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## THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this Prospectus or as to the action to be taken, you should consult your licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **International Standard Resources Holdings Limited**, you should at once hand the Prospectus Documents to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

A copy of each of the Prospectus Documents, together with the documents specified in the paragraph headed “Documents delivered to the Registrar of Companies in Hong Kong” in Appendix III to this Prospectus, has been registered with the Registrar of Companies in Hong Kong pursuant to Section 38D of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility for the contents of any of these documents.

Dealings in the securities of the Company may be settled through CCASS and you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests.

Subject to the granting of listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Rights Shares in each of their nil-paid and fully-paid forms on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and HKSCC take no responsibility for the contents of this Prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Prospectus.

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INTERNATIONAL  
STANDARD  
RESOURCES  
標準資源

## International Standard Resources Holdings Limited

標準資源控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 91)

### RIGHTS ISSUE OF 239,592,308 RIGHTS SHARES ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) SHARES HELD ON THE RECORD DATE

Underwriter to the Rights Issue



GREAT ROC  
CAPITAL SECURITIES LIMITED  
鴻鵬資本證券有限公司

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Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” in this Prospectus.

It should be noted that the Shares have been dealt in on an ex-rights basis since Thursday, 1 August 2019. Dealings in the Rights Shares in their nil-paid form are expected to take place from Wednesday, 21 August 2019 to Wednesday, 28 August 2019 (both dates inclusive). Any person contemplating selling or purchasing Shares from now up to the date on which all conditions of the Rights Issue are fulfilled and/or waived and dealing in the Rights Shares in their nil-paid form between Wednesday, 21 August 2019 and Wednesday, 28 August 2019 (both dates inclusive) will bear the risk that the Rights Issue may not become unconditional and may not proceed. Any Shareholders or other persons contemplating dealing in the Shares and/or the Rights Shares in their nil-paid form are recommended to consult their own professional advisers if they are in any doubt. Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon the Underwriting Agreement having become unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof (a summary of which is set out in the section headed “Termination of the Underwriting Agreement” in this Prospectus). Accordingly, the Rights Issue may or may not proceed. The latest time for acceptance of and payment for the Rights Shares is 4:00 p.m. on Monday, 2 September 2019. The procedures for acceptance and payment or transfer are set out on pages 15 to 16 of this Prospectus.

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## DEFINITIONS

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*In this Prospectus, the following expressions have the following meanings unless the context requires otherwise:*

“Acceptance Date”	Monday, 2 September 2019 (or such other date as the Company and the Underwriter may agree in writing) as the latest date for application and payment for, the Rights Shares and application and payment for the excess Rights Shares
“Announcement”	the announcement of the Company dated 13 June 2019 in relation to, among others, the proposed Rights Issue
“Board”	the board of Directors
“Business Day”	a day on which banks in Hong Kong are open for business other than a Saturday or Sunday or a day on which a black rainstorm warning or tropical cyclone warning signal number 8 or above is hoisted in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	International Standard Resources Holdings Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Convertible Notes”	the convertible note(s) due 31 December 2021 issued under convertible notes restructuring agreement dated 24 August 2018 entered into between the Company and the noteholder
“Director(s)”	the director(s) of the Company
“EAF(s)”	the form(s) of application for use by the Qualifying Shareholders who wish to apply for excess Rights Shares

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## DEFINITIONS

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“Group”	the Company and its subsidiaries
“HKSCC”	the Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s), to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are third parties independent of the Company and its connected persons
“Irrevocable Undertaking(s)”	the irrevocable undertaking(s) all dated 13 June 2019 under which each of the Undertaking Shareholders has irrevocably undertaken, among other things, to subscribe for its full entitlements pursuant to the Rights Issue
“Last Trading Day”	Thursday, 13 June 2019, being the date of the Underwriting Agreement, and the last day on which the Shares were traded on the Stock Exchange immediately preceding the publication of the Announcement
“Latest Practicable Date”	14 August 2019, being the latest practicable date prior to the printing of this Prospectus for ascertaining certain information for contained therein
“Latest Time for Acceptance”	4:00 p.m. (Hong Kong time) on Monday, 2 September 2019 or such other time as the Underwriter may agree in writing with the Company, being the latest time for acceptance of the Rights Shares as described in this Prospectus
“Latest Time for Termination”	4:00 p.m. (Hong Kong time) on Tuesday, 3 September 2019, being the first Business Day after (but excluding) the Latest Time for Acceptance, or such later date as the Underwriter may agree in writing with the Company

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## DEFINITIONS

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“Listing Committee”	the listing sub-committee of the board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Non-Qualifying Shareholder(s)”	the Overseas Shareholder(s) to whom the Directors, based on legal advice provided by the legal adviser(s) to the Company, consider it necessary or expedient not to offer the Rights Issue on account of either legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place
“Overseas Shareholder(s)”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company as at the close of the business on the Record Date, as the case maybe, and whose registered address(es) as shown on such register is/are outside Hong Kong
“PAL(s)”	the renounceable provisional allotment letter(s) representing the Rights Shares to be issued to the Qualifying Shareholders
“PRC”	The People’s Republic of China, but for the purpose of this Prospectus, excludes the Macau Special Administrative Region of the PRC and Hong Kong
“Prospectus”	this prospectus despatched to the Shareholders containing details of the Rights Issue on the Prospectus Posting Date in connection with, among other matters, the Rights Issue in such form as may be agreed between the Company and the Underwriter
“Prospectus Documents”	the Prospectus, PAL(s) and EAF(s)
“Prospectus Posting Date”	Monday, 19 August 2019 or such other date as the Underwriter may agree in writing with the Company, as the date of despatch of the Prospectus Documents to the Qualifying Shareholders or the Prospectus (without PAL(s) and EAF(s)) for information only to the Non-Qualifying Shareholders (as the case may be)
“Qualifying Shareholders”	Shareholder(s) whose name(s) is/are registered on the register of members of the Company at the close of business on the Record Date, other than the Non-Qualifying Shareholder(s)

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## DEFINITIONS

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“Record Date”	Friday, 16 August 2019 (or such other date as the Underwriter may agree in writing with the Company), as the date by reference to which entitlements to the Rights Issue are expected to be determined
“Registrar”	the share registrar of the Company, being Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong
“Rights Issue”	the issue by way of rights on the basis of one (1) Rights Share for every two (2) Shares in issue and held on the Record Date at the Subscription Price subject to the terms and conditions set out in the Underwriting Agreement and the Prospectus Documents
“Rights Share(s)”	239,592,308 Share(s) to be issued to Qualifying Shareholders pursuant to the Rights Issue
“SFC”	The Securities and Futures Commission of Hong Kong
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	the subscription price of HK\$0.12 per Rights Share pursuant to the Rights Issue
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers and Share Buy-backs
“Undertaking Shareholders”	the Shareholders including (i) Che Weng Kei, being the legal and beneficial owner of 35,157,500 Shares; (ii) Fully Interest Limited, being the legal and beneficial owner of 95,568,125 Shares; and (iii) Good Max Holdings Limited, being the legal and beneficial owner of 29,355,875 Shares which have given written undertakings to the Company pursuant to which each of them has undertaken to subscribe for their respective entitlements under the Rights Issue. The Undertaking Shareholders collectively own 160,081,500 Shares as at the date of the Announcement

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## DEFINITIONS

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“Underwriter” or “Great Roc Capital”	Great Roc Capital Securities Limited, a licensed corporation to carry out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the SFO, an underwriter of the Rights Issue
“Underwriting Agreement”	the underwriting agreement dated 13 June 2019 and supplemental agreements dated 16 July 2019 and 8 August 2019 entered into between the Company and the Underwriter in relation to the underwriting arrangement in respect of the Rights Issue
“Underwritten Shares”	159,551,559 Rights Shares, being total number of the Rights Shares under the Rights Issue after deducting the Rights Shares undertaken to be subscribed for by the Undertaking Shareholders
“United States”	United States of America
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%” or “per cent”	percentage or per centum

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## EXPECTED TIMETABLE

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The expected timetable for the Rights Issue set out below is for indicative purposes only assuming that all conditions of the Rights Issue will be fulfilled.

**2019**

First day of dealings in nil-paid Rights Shares . . . . .	Wednesday, 21 August
Latest time for splitting nil-paid Rights Shares . . . . .	4:30 p.m. on Friday, 23 August
Last day of dealings in nil-paid Rights Shares . . . . .	Wednesday, 28 August
Latest time for acceptance of and payment for Rights Shares and application for excess Rights Shares . . . . .	4:00 p.m. on Monday, 2 September
Latest time for termination of the Underwriting Agreement . . . . .	4:00 p.m. on Tuesday, 3 September
Rights Issue and Underwriting Agreement expected to become unconditional . . . . .	4:00 p.m. on Tuesday, 3 September
Announcement of the results of acceptance and excess application of Rights Shares. . . . .	Monday, 9 September
Refund cheques for wholly and partially unsuccessful applications for excess Rights Shares expected to be posted on or before . . . . .	Tuesday, 10 September
Certificates for Rights Shares expected to be despatched on or before . . . . .	Tuesday, 10 September
Expected first day of dealings in fully-paid Rights Shares . . . . .	9:00 a.m. on Wednesday, 11 September

*All times and dates in this Prospectus refer to Hong Kong local times and dates. Dates or deadlines specified in the expected timetable above are indicative only and may be extended or varied by the Company. Any changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.*



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## EXPECTED TIMETABLE

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### **EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR RIGHTS SHARES AND APPLICATION FOR EXCESS RIGHTS SHARES**

The latest time for acceptance of and payment for Rights Shares and application for excess Rights Shares will not take place if there is a tropical cyclone warning signal number 8 or above or a “black” rainstorm warning

- (i) in force in Hong Kong at any time before 12:00 noon (Hong Kong time) but no longer in force after 12:00 noon (Hong Kong time) on the Acceptance Date. Instead the latest time for acceptance of and payment for the Rights Shares and application for excess Rights Shares will be extended to 5:00 p.m. (Hong Kong time) on the same Business Day;
- (ii) in force in Hong Kong at any time between 12:00 noon and 4:00 p.m. (Hong Kong time) on the Acceptance Date. Instead the latest time for acceptance of and payment for the Rights Shares and application for excess Rights Shares will be postponed to 4:00 p.m. (Hong Kong time) on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m. (Hong Kong time).

If the latest time for acceptance of and payment for the Rights Shares and application for excess Rights Shares does not take place on the Acceptance Date, the dates mentioned in the preceding timetable may be affected. An announcement will be made by the Company in such event.

