas the secured bank loan and other loan were denominated in RMB. As at 31 December 2019, the unsecured other loan and bank loan were denominated in AUD, whereas the secured bank loan was denominated in RMB.

27. 計息銀行及其他貸款 *(續)*

附註：

(a) 本集團的銀行貸款以下列項目作抵押：

	2020年 人民幣千元 (銀行貸款額)	2019年 人民幣千元
毛嶺鐵礦的採礦權	**79,615**	83,770

(b) 該筆於2019年12月31日的結餘主要指為澳洲工人的補償保險授出的無抵押銀行貸款，一年期限已於2020年7月1日屆滿，年利率為2.4%。

(c) 該結餘主要指由一名第三方授予阿壩礦業的短期貸款，年利率為5.51%。該筆貸款以人民幣5,120,000元的應收票據作抵押，將於2021年4月29日或之前到期償還。

(d) 該筆於2019年12月31日的結餘主要指盛世企業有限公司*（開曼曼卡拉的非控股股東）授予Mancala Holdings Pty Ltd.的免息貸款。該筆貸款為無抵押，並須應要求償還。

於2020年12月31日，概無無抵押的其他貸款及銀行貸款，有抵押銀行貸款及其他貸款則以人民幣計值。於2019年12月31日，無抵押其他貸款及銀行貸款以澳元計值，有抵押銀行貸款則以人民幣計值。

28. PROVISION FOR REHABILITATION

28. 復原撥備

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
At beginning of year	於年初	**12,847**	1,833
Unwinding of discount (note 6)	貼現回撥（附註6）	**807**	(358)
Additions	添置	**–**	11,372
At end of year	於年終	**13,654**	12,847

29. SHARE CAPITAL

29. 股本

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Shares	**股份**		
Authorised: 10,000,000,000 (2019: 10,000,000,000) ordinary shares of HKD0.1 each	**法定：** 10,000,000,000股 （2019年：10,000,000,000股） 每股面值0.1港元的普通股	**880,890**	880,890
Issued and fully paid: 2,249,015,410 (2019: 2,249,015,410) ordinary shares of HKD0.1 each	**已發行及繳足：** 2,249,015,410股 （2019年：2,249,015,410股） 每股面值0.1港元的普通股	**197,889**	197,889

A summary of movements in the Company's share capital is as follows:

本公司股本變動概要如下：

		Number of shares in issue 已發行股份數目	**Issued capital 已發行股本** RMB'000 人民幣千元
At 1 January 2020	於2020年1月1日	2,249,015,410	197,889
Issue of new shares	發行新股份	–	–
At 31 December 2020	於2020年12月31日	2,249,015,410	197,889

30. SHARE OPTION SCHEMES

2009 Option Scheme

On 4 September 2009, the Company adopted a share option scheme (the "2009 Option Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the 2009 Option Scheme include the directors, including non-executive directors, and other employees of the Group.

2010 Option Scheme

On 15 April 2010, the Company adopted a share option scheme (the "2010 Option Scheme"), and simultaneously terminated the operation of the 2009 Option Scheme (such that, no further options shall thereafter be offered under the 2009 Option Scheme but in all other respects the provisions of the 2009 Option Scheme shall remain in force and effect). Eligible participants of the 2010 Option Scheme include directors, chief executives, substantial shareholders or employees (whether full time or part time) of any member of the Group and any persons whom the Board considers, in its sole discretion, have contributed or will contribute to the development and growth of the Group. The 2010 Option Scheme remained in force for 10 years from that date until 14 April 2020.

The maximum number of shares issued and which may fall to be issued upon exercise of the options granted and to be granted under the 2010 Option Scheme to each eligible participant in the 2010 Option Scheme within any 12-month period is limited to 1% of the shares of the Company in issue as at the date of grant. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

30. 股份期權計劃

2009年期權計劃

於2009年9月4日，本公司採納一項股份期權計劃(「2009年期權計劃」)，藉以鼓勵及回饋對本集團的成功經營作出貢獻的合資格參與人士。2009年期權計劃的合資格參與人士包括董事(包括非執行董事)及其他本集團僱員。

2010年期權計劃

於2010年4月15日，本公司採納一項股份期權計劃(「2010年期權計劃」)，同時終止施行2009年期權計劃(致使其後不再根據2009年期權計劃授出期權，但2009年期權計劃的規定在所有其他方面繼續具有十足效力及作用)。2010年期權計劃的合資格參與人士包括本集團任何成員公司的董事、最高行政人員、主要股東或全職或兼職僱員，以及董事會全權酌情認為曾經或將會對本集團的發展及增長作出貢獻的任何人士。2010年期權計劃於由該日起計10年內仍然有效，直至二零二零年四月十四日為止。

根據2010年期權計劃，於任何12個月期間內向2010年期權計劃下各合資格參與人士授出及將授出的期權獲行使時已發行及可能須予發行的股份最高數目以佔於授出日期本公司已發行股份的1%為限。進一步授出超過該上限的股份期權須待股東於股東大會上批准。

30. SHARE OPTION SCHEMES *(Continued)*

2010 Option Scheme *(Continued)*

Share options granted to Directors, chief executives, substantial Shareholders or any of their respective associates are subject to approval by the independent non-executive Directors (excluding the independent non-executive Directors who are the grantees of the options). In addition, any grant of share options to substantial Shareholders or independent non-executive Directors or to any of their respective associates, in excess of 0.1% of the shares of the Company in issue on the date of offer with an aggregate value (based on the closing price of the Company's shares quoted on the Hong Kong Stock Exchange at the date of grant) in excess of HKD5 million made within any 12-month period from the date of grant (inclusive) would be subject to Shareholders' approval in a general meeting.

The offer of a grant of share options may be accepted within 28 days from the date of offer, upon payment of a nominal consideration of HKD1 in total by the grantee. The exercise period of the share options granted is determinable by the Directors that no option may be exercised more than 10 years from the date of grant.

The exercise price of share options is determinable by the board of Directors, but may not be less than the highest of (i) the nominal value of shares of the Company; (ii) the average closing price of the Company's shares for the five trading days immediately preceding the date of grant of the share options; and (iii) the Hong Kong Stock Exchange closing price of the Company's shares on the date of grant of the share options.

30. 股份期權計劃 *(續)*

2010年期權計劃 *(續)*

向董事、最高行政人員、主要股東或彼等各自任何聯繫人授出股份期權前，須取得獨立非執行董事(不包括屬期權承授人的獨立非執行董事)批准。此外，如於授出日期(包括當日)起計任何12個月期間內授予主要股東或獨立非執行董事或彼等各自任何聯繫人的任何股份期權超逾於要約日期本公司已發行股份的0.1%，以及總值(基於香港聯交所所報本公司股份於授出日期的收市價計算)超逾5百萬港元，則須在股東大會上取得股東批准。

授出股份期權的要約可於由要約日期起計28日內接納，承授人接納股份期權時須支付合共1港元的象徵式代價。所授出股份期權的行使期由董事釐定，惟期權概不得於授出日期滿10年後行使。

股份期權的行使價由董事會釐定，惟不得低於下列各項中的最高者：(i)本公司股份面值；(ii)本公司股份於緊接授出股份期權日期前五個交易日的平均收市價；及(iii)本公司股份於授出股份期權日期的香港聯交所收市價。

30. SHARE OPTION SCHEMES *(Continued)*

2020 Option Scheme

On 16 June 2020, the Company adopted a share option scheme (the "2020 Option Scheme"). Eligible participants of the 2020 Option Scheme include directors, chief executives, substantial shareholders or employees (whether full time or part time) of any member of the Group and any persons whom the Board considers, in its sole discretion, have contributed or will contribute to the development and growth of the Group. The 2020 Option Scheme will remain in force for 10 years from that date, unless otherwise cancelled or amended.

At 31 December 2020, no share options have been granted to any eligible participants since the adoption of the 2020 Option Scheme.

The following share options were outstanding under the 2009 Option Scheme and the 2010 Option Scheme during the year:

30. 股份期權計劃 *(續)*

2020年期權計劃

於2020年6月16日，本公司採納一項股份期權計劃(「2020年期權計劃」)。2020年期權計劃的合資格參與人士包括本集團任何成員公司的董事、最高行政人員、主要股東或全職或兼職僱員，以及董事會全權酌情認為曾經或將會對本集團的發展及增長作出貢獻的任何人士。除非另行註銷或修訂，否則2020年期權計劃將於由該日起計10年內仍然有效。

於2020年12月31日，自採納2020年期權計劃以來，概無向任何合資格參與人士授出任何股份期權。

於年內根據舊2009年期權計劃及2010年期權計劃尚未行使的股份期權如下：

		Notes 附註	Weighted average exercise price HKD per share 加權平均行使價每股股份港元	Number of options '000 期權數目千份
As at 1 January 2020	於2020年1月1日			
– 2009 Option Scheme	－2009年期權計劃	(a)	**4.99**	**1,400**
– 2010 Option Scheme	－2010年期權計劃	(a)	**2.01**	**27,100**
Forfeited during the year	年內沒收			
– 2009 Option Scheme	－2009年期權計劃	(b)	**4.99**	**(1,400)**
– 2010 Option Scheme	－2010年期權計劃	(c)	**2.02**	**(11,500)**
As at 31 December 2020	於2020年12月31日		**2.00**	**15,600**

30. SHARE OPTION SCHEMES *(Continued)*

2020 Option Scheme *(Continued)*

Notes:

(a) The share options outstanding as at 1 January 2020 represented share options granted under the 2009 Option Scheme and the 2010 Option Scheme by the Company on 1 April 2010, 23 May 2011 and 15 April 2014 at the exercise prices of HKD4.99, HKD3.60 and HKD1.00 per share, respectively.

