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Nickel Resources International Holdings Company Limited

鎳資源國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2889)

**INTERIM RESULTS
FOR THE SIX MONTHS ENDED 30 JUNE 2019**

	Six months ended 30 June	
	2019	2018
	HK\$'000	HK\$'000
Revenue	491,579	178,887
Gross Profit	12,742	71,050
Loss before Tax	(257,553)	(235,424)
Loss Attributable to Equity Holders of the Company	<u>(257,542)</u>	<u>(235,322)</u>

The board of directors (the “Board” or the “Directors”) of Nickel Resources International Holdings Company Limited (the “Company”) would like to announce the interim results of the Company and its subsidiaries (collectively referred to as the “Group”) for the six months ended 30 June 2019 together with the comparative figures for the corresponding period in 2018:

THE RESUMPTION PROPOSAL

Decision of the Listing (Review) Committee

Following the review hearing by the Listing (Review) Committee (the “2017 Listing (Review) Committee”) of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) held on 5 December 2017, the 2017 Listing (Review) Committee informed the Company by a letter dated 12 December 2017 (the “2017 LRC Decision Letter”) that it decided to set aside the cancellation of the Company’s listing status to enable the Company to proceed with implementing the resumption proposal of the Company (the “Resumption Proposal”). This decision is subject to compliance with the following conditions to the satisfaction of the Listing Department:

- (a) submit (i) a letter addressing to the Company from the Company’s auditors explaining the impairment assessment of certain intangible assets of the Company for the years 2014 to 2016; and (ii) a written commentary from the Company incorporating the views of its auditors on any material audit qualifications on the Company’s next audited consolidated financial statements and any material impairment of the Company’s intangible assets should the Resumption Proposal be implemented as planned, to the Listing Department within 3 months from the date of the 2017 LRC Decision Letter (i.e. 12 March 2018);
- (b) the transactions and arrangements contemplated under the Resumption Proposal shall be supported by signed and legally binding agreements within 6 months from the date of the 2017 LRC Decision Letter (i.e. 12 June 2018) and evidence thereof be provided to the Listing Department by way of certified copies of all such agreements;
- (c) a circular to the shareholders (in substantially final form) regarding the implementation of the Resumption Proposal shall be submitted to the Listing Department and, in relation to the Code on Takeovers and Mergers (“Takeovers Code”) matters, the Securities and Futures Commission (“SFC”) for clearance within 6 months from the date of the 2017 LRC Decision Letter (i.e. 12 June 2018) and shall be in form and content satisfactory to the Listing Department both in relation to the implementation of the Resumption Proposal itself and that the Company would be able to comply with Rule 13.24 of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) and meet all resumption of trading conditions previously identified by the Listing Department to the Company;

- (d) the documents necessary for the scheme of arrangement of the Company shall be formalised within 6 months from the date of the 2017 LRC Decision Letter (i.e. 12 June 2018);
- (e) the implementation of the Resumption Proposal shall be completed by 30 September 2018, should the Resumption Proposal be approved by the Company's shareholders; and
- (f) the Company shall report to the Listing Department on a 3-month basis, reporting on the progress of the implementation of the Resumption Proposal.

It is also stated in the 2017 LRC Decision Letter that should the Company fail to comply with any of the above conditions to the satisfaction of the Listing Department, the listing of the Company's shares on the Stock Exchange will be cancelled.

Fulfilments of the Resumption Conditions

Pursuant to the 2017 LRC Decision Letter, details of which are set out in the Company's announcement dated 13 December 2017, the 2017 Listing (Review) Committee decided to set aside the cancellation of the Company's listing status to enable the Company to proceed with implementing the Resumption Proposal subject to certain conditions. Since then, the Company has been working closely with its professional advisers in fulfilling the conditions set out in the 2017 LRC Decision Letter. According to the timeline, the Company submitted:

- (i) a letter addressing to the Company from the Company's auditors explaining the impairment assessment of the intangible assets of the Company for the years 2014 to 2016 and a written commentary from the Company incorporating the views of its auditors on any material audit qualifications on the Company's next audited consolidated financial statements and any material impairment of the Company's intangible assets should the Resumption Proposal be implemented as planned to the Listing Department (i.e. condition (a) in the 2017 LRC Decision Letter);
- (ii) certified copies of all the signed and legally binding agreements in relation to the transactions and arrangements contemplated under the Resumption Proposal to the Listing Department (i.e. condition (b) in the 2017 LRC Decision Letter);
- (iii) a draft circular to the regulators regarding the implementation of the Resumption Proposal and the Company's fulfilment of Rule 13.24 of the Listing Rules and all other resumption conditions imposed by the Listing Department (i.e. condition (c) in the 2017 LRC Decision Letter);

- (iv) the Scheme documents to the High Court of Hong Kong and the Grand Court of the Cayman Islands for leave to convene the Schemes meetings (i.e. condition (d) in the 2017 LRC Decision Letter); and
- (v) reports dated 12 March 2018 and 12 June 2018 respectively, on the progress of the implementation of the Resumption Proposal to the Listing Department (i.e. condition (f) in the 2017 LRC Decision Letter).