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## TERMINATION OF THE UNDERWRITING AGREEMENT

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If at or prior to the Latest Time for Termination:

- (a) in the reasonable opinion of the Underwriter, the success of the Rights Issue would be materially and adversely affected by:
  - (i) the introduction of any new law or regulation or any change in existing laws or regulation (or the judicial interpretation thereof) or any other similar event which in the absolute opinion of Underwriter has or is likely to have a material adverse effect on the business or financial condition of any member of the Group as a whole; or
  - (ii) any change (whether or not permanent) in local, national or international economic, financial, political or military conditions or any event beyond the control of the parties hereto (including, without limitation, acts of government, strikes, explosion, flooding, civil commotion, acts of God or accident) which in the reasonable opinion of the Underwriter is or may be materially adverse in the context of the Rights Issue or makes it inadvisable or inexpedient to proceed therewith; or
  - (iii) any change (whether or not permanent) in local, national or international stock market conditions (including any moratorium, suspension of or material restriction on trading in securities generally) which in the reasonable opinion of the Underwriter would materially and adversely affect the Rights Issue or makes it inadvisable or inexpedient to proceed therewith; or
  - (iv) any change, or any development involving a prospective change, in taxation in Hong Kong or any other jurisdiction to which any member of the Group is subject or the implementation of any exchange controls which in the reasonable opinion of the Underwriter would or might materially and adversely affect any member of the Group or its present or prospective shareholders in their capacity as such; or
  - (v) any change to the system pursuant to which the value of the currency of Hong Kong is linked to the currency of the United States and which would or may materially and adversely affect the Rights Issue; or
- (b) there comes to the notice of the Underwriter any matter or event showing any of the representations or warranties given by the Company under the Underwriting Agreement to be untrue or inaccurate in any material respect which in the reasonable opinion of the Underwriter is adverse in the context of the Rights Issue; or
- (c) the Company is in breach of any of its obligations under the Underwriting Agreement which in the reasonable opinion of the Underwriter is material and adverse in the context of the Rights Issue;

the Underwriter shall be entitled to terminate the Underwriting Agreement.

**If the Underwriter terminates the Underwriting Agreement, the Rights Issue will not proceed and all obligations of the Underwriter under the Underwriting Agreement shall cease and neither it nor the Company shall have any claim against the other party for compensation, cost, damage or otherwise save for antecedent breaches. Further announcement will be made if the Underwriting Agreement is terminated by the Underwriter.**

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## LETTER FROM THE BOARD

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INTERNATIONAL  
STANDARD  
RESOURCES  
標準資源

### International Standard Resources Holdings Limited

### 標準資源控股有限公司

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 91)

*Executive Directors:*

Mr. Cheng Wai Keung

Mr. Tam Tak Wah

Ms. Tsang Ching Man

*Registered Office:*

Unit E, 29/F., Tower B

Billion Centre

1 Wang Kwong Road

Kowloon

*Independent non-executive Directors:*

Mr. Albert Saychuan Cheok (*Chairman*)

Mr. Chan Tsz Kit

Mr. Chan Yim Por Bonnie

Mr. Wang Li

19 August 2019

*To the Qualifying Shareholders,*

*and for information only, the Non-Qualifying Shareholders and the holder of the Convertible Notes*

Dear Sir or Madam,

### **RIGHTS ISSUE OF 239,592,308 RIGHTS SHARES ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) SHARES HELD ON THE RECORD DATE**

#### **INTRODUCTION**

Reference is made to the Announcement and the announcements of the Company dated 16 July 2019 and 8 August 2019 in respect of, among others, the Rights Issue.

On 13 June 2019, the Company proposed to raise approximately HK\$28.75 million, before expenses, by way of the Rights Issue on the basis of one (1) Rights Share for every two (2) Shares held on the Record Date at the Subscription Price of HK\$0.12 per Rights Share. On the above basis, 239,592,308 Rights Shares will be allotted and issued under the Rights Issue, representing approximately 33.33% of the aggregate number of Shares in issue as enlarged by the allotment and issue of the Rights Shares.

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## LETTER FROM THE BOARD

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The Rights Issue will be fully underwritten by the Underwriter on the terms and subject to the conditions set out in the Underwriting Agreement. As at the date of the Announcement, the Undertaking Shareholders which are interested in 160,081,500 Shares, representing approximately 33.41% of the aggregate number of Shares in issue, have irrevocably undertaken to the Company, among other matters, that: (i) they will not sell, transfer or otherwise dispose of the Shares owned by them up to and including the Record Date; and (ii) they will accept and subscribe in full for their assured allotment of Rights Shares under the Rights Issue.

The purpose of this Prospectus is to provide you with further details of the Rights Issue including information on dealings in, transfer and acceptance of the Rights Shares and certain financial and other information in respect of the Group.

### RIGHTS ISSUE

#### Issue Statistics

Basis of the Rights Issue:	One (1) Rights Share for every two (2) Shares held on the Record Date
Subscription Price:	HK\$0.12 per Rights Share
Number of Shares in issue as at the Latest Practicable Date:	479,184,617 Shares
Number of Rights Shares:	239,592,308 Rights Shares
Number of Rights Shares undertaken by the Undertaking Shareholders pursuant to the Irrevocable Undertakings:	Pursuant to the Irrevocable Undertakings, the Undertaking Shareholders have irrevocably undertaken to take up all their entitlements under the Rights Issue, being collectively 80,040,749 Rights Shares
Underwriter:	Great Roc Capital Securities Limited

The Underwritten Shares are fully underwritten by the Underwriter on the terms and subject to the conditions of the Underwriting Agreement, details of which are set out under the section headed “The Underwriting Agreement” below.

As at the Latest Practicable Date, the Company has outstanding Convertible Notes with an aggregate principal amount of HK\$365,000,000 entitling the holders thereof to convert up to an aggregate of 2,281,250,000 Shares. The holder of the Convertible Notes, New Alexander Limited, has undertaken to the Company and the Underwriter that they will not subscribe for, convert/exchange the same into shares of the Company from the date of the undertakings up to the completion of the Rights Issue.

Save as aforesaid, the Company has no other outstanding options, warrants or other securities convertible into or giving rights to subscribe for, convert or exchange into Shares as at the Latest Practicable Date.

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## LETTER FROM THE BOARD

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Assuming no new Share/Share being issued and/or bought back by the Company on or before the Record Date, the 239,592,308 Rights Shares represent:

- (a) approximately 50% of the number of the Shares in issue as at the Latest Practicable Date; and
- (b) approximately 33.33% of the aggregate number of Shares in issue as enlarged by the issue of the Rights Shares.

### **The Subscription Price**

The Subscription Price for the Rights Shares is HK\$0.12 per Rights Share, payable in full upon acceptance of the relevant provisional allotment of Rights Shares and, where applicable, application for excess Rights Shares under the Rights Issue or when a transferee of nil-paid Rights Shares applies for the Rights Shares.

The Subscription Price of HK\$0.12 represents:

- (a) a discount of approximately 32.96% to the closing price of HK\$0.1790 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (b) a discount of approximately 34.07% to the average closing price of approximately HK\$0.1820 per Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including the Last Trading Day;
- (c) a discount of approximately 38.46% to the average closing price of approximately HK\$0.1950 per Share as quoted on the Stock Exchange for the last ten consecutive trading days up to and including the Last Trading Day;
- (d) a discount of approximately 24.67% to the theoretical ex-rights price of approximately HK\$0.1593 per Share, based on the closing price of HK\$0.1790 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (e) a discount of approximately 42.58% to the closing price of HK\$0.2090 per Share as quoted on the Stock Exchange on the Latest Practicable Date; and
- (f) a premium of approximately 33.78% to the consolidated net asset value attributable to the Shareholders as at 31 December 2018 as extracted from the annual report of the Company for the year ended 31 December 2018 of approximately HK\$0.0897 per Share.

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## LETTER FROM THE BOARD

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The Subscription Price was determined after arm's length negotiations between the Company and the Underwriter, taking into account (i) the prevailing market price of the Shares prior to the Last Trading Day; (ii) the prevailing market conditions; and (iii) the financial position of the Group. In order to enhance the attractiveness of the Rights Issue, issuance of new shares by way of rights issue at a discount to the then market price has been commonly adopted by listed issuers in Hong Kong to encourage existing shareholders to take up their entitlements so as to participate in the potential growth of the listed issuers in the future. In view of the then market conditions, including the then closing prices and liquidity of Shares, had the Subscription Price set at a discount to the market price was considered necessary and appropriate to attract Shareholders to subscribe for the Rights Shares. Moreover, an overall consideration was given to raise the necessary amount of funds based on the current Subscription Price (including the discount as mentioned above) and the number of Rights Shares to be issued in order to improve the financial position of the Group.

Given that (i) the Rights Shares are offered to all Qualifying Shareholders and each Qualifying Shareholders is entitled to subscribe for the Rights Shares at the same price in proportion to their respective shareholdings in the Company held on the Record Date; (ii) the Subscription Price is at a discount to the recent closing prices of the Shares with a view to encouraging the existing Shareholders to participate in the Rights Issue so as to participate in the potential growth of the Company; and (iii) the proceeds from the Rights Issue will provide the Group with funds required as set out under the section headed "Reasons for the Rights Issue and intended use of proceeds" in this Prospectus, the Directors (including the independent non-executive Directors) consider that the Subscription Price is fair and reasonable and in the best interest of the Company and the Shareholders as a whole taken into account of potential dilution impact.

The Directors (including the independent non-executive Directors) consider that the terms of the Rights Issue, including the Subscription Price, are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Taking into account the estimated expense in connection with the Rights Issue of approximately HK\$1.50 million, the net price per Rights Share is expected to be approximately HK\$0.114, upon full acceptance of the relevant provisional allotment of Rights Shares.

### **Status of the Rights Shares**

The Rights Shares, when allotted and fully paid, will rank *pari passu* in all respects with the Shares then in issue. Holders of fully paid Rights Shares will be entitled to receive all future dividends and distributions which are declared, made or paid after the date of allotment of the Rights Shares in their fully-paid form.

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## LETTER FROM THE BOARD

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### Fractions of the Rights Shares

The Company will not provisionally allot fractions of the Rights Shares in nil-paid form. All fractions of nil-paid Rights Shares will be aggregated (rounded down to the nearest whole number) and allotted to a nominee appointed by the Company and all nil-paid Rights Shares arising from such aggregation will be sold in the market, and if a premium (net of expenses) can be achieved, the Company will retain the proceeds from such sale(s) for its benefit. Any unsold nil-paid Rights Shares will be made available for excess application by the Qualifying Shareholders.

### Qualifying Shareholders

The Rights Issue is only available to the Qualifying Shareholders. The Company will send (i) the Prospectus Documents to the Qualifying Shareholders; and (ii) the Prospectus (without the PAL(s) and EAF(s)) to the Non-Qualifying Shareholders for information purposes only on or about Monday, 19 August 2019.

To qualify for the Rights Issue, a Shareholder must:

- (a) be registered as a member of the Company at the close of business on the Record Date; and
- (b) not be a Non-Qualifying Shareholder.

### Rights of the Overseas Shareholders

The Prospectus Documents have not been and will not be registered or filed by the Company under the applicable securities legislation of any jurisdiction other than Hong Kong.

Having reviewed the register of members as at the Latest Practicable Date, the Company noted that there were four Overseas Shareholders holding an aggregate 445,327 Shares, whose addresses on the register of members were in the PRC, Singapore and Spain. Pursuant to Rule 13.36(2) of the Listing Rules, the Directors have made enquiry regarding the legal restrictions with respect to the offer of the Rights Issue to the Overseas Shareholders.