(b) The following share options under the 2009 Option Scheme as at 31 December 2020 were lapsed upon the expiry of the exercise period:

Number of options 期權數目 '000 千份	Exercise price per Share 每股股份行使價 HKD 港元	Exercise period 行使期
700	4.99	01 October 2012 to 31 March 2020 2012年10月1日至2020年3月31日
700	4.99	01 April 2015 to 31 March 2020 2015年4月1日至2020年3月31日
1,400		

(c) The following share options granted to two employees under the 2010 Option Scheme were lapsed following their resignation during the year:

Number of options 期權數目 '000 千份	Exercise price per Share 每股股份行使價 HKD 港元	Exercise period 行使期
4,500	3.60	23 May 2013 to 22 May 2021 2013年5月23日至2021年5月22日
3,500	1.00	15 October 2014 to 14 April 2024 2014年10月15日至2024年4月14日
1,750	1.00	15 April 2015 to 14 April 2024 2015年4月15日至2024年4月14日
1,750	1.00	15 October 2015 to 14 April 2024 2015年10月15日至2024年4月14日
11,500		

30. 股份期權計劃 *(續)*

2020年期權計劃 *(續)*

附註：

(a) 於2020年1月1日尚未行使的股份期權指本公司於2010年4月1日、2011年5月23日及2014年4月15日根據2009年期權計劃及2010年期權計劃分別按行使價每股股份4.99港元、3.60港元及1.00港元授出的股份期權。

(b) 於2020年12月31日，2009年期權計劃下於行使期屆滿時失效的股份期權如下：

(c) 2010年期權計劃下授予兩名僱員並於彼等年內辭任後失效的股份期權如下：

30. SHARE OPTION SCHEMES *(Continued)*

The exercise prices and exercise periods of the share options outstanding as at 31 December 2020 and 31 December 2019 are as follows:

30. 股份期權計劃 *(續)*

於2020年12月31日及2019年12月31日尚未行使的股份期權的行使價及行使期如下：

2020

2020年

Number of options 期權數目 '000 千份	Exercise price per Share 每股股份行使價 HKD 港元	Exercise period 行使期
6,000	3.60	23 May 2013 to 22 May 2021 2013年5月23日至2021年5月22日
4,800	1.00	15 October 2014 to 14 April 2024 2014年10月15日至2024年4月14日
2,400	1.00	15 April 2015 to 14 April 2024 2015年4月15日至2024年4月14日
2,400	1.00	15 October 2015 to 14 April 2024 2015年10月15日至2024年4月14日
15,600		

30. SHARE OPTION SCHEMES *(Continued)*

30. 股份期權計劃 *(續)*

2019

2019年

Number of options 期權數目 '000 千份	Exercise price per Share 每股股份行使價 HKD 港元	Exercise period 行使期
700	4.99	1 October 2012 to 31 March 2020 2012年10月1日至2020年3月31日
700	4.99	1 April 2015 to 31 March 2020 2015年4月1日至2020年3月31日
10,500	3.60	23 May 2013 to 22 May 2021 2013年5月23日至2021年5月22日
8,300	1.00	15 October 2014 to 14 April 2024 2014年10月15日至2024年4月14日
4,150	1.00	15 April 2015 to 14 April 2024 2015年4月15日至2024年4月14日
4,150	1.00	15 October 2015 to 14 April 2024 2015年10月15日至2024年4月14日
28,500		

The Group had 15,600,000 share options exercisable as at 31 December 2020 (2019: 28,500,000) and the weighted average exercise price was HKD2.00 per share (2019: HKD2.15).

於2020年12月31日，本集團有15,600,000份（2019年：28,500,000份）股份期權可予行使，而加權平均行使價為每股股份2.00港元（2019年：2.15港元）。

The Group did not recognise any share option expense during the year (2019: Nil).

年內，本集團並無確認任何股份期權開支（2019年：無）。

30. SHARE OPTION SCHEMES *(Continued)*

The fair values of equity-settled share options granted were estimated and valued by independent professional valuers as at the dates of grant, using the binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the major inputs to the model used:

30. 股份期權計劃 *(續)*

授出的股權結算股份期權的公平值已於授出日期由獨立專業估值師以二項模式估計及估值，當中已考慮授出期權的條款及條件。下表列出該模式所用的主要輸入值：

		Equity-settled share options granted on 於下列日期授出的股權結算股份期權			
		15 April 2014 2014年4月15日	**23 May 2011 2011年5月23日**	**1 April 2010 2010年4月1日**	**29 December 2009 2009年12月29日**
Dividend yield (%)	股息率(%)	2.17	2.07	1.36	1.41
Expected volatility (%)	預期波幅(%)	49.47	62.40	66.40	68.56
Risk-free interest rate (%)	無風險利率(%)	2.270	2.430	2.788	2.652

The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

預期波幅反映歷史波幅乃未來趨勢指標的假設，不一定為實際結果。

No other feature of the options granted was incorporated into the measurement of fair value.

計量公平值時概無計及已授出期權的其他特質。

At 31 December 2020, the Company had 15,600,000 share options outstanding under the 2010 Option Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 15,600,000 additional ordinary shares of the Company and additional share capital of HKD1,560,000 and share premium of HKD29,640,000 (before issue expenses).

於2020年12月31日，本公司根據2010年期權計劃有15,600,000份尚未行使股份期權。根據本公司現時資本架構，悉數行使尚未行使股份期權將導致額外發行15,600,000股本公司普通股以及產生額外股本1,560,000港元及股份溢價29,640,000港元（未扣除發行開支）。

At the date of approval of these financial statements, the Company had 15,600,000 share options outstanding, which represented approximately 0.69% of the Company's shares in issue as at that date.

於該等財務報表獲批准之日，本公司有15,600,000份尚未行使股份期權，相當於該日的本公司已發行股份約0.69%。

31. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity in the financial statements.

(a) Share premium account

The application of the share premium account is governed by the Companies Law of the Cayman Islands. Under the constitutional documents and the Companies Law of the Cayman Islands, the share premium is distributable as dividend on the condition that the Company is able to pay its debts when they fall due in the ordinary course of business at the time the proposed dividend is to be paid.

(b) Statutory reserve fund

In accordance with the Company Law of the PRC and the respective articles of association of the PRC subsidiaries, each of the PRC subsidiaries other than Sichuan Lingyu is required to allocate 10% of its profits after tax, as determined in accordance with the PRC Generally Accepted Accounting Principles (the "PRC GAAP"), to the statutory surplus reserve (the "SSR") until such reserve reaches 50% of its registered capital.

As Sichuan Lingyu is a wholly-foreign-owned enterprise, according to the Rules for the Implementation of Foreign-funded Enterprise Law of the PRC and the articles of association of Sichuan Lingyu, Sichuan Lingyu is required to allocate 10% of its profit after tax in accordance with PRC GAAP to the statutory reserve fund (the "SRF") until such reserve reaches 50% of its registered capital.

The SSR and the SRF are non-distributable except in the event of liquidation and subject to certain restrictions set out in the relevant PRC regulations. They can be used to offset accumulated losses or capitalised as paid-up capital.

31. 儲備

本集團於本年度及過往年度的儲備金額及其變動於財務報表的綜合股權變動表呈列。

(a) 股份溢價賬

股份溢價賬的應用受開曼群島公司法監管。根據組織章程文件及開曼群島公司法，在派付擬派股息時，本公司能夠於其於日常業務過程中的債項到期時支付該等債項的情況下，股份溢價可作為股息分派。

(b) 法定儲備金

按照中國公司法及中國子公司各自的公司章程細則，各中國子公司（四川凌御除外）須分配其按照中國公認會計原則釐定的稅後利潤的10%至法定盈餘公積金，直至該公積金達至其註冊資本的50%為止。

由於四川凌御為一間外商獨資企業，根據中國外資企業法實施細則及四川凌御的公司章程細則，四川凌御須按照中國公認會計原則分配其10%稅後利潤至法定儲備金，直至該儲備金達至其註冊資本的50%為止。

除清盤外，法定盈餘公積金及法定儲備金均不可用作分派，並受到若干相關中國法規所限制。法定盈餘公積金及法定儲備金可用作抵銷累計虧損或被資本化為繳足資本。

31. RESERVES *(Continued)*

(c) Contributed surplus

The contributed surplus represented the difference between the nominal value of the Company's shares issued in exchange of or consideration paid for subsidiaries acquired and the aggregate amount of the nominal value for the paid-up capital of these subsidiaries attributable to the owners of the Company for business combinations under common control.

(d) Safety fund surplus reserve

Pursuant to a Notice regarding Safety Production Expenditure jointly issued by the Ministry of Finance and the State Administration of Work Safety of the PRC in February 2012, the Group is required to establish a safety fund surplus reserve based on the volume of mineral ore extracted. The safety fund can only be transferred to retained earnings to offset safety related expenses as and when they are incurred, including expenses related to safety protection facilities and equipment improvement and maintenance as well as safety production inspection, appraisal, consultation and training.

(e) Share option reserve

The share option reserve comprises the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payments in note 2.4 to the financial statements. The amount will either be transferred to the share premium account when the related options are exercised, or be transferred to retained earnings should the related options expire or be forfeited. As at 31 December 2020, the forfeited share options due to resignation and the expiry of the exercise period amounted to RMB9,643,000 (2019: RMB15,575,000), which was transferred to retained profits.

(f) Capital reserve

The capital reserve represented the Group's capital injection to subsidiaries by way of transfer from retained profits in 2012.

31. 儲備 *(續)*

(c) 實繳盈餘

實繳盈餘指本公司用以交換所收購子公司或為此支付代價而發行的本公司股份面值與就共同控制下的業務合併而言歸屬於本公司擁有人的該等子公司的繳足資本面值總金額之間的差額。

(d) 安全基金專項儲備

根據中國財政部及國家安全生產監督管理總局於2012年2月聯合頒佈的一則關於安全生產費的通知，本集團須基於所開採礦量成立安全基金專項儲備。安全基金只可當及於安全相關開支產生時轉撥至留存盈利以抵銷相關開支，包括與保安設施及設備提升及維護以及安全生產檢查、評估、諮詢及培訓有關的開支。

(e) 股份期權儲備

股份期權儲備包括已授出但尚未行使的股份期權的公平值，進一步闡述見財務報表附註2.4有關以股份為基礎的付款的會計政策。該款項將於相關期權獲行使時轉撥至股份溢價賬，或在相關期權屆滿或失效的情況下轉撥至留存盈利，或遭沒收。於2020年12月31日，因辭任及行使期屆滿而遭沒收的股份期權為人民幣9,643,000元（2019年：人民幣15,575,000元），已轉撥至留存利潤。

(f) 資本公積

資本公積指本集團於2012年透過從留存利潤轉撥而向子公司作出的注資。

32. PARTLY-OWNED SUBSIDIARY WITH MATERIAL NON-CONTROLLING INTERESTS

Details of the Group's subsidiary that has material non-controlling interests are set out below:

32. 擁有重大非控股權益的非全資子公司

擁有重大非控股權益的本集團子公司的詳情載列如下：

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Percentage of equity interest held by non-controlling interests:	非控股權益所持股本權益的百分比：		
Sichuan Haoyuan	四川浩遠	**49%**	49%
Total comprehensive loss for the year allocated to non-controlling interests:	分配至非控股權益的年內全面虧損總額：		
Sichuan Haoyuan	四川浩遠	**1,127**	1,376
Accumulated balances of non-controlling interests at the reporting date:	於報告日期的非控股權益累計結餘：		
Sichuan Haoyuan	四川浩遠	**294,827**	295,954

The following tables illustrate the summarised financial information of the above subsidiary.

下表說明以上子公司的概要財務資料。

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Other expenses	其他開支	**(2,300)**	(2,807)
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	**(2,300)**	(2,807)
Current assets	流動資產	**1,707**	1,811
Non-current assets	非流動資產	**659,824**	657,703
Current liabilities	流動負債	**(59,843)**	(55,526)
Net cash flows used in operating activities	經營活動使用的現金流量淨額	**(1,129)**	(5,762)
Net cash flows from financing activities	融資活動所得的現金流量淨額	**1,123**	5,614
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	**(6)**	(148)

33. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of RMB8,066,000 (2019: RMB1,291,000) and RMB8,066,000 (2019: RMB1,051,000), respectively, in respect of lease arrangements for office premises.