In June 2018, the Company reviewed its progress of the Resumption Proposal and fulfillments of the Resumption Conditions and believed that the Resumption Proposal would be completed by 30 September 2018 (i.e. condition (e) in the 2017 LRC Decision Letter).

Disruption to the Resumption Proposal

In stark contrast to the above achievements, the Listing Department issued a letter to the Company stating that the Listing Department recommended the Listing Committee to cancel the Company's listing status. It was followed by the delisting decision (the "LC Decision") on 3 July 2018 which stated that the Listing Committee was not satisfied that the Company had fully met the conditions set out in the 2017 LRC Decision Letter and decided to cancel the Company's listing status under Practice Note 17 to the Listing Rules.

The Board strongly disagreed with such LC Decision and was most concerned whether the Company's case had been assessed fairly, in particular the Company was aware of certain actual, perceived or potential conflict of interest in the composition of the Listing Committee.

More importantly, due to the uncertainty arising from the LC Decision, the court convening hearings in relation to the Schemes for the Grand Court of the Cayman Islands and the High Court of Hong Kong, which had originally been scheduled for 3 July 2018 and 10 July 2018 respectively, were adjourned. The investors and creditors of the Company were also concerned as to whether the Company will still be able to continue with the implementation of the Resumption Proposal and whether the resumption of the Company will take place and have been reassessing whether to provide the Company with further funding support.

The LC Decision has indeed caused substantial disruption to the restructuring of the Company and hence adversely affected the financial and operational performance of the Company which was already picking up that time. As such, the Company filed an application for review of the LC Decision to the Secretary of the Listing (Review) Committee (the “2018 Listing (Review) Committee”) and the review hearing was held on 10 October 2018.

On 15 October 2018, the Company received a letter from the 2018 Listing (Review) Committee stating that the 2018 Listing (Review) Committee was not satisfied that the Company had fully met the condition imposed by the 2017 Listing (Review) Committee set out in its letter dated 12 December 2017 and therefore decided to uphold the LC Decision (the “2018 LRC Decision”).

The Company did not understand the reasoning of the 2018 LRC Decision and in particular the concern as to whether the Company’s case had been assessed fairly remained un-resolved. Under Rule 2B.07 of the Listing Rules, the Company referred the 2018 LRC Decision to the Listing Appeals Committee (the “LAC”) of the Stock Exchange for a further and final review and the review hearing of the LAC was held on 5 June 2019.

Judicial Review

On 14 June 2019, the LAC informed the Company that it decided to uphold the 2018 LRC Decision to cancel the listing of the Company. On 3 July 2019, the Company filed an application for leave to apply for a judicial review to the High Court of Hong Kong in order to quash the decision of the LAC and to seek an interim Order that the Company not be delisted pending the outcome of the judicial review proceedings. Following the aforesaid application, we have been informed by the High Court of Hong Kong that there shall be an *inter-partes* oral hearing of such application and the date of such hearing has not been fixed. The Company has also applied to the Stock Exchange for a confirmation that the Company will not be delisted until the final determination of the proceedings. As informed by the Stock Exchange, while it is still considering the Company’s aforementioned request, the Stock Exchange will give the Company not less than 48 hours’ notice prior to an announcement of the delisting of the Company.

BOARD’S CONSIDERATION – MITIGATION MEASURES TO GOING CONCERN ISSUE

The Directors have given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will have sufficient financial resources to continue as a going concern. Certain measures have been taken to mitigate the liquidity pressure and to improve its financial position which include, but not limited to, the following:

- (1) On 5 March 2016, the Company and a potential investor (the “Potential Investor” or “Subscriber”) entered into a share subscription agreement to subscribe for a total of 1,465,898,410 new ordinary shares of the Company at a subscription price of HK\$0.1876 per share (the “Subscription Shares”), with proposed gross proceeds totalling approximately HK\$275 million (the “Subscription”), subject to certain conditions precedent which, among others, include the following:
 - approval from the Company’s shareholders, or independent shareholders when appropriate, for (i) allotment and issuance of the Subscription Shares; (ii) a Whitewash Waiver; and (iii) a Special Deal (as defined hereunder), at the extraordinary general meeting of the Company (“EGM”);
 - Whitewash Waiver being granted by the SFC in respect of any obligation of the Subscriber and parties acting in concert with it to make a mandatory general offer in cash for all the issued shares and other relevant securities of the Company not already owned (or agreed to be acquired) by the Subscriber and parties acting in concert with it which might otherwise arise as a result of the Subscription;
 - the consent from the SFC for repayment to any creditor who is a shareholder of the Company using the proceeds from the Subscription under a proposed debt restructuring as mentioned below (the “Special Deal”);
 - approval of resumption of trading of the Company’s shares, and listing of the Subscription Shares from the Stock Exchange (which was subsequently waived by the Subscriber during the year ended 31 December 2018); and