Having made enquiry regarding the legal restrictions with respect to the offer of the Rights Issue to the Overseas Shareholders, the Directors have formed the view that it is expedient for the Rights Shares to be offered to the Overseas Shareholders in the PRC, Singapore and Spain.

Notwithstanding any other provisions in the Prospectus Documents, the Company reserves the right to permit any Overseas Shareholder to take up his/her/its rights if the Company, in its absolute discretion, is satisfied that the transaction in question is exempt from or not subject to the legislation or regulations giving rise to the restrictions in question.

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## LETTER FROM THE BOARD

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Receipt of the Prospectus and/or a PAL and/or an EAF or the crediting of nil-paid Rights Shares to a stock account in CCASS does not and will not constitute an offer in any jurisdiction in which it would be illegal to make an offer and, in those circumstances, the Prospectus and/or a PAL and/or an EAF must be treated as sent for information only and should not be copied or redistributed. Persons (including, without limitation, agents, custodians, nominees and trustees) who receive a copy of the Prospectus and/or a PAL and/or an EAF or whose stock account in CCASS is credited with nil-paid Rights Shares should not, in connection with the Rights Issue, distribute or send the same in, into or from, or transfer the nil-paid Rights Shares to any person in, into or from, any such territory. If a PAL or an EAF or a credit of nil-paid Rights Shares in CCASS is received by any person in any such territory, or by his/her/its agent or nominee, he/she/it should not seek to take up the rights referred to in the PAL or transfer the PAL (or apply for any excess Rights Shares under the EAF) or transfer the nil-paid Rights Shares in CCASS unless the Company determines that such actions would not violate any applicable legal or regulatory requirements. Any person (including, without limitation, agents, custodians, nominees and trustees) who does forward the Prospectus or a PAL or an EAF in, into or from any such territory (whether under a contractual or legal obligation or otherwise) should draw the recipient's attention to the contents of this section. No part of the Prospectus Documents should be published, reproduced, distributed or otherwise made available in whole or in part to any other person without the written consent of the Company.

Arrangements will be made for the Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholder to be sold in the market in their nil-paid form as soon as practicable after dealings in the nil-paid Rights Shares commence on the Stock Exchange and in any event before the last day for dealings in nil-paid Rights Shares if a premium (net of expenses) can be obtained. Net proceeds of each sale after deducting the expenses of sale (if any) of HK\$100 or more will be paid to the relevant Non-Qualifying Shareholder in Hong Kong dollars. The Company will retain individual amount of less than HK\$100 for the benefit of the Company.

**Overseas Shareholders should note that they may or may not be entitled to the Rights Issue, subject to the results of enquiries made by the Directors pursuant to Rule 13.36(2)(a) of the Listing Rules. Accordingly, Overseas Shareholders should exercise caution when dealing in the securities of the Company.**

### **Basis of provisional allotment**

The basis of the provisional allotment shall be one (1) Rights Share for every two (2) Shares in issue held on the Record Date, being 239,592,308 Rights Shares at the Subscription Price of HK\$0.12 per Rights Share. Application for all or any part of a Qualifying Shareholder's provisional allotment should be made by completing the PAL(s) and lodging the same with a remittance for the Rights Shares being applied for with the Registrar by the Latest Time for Acceptance.

### **Irrevocable undertakings from the Undertaking Shareholders**

As at the date of the Announcement, the Undertaking Shareholders which are interested in 160,081,500 Shares, representing approximately 33.41% of the aggregate number of Shares in issue, have irrevocably undertaken to the Company, among other matters, that: (i) they will not sell, transfer or otherwise dispose of the Shares owned by them up to and including the Record Date; and (ii) they will accept and subscribe in full for their assured allotment of Rights Shares under the Rights Issue.



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## LETTER FROM THE BOARD

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Save as aforesaid, so far as is known to the Directors, the Board has not received any other information from any substantial shareholder of their intention to take up the Rights Shares provisionally allotted to them as at the Latest Practicable Date.

### **Procedures for acceptance and payment or transfer**

A PAL is enclosed with this Prospectus which entitles the Qualifying Shareholder(s) to whom it is addressed to subscribe for the number of the Rights Shares shown therein. If the Qualifying Shareholders wish to accept all the Rights Shares provisionally allotted to them as specified in the PAL, they must lodge the PAL in accordance with the instructions printed thereon, together with a remittance for the full amount payable on acceptance, with the Registrar at or before 4:00 p.m. on Monday, 2 September 2019. All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by banker's cashier orders which must be issued by, a licensed bank in Hong Kong and made payable to **"International Standard Resources Holdings Limited – Prov Allotment A/C"** and crossed **"Account Payee Only"**. It should be noted that unless the PAL, together with the appropriate remittance, have been lodged with the Registrar at or before 4:00 p.m. on Monday, 2 September 2019, whether by the original allottee or any person in whose favour the rights have been validly transferred, that provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled. The Company may, at its sole discretion, treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions. The Company may require such incomplete PAL to be completed by the relevant applicants at a later stage.

If the Qualifying Shareholders wish to accept only part of provisional allotment or transfer part of their rights to subscribe for the Rights Shares provisionally allotted to them under the PAL or to transfer part or all of their rights to more than one person, the entire PAL must be surrendered and lodged for cancellation at or before 4:30 p.m. on Friday, 23 August 2019, to the Registrar, who will cancel the original PAL and issue new PALs in the denominations required.

The PAL contains further information regarding the procedures to be followed for acceptance and/or transfer of the whole or part of the provisional allotment of the Rights Shares by the Qualifying Shareholders. All cheques or banker's cashier orders will be presented for payment following receipt and all interest earned on such monies will be retained for the benefit of the Company. Completion and return of the PAL with a cheque or a banker's cashier order, whether by a Qualifying Shareholder or by any nominated transferees, will constitute a warranty by the applicant that the cheque or the banker's cashier order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any PAL in respect of which the cheque or banker's cashier order is dishonoured on first presentation, and in that event the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

Save as described under the paragraph headed "Rights of the Overseas Shareholders" above, no action has been taken to permit the offering of the Rights Shares or the distribution of the Prospectus Documents in any territory other than Hong Kong. Accordingly, no person receiving the Prospectus Documents in any territory outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares or excess Rights Shares, unless in a territory where such an offer or invitation could lawfully be made without compliance with any registration or other legal and regulatory requirements

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## LETTER FROM THE BOARD

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thereof. Subject as referred to below, it is the responsibility of anyone outside Hong Kong wishing to make an application for the Rights Shares to satisfy itself/himself/herself before acquiring any rights to subscribe for the provisionally allotted Rights Shares or excess Rights Shares as to the observance of the laws and regulations of all relevant territories, including the obtaining of any governmental or other consents, and to pay any taxes and duties required to be paid in such territory in connection therewith. Any acceptance of the offer of the Rights Shares by any person will be deemed to constitute a representation and warranty from such person to the Company that these local laws and requirements have been fully complied with. For avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited, who subscribe the Rights Shares on behalf of CCASS participants, is subject to any of the representations and warranties. If you are in doubt as to your position, you should consult your own professional advisers. The Company reserves the right to refuse to accept any application for the Rights Shares where it believes that doing so would violate the applicable securities or other laws or regulations of any jurisdiction. No application for the Rights Shares will be accepted from any person who is a Non-Qualifying Shareholder.

If the Underwriter exercises the right to terminate or rescind the Underwriting Agreement or if any of the conditions of the Rights Issue as set out in the paragraph headed “Conditions Precedent to the Rights Issue and the Underwriting Agreement” below is not fulfilled at or before 4:00 p.m. on Tuesday, 3 September 2019 (or such later time as the Company and the Underwriter may agree in writing), the monies received in respect of acceptances of the Rights Shares will be returned to the Qualifying Shareholders or such other persons to whom the Rights Shares in their nil-paid form have been validly transferred or, in the case of joint acceptances, to the first-named person without interest, by means of cheques despatched by ordinary post at the risk of such Qualifying Shareholders or such other persons to their registered addresses by the Registrar on or before Tuesday, 10 September 2019.

### **Application and payment for excess Rights Shares**

The Rights Shares to which the Non-Qualifying Shareholders would otherwise have been entitled, any assured allotments of Rights Shares which have not been accepted by the Qualifying Shareholders and the Rights Shares created by aggregation of fractional Rights Shares, will be available for excess application by the Qualifying Shareholders. Application may be made only by the Qualifying Shareholders by completing an excess application form and lodging the same with a separate remittance for the amount payable on application in respect of the excess Rights Shares applied for, with the Registrar at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong by no later than 4:00 p.m. on Monday, 2 September 2019. All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by banker’s cashier orders which must be issued by, a licensed bank in Hong Kong and made payable to “**International Standard Resources Holdings Limited–Excess Application A/C**” and crossed “**Account Payee Only**”. The Board will allocate the excess Rights Shares at their discretion on a fair and equitable basis in proportion to the number of excess Rights Shares being applied for under each application.

However, no preference will be given to topping-up odd lots to whole board lots. Shareholders who have been offered odd lots of the Rights Shares should note that there is no guarantee that such odd lots of the Rights Shares will be topped up to create whole board lots pursuant to applications for excess Rights Shares. Any Rights Shares not applied for by the Qualifying Shareholders and not taken by excess application will be taken up by the Underwriter.

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## LETTER FROM THE BOARD

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Investors with their Shares held by a nominee (or which are held in CCASS) should note that the Board will regard the nominee (including HKSCC) as a single Shareholder according to the register of members of the Company. Accordingly, investors whose Shares are registered in the name of a nominee (or which are held in CCASS) should note that the aforesaid arrangement in relation to the allocation of excess Rights Shares will not be extended to them individually. Beneficial owners with their Shares held by a nominee (or which are held in CCASS) are advised to consider whether they would like to arrange for the registration of the relevant Shares in their own names prior to the Record Date. Shareholders and investors should consult their professional advisers if they are in any doubt as to their status.

### **Certificates and refund cheques for the Rights Issue**

Subject to the fulfillment or waiver (as the case may be) of the conditions of the Rights Issue, certificates for all fully-paid Rights Shares are expected to be posted on or before Tuesday, 10 September 2019 by ordinary post to those Qualifying Shareholders and the applicants who have accepted or applied (as the case may be) and paid for the Rights Shares, at their own risk.

One share certificate will be issued for all the Rights Shares issued and allotted to an applicant.

Refund cheques in respect of wholly or partially unsuccessful applications for the excess Rights Shares (if any) are expected to be posted on or before Tuesday, 10 September 2019 by ordinary post to the applicants at their own risk.

### **Application for listing of the Rights Shares**

The Company has applied to the Listing Committee for the listing of and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms.

No part of the securities of the Company is listed or dealt in or on which listing or permission to deal in is being or is proposed to be sought on any other stock exchange.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Nil-paid Rights Shares are expected to be traded in board lots of 10,000. Dealings in the Rights Shares in both their nil-paid and fully-paid forms which are registered in the register of members of the Company will be subject to payment of stamp duty, Stock Exchange trading fee, transaction levy, investor compensation levy or any other applicable fees and charges in Hong Kong.