(b) Changes in liabilities arising from financing activities

Year ended 31 December 2020

33. 綜合現金流量表附註

(a) 主要非現金交易

年內，本集團有關辦公室物業租賃安排的使用權資產及租賃負債非現金添置分別為人民幣8,066,000元（2019年：人民幣1,291,000元）及人民幣8,066,000元（2019年：人民幣1,051,000元）。

(b) 融資活動所產生負債的變動

截至2020年12月31日止年度

		Bank and other loans amount 銀行及其他貸款金額 RMB'000 人民幣千元	Interest payable amount 應付利息金額 RMB'000 人民幣千元	Amount due to a related party provision 應付一名關聯方款項撥備 RMB'000 人民幣千元	Lease liabilities 租賃負債 RMB'000 人民幣千元
At 1 January 2020	**於2020年1月1日**	**99,247**	**111**	**40,638**	**2,629**
Changes from financing cash flows	融資現金流量變動	3,174	(4,864)	(127)	(2,875)
New lease (note 16 (b))	新租賃（附註16(b)）	–	–	–	8,066
Derecognised as a result of Covid-19-rent related concessions	因COVID-19相關租金寬減而終止確認	–	–	–	(254)
Interest expense	利息開支	–	4,860	–	353
Increase from reclassification as a result of disposal of subsidiaries	因出售子公司導致重新分類而增加	–	–	(17,201)	–
Foreign exchange movement	外匯變動	(26)	–	10	–
Liabilities included in discontinued operations	計入已終止經營業務的負債	(17,660)	–	(11,772)	(656)
At 31 December 2020	**於2020年12月31日**	**84,735**	**107**	**11,548**	**7,263**

33. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS *(Continued)*

33. 綜合現金流量表附註 *(續)*

(b) Changes in liabilities arising from financing activities *(Continued)*

(b) 融資活動所產生負債的變動 *(續)*

Year ended 31 December 2019

截至2019年12月31日止年度

		Bank and other loans amount 銀行及其他貸款金額 RMB'000 人民幣千元	Interest payable amount 應付利息金額 RMB'000 人民幣千元	Amount due to a related party provision 應付一名關聯方款項撥備 RMB'000 人民幣千元	Lease liabilities 租賃負債 RMB'000 人民幣千元
At 1 January 2019	於2019年1月1日	100,794	100	9,805	–
Effect of adoption of IFRS 16	採納國際財務報告準則第16號的影響	(96)	–	–	4,670
At 1 January 2019 (restated)	於2019年1月1日 (經重列)	100,698	100	9,805	4,670
Changes from financing cash flows	融資現金流量變動	(1,451)	(4,279)	6,205	(1,717)
New lease	新租賃	–	–	–	1,051
Interest expense	利息開支	–	4,290	–	132
Increase from reclassification as a result of disposal of subsidiaries	因出售子公司導致重新分類而增加	–	–	24,836	–
Foreign exchange movement	外匯變動	–	–	(208)	–
Decrease of lease liabilities as a result of disposal of subsidiaries	租賃負債因出售子公司而減少	–	–	–	(1,507)
At 31 December 2019	於2019年12月31日	99,247	111	40,638	2,629

33. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS *(Continued)*

(c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

33. 綜合現金流量表附註 *(續)*

(c) 租賃的現金流出總額

計入現金流量表的租賃現金流出總額如下：

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Within operating activities	於經營活動內	**614**	984
Within financing activities	於融資活動內	**2,875**	1,717
		3,489	2,701

34. CONTINGENT LIABILITIES

As mentioned in the Company's annual financial statements for the year ended 31 December 2019, the Company entered into a sales and purchase agreement (the "SPA") with Chengyu Vanadium Titano Technology Ltd. ("Chengyu Vanadium Titano") on 29 January 2019 in respect of the disposal of the Disposed Group with the consideration of RMB550,000,000. Upon the completion of the disposal on 30 July 2019, the Disposed Group (i) ceased to be the subsidiaries of the Company and (ii) has become subsidiaries of Chengyu Vanadium Titano.

As at 31 December 2020, the amount of contingent liabilities of the Group, which was represented by the maximum amount the guarantees given by the Company in favour of the Disposed Group was RMB730,000,000 (31 December 2019: RMB730,000,000) (the "CVT Guarantees"). The CVT Guarantees were provided by the Company prior to the disposal to guarantee the indebtedness of the Disposed Group owed to certain banks and an asset management and financial services institution (the "Financial Institutions") in the PRC. The indebtedness has not been repaid and the CVT Guarantees has been continued as at 31 December 2020. The Group's obligations under the CVT Guarantees have been counter-indemnified by Chengyu Vanadium Titano.

Details about the CVT Guarantees and the counter-indemnity are included in note 36(b)(i) and (ii) to the financial statements.

34. 或有負債

誠如本公司截至2019年12月31日止年度的全年財務報表所述，本公司於2019年1月29日與成渝釩鈦科技有限公司（「成渝釩鈦」）訂立一份買賣協議（「買賣協議」），內容有關出售出售集團，代價為人民幣550,000,000元。於2019年7月30日完成出售事項後，已出售集團(i)不再為本公司的子公司及(ii)成為成渝釩鈦的子公司。

於2020年12月31日，本集團或有負債為人民幣730,000,000元（2019年12月31日：人民幣730,000,000元）（即本公司以已出售集團為受益人作出的擔保的最高金額）（「中國鐵鈦擔保」）。中國鐵鈦擔保由本公司於出售事項前提供，以擔保出售集團結欠中國若干銀行及一間資產管理及金融服務機構（「金融機構」）的債務。於2020年12月31日，該等債務仍未償還，而中國鐵鈦擔保仍然有效。本集團於中國鐵鈦擔保下的義務由成渝釩鈦作反彌償保證。

有關中國鐵鈦擔保及反彌償保證的詳情載於財務報表附註36(b)(i)及(ii)。

35. CAPITAL COMMITMENTS

The Group had the following capital commitments at the end of the reporting period:

35. 資本承擔

本集團於報告期末有以下資本承擔：

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Contracted, but not provided for:	已訂約，但未撥備：		
– Acquisition of mining rights	一收購採礦權	**1,736**	987
		1,736	987

36. RELATED PARTY TRANSACTIONS

(a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following transactions with related parties during the year:

36. 關聯方交易

(a) 除本財務報表其他部分已詳列的交易外，本集團於年內與關聯方進行以下交易：

		Note 附註	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Revenue generated from the rendering of consultancy and management services to Huili Caitong	向會理財通提供顧問及管理服務所產生的收入	(i)	**8,113**	3,381

Note:

(i) Huili Caitong and Trisonic International are ultimately controlled by the same beneficial owners. The Group has entered into a three-year consultancy and management service contract with Huili Caitong from 1 January 2018 to 31 December 2020 at a yearly fixed fee of RMB8,600,000. In arriving at the above service fee, the Group has considered a third party quotation for providing similar services and negotiated on an arm's length basis.

附註：

(i) 會理財通及合創國際由同一實益擁有人最終控制。本集團已與會理財通訂立一份三年期的顧問及管理服務合約，年期為2018年1月1日至2020年12月31日，年度固定費用為人民幣8,600,000元。於達致上述服務費用時，本集團已考慮提供相類服務的第三方報價，並按公平基準磋商。

36. RELATED PARTY TRANSACTIONS *(Continued)*

(b) Other transactions with related parties

(i) Prior to the completion of the disposal, the Company provided the CVT Guarantees in favour of the Disposed Group with the aggregate maximum guaranteed amount of RMB730,000,000. The principal terms of the CVT Guarantees are set out as follows:

36. 關聯方交易 *(續)*

(b) 與關聯方的其他交易

(i) 於完成出售事項前，本公司以已出售集團為受益人作出中國鐵鈦擔保，最高擔保總額為人民幣730,000,000元。中國鐵鈦擔保的主要條款載列如下：

Borrower **借款人**	**Lender and beneficiary of the guarantee** **貸款人及擔保受益人**	**Guarantor** **擔保人**	**Maximum guaranteed amount** **最高擔保額** RMB'000 人民幣千元
Huili Caitong 會理財通	China Cinda Asset Management Co., Ltd, Sichuan Branch 中國信達資產管理股份有限公司四川分公司	the Company 本公司	200,000
Huili Caitong 會理財通	Industrial and Commercial Bank of China Limited, Liangshan Branch 中國工商銀行股份有限公司涼山分行	the Company 本公司	100,000
Xiushuihe Mining 秀水河礦業	Industrial and Commercial Bank of China Limited, Liangshan Branch 中國工商銀行股份有限公司涼山分行	the Company 本公司	30,000
Huili Caitong 會理財通	China Construction Bank Corporation, Liangshan Branch 中國建設銀行股份有限公司涼山分行	the Company 本公司	400,000
			730,000

36. RELATED PARTY TRANSACTIONS *(Continued)*

(b) Other transactions with related parties *(Continued)*

(ii) Chengyu Vanadium Titano and Trisonic International are ultimately controlled by the same beneficial owners. A counter-indemnity has been entered into between Chengyu Vanadium Titano and the Company for the respective period from 30 July 2019 to the date of the release of the CVT Guarantees, details of which are specified in note 36(b)(i). Chengyu Vanadium Titano's inventories (including, but not limited to, structural steels and coals) with the aggregate amount of approximately RMB1,067,000,000 have been pledged as security for such counter-indemnity at 31 December 2020 (31 December 2019: RMB767,000,000).

(c) Outstanding balances with related parties

Details of the Group's balances with its related parties as at the end of the reporting period are disclosed in note 21 to the financial statements.

(d) Compensation of key management personnel of the Group

Details of Directors' and the chief executive's emoluments, including compensation of key management personnel, are set out in note 8 to the financial statements.

37. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts of the Group's financial instruments reasonably approximate to fair values are as explained below:

Management has assessed that the fair values of cash and cash equivalents, pledged deposit, trade and bills receivables, financial assets included in prepayments, other receivables and other assets, amounts due from related parties, trade payables, financial liabilities included in other payables, interest-bearing bank and other loans and amounts due to related parties approximate to their carrying amounts largely due to the short-term maturities of these instruments.

36. 關聯方交易 *(續)*

(b) 與關聯方的其他交易 *(續)*

(ii) 成渝釩鈦及合創國際由同一實益擁有人最終控制。成渝釩鈦與本公司訂立反彌償保證，年期由2019年7月30日起至中國鐵鈦擔保解除當日為止（詳情載於附註36(b)(i)）。於2020年12月31日，成渝釩鈦的存貨（包括但不限於建築用鋼材及煤炭）總額約人民幣1,067,000,000元（2019年12月31日：人民幣767,000,000元）已質押作為該反彌償保證的抵押品。

(c) 尚未收回與關聯方的結餘

於報告期末本集團與其關聯方結餘的詳情於財務報表附註21披露。

(d) 本集團主要管理人員的薪酬

有關董事及最高行政人員酬金（包括主要管理人員的薪酬）的詳情載於財務報表附註8。

37. 金融工具公平值及公平值架構

本集團金融工具的賬面金額與公平值合理地相若，闡述如下：

管理層評定現金及現金等價物、已質押存款、應收賬款及票據、計入預付款項、其他應收款項及其他資產的金融資產、應收關聯方款項、應付賬款、計入其他應付款項的金融負債、計息銀行及其他貸款以及應付關聯方款項的公平值主要因短期到期而與賬面金額相若。

37. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS *(Continued)*

The Group's corporate finance team headed by the group finance manager is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The corporate finance team reports directly to the financial controller and the audit committee. At each reporting date, the corporate finance team analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the financial controller. The valuation process and results are discussed with the audit committee twice a year for interim and annual financial reporting.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair value of financial assets at fair value through profit or loss is based on valuation techniques. The model incorporates unobservable inputs of the recovery rate. The carrying amount of financial assets at fair value through profit or loss is the same as its fair value.