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## LETTER FROM THE BOARD

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### CONDITIONS PRECEDENT TO THE RIGHTS ISSUE AND THE UNDERWRITING AGREEMENT

The Rights Issue and Underwriting Agreement are conditional upon, among other things,

- (i) the filing and registration of all relevant documents with the Registrar of Companies in Hong Kong on or before the Prospectus Posting Date;
- (ii) the posting of the Prospectus Documents to the Qualifying Shareholders on or before the Prospectus Posting Date;
- (iii) the Listing Committee granting or agreeing to grant (subject to allotment), and not having revoked or withdrawn prior to the Latest Time for Termination the grant of, listing of and permission to deal in the Rights Shares in both their nil-paid and fully-paid forms either unconditionally or subject to such conditions as are accepted by the Underwriter;
- (iv) the compliance with and performance by each of the Undertaking Shareholders of all of its obligations and undertakings under its respective Irrevocable Undertaking; and
- (v) the compliance with and performance by the Company of all the undertakings and obligations under the terms of the Underwriting Agreement.

None of the Company and the Underwriter may waive conditions (i) to (iv) set out above. The Underwriter may waive condition (v) (so far as it relates to the Company) set out above in whole or in part by written notice to the Company. If any of the above conditions are not fulfilled by on or before the Latest Time for Acceptance (or such later date and time as the Underwriter and the Company may agree in writing), or the Underwriting Agreement has been terminated in accordance with the terms thereof, the Rights Issue will not proceed.

### THE UNDERWRITING AGREEMENT

Date	:	13 June 2019 (after trading hours) (as supplemented on 16 July 2019 and 8 August 2019)
Underwriter	:	Great Roc Capital. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the Underwriter and its ultimate beneficial owner(s) are Independent Third Parties
Total number of Rights Shares	:	239,592,308 Rights Shares
Number of Rights Shares undertaken by the Undertaking Shareholders pursuant to the Irrevocable Undertakings	:	Pursuant to the Irrevocable Undertakings, the Undertaking Shareholders have irrevocably undertaken to take up all their entitlements under the Rights Issue, being collectively 80,040,749 Rights Shares

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## LETTER FROM THE BOARD

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Total number of Rights Shares being underwritten by the Underwriter	:	Pursuant to the Underwriting Agreement, the Underwriter has conditionally agreed to underwrite the balance of the Rights Shares (excluding the number of the Rights Shares undertaken to be subscribed for by the Undertaking Shareholders) not being subscribed for by the Qualifying Shareholders on a fully underwritten basis, being 159,551,559 Rights Shares, subject to the terms and conditions of the Underwriting Agreement
Commission	:	2.5% of the aggregate Subscription Price in respect of the number of Underwritten Shares

The commission rate was determined after arm's length negotiations between the Company and the Underwriter by reference to the existing financial position of the Group, the size of the Rights Issue, and the current and expected market condition. The Directors consider that the terms of the Underwriting Agreement (including the commission rate) are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Pursuant to the Underwriting Agreement, the Underwriter undertakes and warrant to the Company that they shall use its best endeavours to ensure that:

- (i) without prejudice in any event to their obligations to procure subscription for the Underwritten Shares, the Underwriter shall not subscribe for its own account for such number of Underwritten Shares not taken up which will result in the shareholding of it and the parties acting in concert (within the meaning of the Takeovers Code) with it in the Company to be equal to or exceed 10% of the voting rights of the Company upon completion of the Rights Issue;
- (ii) each of the subscribers or sub-underwriters (including any direct and indirect sub-underwriters) of the Underwritten Shares shall be third parties independent of, neither connected with nor acting in concert with, the Company or its connected persons (as defined under the Listing Rules) or their respective associates or parties acting in concert with any of them;
- (iii) no subscriber or sub-underwriter (including any direct and indirect sub-underwriters) of the Underwritten Shares shall be procured if allotment and issue of any Rights Shares would result in it and its associates or person acting in concert with any of them, when aggregate with the total number of Shares (if any) already held by them, holding 30% or more of the enlarged number of Shares in issue immediately upon completion of the Rights Issue; and
- (iv) each of the subscribers or sub-underwriters (including any direct and indirect sub-underwriters) of the Underwritten Shares shall not, together with any party acting in concert (within the meaning of the Takeovers Code) with it, hold 10% or more of the voting rights of the Company upon completion of the Rights Issue.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, the Company was informed by Great Roc Capital that it has not signed any sub-underwriting agreement.

### **Termination of the Underwriting Agreement**

If at or prior to the Latest Time for Termination:

- (a) in the reasonable opinion of the Underwriter, the success of the Rights Issue would be materially and adversely affected by:
  - (i) the introduction of any new law or regulation or any change in existing laws or regulation (or the judicial interpretation thereof) or any other similar event which in the absolute opinion of Underwriter has or is likely to have a material adverse effect on the business or financial condition of any member of the Group as a whole; or
  - (ii) any change (whether or not permanent) in local, national or international economic, financial, political or military conditions or any event beyond the control of the parties hereto (including, without limitation, acts of government, strikes, explosion, flooding, civil commotion, acts of God or accident) which in the reasonable opinion of the Underwriter is or may be materially adverse in the context of the Rights Issue or makes it inadvisable or inexpedient to proceed therewith; or
  - (iii) any change (whether or not permanent) in local, national or international stock market conditions (including any moratorium, suspension of or material restriction on trading in securities generally) which in the reasonable opinion of the Underwriter would materially and adversely affect the Rights Issue or makes it inadvisable or inexpedient to proceed therewith; or
  - (iv) any change, or any development involving a prospective change, in taxation in Hong Kong or any other jurisdiction to which any member of the Group is subject or the implementation of any exchange controls which in the reasonable opinion of the Underwriter would or might materially and adversely affect any member of the Group or its present or prospective shareholders in their capacity as such; or
  - (v) any change to the system pursuant to which the value of the currency of Hong Kong is linked to the currency of the United States and which would or may materially and adversely affect the Rights Issue; or
- (b) there comes to the notice of the Underwriter any matter or event showing any of the representations or warranties given by the Company under the Underwriting Agreement to be untrue or inaccurate in any material respect which in the reasonable opinion of the Underwriter is adverse in the context of the Rights Issue; or

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## LETTER FROM THE BOARD

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- (c) the Company is in breach of any of its obligations under the Underwriting Agreement which in the reasonable opinion of the Underwriter is material and adverse in the context of the Rights Issue;

the Underwriter shall be entitled to terminate the Underwriting Agreement.

### REASONS FOR THE RIGHTS ISSUE AND INTENDED USE OF PROCEEDS

The Company is principally engaged in coalbed methane gas exploration and exploitation in the PRC, sale of electronic components and treasury which include securities trading and money lending.

The gross proceeds of the Rights Issue at the Subscription Price of HK\$0.12 per Rights Share will be approximately HK\$28.75 million. The estimated net proceeds of the Rights Issue will be approximately HK\$27.25 million. The net Subscription Price per Rights Share is therefore approximately HK\$0.114 each. The Company intends to apply such net proceeds from the Rights Issue (i) as to approximately HK\$20 million for repayment of the corporate bonds which will be matured in or around November 2019; (ii) as to approximately HK\$5 million for development of the new segment, i.e. brokerage services and margin financing businesses to be carried out by the Company's wholly-owned subsidiary as mentioned below; and (iii) the remaining balance for the general working capital of the Group.

In late 2018, the Group, through a wholly-owned subsidiary, International Standard Resources Securities Limited, held two licenses granted by the SFC, namely Type 1 (Dealing in Securities) and Type 4 (Advising on Securities). Currently, it is in the process of applying the admission as a stock exchange participant of the Stock Exchange and a direct clearing participant of HKSCC. It is expected that the Group will further allocate more resources to this segment once these participantships are obtained, including the application of other licenses for the expansion of its business in order to provide wide range of financial services to its clients. The Board wishes to commence the securities trading business as soon as practicable so as to explore opportunities for generating contributions to the Group's income.

Taking into account the historical financial information of the Group and based on the key assumptions that (i) there is no substantial change of business of the Group; (ii) there is no substantial change in the economic conditions in place where the Group carries out its business activities; and (iii) there is no other substantial capital expenditure by the Group, the Company estimated that the expected funding needs of the Group for the next 12 months is approximately HK\$40 million. It was noted that the net proceeds from the Rights Issue can only partly satisfy the Company's expected funding needs for the next 12 months and the Company will continue to explore further funding to meet the Group's funding needs.



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## LETTER FROM THE BOARD

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As at 30 June 2019, the Group had total outstanding borrowings and debt instruments of approximately HK\$464,101,000. In July 2019, promissory note with principal amount of HK\$6 million was repaid by the Group. The amount of outstanding borrowings and debt instruments of the Group as at 31 July 2019 are set out below:

*Current liabilities*

Nature or Identity of the creditor	Principal amount HK\$	Repayment terms or maturity date	Interest rate
Corporate bondholder	1,000,000	Due in November 2019	7% per annum
Corporate bondholders	27,000,000	Due in November 2019	6% per annum
Corporate bondholder	1,000,000	Due in December 2019	7% per annum
Corporate bondholders	9,000,000	Due in December 2019	6% per annum
Corporate bondholder	<u>5,000,000</u>	Due in February 2020	6% per annum
	43,000,000		
Holder of promissory note	5,000,000	Due in June 2020	8% per annum
Amount due to coalbed methane business partner (RMB9,893,000)	11,237,000	unsecured, interest free and with no fixed repayment terms	
Amounts due to non-controlling interests of a subsidiary	<u>16,342,000</u>	unsecured, interest free and not be demanded for repayment in the next twelve months from 30 June 2019	
	<u>75,579,000</u>		

*Non-current liabilities*

Nature or Identity of the creditor	Principal amount HK\$	Repayment terms or maturity date	Interest rate
Holder of promissory note	7,500,000	Due in September 2020	15% per annum
Holder of Convertible Note	365,000,000	Due in December 2021	2% per annum
Corporate bondholder	<u>10,000,000</u>	Due in August 2022	7% per annum
	<u>382,500,000</u>		
<b>Total amount</b>	<u><u>458,079,000</u></u>		



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## LETTER FROM THE BOARD

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The Company was desirous to improve its liquidity position and was from time to time seeking for different ways of financing including but not limited to rights issue, open offer, placing of the new shares and issuance of bonds, etc. The Company was in preliminary discussions with various potential investors for any possible fund raising activity and at the Latest Practicable Date, the Company has not entered into any binding agreement in this relation. The Company shall comply with the relevant internal and regulatory procedures once any fund raising activity is materialized.

The Board considers that it is prudent to finance the Group's long-term growth by long-term financing, preferably in the form of equity which will not increase the Group's finance costs. In addition, the Board believes that the Rights Issue will enable the Group to strengthen its capital base and enhance its financial position for future strategic investments as and when such opportunities arise. As at the Latest Practicable Date, the Company has not entered, or proposed to enter, into any agreement, arrangement, understanding or undertaking, whether formal or informal and whether express or implied, and negotiation (whether conducted or not) regarding the future business development including any acquisition of new business or disposal of/downsize of its existing business.

The Board considers that the Rights Issue will give the Qualifying Shareholders the opportunity to maintain their respective pro-rata shareholding interests in the Company; and the Shareholders who do not wish to participate in the fund-raising of the Company can dispose of their Rights Shares provisional allotments in nil-paid form in the market. The Directors are of the view that fund raising through the Rights Issue is in the interests of the Company and the Shareholders as a whole. **However, those Qualifying Shareholders who do not take up the Rights Shares to which they are entitled should note that their shareholdings in the Company will be diluted.**

### ADJUSTMENTS TO THE CONVERTIBLE NOTES

As at the Latest Practicable Date, the Company has Convertible Notes in the aggregate outstanding principal amount of HK\$365,000,000 entitling the holders thereof to convert up to an aggregate of 2,281,250,000 Shares. As a result of the Rights Issue, the conversion price and/or the number of Shares falling to be issued upon exercise of the conversion rights attaching to the Convertible Notes may be adjusted in accordance with the terms and conditions of the Convertible Notes. Further announcement will be made by the Company in respect of such adjustments as and when appropriate.

In the event that the Rights Issue having been completed, the conversion price and the number of Shares to be allotted and issued upon exercise of all the conversion rights attaching to the outstanding Convertible Notes will be adjusted in the following manner:

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## LETTER FROM THE BOARD

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Principal amount of Convertible Notes outstanding as at the Latest Practicable Date	Conversion price per Share before adjustment	Conversion price per Share after adjustment	Number of Shares issuable upon exercise of the conversion rights attaching to all the outstanding Convertible Notes before adjustment	Number of Shares issuable upon exercise of the conversion rights attaching to all the outstanding Convertible Notes after adjustment
HK\$365,000,000	HK\$0.16	HK\$0.14	2,281,250,000	2,607,142,857

### FUND-RAISING ACTIVITIES BY THE COMPANY DURING THE PAST 12 MONTHS IMMEDIATELY PRECEDING THE LATEST PRACTICABLE DATE

No fund-raising activities have been carried out by the Company during the past 12 months immediately preceding the Latest Practicable Date.

## LETTER FROM THE BOARD

### CHANGES IN THE SHAREHOLDING STRUCTURE OF THE COMPANY ARISING FROM THE RIGHTS ISSUE

The existing shareholding structure of the Company as at the Latest Practicable Date and the shareholding structure of the Company immediately upon completion of the Rights Issue are set out below for illustration purpose only:

Shareholders	As at the Latest Practicable Date		All Rights Shares are subscribed by the Qualifying Shareholders		None of the Rights Shares are subscribed by the Qualifying Shareholders (except for the Undertaking Shareholders) and all taken up by the Underwriters	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Che Weng Kei (Note 1)	130,725,625	27.28%	196,088,437	27.28%	196,088,437	27.28%
Good Max Holdings Limited (Note 2)	29,355,875	6.13%	44,033,812	6.13%	44,033,812	6.13%
Albert Saychuan Cheok (Note 3)	61,875	0.01%	92,812	0.01%	61,875	0.01%
Lyu Guoping (Note 4)	25,000	0.01%	37,500	0.01%	25,000	0.00%
<b>Public</b>						
Underwriter	–	–	–	–	159,551,559	22.20%
Other public Shareholders	319,016,242	66.57%	478,524,364	66.57%	319,016,242	44.38%
<b>Total</b>	<b>479,184,617</b>	<b>100.00%</b>	<b>718,776,925</b>	<b>100.00%</b>	<b>718,776,925</b>	<b>100.00%</b>

Notes:

1. Included 95,568,125 shares held by Che Weng Kei through a wholly-owned company, Fully Interest Limited.
2. Good Max Holdings Limited is wholly-owned by Leung Yuk Kit.
3. Mr. Albert Saychuan Cheok is the chairman and an independent non-executive director of the Company.
4. Mr. Lyu Guoping is the chief executive officer of the Company.

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## LETTER FROM THE BOARD

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Shareholders and public investors should note that the above changes in shareholding structure of the Company are for illustration purpose only and the actual change in the shareholding structure of the Company upon completion of the Rights Issue are subject to various factors including, among other things, the results of acceptance of the Rights Issue.

### **WARNING OF THE RISKS OF DEALINGS IN THE SHARES, THE NIL-PAID RIGHTS SHARES AND/OR TAKING UP THE RIGHTS SHARES**

**The Shares has been dealt in on an ex-rights basis from Thursday, 1 August 2019. Dealings in the Rights Shares in the nil-paid form will take place from Wednesday, 21 August 2019 to Wednesday, 28 August 2019 (both dates inclusive). Shareholders and potential investors should note that dealing in the Shares and/or nil-paid Rights Shares will take place while the conditions to which the Underwriting Agreement is subject remain unfulfilled. If the conditions of the Underwriting Agreement are not fulfilled or the Underwriting Agreement is terminated by the Underwriter in accordance with the terms thereof (a summary of which is set out in the sub-section headed “Termination of the Underwriting Agreement” under the section headed “The Underwriting Agreement” above), the Rights Issue will not proceed.**

**Any Shareholders or other persons contemplating selling or purchasing Rights Shares in their nil-paid form during the period from Wednesday, 21 August 2019 to Wednesday, 28 August 2019 (both dates inclusive) who are in any doubt about their position are recommended to consult their professional advisers. Any Shareholders or other persons dealings in the Shares up to the date on which all the conditions precedent to the Rights Issue are fulfilled (and the date on which the Underwriter’s right of termination of the Underwriting Agreement ceases) and any persons dealings in the nil-paid Rights Shares during the period from Wednesday, 21 August 2019 to Wednesday, 28 August 2019 (both dates inclusive) will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.**

### **TAXATION**

Qualifying Shareholders are recommended to consult their professional advisers if they are in doubt as to the taxation implications of subscribing for the Rights Shares, or about purchasing, holding or disposals of, or dealings in or exercising any rights in relation to the Shares or the Rights Shares, and similarly, the Non-Qualifying Shareholders as regards their receipt of the net proceeds of sale of the nil-paid Rights Shares (if any) otherwise falling to be issued to them under the Rights Issue under the laws of jurisdictions in which they are liable to taxation. It is emphasised that none of the Company, the Directors nor any other parties involved in the Rights Issue accepts responsibility for any tax effects on, or liabilities of, any person resulting from subscribing for, purchasing, holding or disposal of, dealings in or exercising any rights in relation to the Shares or the Rights Shares.

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## LETTER FROM THE BOARD

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### ADDITIONAL INFORMATION

Your attention is also drawn to the additional information of the Group set out in the appendices to this Prospectus.

By order of the Board  
**International Standard Resources Holdings Limited**  
**Tam Tak Wah**  
*Executive Director*

**1. FINANCIAL INFORMATION**

Financial information of the Group for each of the three years ended 31 December 2016, 2017 and 2018 are disclosed in the annual reports of the Company for the years ended 31 December 2016 (pages 56 to 141), 2017 (pages 60 to 145) and 2018 (pages 63 to 171) respectively. These annual reports are published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.intl-standardresources.com](http://www.intl-standardresources.com)).

**2. INDEBTEDNESS**

At the close of business on 30 June 2019, being the latest practicable date for the purpose of ascertaining information contained in this statement of indebtedness prior to the printing of this Prospectus, the Group had outstanding borrowings and debt instruments of approximately HK\$464,101,000, details of which are as follows:

**Borrowings**

The Group had outstanding other borrowing payable to an independent third party of approximately RMB9,893,000 (approximately to HK\$11,259,000) relating to the coalbed methane business under the production sharing contract which are unsecured, interest free and repayable on demand and amounts due to the non-controlling interests of a subsidiary of approximately HK\$16,342,000 which are unsecured, interest free and not be demanded for repayment in the next twelve months from 30 June 2019.

**Debt instruments**

The Group had outstanding convertible notes with principal amount of HK\$365,000,000, bearing interest at 2% per annum, payable semi-annually in arrears on 30 June and 31 December, and will mature on 31 December 2021.

The Group had bonds with an aggregate principal amount of HK\$53,000,000 which comprising bonds with an aggregate principal amount of HK\$41,000,000, HK\$1,000,000 with the interest rate of 6% payable semi-annually, 7% payable semi-annually, respectively, and matured on the third anniversary of the date of issue, bonds with an aggregate principal amount of HK\$1,000,000 with the interest rate of 7% payable annually and matured on the fifth anniversary of the date of issue and bonds with an aggregate principal amount of HK\$10,000,000 with the interest rate of 7% payable semi-annually and matured on the sixth anniversary of the date of issue.

The Group had outstanding promissory notes with aggregate principal amount of approximately HK\$18,500,000, which comprising promissory notes with aggregate principal amount of approximately HK\$5,000,000 and HK\$13,500,000 with the interest rate of 8% and 15% per annum, respectively, payable in one lump sum on maturity date.

**Pledge of assets**

As at 30 June 2019, the Group had pledged bank deposits of approximately HK\$120,000 to secure bank facilities granted to the Group. As at 30 June 2019, there was no outstanding balance under any of the banking facilities granted to the Group. Equity securities listed in Hong Kong classified as financial assets at fair value through profit or loss with carrying amount of approximately HK\$13,877,000 are placed in margin accounts of a regulated securities broker. No margin facility is utilised as at 30 June 2019.

**Litigation**

As at 30 June 2019, the Group had litigation which the Group considered that it would not incur a material outflow of resources as result of the litigation. For details, please refer to the section headed “Material Litigation” of Appendix III to this Prospectus.

Save as disclosed above and otherwise mentioned in this Prospectus, except and apart from intra-group liabilities, the Group did not have any debt securities issued and outstanding or agreed to be issued, bank borrowings or other similar indebtedness, liabilities under acceptances (other than normal trade bills), acceptance credits, debentures, mortgages, charges, finance leases or hire purchase commitments, guarantees or other material contingent liabilities at the close of business on 30 June 2019.

For the purpose of the indebtedness statement, foreign currency amounts have been translated into Hong Kong dollars at the approximate rates of exchange prevailing as at 30 June 2019.

**3. WORKING CAPITAL**

The Directors are of the opinion that, based on the resources currently available to the Group as at the Latest Practicable Date and the expected net proceeds from the Rights Issue, the Group may not have sufficient working capital to satisfy its requirements for at least the next 12 months from the date of this Prospectus. The Company would seek for different ways of financing including but not limited to rights issue, open offer, placing of the new shares and issuance of bonds, etc. in order to meet the Group’s funding needs.

**4. MATERIAL ADVERSE CHANGE**

The Directors are not aware of any material adverse change in the financial or trading position or outlook of the Group since 31 December 2018 (being the date to which the latest published audited financial statements of the Group were made up) and up to and including the Latest Practicable Date.

**5. FINANCIAL AND TRADING PROSPECTS OF THE GROUP****Business Review as set out in the Annual Report for the year ended 31 December 2018**

During the year ended 31 December 2018, the Group was mainly engaged in coalbed methane (“CBM”) exploration and production in the People’s Republic of China (the “PRC”), electronic components trading and treasury businesses.