The fair value measurement hierarchy of the Group's financial assets at fair value through profit or loss measured at fair value required significant unobservable inputs (Level 3) as at 31 December 2020 and 31 December 2019. An increase in the recovery rate would result in the increase in the fair value of exchangeable notes. The fair value measurement hierarchy of the Group's assets held for sale measured at fair value was derived from quoted prices in markets that were not active (Level 2) as at 31 December 2020 and 31 December 2019.

37. 金融工具公平值及公平值架構 *(續)*

本集團由集團財務經理領導的公司財務團隊負責制定金融工具公平值計量的政策及程序。公司財務團隊直接向財務總監及審核委員會匯報。公司財務團隊於各報告日期分析金融工具價值變動，並決定估值所使用的主要輸入值。估值經財務總監審閱及批准。公司財務團隊與審核委員會就中期及年度財務申報每年兩次討論估值過程及結果。

金融資產及負債的公平值按工具於自願交易雙方的現行交易（而非強逼或清盤銷售）中可交換的金額計入。估計公平值時已使用以下方法及假設：

按公平值計量而其變動計入損益的金融資產的公平值基於估值技術計量。模型包含收回率的不可觀察輸入值。按公平值計量而其變動計入損益的金融資產的賬面金額與公平值相同。

於2020年12月31日及2019年12月31日，本集團按公平值計量的按公平值計量而其變動計入損益的金融資產的公平值計量架構需要重大不可觀察輸入值（第3層）。收回率上升會導致可轉換票據的公平值上升。於2020年12月31日及2019年12月31日，本集團按公平值計量的持作出售資產的公平值計量架構根據非活躍市場的報價（第2層）得出。

37. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS *(Continued)*

The financial assets of the Group mainly include cash and bank balances, pledged deposit, trade and bills receivables, financial assets at fair value through profit or loss, financial assets included in prepayments, other receivables and other assets and amounts due from related parties, which arise directly from its operations. Financial liabilities of the Group mainly include financial liabilities included in other payables and accruals, trade payables, amounts due to related parties and interest-bearing bank and other loans.

37. 金融工具公平值及公平值架構 *(續)*

本集團的金融資產主要包括經營業務直接產生的現金及銀行結餘、已質押存款、應收賬款及票據、按公平值計量而其變動計入損益的金融資產、計入預付款項、其他應收款項及其他資產的金融資產以及應收關聯方款項。本集團的金融負債主要包括計入其他應付款項及應計款項的金融負債、應付賬款、應付關聯方款項以及計息銀行及其他貸款。

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Risk management is carried out by the finance department which is led by the Group's executive directors. The Group's finance department identifies and evaluates financial risks in close co-operation with the Group's operating units. The main risks arising from the Group's financial instruments are liquidity risk, interest rate risk, credit risk and foreign currency risk.

The Group's financial risk management policy seeks to ensure that adequate resources are available to manage the above risks and to create value for its shareholders. The Directors regularly review these risks and they are summarised below.

Liquidity risk

The Group monitors its exposure to a shortage of funds by considering the maturity of both its financial liabilities and financial assets and projected cash flows from operations.

As at 31 December 2020, the Group had net current assets of RMB34,406,000.

Regarding 2020 and thereafter, the liquidity of the Group is primarily dependent on its ability to maintain adequate cash flows from operations and successfully renew its short-term bank loans and other loans to meet its debt obligations as they fall due.

38. 財務風險管理目標及政策

財務部在本集團執行董事的領導下進行風險管理。本集團財務部與本集團營運部門緊密合作，負責識別及評估財務風險。本集團金融工具所產生的主要風險包括流動性風險、利率風險、信貸風險及外幣風險。

本集團的財務風險管理政策旨在確保有足夠資源管理上述風險，並為股東創造價值。董事定期檢討該等風險，現概述如下。

流動性風險

本集團透過考慮其金融負債及金融資產的期限和預期經營所得現金流量，監察其須面對的資金短缺風險。

於2020年12月31日，本集團有流動資產淨值人民幣34,406,000元。

就2020年及其後，本集團的流動性主要取決於其能否從業務營運中維持足夠的現金流，以及能否成功續新其短期銀行貸款及其他貸款以履行其到期債務責任。

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(Continued)*

Liquidity risk *(Continued)*

The maturity profile of the Group's financial liabilities at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

38. 財務風險管理目標及政策 *(續)*

流動性風險 *(續)*

於報告期末，本集團金融負債基於合約未貼現付款的期限如下：

		2020 2020年				
		On demand 按要求 RMB'000 人民幣千元	Less than 3 months 少於3個月 RMB'000 人民幣千元	3 to 12 months 3至12個月 RMB'000 人民幣千元	1 to 5 years 1至5年 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Interest-bearing bank and other loans	計息銀行及其他貸款	–	854	99,002	–	99,856
Trade payables	應付賬款	30,493	–	–	–	30,493
Other payables and accruals	其他應付款項及應計款項	39,832	–	–	700	40,532
Lease liabilities	租賃負債	–	929	2,619	4,163	7,711
Due to related parties	應付關聯方款項	3,868	–	–	7,680	11,548
		74,193	1,783	101,621	12,543	190,140

		2019 2019年				
		On demand 按要求 RMB'000 人民幣千元	Less than 3 months 少於3個月 RMB'000 人民幣千元	3 to 12 months 3至12個月 RMB'000 人民幣千元	1 to 5 years 1至5年 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Interest-bearing bank and other loans	計息銀行及其他貸款	–	986	100,979	–	101,965
Trade payables	應付賬款	–	60,495	3,283	4,685	68,463
Other payables and accruals	其他應付款項及應計款項	43,623	15,773	–	849	60,245
Lease liabilities	租賃負債	100	116	1,038	1,375	2,629
Due to related parties	應付關聯方款項	40,638	–	–	–	40,638
		84,361	77,370	105,300	6,909	273,940

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(Continued)*

Interest rate risk

The Group's exposure to interest rate risk relates primarily to the Group's bank deposits, interest-bearing bank loans and other loans and exchangeable notes (which are subject to fair value interest rate risk). The interest rates and terms of repayment of interest-bearing bank and other loans are disclosed in note 27 to the financial statements.

The Group manages its cash flow interest rate risk exposure arising from all of its interest-bearing loans through the use of fixed rates. In addition, the Group has not used any interest rate swaps to hedge against interest rate risk.

Credit risk

Substantial amounts of the Group's cash and cash equivalents and pledged deposit are held in major reputable financial institutions located in PRC, Hong Kong and Australia, which management believes are of high credit quality. The credit risk of the Group's other financial assets, which comprise trade and bills receivables, other receivables and amounts due from related parties, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments. The Group has no other financial assets which carry significant exposure to credit risk.

As disclosed in note 4, the Group sells most of the products to a small number of customers. As a result, it faces a high level of concentration of credit risk. The Group manages this risk by offering a six-month credit term to its customers for the sale of self-produced products and its trading customers because market conditions remained weak. The Group maintains strict control over its outstanding receivables and senior management regularly reviews the overdue balances. In addition, the Group's exposure to credit risk is also influenced by the individual characteristics of each customer and default risk of the industry in which customers operate. During the year, the Group generated its revenue mainly from the sale of iron products and trading of steels and coals to the steel producers and distributors that purchase the Group's products and resell them to steel producers. In addition, the Group also generated revenue from the rendering of specialised mining services and consultancy and management service to other customers. In this regard, the Group is exposed to the concentration of credit risk in the steel and iron industries.

38. 財務風險管理目標及政策 *(續)*

利率風險

本集團面對的利率風險主要與本集團銀行存款、計息銀行貸款及其他貸款及可轉換票據(須承受公平值利率風險)有關。計息銀行及其他貸款的利率及還款條款於財務報表附註27披露。

本集團利用固定利率管理全部計息貸款所產生的現金流量利率風險。此外,本集團並無利用任何利率掉期對沖利率風險。

信貸風險

本集團絕大部分的現金及現金等價物及已質押存款存放於中國、香港及澳洲聲譽良好的主要金融機構。管理層相信該等機構擁有良好的信貸質素。本集團其他金融資產(包括應收賬款及票據、其他應收款項及應收關聯方款項)的信貸風險由於交易對手拖欠款項而產生,而所面對的最高風險相等於該等工具的賬面金額。本集團並無其他金融資產須面對重大信貸風險。

誠如附註4所披露,本集團向少數客戶銷售大部分產品,故信貸風險甚為集中。鑑於市況持續低迷,為管理此風險,本集團為銷售自產產品的客戶及貿易客戶提供六個月的信用期。本集團維持對尚未收回應收款項的嚴格控制,並由高級管理層定期審閱逾期餘款。此外,本集團須承受的信貸風險亦受每名客戶的個別特性及客戶經營行業的違約風險所影響。年內,本集團的收入主要來自向鋼鐵生產商以及購買本集團產品並轉售予鋼鐵生產商的分銷商銷售鐵產品以及進行鋼鐵及煤炭貿易。此外,本集團的收入亦來自向其他客戶提供專業開採服務以及顧問及管理服務。就此,本集團面對的信貸風險集中於鋼鐵及鐵行業。

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(Continued)*

Credit risk *(Continued)*

Maximum exposure and year-end staging

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December. The amounts presented are gross carrying amounts for financial assets.

38. 財務風險管理目標及政策 *(續)*

信貸風險 *(續)*

最高風險及年結階段

下表顯示基於本集團信貸政策的信貸質素及最高信貸風險，主要基於逾期資料（除非其他資料可在無須花費過多成本或精力的情況下獲得），以及於12月31日的年結階段分類。所呈列金額為金融資產賬面總額。

As at 31 December 2020

於2020年12月31日

		12-month ECLs 12個月預期信用損失	Life time ECLs 全期預期信用損失			
		Stage 1 階段1 RMB'000 人民幣千元	Stage 2 階段2 RMB'000 人民幣千元	Stage 3 階段3 RMB'000 人民幣千元	Simplified approach 簡化方法 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Trade and bills receivables*	應收賬款及票據*	–	–	–	193,094	193,094
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產					
– Normal**	－正常**	1,233	–	–	–	1,233
– Doubtful**	－成疑**	–	–	604	–	604
Cash and cash equivalents	現金及現金等價物					
– Not yet past due	－未逾期	32,645	–	–	–	32,645
Pledged deposit	已質押存款	328	–	–	–	328
		34,206	–	604	193,094	227,904

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(Continued)*

Credit risk *(Continued)*

Maximum exposure and year-end staging (Continued)

As at 31 December 2019

38. 財務風險管理目標及政策 *(續)*

信貸風險 *(續)*

最高風險及年結階段（續）

於2019年12月31日

		12-month ECLs 12個月預期信用損失	Life time ECLs 全期預期信用損失			
		Stage 1 階段1 RMB'000 人民幣千元	Stage 2 階段2 RMB'000 人民幣千元	Stage 3 階段3 RMB'000 人民幣千元	Simplified approach 簡化方法 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Trade receivables*	應收賬款*	–	–	–	215,357	215,357
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產					
– Normal**	–正常**	1,705	–	–	–	1,705
– Doubtful**	–成疑**	–	–	2,083	–	2,083
Cash and cash equivalents	現金及現金等價物					
– Not yet past due	–未逾期	26,689	–	–	–	26,689
		28,394	–	2,083	215,357	245,834

* For trade and bill receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 20 to the financial statements.