*Coalbed Methane Business*

The Group explores, develops and produces CBM in Anhui Province with a total exploration area of 567.843 square kilometres (the “**Contract Area**”). As at the end of the year of 2018, the CBM operation was still in exploration stage, a total of 42 exploration wells were drilled and 7 of them were production wells. However, the pumps of these wells were stuck by coal fine and were broken down due to the long term of dewatering and only 4 of the production wells were under actual production during the year and eventually ceased to produce since July 2018. Thus, there were only marginal contributions from the CBM business for the year.

Total revenue generated from the CBM business was HK\$513,000 (2017: HK\$1,418,000), a loss of HK\$574,086,000 (2017: HK\$351,802,000) was recorded mainly due to the amortisation of production sharing contract (the “**PSC**”) of HK\$51,228,000 (2017: HK\$64,663,000), the imputed interest on convertible notes of HK\$38,336,000 (2017: HK\$37,875,000), and the impairment loss on PSC of HK\$454,192,000 (2017: HK\$323,032,000) which was resulted from the further delay on the implementation of the business plan for exploration and exploitation of the CBM and the continuous low level of domestic natural gas price in the PRC.

The Group, through its wholly-owned subsidiary, Canada Can-Elite Energy Limited (“**Can-Elite**”), entered into the PSC with China United Coalbed Methane Corporation Limited (“**China United**”), a state-owned company wholly-owned by China National Offshore Oil Corporation and authorised by the PRC government to partner with foreign companies to explore, develop and produce CBM assets. Pursuant to the PSC, Can-Elite is the operator of the Anhui CBM assets and hold 70% of participating interests in the PSC for a term of 30 years starting from 2008.

The Contract Area is divided into Area A (part of Luling Block with an area of 23.686 square kilometres that has its proven reserves submitted) and Area B (primary part of Su’nan Block with an area of 544.157 square kilometres, which the proven reserve yet to be submitted). Area A can start production with effect from the day the overall development proposal (“**ODP**”) approved by relevant government authorities of the PRC. Pursuant to the fourth modification agreement entered into between Can-Elite and China United in August 2017, the exploration period of Area B has been extended to 31 March 2020.

*Area A*

Following the completion of exploration work which led to the gathering of 3.158 billion cubic metres of underground proven reserves, Area A has proceeded into trial development phase, trial preparation works have simultaneously commenced for both underground and surface. However, the testing of two high capacity horizontal CBM wells was put on hold after suffering from construction issues such as the collapse of wellbore. Based on the current information obtained, it is better to adopt vertical well fracturing completion as the main well type to be used in the district. Can-Elite continued to prepare all necessary work in order to submit the ODP to the relevant government authorities of the PRC for review and approval, commence construction of surface gas gathering facilities and take out all necessary testing on high production wells so as to commence actual production as soon as possible.



*Area B*

A 2D seismic survey was undertaken which covered a total of 81 kilometres and 21 drilled wells. Can-Elite continued to perform extraction testing, secondary fracturing transformation, drainage and extraction observation and evaluation analysis in order to obtain necessary data to prepare the reserves report.

*Treasury Business*

The treasury business includes securities trading and money lending business.

The Group adopts a prudent approach for all its investments with the view for short to medium term profit. At 31 December 2018, the Group held an investment portfolio of listed securities in Hong Kong with an aggregate amount of approximately HK\$10,010,000. During the year, the Group recorded a net unrealised loss of approximately HK\$15,625,000 (i.e. unrealised gains of approximately HK\$1,261,000 and unrealised losses of approximately HK\$16,886,000). The unrealised loss was attributable to the Group's investments in Styland Holdings Limited ("STYLAND"). Details of the investments in STYLAND are as follows:

	For the year ended 31 December 2018			At 31 December 2018		At 31 December 2017	
	Approximate percentage of fair value loss on held-for- trading investments	Approximate percentage of fair value gain on held-for- trading investments		Approximate percentage of held-for- trading investments	Approximate percentage to the net assets		
Fair value (loss) gain <i>HK\$'000</i>			Market value <i>HK\$'000</i>			Market value <i>HK\$'000</i>	
<b>STYLAND</b>							
– shares	(16,886)	100%	–	8,749	87.40%	27,399	
– warrants	1,261	–	100%	1,261	12.60%	482	
Total	(15,625)	100%	100%	10,010	100.00%	27,881	

STYLAND is principally engaged in investment holdings, financial services, mortgage financing, property development and investment and trading of securities.

Despite the recent US-China trade war, with the launch of the Shenzhen-Hong Kong Stock Connect, the Shanghai-Hong Kong Stock Connect and the Bond Connect in the past years, the Board believes that the financial services business, especially the securities trading business, in the sectors of banking and financial will continue to have a good prospect. The Board believes that the performance of the securities trading businesses will, eventually, contribute positive return to the Group in the near future. The Board will continue to identify any investment opportunities and manage the investment portfolio in accordance with the Group's investment objective and policy with a view of gaining good investment yields for the shareholders. The Board will monitor market development closely with a view of identifying attractive and short to medium term investment opportunities.

Except the investment in STYLAND, at 31 December 2018, there was no other investment held by the Group which value was more than 5% of the net assets of the Group.

The Group carries its money lending business by providing both secured and unsecured loans to corporate and individual customer. Strict internal policies for granting and on-going review of the loan are established so as to ensure the business risk is manageable. Moreover, to meet the statutory requirements and to cope with the complexity of business environment, regular review and updates of internal policy are performed.

During the year, due to the reallocation of funds of the Group, the amount of fund distributed to the money lending business further decreased. As a result, revenue generated from this segment (i.e. interest income) decreased to approximately HK\$46,000 from HK\$670,000 in 2017.

#### ***Electronic Components Business***

The Group continued to be affected by the weak global demand dragged on the consumables market, as a result, revenue generated from the electronic components segment dropped substantially to HK\$8,550,000, which represent a 41.36% decrease as compared to year 2017. The Group will regularly review the range of products distributed to confront with the increasingly difficult business environment so as to generate stable revenue and return. However, it shall be expected that the situation will not be improved in the short run.

### **Prospects**

CBM is a quality, clean and efficient natural gas resource stored in coal seams. With the exploitation and utilisation plan of CBM become crystallised, it has strengthened the prevention on coal mine accidents and reduced air pollution. It also helped alleviate the problem of energy shortage and secured the provision of clean energy, as such the government has been paying more attention to CBM businesses.

The Group is a clean energy enterprise engaging in the exploration and development of CBM (unconventional gas) in Anhui Province. The collaborative blocks are located in the CBM contract area in Anhui Province, which is situated among the eastern and coastal developed regions of the PRC, representing a prominent market advantage. After almost 10 years of exploration, the Group is still working hard to overcome challenges arose during financing and technical breakthrough, and has begun to make re-adjustments in its project operation approach, first of which is the establishment of a new concept of “integrating exploration and exploitation” for the exploration and development of unconventional gas, with an increased focus on the collection, handling and utilisation of produced trial gas while committing to complete exploration goals and objectives, and make full use of the policy which has allowed for trial sales on explored and produced gas; the second approach is to actively seek cooperation with both domestic and overseas professional companies which possess technical and financial capabilities, in order to effectively resolve the fund requirement and difficulties in improving production capacity; and the third approach is to accelerate planning process, make progress in the development and production in Luling Gas Field (Area A), complete supplementary follow-up works on exploration in Su’nan Block (Area B) as soon as possible, prepare reserves report and push for approval on the additional proven reserves as soon as possible.

In 2019, the Group will follow closely the changes in energy and economic condition in the PRC and overseas, take the initiative to adjust and review existing businesses and operations, actively introduce strategic partners, redress the past situation of one-way investment without any return, and strive for another breakthrough year for the development of the Group’s CBM business, to bring light for a foreseeable revenue to the Group and the shareholders.

In late 2018, the Group through a wholly-owned subsidiary, International Standard Resources Securities Limited, held two licenses granted by the Securities and Futures Commission, namely Type 1 (Dealing in Securities) and Type 4 (Advising on Securities). It is expected that this new segment will generate income from brokerage services and margin financing in late 2019.

At the same time, the Group will also closely monitor the development of its electronic components business and treasury business for a reasonable application of the Group’s resources to benefit the Group and its shareholders.

**(A) UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE LIABILITIES OF THE GROUP**

The unaudited pro forma statement of adjusted consolidated net tangible liabilities of the Group attributable to the owners of the Company (the “Unaudited Pro Forma Financial Information”) which has been prepared by the Directors in accordance with Rule 4.29 of the Listing Rules to illustrate the effects of the Rights Issue on the consolidated net tangible liabilities of the Group attributable to the owners of the Company as if the Rights Issue had taken place on 31 December 2018.

The Unaudited Pro Forma Financial Information has been prepared for illustration purposes only, and because of its hypothetical nature, it may not give a true picture of the consolidated net tangible liabilities of the Group attributable to the owners of the Company had the Rights Issue been completed as at 31 December 2018 or at any future date.

The Unaudited Pro Forma Financial Information of the Group is prepared based on the audited consolidated net assets of the Group attributable to the owners of the Company as at 31 December 2018, as extracted from the published annual report of the Company for the year ended 31 December 2018 and the adjustments described below.

Audited consolidated net assets of the Group attributable to the owners of the Company as at 31 December 2018 HK\$'000	Adjustment for intangible asset of the Group attributable to the owners of the Company as at 31 December 2018 HK\$'000	Audited consolidated net tangible liabilities of the Group attributable to the owners of the Company as at 31 December 2018 HK\$'000 Note 1 (A)	Estimated net proceeds from the Rights Issue based on 239,592,308 Rights Shares HK\$'000 Note 2 (B)	Unaudited pro forma adjusted consolidated net tangible liabilities of the Group attributable to the owners of the Company after completion of the Rights Issue based on 239,592,308 Rights Shares HK\$'000 Note 3 (A)+(B)
42,984	526,196	(483,212)	27,250	(455,962)

HK\$

Audited consolidated net tangible liabilities of the Group attributable to the owners of the Company as at 31 December 2018 per Share before completion of the Rights Issue	Note 4	(1.008)
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Unaudited pro forma adjusted consolidated net tangible liabilities of the Group attributable to the owners of the Company as at 31 December 2018 per Share after completion of the Rights Issue

– based on (i) 479,184,617 Shares in issue as at the Latest Practicable Date and (ii) 239,592,308 Rights Shares had been completed on 31 December 2018	Note 5	(0.634)
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*Notes:*

1. The audited consolidated net tangible liabilities of the Group attributable to owners of the Company of HK\$483,212,000 as at 31 December 2018 is based on the consolidated net assets of the Group attributable to owners of the Company of approximately HK\$42,984,000 adjusted for the intangible assets of the Group attributable to owners of the Company of approximately HK\$526,196,000 as extracted from the published annual report of the Company for the year ended 31 December 2018.
2. The estimated net proceeds from the Rights Issue are based on a total of 239,592,308 Rights Shares (assuming no new share are issued and no buy back of Shares before the Record Date) at a subscription price of HK\$0.12 per Rights Share, after deduction of the estimated expenses directly attributable to the Rights Issue of approximately HK\$1,500,000 which, including among others, underwriting commission and other professional fees.
3. The unaudited pro forma adjusted consolidated net tangible liabilities of the Group attributable to owners of the Company after completion of Rights Issue represents the audited consolidated net tangible liabilities of the Group attributable to owners of the Company as at 31 December 2018 plus the estimated net proceeds from the Rights Issue as set out in Note 2 above.
4. The calculation of the audited consolidated net tangible liabilities of the Group attributable to the owners of the Company as at 31 December 2018 per Share before the completion of the Rights Issue is determined based on the audited consolidated net tangible liabilities of the Group attributable to owners of the Company as at 31 December 2018 of approximately HK\$483,212,000, divided by the number of Shares in issue i.e. 479,184,617 Shares.
5. The calculation of the unaudited pro forma adjusted consolidated net tangible liabilities of the Group attributable to the owners of the Company as at 31 December 2018 per Share after completion of the Rights Issue is determined based on unaudited pro forma adjusted consolidated net tangible liabilities of the Group attributable to the owners of the Company after the Rights Issue of approximately HK\$455,962,000, being the aggregate audited consolidated net tangible liabilities of the Group attributable to the owners of the Company of approximately of HK\$483,212,000 and the estimated net proceeds from the Rights Issue of approximately HK\$27,250,000 (see Note 3), divided by 718,776,925 Shares which represents the sum of 479,184,617 Shares in issue and 239,592,308 Rights Shares.
6. No adjustment has been made to the unaudited pro forma adjusted consolidated net tangible liabilities to reflect any trading results or other transactions of the Group subsequent to 31 December 2018.