** The credit quality of the financial assets included in prepayments, other receivables and other assets is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".

* 就本集團應用減值簡化方法的應收賬款及票據而言，基於撥備矩陣的資料於財務報表附註20披露。

** 當計入預付款項、其他應收款項及其他資產的金融資產未逾期，且並無資料顯示金融資產的信貸風險自初始確認以來大幅增加時，金融資產的信貸質素被視為「正常」；否則金融資產的信貸質素被視為「成疑」。

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(Continued)*

Foreign currency risk

The Group has transactional currency exposures. Such exposures arise from sales or purchases by operating units in currencies other than the units' functional currencies. Approximately 16% (2019: 16%) of the Group's sales were denominated in currencies other than the functional currencies of the operating units making the sale, whilst approximately 15% (2019: 15%) of costs were denominated in the units' functional currencies, mainly from the discontinued operations.

The Group's foreign currency exposures arise primarily from the exchange rate movement of foreign currencies, namely HKD, USD, AUD, SGD and VND, against the RMB. HKD, USD, AUD, SGD and VND are the functional currencies of respective entities within the Group.

The Group does not enter into any hedging transactions to manage the potential fluctuation in foreign currencies. Management monitors the Group's foreign currency exposure and will consider hedging significant foreign currency exposure when the needs arise.

The following table demonstrates the sensitivity to a 5.0% change in RMB against HKD, USD, AUD, SGD and VND, respectively. The 5.0% is the rate used when reporting currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in the foreign currency rates. The sensitivity analyses of the Group's exposure to foreign currency risk at the end of each reporting period have been determined based on the adjustment of translation of the monetary assets and liabilities at the end of each reporting period for a 5.0% change in RMB against HKD, USD, AUD, SGD and VND, respectively, with all other variables held constant, of the Group's loss before tax for the year ended 31 December 2020 (due to changes in the fair value of cash and cash equivalents and financial assets at fair value through profit or loss denominated in HKD, USD, AUD, SGD and VND):

38. 財務風險管理目標及政策 *(續)*

外幣風險

本集團面對交易貨幣風險，乃源自經營單位以其功能貨幣以外貨幣進行的買賣。本集團約16%（2019年：16%）的銷售額以經營單位進行銷售的功能貨幣以外貨幣計值，而約15%（2019年：15%）的成本以單位的功能貨幣計值，主要來自已終止經營業務。

本集團面對的外幣風險主要源自外幣（即港元、美元、澳元、新加坡元及越南盾）兑人民幣的匯率變動。港元、美元、澳元、新加坡元及越南盾為本集團旗下各實體的功能貨幣。

本集團並無進行任何對沖交易以管理潛在的外幣波動。管理層監察本集團的外幣風險，並將於有需要時考慮對沖重大的外幣風險。

下表說明對人民幣分別兑港元、美元、澳元、新加坡元及越南盾出現5.0%變動的敏感度。5.0%乃內部向主要管理人員匯報貨幣風險時採納的比率，並為管理層對外幣匯率合理可能變動的評估。對本集團於各報告期末的外幣風險的敏感度分析，乃基於在所有其他變數維持不變下，就於各報告期末換算貨幣資產及負債，對本集團截至2020年12月31日止年度的稅前虧損作出人民幣分別兑港元、美元、澳元、新加坡元及越南盾出現5.0%變動的調整（源於按港元、美元、澳元、新加坡元及越南盾計值的現金及現金等價物以及按公平值計量而其變動計入損益的金融資產的公平值變動）得出：

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(Continued)*

38. 財務風險管理目標及政策 *(續)*

Foreign currency risk *(Continued)*

外幣風險 *(續)*

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Increase/(decrease) in profit before tax	**稅前利潤增加╱(減少)**		
If RMB strengthens against HKD, USD, AUD, SGD and VND	倘人民幣兌港元、美元、澳元、新加坡元及越南盾轉強	**764**	123
If RMB weakens against HKD, USD, AUD, SGD and VND	倘人民幣兌港元、美元、澳元、新加坡元及越南盾轉弱	**(764)**	(123)

The Group does not consider that it has any significant exposure to the risk of fluctuation in the exchange rates between HKD/USD/AUD/SGD/VND and RMB as a reasonable possible change of 5% in RMB against HKD/USD/AUD/SGD/VND would have no significant financial impact on the Group's profit or loss.

由於人民幣兌港元╱美元╱澳元╱新加坡元╱越南盾的合理可能變動5%將不會對本集團的損益有任何重大財務影響，故本集團認為其並無面臨港元╱美元╱澳元╱新加坡元╱越南盾兌人民幣的重大匯率波動風險。

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders or raise new capital from its investors. No changes were made in the objectives, policies or processes for managing financial risk during the year.

The Group will minimise the capital expenditure and renew or extend its short-term loans as part of capital management. The Group monitors capital using a gearing ratio, which is net debt divided by total equity plus net debt. The Group's policy is to keep the gearing ratio between 20% and 40% over the long term. Net debt is defined as interest-bearing bank and other loans and lease liabilities, net of cash and cash equivalents and it excludes liabilities incurred for working capital purposes. Equity includes equity attributable to the owners of the Company and non-controlling interest. As at 31 December 2020, the gearing ratio was 6.1% (2019: 7.4%).

資本管理

本集團資本管理的主要目的為保障本集團持續經營的能力及維持良好的資本比率，以支持其業務及盡量提高股東價值。

本集團管理其資本結構，並根據經濟狀況變化調整該架構。為維持或調整資本架構，本集團或會調整向股東派付的股息或向其投資者募集新資本。年內並無對管理財務風險的目標、政策或程序作出任何變動。

本集團將盡量減少資本開支並重續或延長其短期貸款作為資本管理一部分。本集團以借貸比率監控其資本，該比率為債務淨額除以權益總額再加債務淨額。本集團的政策為將借貸比率長期維持於20%至40%之間。債務淨額被界定為計息銀行及其他貸款以及租賃負債，扣除現金及現金等價物，且並不包括就營運資金用途而產生的負債。權益包括歸屬於本公司擁有人的權益及非控股權益。於2020年12月31日，借貸比率為6.1%（2019年：7.4%）。

39. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

39. 本公司的財務狀況表

於報告期末本公司財務狀況表的資料如下：

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
NON-CURRENT ASSETS	**非流動資產**		
Office equipment	辦公室設備	**6**	6
Right-of-use assets	使用權資產	**167**	602
Investments in subsidiaries	於子公司的投資	**539,130**	464,645
Total non-current assets	**非流動資產總值**	**539,303**	465,253
CURRENT ASSETS	**流動資產**		
Dividend receivable	應收股息	**17,157**	17,157
Due from subsidiaries	應收子公司款項	**140,618**	225,520
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	**75**	75
Cash and cash equivalents	現金及現金等價物	**540**	311
Total current assets	**流動資產總值**	**158,390**	243,063
CURRENT LIABILITIES	**流動負債**		
Due to subsidiaries	應付子公司款項	**60,391**	52,714
Due to the holding company	應付控股公司款項	**2,132**	2,447
Lease liability	租賃負債	**178**	314
Other payables and accruals	其他應付款項及應計款項	**8,741**	7,923
Total current liabilities	**流動負債總額**	**71,442**	63,398
NET CURRENT ASSETS	**流動資產淨值**	**86,948**	179,665
NON-CURRENT LIABILITIES	**非流動負債**		
Lease liability	租賃負債	**–**	178
Total non-current liabilities	**非流動負債總額**	**–**	178
Net assets	**資產淨值**	**626,251**	644,740
EQUITY	**權益**		
Issued capital	已發行股本	**197,889**	197,889
Reserves (note)	儲備（附註）	**428,362**	446,851
Total equity	**權益總額**	**626,251**	644,740

39. STATEMENT OF FINANCIAL POSITION OF THE COMPANY *(Continued)*

39. 本公司的財務狀況表 *(續)*

Note:

附註：

The movements of the Company's reserves are as follows:

本公司儲備的變動如下：

		Share premium account 股份溢價賬 RMB'000 人民幣千元	Share option reserve 股份期權儲備 RMB'000 人民幣千元	Accumulated losses 累計虧損 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
At 1 January 2019	於2019年1月1日	1,877,488	40,144	(1,540,784)	376,848
Transfer of share option reserve upon the expiry of share options	於股份期權屆滿時轉撥股份期權儲備	–	(15,575)	15,575	–
Total comprehensive income for the year	年內全面收益總額	–	–	70,003	70,003
At 31 December 2019 and 1 January 2020	於2019年12月31日及2020年1月1日	1,877,488	24,569	(1,455,206)	446,851
Transfer of share option reserve upon the expiry or forfeiture of share options	於股份期權屆滿或遭沒收時轉撥股份期權儲備	–	(9,643)	9,643	–
Total comprehensive income for the year	年內全面收益總額	–	–	(18,489)	(18,489)
At 31 December 2020	於2020年12月31日	1,877,488	14,926	(1,464,052)	428,362

The share option reserve comprises the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payments in note 2.4 to the financial statements. The amount will either be transferred to the share premium account when the related options are exercised, or be transferred to retained profits should the related options expire or be forfeited.

股份期權儲備包括已授出但尚未行使的股份期權的公平值，進一步闡述見財務報表附註2.4有關以股份為基礎的付款的會計政策。該款項將於相關期權獲行使時轉撥至股份溢價賬，或在相關期權屆滿或失效的情況下轉撥至留存利潤，或遭沒收。

40. APPROVAL OF THE FINANCIAL STATEMENTS

40. 批准財務報表

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

董事會於2021年3月26日批准及授權刊發財務報表。

Five-Year Financial Summary
五年財務摘要

SUMMARY OF FINANCIAL INFORMATION

A summary of the results, assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited financial statements, is set out below.