**(B) REPORT ON THE UNAUDITED PRO FORMA STATEMENT OF ADJUSTED  
CONSOLIDATED NET TANGIBLE LIABILITIES OF THE GROUP**

*The following is the text of a report, prepared for inclusion in this Prospectus, received from the independent reporting accountants of the Company, HLM CPA Limited, Certified Public Accountants, Hong Kong, in relation to the Group's unaudited pro forma financial information.*

**恒健會計師行有限公司**  
**HLM CPA LIMITED**  
**Certified Public Accountants**

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The Board of Directors  
International Standard Resources Holdings Limited  
Unit E, 29/F, Tower B  
Billion Centre  
No. 1 Wang Kwong Road  
Kowloon

Dear Sirs,

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of International Standard Resources Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") by the directors of the Company (the "Director(s)") for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted consolidated net tangible liabilities of the Group attributable to the owners of the Company as at 31 December 2018 and notes as set out in Appendix II of the prospectus issued by the Company dated 19 August 2019 (the "Prospectus", in connection with the proposed rights issue of the Company). The applicable criteria on the basis of which the Directors have compiled the Unaudited Pro Forma Financial Information are described in Appendix II of the Prospectus.

The unaudited pro forma financial information has been compiled by the Directors to illustrate the impact of the rights issue of 239,592,308 rights shares at the subscription price of HK\$0.12 per rights share (the "Rights Issue") on the basis of one rights share for every two shares held on the record date (as defined in the Prospectus) on the Group's net tangible liabilities attributable to the owners of the Company as at 31 December 2018 as if the Rights Issue had taken place at 31 December 2018. As part of this process, information about the Group's net tangible liabilities attributable to the owners of the Company has been extracted by the Directors from the Group's consolidated financial statements for the year ended 31 December 2018, on which an annual report has been published.

**Directors' Responsibilities for the Unaudited Pro Forma Financial Information**

The Directors are responsible for compiling the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" (the "AG 7") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

**Our Independence and Quality Control**

We have complied with the independence and other ethical requirements of the "Code of Ethics for Professional Accountants" issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies Hong Kong Standard on Quality Control 1 "Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements" issued by the HKICPA and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

**Reporting Accountant's Responsibilities**

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 "Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus" issued by the HKICPA. This standard requires that the reporting accountant plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Unaudited Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Unaudited Pro Forma Financial Information.

The purpose of unaudited pro forma financial information included in a prospectus is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the proposed rights issue at 31 December 2018 would have been as presented.

A reasonable assurance engagement to report on whether the unaudited pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the unaudited pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The Unaudited Pro Forma Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountant's judgement, having regard to the reporting accountant's understanding of the nature of the Group, the event or transaction in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Unaudited Pro Forma Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Opinion**

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled by the Directors on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Yours faithfully,

**HLM CPA Limited**

*Certified Public Accountants*

**Ho Pak Tat**

Practising Certificate Number: P05215

Hong Kong

19 August 2019



## 1. RESPONSIBILITY STATEMENT

This Prospectus, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge, information and belief, the information contained in this Prospectus is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this Prospectus misleading.

## 2. SHARE CAPITAL

The share capital of the Company as at the Latest Practicable Date and following the completion of the Rights Issue was and will be as follows:

**As at the Latest Practicable Date:**

<i>Issued and fully paid share capital</i>	479,184,617 Shares
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**Upon completion of the Rights Issue:**

<i>Rights Shares to be issued</i>	239,592,308 Shares
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<i>Shares in issue upon completion of the Rights Issue</i>	718,776,925 Shares
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All the Shares in issue and to be issued rank and will rank *pari passu* in all respects with each other including rights to dividends, voting and return of capital.

No part of the share capital or any other securities of the Company is listed or dealt in on any stock exchange other than the Stock Exchange and no application is being made or is currently proposed or sought for the Shares or Rights Shares or any other securities of the Company to be listed or dealt in on any other stock exchange.

As at the Latest Practicable Date, there were outstanding Convertible Notes which entitle the holders thereof to subscribe for 2,281,250,000 Shares.

Save for the outstanding Convertible Notes, the Company had no other derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into Shares as at the Latest Practicable Date.

### 3. DISCLOSURE OF INTERESTS

#### Interests of Directors and chief executive

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executive 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 (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, were as follows:

Name of Director/ Chief Executive	Capacity or Nature of Interests	Number of Shares	Approximate percentage of issued share capital of the Company
Albert Saychuan Cheok ( <i>Note 1</i> )	Beneficial owner	61,875	0.01%
Lyu Guoping ( <i>Note 2</i> )	Beneficial owner	25,000	0.01%

*Notes:*

1. Mr. Albert Saychuan Cheok is the chairman and an independent non-executive director of the Company.
2. Mr. Lyu Guoping is the chief executive officer of the Company.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors nor the chief executive of the Company had or was deemed to have any interests and short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors was a director or an employee of a company which had an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

**Substantial Shareholders**

As at the Latest Practicable Date, so far as is known to, or can be ascertained after reasonable enquiry by any Directors or chief executive of the Company, the following persons had an interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of the Divisions 2 and 3 of Part XV of the SFO, or, who were, directly or indirectly, deemed to be interested in 10% or more of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other member of the Group and the amount of each of such persons' interests in such securities, together with particulars of any options in respect of such capital were as follows:

**Positions in the shares and/or underlying shares of the Company**

Name of Shareholder	Capacity or Nature of Interests	Number of Shares	Number of underlying shares	Total	Approximate percentage of issued share capital of the Company
New Alexander Limited ( <i>Note 1</i> )	Beneficial owner	–	2,281,250,000	2,281,250,000	476.07%
Che Weng Kei ( <i>Note 2</i> )	Beneficial owner and interest in controlled corporation	130,725,625	–	130,725,625	27.28%
Good Max Holdings Limited ( <i>Note 3</i> )	Beneficial owner	29,355,875	–	29,355,875	6.13%
Styland Holdings Limited ( <i>Note 4</i> )	Interest in controlled corporation	34,660,994	–	34,660,994	7.23%

*Notes:*

1. New Alexander Limited is interested in the Convertible Notes in an aggregate outstanding principal amount of HK\$365,000,000 as at the Latest Practicable Date.
2. Included 95,568,125 shares held by Che Weng Kei through a wholly-owned company, Fully Interest Limited.
3. Good Max Holdings Limited is wholly-owned by Leung Yuk Kit.
4. Included 34,660,994 shares held through its wholly-owned subsidiary, Styland (International) Limited.

Save as disclosed above, as at the Latest Practicable Date, the Directors were not aware of any other person (other than the Directors and the chief executive of the Company) who had interests or short positions in the shares or underlying Shares (including any interests in options in respect of such capital), which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, who are, directly or indirectly, interested in 10% or more of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other member of the Group.

#### 4. EXPERT AND CONSENT

The following is the qualification of the expert who has given its advice or opinion which is contained in this Prospectus:

Name	Qualification
HLM CPA Limited	Certified Public Accountants

HLM CPA Limited has given and has not withdrawn its written consent to the issue of this Prospectus with the inclusion of its report as set out in this Prospectus and reference to its name in the form and context in which they appear respectively.

As at the Latest Practicable Date, HLM CPA Limited was not beneficially interested in the share capital of any member of the Group nor has any rights, whether legally enforceable or not, to subscribe for or to nominate persons to subscribe for securities in any member of the Group and did not have any interest, either directly or indirectly, in any assets which had been since 31 December 2018 (being the date to which the latest published audited financial statements of the Company were made up) acquired or disposed of by or leased to or were proposed to be acquired or disposed of by or leased to any member of the Group.

#### 5. MATERIAL LITIGATION

As at the Latest Practicable Date, a statement of claim dated 21 June 2019 was issued by Shandong Taishan Resource Exploration Company Limited (山東泰山資源勘查有限公司) (“**Taishan**”) against Canada Can-Elite Energy Limited, a wholly-owned subsidiary of the Company, and filed with the Beijing Dongcheng District People’s Court (北京市東城區人民法院), for alleged default in payment of outstanding engineering fees under agreements in an aggregate amount of RMB736,898, and all related interests and expenses. Save as the aforesaid, so far as known to the Directors, there is no other litigation, arbitration or claim of material importance in which the Company is engaged or pending or threatened against the Company.

**6. SERVICE CONTRACTS**

As at the Latest Practicable Date, none of the Directors had a service contract with the Company which was not determinable by the Company within one year without payment of compensation, other than statutory compensation.

**7. MATERIAL CONTRACTS**

During the two years immediately preceding the date of this Prospectus, the following contracts, not being contracts entered into in the ordinary course of business, have been entered by the Company and are or may be material:

- (a) the placing agreement dated 15 August 2017 entered into between the Company and Ever-Long Securities Company Limited in relation to the placing of the three-year 6% coupon unlisted bonds to be issued by the Company in an aggregate principal amount of up to HK\$100,000,000;
- (b) the supplemental loan agreement dated 8 February 2018 entered into between Jun Da Zhao Yang (Beijing) Investment Management & Consulting Company Limited, a wholly-owned subsidiary of the Company, and an Independent Third Party, to amend and supplement certain terms of the sale and purchase agreement;
- (c) the convertible notes restructuring agreement dated 24 August 2018 entered into by the Company with the noteholder, New Alexander Limited, to restructure its respective rights and obligations under the existing convertible notes due 31 December 2018 in the outstanding principal amount of HK\$365,000,000; and
- (d) the Underwriting Agreement.