財務資料摘要

下文載列本集團過去五個財政年度的業績、資產、負債及非控股權益摘要，乃摘錄自已公佈的經審核財務報表。

Results

業績

		For the year ended 31 December 截至12月31日止年度				
		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元 (Re-presented) (經重列)	2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元 (Re-presented) (經重列)	2016 2016年 RMB'000 人民幣千元
CONTINUING OPERATIONS	**持續經營業務**					
REVENUE	**收入**	**488,135**	517,637	684,750	877,183	1,833,305
Cost of sales	銷售成本	**(441,548)**	(477,107)	(634,210)	(861,611)	(1,790,858)
Gross profit	**毛利**	**46,587**	40,530	50,540	15,572	42,447
Other income and gains	其他收入及收益	**3,864**	409	602	1,353	1,442
Selling and distribution expenses	銷售及分銷開支	**(4,572)**	(9,194)	(11,284)	(15,123)	(76,295)
Administrative expenses	行政開支	**(30,515)**	(22,034)	(34,746)	(15,931)	(72,028)
Other expenses	其他開支	**(3,212)**	(417)	(2,256)	(8,123)	(619)
Impairment losses on goodwill	商譽減值虧損	**–**	–	–	–	–
Impairment losses on property, plant and equipment	物業、廠房及設備減值虧損	**–**	–	(1,071)	–	(185,195)
Impairment losses on intangible assets	無形資產減值虧損	**–**	–	–	(64,884)	(200,040)
Impairment losses on other intangible asset	其他無形資產減值虧損	**–**	–	–	–	–
Reversal of/(provision for) impairment losses on trade receivables, net	應收賬款減值虧損撥回／(撥備)淨額	**1,479**	8,844	9,898	(10,521)	(64,865)
Impairment losses on financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產減值虧損	**–**	(604)	(23)	–	–
Impairment losses on assets held for sale	持作出售資產減值虧損	**–**	–	(1,469)	(4,525)	(78,334)
Fair value losses on financial assets at fair value through profit or loss	按公平值計量而其變動計入損益的金融資產的公平值虧損	**–**	–	–	(109,617)	(111,555)
Finance costs	融資成本	**(5,598)**	(3,139)	(8,343)	(5,282)	(57,322)
Share of losses of an associate	分佔一間聯營公司的虧損	**–**	–	–	(9,458)	–
PROFIT/(LOSS) BEFORE TAX FROM CONTINUING OPERATIONS	**持續經營業務稅前利潤／(虧損)**	**8,033**	14,395	1,848	(226,539)	(802,364)
Income tax credit/(expense)	所得稅抵免／(開支)	**250**	(6,091)	2,808	4,076	2,853
PROFIT/(LOSS) FOR THE YEAR FROM CONTINUING OPERATIONS	**持續經營業務年內利潤／(虧損)**	**8,283**	8,304	4,656	(222,463)	(799,511)
DISCONTINUED OPERATIONS	**已終止經營業務**					
Loss for the year from Discontinued Operations	已終止經營業務年內虧損	**(32,675)**	(100,914)	(453,907)	(167,158)	–
Gain on disposal of Discontinued Operations	出售已終止經營業務的收益	**–**	152,997	–	–	–
PROFIT/(LOSS) FOR THE YEAR	**年內利潤／(虧損)**	**(24,392)**	60,387	(449,251)	(389,621)	(799,511)

		For the year ended 31 December 截至12月31日止年度				
		2020 **2020年** **RMB'000** **人民幣千元**	2019 2019年 RMB'000 人民幣千元 (Re-presented) (經重列)	2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元 (Re-presented) (經重列)	2016 2016年 RMB'000 人民幣千元
OTHER COMPREHENSIVE INCOME/(LOSS):	**其他全面收益╱(虧損)：**					
Other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods:	可於往後期間重新分類至損益的其他全面收益╱(虧損)：					
Exchange differences on translation of foreign operations	換算海外業務產生的匯兌差額	**(1,770)**	743	989	(140)	–
TOTAL COMPREHENSIVE PROFIT/(LOSS) FOR THE YEAR	**年內全面利潤╱(虧損)總額**	**(26,162)**	61,130	(448,262)	(389,761)	(799,511)
Profit/(Loss) attributable to:	利潤╱(虧損)歸屬於：					
Owners of the Company	本公司擁有人	**(17,054)**	69,199	(443,969)	(349,490)	(773,742)
Non-controlling interests	非控股權益	**(7,338)**	(8,812)	(5,282)	(40,131)	(25,769)
		(24,392)	60,387	(449,251)	(389,621)	(799,511)
Total comprehensive income/(loss) attributable to:	全面收益╱(虧損)總額歸屬於：					
Owners of the Company	本公司擁有人	**(18,489)**	69,800	(443,161)	(349,603)	(773,742)
Non-controlling interests	非控股權益	**(7,673)**	(8,670)	(5,101)	(40,158)	(25,769)
		(26,162)	61,130	(448,262)	(389,761)	(799,511)
Basic and diluted earnings/(loss) per Share attributable to ordinary equity holders of the Company: (RMB)	歸屬於本公司普通股股權持有人的每股股份基本及攤薄盈利╱(虧損)：(人民幣元)					
– Continuing Operations	–持續經營業務	**–#**	–#	–#	(0.08)	(0.37)
– Discontinued Operations	–已終止經營業務	**(0.01)**	0.03	(0.20)	(0.08)	–
Total	**總計**	**(0.01)**	0.03	(0.20)	(0.16)	(0.37)

Less than RMB0.01

少於人民幣0.01元

Assets, Liabilities and Non-controlling Interests 資產、負債及非控股權益

		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元	2017 2017年 RMB'000 人民幣千元	2016 2016年 RMB'000 人民幣千元
		As at 31 December 於12月31日				
Non-current assets	非流動資產	**913,733**	944,738	923,027	2,100,096	2,162,708
Current assets	流動資產	**311,899**	325,194	1,522,820	935,779	1,118,448
Non-current liabilities	非流動負債	**(25,352)**	(15,071)	(19,133)	(347,513)	(11,924)
Current liabilities	流動負債	**(284,828)**	(313,247)	(1,533,018)	(1,343,257)	(1,597,277)
Total equity	權益總額	**915,452**	941,614	893,696	1,345,105	1,671,955
Non-controlling interests	非控股權益	**(289,201)**	(296,874)	(318,959)	(324,198)	(353,782)
Equity attributable to owners of the Company	歸屬於本公司擁有人的權益	**626,251**	644,740	574,737	1,020,907	1,318,173

Glossary
詞彙

"1H2020"		the 6 months period ended 30 June 2020
「2020年上半年」	指	截至2020年6月30日止六個月期間
"2010 AGM"		the Shareholders' annual general meeting held on 15 April 2010
「2010年股東週年大會」	指	於2010年4月15日舉行的股東週年大會
"2019 Disposal"		the sale transaction of the Caitong Group from Sichuan Lingyu to Chengyu Vanadium Titano which was entered into on 29 January 2019 and completed on 30 July 2019
「2019年出售事項」	指	於2019年1月29日訂立並於2019年7月30日完成由四川凌御向成渝釩鈦出售財通集團的交易
"2019 EGM"		the Shareholders' extraordinary general meeting held on 28 June 2019
「2019年股東特別大會」	指	於2019年6月28日舉行的股東特別大會
"2020 AGM"		the Shareholders' annual general meeting held on 16 June 2020
「2020年股東週年大會」	指	於2020年6月16日舉行的股東週年大會
"2021 AGM"		the Shareholders' annual general meeting to be held on 29 June 2021
「2021年股東週年大會」	指	將於2021年6月29日舉行的股東週年大會
"2H2020"		the 6 months period ended 31 December 2020
「2020年下半年」	指	截至2020年12月31日止六個月期間
"Aba Mining"		Aba Mining Co., Ltd.*, a limited liability company established in the PRC on 27 February 2004 and an indirect wholly-owned subsidiary of the Company
「阿壩礦業」	指	阿壩礦業有限公司，一間於2004年2月27日在中國成立的有限責任公司，為本公司的間接全資子公司
"Aba Prefecture"		Aba Tibetan and Qiang Autonomous Prefecture
「阿壩州」	指	阿壩藏族羌族自治州
"Akuang Trading"		Huili County Akuang Trading Co., Ltd.*, a limited liability company established in the PRC on 13 June 2012 and an indirect wholly-owned subsidiary of the Company
「阿礦貿易」	指	會理縣阿礦貿易有限公司，一間於2012年6月13日在中國成立的有限責任公司，為本公司的間接全資子公司
"Anhydrite"		an anhydrous sulfate mineral with the chemical formula $CaSO_4$
「無水石膏」	指	一種無水硫酸鹽礦物，化學式為$CaSO_4$
"Articles"		the articles of association of the Company, adopted on 4 September 2009 and as amended from time to time
「細則」	指	本公司於2009年9月4日採納並經不時修訂的組織章程細則

Glossary
詞彙

"Australian dollars" or "AUD" 「澳元」	指	the lawful currency of the Commonwealth of Australia 澳大利亞聯邦法定貨幣
"Board" 「董事會」	指	the board of Directors 董事會
"BVI" 「英屬處女群島」	指	The British Virgin Islands 英屬處女群島
"Caitong Group Companies" 「財通集團公司」	指	any company(ies) in the Caitong Group 財通集團旗下任何公司
"Chengyu Vanadium Titano" 「成渝釩鈦」	指	Chengyu Vanadium Titano Technology Ltd.*, formerly known as Weiyuan Steel Co., Ltd.*, a sino-foreign equity joint venture established in the PRC on 3 April 2001 and a connected person to the Group 成渝釩鈦科技有限公司(前稱威遠鋼鐵有限公司),一間於2001年4月3日在中國成立的中外合資經營企業,為本集團的關連人士
"China" or "PRC" 「中國」	指	the People's Republic of China excluding, for the purpose of this annual report, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan 中華人民共和國,就本年報而言,不包括香港、中國澳門特別行政區及台灣
"China VTM Mining", "Company", "our", "us" or "we" 「中國鐵鈦」、「本公司」或「我們」	指	China Vanadium Titano-Magnetite Mining Company Limited, a limited liability company incorporated in the Cayman Islands on 28 April 2008 中國釩鈦磁鐵礦業有限公司,一間於2008年4月28日在開曼群島註冊成立的有限公司
"Chuanwei" 「川威」	指	Sichuan Chuanwei Group Co., Ltd.*, a limited liability company established in the PRC on 29 March 1998 and a connected person to the Group 四川省川威集團有限公司,一間於1998年3月29日在中國成立的有限責任公司,為本集團的關連人士
"close associates" 「緊密聯繫人」	指	has the meaning ascribed thereto in the Listing Rules 具上市規則所賦予的涵義
"Companies Law" 「公司法」	指	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands 開曼群島法例第22章公司法(1961年法例3,經綜合及修訂)
"Completion" 「完成」	指	Completion of the 2019 Disposal on 30 July 2019 於2019年7月30日完成2019年出售事項

"connected person(s)"		has the meaning ascribed thereto in the Listing Rules
「關連人士」	指	具上市規則所賦予的涵義
"Continuing Operations"		operations of the Remaining Group
「持續經營業務」	指	保留集團的業務
"Controlling Shareholder(s)"		has the meaning ascribed thereto in the Listing Rules and in the context of this annual report, refers to Trisonic International, Kingston Grand, Messrs. Wang Jin, Shi Yinjun, Yang Xianlu, Wu Wendong, Zhang Yuangui and Li Hesheng
「控股股東」	指	具上市規則所賦予的涵義，就本年報而言，指合創國際、Kingston Grand、王勁先生、石銀君先生、楊先露先生、吳文東先生、張遠貴先生及李和勝先生
"CVT Guarantees"		guarantees given by the Company in favour of the Caitong Group guaranteeing, inter alia, the indebtedness owing by the Caitong Group Companies to certain banks and an asset management and financial services institution in the PRC with maximum guaranteed amount of RMB730.0 million.
「中國鐵鈦擔保」	指	本公司以財通集團為受益人作出的擔保，擔保(其中包括)財通集團公司結欠中國若干銀行以及一間資產管理及金融服務機構的債務，最高擔保金額為人民幣730.0百萬元
"Director(s)"		director(s) of the Company or any one of them
「董事」	指	本公司任何一名或多名董事
"Disposal Group"		refers to the Caitong Group and / or the Mancala Group, as applicable
「出售集團」	指	財通集團及／或曼卡拉集團(如適用)
"Discontinued Operations"		refers to operation of the Low-Fe Mining Operation from 1 January 2019 up to the date of Completion and operation of the Specialised Mining Services for the years ended 31 December 2020 and 2019, as applicable
「已終止經營業務」	指	自2019年1月1日起直至完成日期為止的低鐵品位礦場業務營運以及截至2020年及2019年12月31日止年度的專業開採服務營運(如適用)
"Exploration Result(s)"		exploration results(s) include(s) data and information generated by mineral exploration programmes that might be of use to investors but which do not form part of a declaration of mineral resources or ore reserves
「勘查結果」	指	勘查結果包括勘探工作中產生的、可供投資者使用但不作為礦產資源量或礦石儲量正式報告部分的數據和信息
"Fe"		chemical symbol of iron element
「Fe」	指	鐵元素的化學符號

"FY2019" 「2019財政年度」	指	financial year ended and/or as at 31 December 2019, as applicable 截至2019年12月31日止財政年度及／或於2019年12月31日（如適用）
"FY2020" 「2020財政年度」	指	financial year ended and/or as at 31 December 2020, as applicable 截至2020年12月31日止財政年度及／或於2020年12月31日（如適用）
"Group" 「本集團」	指	the Company and its subsidiaries 本公司及其子公司
"Gypsum" 「石膏」	指	a soft hydrous sulfate mineral with the chemical formula $CaSO_4 \cdot 2H_2O$ 一種軟質含水硫酸鹽礦物，化學式為$CaSO_4 \cdot 2H_2O$
"High Fe Mines" 「高鐵品位礦場」	指	Maoling-Yanglongshan Mine and Maoling Processing Plant 毛嶺－羊龍山鐵礦及毛嶺洗選廠
"High-Fe Mining Operation" 「高鐵品位礦場業務」	指	refers to operation of sale of self-produced high-grade iron concentrates within the range of 65% TFe to 72% TFe 銷售TFe含量介乎65%至72%的自產高品位鐵精礦的業務
"Hong Kong" 「香港」	指	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
"Hong Kong dollars" or "HKD" 「港元」	指	the lawful currency of Hong Kong 香港法定貨幣
"Hong Kong Stock Exchange" 「香港聯交所」	指	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
"Huili Caitong" 「會理財通」	指	Huili County Caitong Iron and Titanium Co., Ltd.*, established in the PRC on 7 July 1998 and has been a foreign equity joint venture in the PRC since 29 December 2010, an indirect wholly-owned subsidiary of the Company till 30 July 2019 會理縣財通鐵鈦有限責任公司，於1998年7月7日在中國成立，並自2010年12月29日起成為中國的外商合資經營企業，直至2019年7月30日為止為本公司的間接全資子公司
"IFRSs" 「國際財務報告準則」	指	International Financial Reporting Standards, which comprise standards and interpretations approved by the International Accounting Standards Board and the International Accounting Standards and Standing Interpretations Committee interpretations approved by the International Accounting Standards Committee that remain in effect 國際財務報告準則，包括仍然生效由國際會計準則理事會批准的準則及詮釋，以及由國際會計準則委員會批准的國際會計準則及常務詮釋委員會詮釋

"Indicated"		part of a mineral resource for which quantity, grade (or quality), densities, shape and physical characteristics are estimated with sufficient confidence to allow the application of modifying factors in sufficient detail to support mine planning and evaluation of the economic viability of the deposit
「控制」	指	礦產資源中有關份量、品位(或質量)、密度、形狀及實體特性均能準確估量的部分,以便運用具充足詳情的修訂因素,支持礦場的生產規劃及進行礦床經濟可行性評估
"Inferred"		part of a mineral resource for which quantity and grade (or quality) are estimated on the basis of limited geological evidence and sampling. Geological evidence is sufficient to imply but not verify geological and grade (or quality) continuity. It is based on exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes
「推斷」	指	礦產資源中有關份量及品位(或質量)可根據有限度的地質證據和採樣估量的部分。地質證據足以假設(但非核實)地質及品位(或質量)的連續性。該估量是根據在露頭、槽探、礦坑、礦內巷道及鑽孔等地點以適當技術收集的勘探、採樣及測試信息作出
"iron"		a silvery-white, lustrous, malleable, ductile, magnetic or magnetisable, metallic element occurring abundantly in combined forms, notably in hematite, limonite, magnetite, and taconite, and alloyed for use in a wide range of important structural materials
「鐵」	指	一種銀白色的、有光澤、有韌性、可延展、有磁性或可被磁化的金屬元素,以化合物形式大量存在,主要有赤鐵礦、褐鐵礦、磁鐵礦及角岩,在許多種重要結構材料中用作合金的一種
"iron concentrate(s)"		concentrate(s) whose main mineral content (by value) is iron
「鐵精礦」	指	主要礦物成份(按價值)為鐵的精礦
"iron ore"		compounds of iron and oxygen (iron oxides) mixed with impurities (gangue); it is a mineral which when heated in the presence of a reductant will yield metallic iron
「鐵礦石」	指	混合雜質(脈石)的鐵與氧混合物(氧化鐵);是一種與還原劑一起加熱時會成為金屬鐵的礦物
"iron pellet(s)"		a round hardened clump of iron-rich material suitable for application in blast furnaces
「球團礦」	指	適用於高爐的圓球狀硬化物料,含鐵量高

"JORC Code (2012 Edition)"		the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, prepared by the Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia in 1989 and revised and updated in 1992, 1996, 1999, 2004 and 2012, that sets out minimum standards, recommendations and guidelines for public reporting
「聯合可採儲量委員會規則（2012年版）」	指	由澳大利西亞礦冶學會、澳洲地質學家協會及澳洲礦物委員會所組成的聯合可採儲量委員會於1989年編製，並於1992年、1996年、1999年、2004年及2012年修訂及更新的澳大利西亞礦產勘探結果、礦產資源量及可採儲量的報告規則，載列就向公眾申報而言的最低標準、建議及
"Kingston Grand"		Kingston Grand Limited, a company incorporated in the British Virgin Islands on 20 February 2007, holder of 40% of the issued share capital of Trisonic International
「Kingston Grand」	指	Kingston Grand Limited，一間於2007年2月20日在英屬處女群島註冊成立的公司，持有合創國際40%的已發行股本
"km."		kilometre(s), a metric unit measure of distance
「公里」	指	公里，量度距離的十進制單位
"Kt"		thousand tonnes
「千噸」	指	千噸
"Ktpa"		thousand tonnes per annum
「千噸／年」	指	每年千噸
"Listing Rules"		the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
「上市規則」	指	香港聯交所證券上市規則
"Low-Fe Mining Operation" or "Caitong Group"		refers to Huili Caitong and its subsidiaries, namely Xiushuihe Mining and Panzhihua Yixingda, which engage in sale of self-produced low-grade iron concentrates within the range of 53% TFe to 55% TFe and has been disposed of on 30 July 2019
「低鐵品位礦場業務」或「財通集團」	指	會理財通及其子公司（即秀水河礦業及攀枝花易興達），從事銷售TFe含量介乎53%至55%的自產低品位鐵精礦的業務，已於2019年7月30日出售
"Mancala Asia"		Mancala Asia Ltd, a limited liability company incorporated in Hong Kong on 26 March 2013 and a subsidiary of the Company, in which the Company indirectly owns 81% equity interest
「香港曼卡拉」	指	Mancala Asia Ltd，一間於2013年3月26日在香港註冊成立的有限公司，為本公司的子公司，由本公司間接擁有81%股本權益

"Mancala Holdings"		Mancala Holdings Limited, the legal and beneficial owner of the entire issued share capital of MHPL
「開曼曼卡拉」	指	Mancala Holdings Limited，曼卡拉控股全部已發行股本的法律上兼實益擁有人
"Mancala Mining"		Mancala Mining Pty Ltd, a limited liability company incorporated in Australia on 9 June 1992 and a subsidiary of the Company, in which the Company indirectly owns 81% equity interest
「曼卡拉礦業」	指	Mancala Mining Pty Ltd，一間於1992年6月9日在澳洲註冊成立的有限公司，為本公司的子公司，由本公司間接擁有81%股本權益
"Mancala Pty"		Mancala Pty Ltd, a limited liability company incorporated in Australia on 15 March 1989 and a subsidiary of the Company, in which the Company indirectly owns 81% equity interest
「曼卡拉」	指	Mancala Pty Ltd，一間於1989年3月15日在澳洲註冊成立的有限公司，為本公司的子公司，由本公司間接擁有81%股本權益
"Mancala Services"		Mancala Mine Services Pty Ltd, a limited liability company incorporated in Australia on 21 August 2003 and a subsidiary of the Company, in which the Company indirectly owns 81% equity interest
「曼卡拉礦業服務」	指	Mancala Mine Services Pty Ltd，一間於2003年8月21日在澳洲註冊成立的有限公司，為本公司的子公司，由本公司間接擁有81%股本權益
"Maoling Extended Exploration Area"		formerly an independent exploration region with an area of 2.83 sq.km. covered under the extended exploration permit of the Maoling Mine (covering 1.9 sq.km. of the mining area of the Maoling Mine), has been consolidated with the Yanglongshan Mine since September 2012 to form the Maoling-Yanglongshan Mine
「毛嶺延伸勘查區域」	指	原為毛嶺鐵礦延伸勘查許可證所覆蓋面積為2.83平方公里(覆蓋1.9平方公里的毛嶺鐵礦採礦面積)的獨立勘查區域，自2012年9月起與羊龍山鐵礦合併成為毛嶺－羊龍山鐵礦
"Maoling Mine"		an ordinary magnetite mine located in Wenchuan County, Sichuan, with a mining area of 1.9 sq.km.
「毛嶺鐵礦」	指	一個位於四川汶川縣的普通磁鐵礦，採礦面積為1.9平方公里
"Maoling Processing Plant"		the ore processing plant located near the Maoling-Yanglongshan Mine and operated by Aba Mining
「毛嶺洗選廠」	指	位於毛嶺－羊龍山鐵礦附近的礦石洗選廠，由阿壩礦業經營