## 8. PARTICULARS OF DIRECTORS

(i)	Name	Address
	<i>Executive Directors:</i>	
	Mr. Cheng Wai Keung	Unit E, 29/F., Tower B, Billion Centre No. 1 Wang Kwong Road Kowloon
	Mr. Tam Tak Wah	Unit E, 29/F., Tower B, Billion Centre No. 1 Wang Kwong Road Kowloon
	Ms. Tsang Ching Man	Unit E, 29/F., Tower B, Billion Centre No. 1 Wang Kwong Road Kowloon
	<i>Independent non-executive Directors:</i>	
	Mr. Chan Tsz Kit	Unit E, 29/F., Tower B, Billion Centre No. 1 Wang Kwong Road Kowloon
	Mr. Chan Yim Por Bonnie	Unit E, 29/F., Tower B, Billion Centre No. 1 Wang Kwong Road Kowloon
	Mr. Albert Saychuan Cheok	Unit E, 29/F., Tower B, Billion Centre No. 1 Wang Kwong Road Kowloon
	Mr. Wang Li	Unit E, 29/F., Tower B, Billion Centre No. 1 Wang Kwong Road Kowloon

**(ii) Biographical Details of Directors*****Executive Directors***

**CHENG Wai Keung**, aged 54, was appointed as an executive director of the Company in November 2010. He obtained a bachelor's degree in business administration from Hong Kong Baptist University in the early 1990's. Mr. Cheng has over 20 years of experience in Hong Kong financial market. He has extensive experience in investment and securities dealing and held senior positions in sales and marketing of various financial institutions in Hong Kong. Mr. Cheng has been appointed as the public relations manager of the Company since May 2010. He was an executive director of Grand Peace Group Holdings Limited, the securities of which are listed on the GEM Board of the Stock Exchange, for the periods from 23 August 2013 to 4 August 2016 and from 18 November 2016 to 16 March 2018.

**TAM Tak Wah**, aged 54, was appointed as an executive director and the corporate development director of the Company in September 2009. Mr. Tam is also the authorised representative of the Company. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants of the United Kingdom. He is appointed to membership of Disciplinary Panel of the Hong Kong Institute of Certified Public Accountants. Mr. Tam has over 25 years of experience in accounting, corporate finance and corporate development. He is currently an independent non-executive director of Future World Financial Holdings Limited and is a non-executive director of Kingbo Strike Limited, both companies are listed on the main board of the Stock Exchange. He was an independent non-executive director of Tech Pro Technology Development Limited during the period from 7 January 2011 to 17 March 2017 and an executive director of Skyway Securities Group Limited (now known as CMBC Capital Holdings Limited) during the period from 20 July 2015 to 22 November 2016, all of these companies are listed on the main board of the Stock Exchange.

**TSANG Ching Man**, aged 39, was appointed as an executive director of the Company in August 2009. She is also the company secretary, the authorised representative and the chief financial officer of the Company. Ms. Tsang obtained a Bachelor of Business Administration (Hons) degree in Accountancy from City University of Hong Kong in 2004. She is a member of the Hong Kong Institute of Certified Public Accountants. Ms. Tsang started her career in July 2004 mainly involved in audit assignment in audit firms.

*Independent non-executive Directors*

**CHAN Tsz Kit**, aged 43, was appointed as an independent non-executive director of the Company in September 2009. He is also the chairman and a member of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee of the Company. Mr. Chan is a Certified Public Accountant in Hong Kong. He has over 15 years of working experience in public accounting. Mr. Chan was the chief financial officer of a company listed on the NASDAQ Exchange in the United States during the period from October 2010 to May 2016. He is currently the chief financial officer of another company listed on the NASDAQ Exchange in the United States.

**CHAN Yim Por Bonnie**, aged 53, was appointed as an independent non-executive director of the Company in July 2011. He is also the chairman and a member of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee of the Company. Mr. Chan is a solicitor and notary public (practicing) in Hong Kong who was admitted as a solicitor in Hong Kong in 1991 and in England and Wales in 1992. He is currently a member of The Law Society of Hong Kong as well as the Hong Kong Society of Notaries. Mr. Chan obtained a Bachelor's Degree of Laws in 1988 and a Master's Degree of Laws in 1993 and has been practicing as a solicitor in the commercial field in Hong Kong since 1991. He established his own firm, Messrs. Yeung & Chan, Solicitors in 1996 and is now sole proprietor of the firm. He has been a part time lecturer and tutor of the Postgraduate Certificate in Laws in The University of Hong Kong since 2002 and was admitted as an adjunct lecturer of the HKU School of Professional and Continuing Education in 2009.

**Albert Saychuan CHEOK**, aged 69, was appointed as chairman and independent non-executive Director of the Company in July 2013. He is also the chairman and a member of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee of the Company. Mr. Cheok graduated from the University of Adelaide, Australia, with a First Class Honours degree in Economics. He is a Fellow of the CPA Australia and is a banker with over 40 years of experience in banking in the Asia-Pacific region, particularly in Australia, Hong Kong and Malaysia. He was the chairman of Bangkok Bank Berhad in Malaysia for the period from September 1995 to November 2005 and was formerly the Deputy Commissioner of Banking of Hong Kong and an executive director in charge of Banking Supervision at the Hong Kong Monetary Authority. Mr. Cheok is currently a member of the Board of Governors of the Malaysian Institute of Corporate Governance in Malaysia.



Mr. Cheok is an independent non-executive director of China Aircraft Leasing Group Holdings Limited, the securities of which are listed on the Stock Exchange. He is also the independent non-executive chairman of Amplefield Limited which is listed on Singapore Exchange Securities Trading Limited (“SGX”) and Supermax Corporation Berhad which is listed on Bursa Malaysia Securities Berhad, and the non-executive Chairman of 5G Networks Limited and the non-executive director of Peppermint Innovation Limited, both of which are listed on the Australian Securities Exchange. Mr. Cheok was formerly the chairman and an independent non-executive director of AcrossAsia Limited, which was listed on the Stock Exchange, from February 2006 to August 2016, and the independent non-executive director of Hongkong Chinese Limited, which is listed on the Stock Exchange, from January 2002 to December 2017, the independent non-executive chairman of Creative Master Bermuda Limited, which is listed on the SGX, from May to September 2011, of Bowsprit Capital Corporation Limited, the manager of First Real Estate Investment Trust which is a healthcare real estate investment trust listed on the SGX, from May 2006 to April 2017, of Lippo Malls Indonesia Retail Trust (“LMIRT”) Management Limited, the manager of LMIRT which is a real estate investment trust listed on the SGX, from July 2010 to September 2017, and of Auric Pacific Group Limited, which was listed on the SGX, from to July 2002 to April 2017. He was also an independent non-executive director of Adavale Resources Limited, a coal exploration company listed on the Australian Securities Exchange, from December 2012 to April 2017, the vice chairman of Export and Industry Bank, Inc., which is listed on The Philippine Stock Exchange, from February 2006 to April 2012, and an independent non-executive director of Metal Reclamation Berhad, a public listed company in Malaysia, from May 1998 to July 2015.

**WANG Li**, aged 36, was appointed as an independent non-executive director of the Company in September 2009. He is also a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company. Mr. Wang obtained a Bachelor of Economics degree from Peking University in 2005 and a Master in Finance degree from the University of St. Andrews, United Kingdom in 2008. He was a research assistant of Skyone Securities Company Limited, a trust manager of CITIC Trust Company Limited and a senior manager of Hongyuan Huizhi Investment Company Limited. Mr. Wang is currently a manager of China Resources SZITIC Trust Company Limited.

## 9. PARTIES INVOLVED IN THE RIGHTS ISSUE AND CORPORATE INFORMATION

<b>Registered office/principal place of business in Hong Kong</b>	Unit E, 29/F., Tower B, Billion Centre No. 1 Wang Kwong Road Kowloon
<b>Authorised representatives</b>	Ms. Tsang Ching Man Unit E, 29/F., Tower B, Billion Centre No. 1 Wang Kwong Road Kowloon  Mr. Tam Tak Wah Unit E, 29/F., Tower B, Billion Centre No. 1 Wang Kwong Road Kowloon
<b>Company secretary</b>	Ms. Tsang Ching Man Unit E, 29/F., Tower B, Billion Centre No. 1 Wang Kwong Road Kowloon
<b>Auditors</b>	HLM CPA Limited <i>Certified Public Accountants</i> Rooms 1501-8, Tai Yau Building 181 Johnston Road, Wanchai Hong Kong
<b>Underwriter</b>	Great Roc Capital Securities Limited 44/F., Convention Plaza Tower 1 Harbour Road, Wanchai Hong Kong
<b>Legal Advisers</b>	On Hong Kong Law: TC & Co. Unit 2201-3, 22nd Floor Tai Tung Building 8 Fleming Road, Wanchai Hong Kong
<b>Principal Bankers</b>	DBS Bank (Hong Kong) Limited 16/F., The Center 99 Queen's Road Central Hong Kong  The Bank of East Asia, Limited 10 Des Voeux Road Central Hong Kong
<b>Share Registrar</b>	Tricor Standard Limited Level 54, Hopewell Centre 183 Queen's Road East, Hong Kong

**10. EXPENSES**

The estimated expenses in connection with the Rights Issue (including but not limited to the underwriting commission, printing, registration, translation, legal and accounting charges) are approximately HK\$1.50 million and are payable by the Company.

**11. MISCELLANEOUS**

- (a) As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which have been acquired by, disposed of or leased to or which are proposed to be acquired by, disposed of or leased to the Company since 31 December 2018, being the date to which the latest published audited accounts of the Company were made up.
- (b) As at the Latest Practicable Date, none of the Directors is materially interested in any contract or arrangement subsisting at the date of this Prospectus which is significant in relation to the business of the Company.

The English text of this Prospectus shall prevail over the Chinese text in the case of inconsistency.

**12. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG**

A copy of each of the Prospectus Documents and the consent letter as referred to under the section headed “Expert and Consent” in this appendix, have been registered with the Registrar of Companies in Hong Kong pursuant to Section 38D of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

**13. LEGAL EFFECT**

The Prospectus Documents and all acceptance of any offer or application contained in such documents are governed by and shall be construed in accordance with the laws of Hong Kong. Where an application is made in pursuance of any such documents, the relevant document(s) shall have the effect of rendering all person concerned bound by the provisions (other than the penal provisions) of Sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

**14. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection during normal business hours (Saturdays and public holidays excepted) at Unit E, 29/F., Tower B, Billion Centre, No. 1 Wang Kwong Road, Kowloon from the date of this Prospectus up to and including 2 September 2019:

- (a) the articles of association of the Company;
- (b) the report issued by HLM CPA Limited in connection with the unaudited pro forma statement of adjusted consolidated net tangible liabilities of the Group as set out in Appendix II to this Prospectus;
- (c) the annual reports of the Company for the years ended 31 December 2016, 31 December 2017 and 31 December 2018;
- (d) the material contracts as referred to in the section headed “Material Contracts” of Appendix III to this Prospectus;
- (e) the written consent referred to in the section headed “Expert and Consent” of Appendix III to this Prospectus; and
- (f) this Prospectus.