"Maoling-Yanglongshan Mine"		an exploration region with a total area of 11.6 sq.km. covered under the exploration permit of the Maoling-Yanglongshan Mine (the mining area covered is owned by the Maoling Mine), formed from the combination of the Maoling Extended Exploration Area and the Yanglongshan Mine since September 2012 and operated by Aba Mining
「毛嶺-羊龍山鐵礦」	指	由毛嶺-羊龍山鐵礦勘查許可證所覆蓋總面積為11.6平方公里的勘查區域，由毛嶺延伸勘查區域與羊龍山鐵礦自2012年9月起合併而成，所覆蓋的採礦範圍由毛嶺鐵礦擁有，並由阿壩礦業經營
"MCL Vietnam"		MCL Vietnam Industries Company Limited, a limited liability company incorporated in Vietnam on 14 May 2013 and a subsidiary of the Company, in which the Company indirectly owns 39.69% equity interest
「越南曼卡拉」	指	MCL Vietnam Industries Company Limited，一間於2013年5月14日在越南註冊成立的有限公司，為本公司的子公司，由本公司間接擁有39.69%股本權益
"Measured"		part of a mineral resource for which quantity, grade (or quality), densities, shape, and physical characteristics are estimated with confidence sufficient to allow the application of modifying factors to support detailed mine planning and final evaluation of the economic viability of the deposit
「探明」	指	礦產資源中有關份量、品位(或質量)、密度、形狀及實體特性均能準確估量的部分，以便運用修訂因素，支持礦場的詳盡礦區規劃及進行礦床最終經濟可行性評估
"MHPL"		Mancala Holdings Pty Ltd, a limited liability company incorporated in Australia on 8 March 1990 and a subsidiary of the Company, in which the Company indirectly owns 81% equity interest
「曼卡拉控股」	指	Mancala Holdings Pty Ltd，一間於1990年3月8日在澳洲註冊成立的有限公司，為本公司的子公司，由本公司間接擁有81%股本權益
"mining right(s)"		the right(s) to mine mineral resources and obtain mineral products in areas where mining activities are licensed
「採礦權」	指	於獲發執照進行開採活動範圍內開採礦產資源及取得礦產品的權利
"Model Code"		Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules
「標準守則」	指	上市規則附錄十所載的上市發行人董事進行證券交易的標準守則
"Mt"		million tonnes
「百萬噸」	指	百萬噸
"N/A"		not applicable
「不適用」	指	不適用

"Net Profit" or "Net Loss"		Profit or loss attributable to owners
「純利」或「虧損淨額」	指	歸屬於擁有人的利潤或虧損
"ore processing"		the process which in general refers to the extraction of usable portions of ores by using physical and chemical extraction methods
「礦石洗選」	指	利用物理及化學方式提取礦石中有用部分的廣義工序
"Panxi Region"		a region in Sichuan located at southwest of Chengdu reaching from Panzhihua to Xichang
「攀西地區」	指	四川的一個地區，位於成都市西南方，由攀枝花至西昌之間的地區組成
"Panzhihua Yixingda"		Panzhihua Yixingda Industrail Trading Co., Ltd.*, a limited liability company established in the PRC on 9 July 2009 and an indirect wholly-owned subsidiary of the Company till 30 July 2019
「攀枝花易興達」	指	攀枝花易興達工貿有限責任公司，一間於 2009 年 7 月 9 日在中國成立的有限責任公司， 直至 2019 年 7 月 30 日為止為本公司的間接全資子公司
"Registration Completion Date"		date of completion of requisite change of registration at the local Administration for Industry & Commerce in relation to the transfer of the entire interest in Huili Caitong upon completion of the 2019 Disposal and the date of issue of the updated business licence of Huili Caitong
「登記完成日期」	指	於2019年出售事項完成後就轉讓會理財通全部權益向地方工商行政管理局辦理必要登記變更手續的完成日期及發出會理財通最新營業執照的日期
"Relevant Substantial Shareholders"		Mr. Wang Jin, Mr. Shi Yinjun, Mr. Zhang Yuangui and Mr. Li Hesheng, parties acting in concert and some of the substantial Shareholders
「相關主要股東」	指	王勁先生、石銀君先生、張遠貴先生及李和勝先生，為一致行動人士兼部分主要股東
"Remaining Group"		the Company and its subsidiaries excluding the Caitong Group and the Mancala Group
「保留集團」	指	本公司及其子公司（不包括財通集團及曼卡拉集團）
"Renminbi" or "RMB"		the lawful currency of the PRC
「人民幣」	指	中國法定貨幣
"Reporting Period"		the year ended 31 December 2020
「報告期」	指	截至2020年12月31日止年度
"Specialised Mining Services" or "Mancala Group"		refers to Mancala Holdings Limited and its subsidiaries namely MHPL, Mancala Pty, Mancala Mining, Mancala Services, Spectrum Resources, Mancala Asia and MCL Vietnam which provide specialised mining services and its entire assets and liabilities have been classified as held for sale as at 31 December 2020
「專業開採服務」或「曼卡拉集團」	指	Mancala Holdings Limited及其子公司（即曼卡拉控股、曼卡拉、曼卡拉礦業、曼卡拉礦業服務、曼卡拉資源、香港曼卡拉及越南曼卡拉），提供專業開採服務，其全部資產及負債已於2020年12月31日分類為持作出售

"Spectrum Resources"		Spectrum Resources Australia Pty Ltd, a limited liability company incorporated in Australia on 19 February 1987 and a subsidiary of the Company, in which the Company indirectly owns 81% equity interest
「曼卡拉資源」	指	Spectrum Resources Australia Pty Ltd，一間於1987年2月19日在澳洲註冊成立的有限公司，為本公司的子公司，由本公司間接擁有81%股本權益
"SFO"		the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
「證券及期貨條例」	指	香港法例第571章證券及期貨條例（經不時修訂、增補或以其他方式修改）
"SGX-ST"		Singapore Exchange and Securities Trading Limited
「新交所」	指	新加坡證券交易所有限公司
"Share(s)"		ordinary share(s) in the share capital of the Company, with a nominal value of HKD0.1 each
「股份」	指	本公司股本中的普通股，每股面值0.1港元
"Shareholder(s)"		holder(s) of the Share(s)
「股東」	指	股份持有人
"Shigou Gypsum Mine"		a gypsum mine located at Hanyuan County, Ya'an City, Sichuan, with a mining area of 0.1228 sq.km.
「石溝石膏礦」	指	一個位於四川雅安市漢源縣的石膏礦，採礦面積為0.1228平方公里
"Sichuan"		the Sichuan province of the PRC
「四川」	指	中國四川省
"Sichuan Haoyuan"		Sichuan Haoyuan New Materials Co., Ltd.*, a limited liability company established in the PRC on 18 July 2011 and a subsidiary of the Company, in which the Company indirectly owns 51% equity interest
「四川浩遠」	指	四川省浩遠新材料有限公司，一間於2011年7月18日在中國成立的有限責任公司，為本公司的子公司，由本公司間接擁有51%股本權益
"Sichuan Lingyu"		Sichuan Lingyu Investment Co., Ltd.*, a limited liability company established in the PRC on 9 June 2010 and an indirect wholly-owned subsidiary of the Company
「四川凌御」	指	四川省凌御投資有限公司，一間於2010年6月9日在中國成立的有限責任公司，為本公司的間接全資子公司
"Sichuan Xinglian"		Sichuan Xinglian Mining and Technology Construction Co., Ltd.*, a limited liability company established in the PRC on 23 June 2011 and an indirect wholly-owned subsidiary of the Company
「四川興聯」	指	四川省興聯礦產技術工程有限公司，一間於2011年6月23日在中國成立的有限責任公司，為本公司的間接全資子公司

"Singapore dollars" or "SGD"		the lawful currency of the Republic of Singapore
「新加坡元」	指	新加坡共和國法定貨幣
"sq.km."		square kilometres
「平方公里」	指	平方公里
"TFe"		the symbol for denoting total iron
「TFe」	指	表示全鐵的符號
"titanium concentrate(s)"		concentrate(s) whose main content (by value) is titanium dioxide
「鈦精礦」	指	主要成份(按價值)為二氧化鈦的精礦
"Trisonic International"		Trisonic International Limited, a company incorporated in Hong Kong on 19 July 2006 and a Controlling Shareholder
「合創國際」	指	合創國際有限公司,一間於2006年7月19日在香港註冊成立的公司,為控股股東
"Type 331"		measured intrinsic economic resources (Type 331) as defined in the Classification for Resources/Reserves of Solid Fuels and Mineral Commodities
「種類331」	指	《固體礦產資源/儲量分類》所界定的探明的內蘊經濟資源量(種類331)
"Type 333"		inferred intrinsic economic resources (Type 333) as defined in the Classification for Resources/Reserves of Solid Fuels and Mineral Commodities
「種類333」	指	《固體礦產資源/儲量分類》所界定的推斷的內蘊經濟資源量(種類333)
"United States" or "US"		the United States of America, its territories, its possessions and all areas subject to its jurisdiction
「美國」	指	美利堅合眾國、其領土、屬地及所有司法權區
"US dollars" or "USD"		the lawful currency of the United States
「美元」	指	美國法定貨幣
"Vietnamese dong" or "VND"		the lawful currency of the Socialist Republic of Vietnam
「越南盾」	指	越南社會主義共和國法定貨幣
"Weixi Guangfa"		Weixi Guangfa Iron Ore Development Company Limited*, a limited liability company established in the PRC on 10 June 2005
「維西廣發」	指	維西廣發鐵礦開發有限公司,一間於2005年6月10日在中國成立的有限責任公司
"Wenchuan County"		Wenchuan County, Aba Prefecture, Sichuan Province
「汶川縣」	指	四川省阿壩州汶川縣

"Xinjin Mining"		Hanyuan County Xinjin Mining Co., Ltd.*, a limited liability company established in the PRC on 29 September 2010 and a subsidiary of the Company, in which the Company indirectly owns 51% equity interest
「鑫金礦業」	指	漢源縣鑫金礦業有限公司，一間於2010年9月29日在中國成立的有限責任公司，為本公司的子公司，由本公司間接擁有51%股本權益
"Xiushuihe Mining"		Huili County Xiushuihe Mining Co., Ltd.*, a limited liability company established in the PRC on 26 June 2007, an indirect subsidiary of the Company that owns 95.0% equity interest through Huili Caitong till 30 July 2019
「秀水河礦業」	指	會理縣秀水河礦業有限公司，一間於2007年6月26日在中國成立的有限責任公司，直至2019年7月30日為止為本公司透過會理財通擁有95.0%股本權益的間接子公司
"Yanglongshan Mine"		an ordinary magnetite mine located in Wenchuan County, Sichuan, formerly an independent exploration region with an area of 8.79 sq.km. covered under the exploration permit of the Yanglongshan Mine, and has been consolidated as the Maoling-Yanglongshan Mine with the original Maoling Extended Exploration Area since September 2012
「羊龍山鐵礦」	指	一個位於四川汶川縣的普通磁鐵礦，原為由羊龍山鐵礦勘查許可證所覆蓋面積為8.79平方公里的獨立勘查區域，自2012年9月起與原來的毛嶺延伸勘查區域合併為毛嶺－羊龍山鐵礦
"Yanyuan Xiwei"		Yanyuan County Xiwei Mining Company Limited*, a limited liability company established in the PRC on 7 December 2007
「鹽源西威」	指	鹽源縣西威礦業有限公司，一間於2007年12月7日在中國成立的有限責任公司

* *For identification purpose only*

* *僅供識別*

CHINA VANADIUM
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中國釩鈦磁鐵礦業有限公司

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