- completion of a debt restructuring by the Company by way of the “Schemes” (*Note*) (the “Debt Restructuring Proposal”). The debt restructuring refers to a plan for restructuring of the indebtedness of the Company which involves, among other things: (i) the reduction and cancellation of the outstanding principal amount of the Bonds by at least 80%; (ii) the reduction and cancellation of all the outstanding accrued interests of the Bonds; (iii) the release and discharge of all security collateral provided in relation to the 12% Coupon Senior Bonds and the 8% Coupon Convertible Bonds; and (iv) the reduction and cancellation of all other indebtedness and contingent liabilities of the Company as referred to in the Debt Restructuring Proposal, by at least 80%.

In respect of the above, the Company appointed a financial advisor and debt restructuring scheme advisor to facilitate the Subscription and Debt Restructuring Proposal.

At the meetings of the holders of the 12% Coupon Senior Bonds and the 8% Coupon Convertible Bonds held on 21 June 2016 and 6 July 2016, respectively, separate extraordinary resolutions (“Extraordinary Resolutions”) were passed and resolved, among others, to approve the Debt Restructuring Proposal, not to enforce any security of the Bonds until approval of the Schemes and release the security as required under the Schemes following the Schemes becoming effective, vote the entire principal amount in favour of the Schemes at the meetings of the Schemes, waive any event of default or potential event of default which might or has occurred and not to demand repayment of any amount due under the Bonds.

Following the passing and effectiveness of the Extraordinary Resolutions by 6 July 2016, the Company is preparing the necessary documents to submit to the courts for the relevant creditors’ approval and court sanction for the Cayman Scheme and the Hong Kong Scheme under the Debt Restructuring Proposal.

The Company is also actively negotiating with other creditors of the Company for the execution of the Debt Restructuring Proposal.

Note:

The proposed scheme of arrangement pursuant to Section 86 of the Companies Law (2007 Revision) of the Cayman Islands between the Company and the creditors under such scheme (the “Cayman Scheme”) and the proposed scheme of arrangement of pursuant to Sections 670, 673 and 674 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) between the Company and the creditors under such scheme (the “Hong Kong Scheme”), collectively are referred to as the “Schemes”.

- (2) In relation to the secured bank loan of HK\$95,430,000 which contains a repayment on demand clause had become overdue during the period, the Group is actively negotiating with the bank for the release of the charge on the secured leasehold land in order to complete the transaction as detailed in (6) below for the repayment of the principal and the related interest expense of the loan.
- (3) In relation to the syndicated bank loan and the bank loan under the Unsecured Loan Facility to the extent of HK\$566,148,000 and HK\$403,166,000, respectively, the Group is actively negotiating with the respective banks for the waiver of the breach of the undertaking and restrictive covenant requirements; and the renewal of these loans, including extension of the related interest payments.
- (4) On 21 January 2013, the Group entered into a non-binding framework agreement with Beijing Wincapital Management Co., Ltd. (“Beijing Wincapital”) in relation to the disposal of a 30% equity interest in S.E.A. Mineral Limited (“SEAM”), a wholly-owned subsidiary of the Group. The aggregate disposal consideration is expected to be approximately US\$150 million (approximately HK\$1,170 million). The proposed transaction is yet to complete and no formal sales and purchase agreement has been entered into up to the date of this announcement. Longer than expected time was spent on negotiation of the detailed terms and conditions because of the rapid change in operating and regulatory environment of SEAM since the framework agreement was signed. The Group is currently negotiating with Beijing Wincapital to modify the structure and detailed terms of the disposal on equity interest in SEAM.

In connection with the proposed disposal, Beijing Wincapital arranged certain loan finance to the Group (“Financing Loans”), which can be settled by offsetting against the disposal consideration should the proposed disposal be completed.

During the year ended 31 December 2017, a loan arranged by Beijing Wincapital of RMB200,000,000 has been novated to Henan Pingyuan Holding Group Co., Ltd (“河南平原控股集團股份有限公司” or “Pingyuan”).

As at 30 June 2019, the outstanding Financing Loan amounted to approximately RMB200,000,000 (equivalent to HK\$227,350,000) was overdue for repayment. Up to the date of this announcement, the Group has not received any letter from the lender demanding for repayment of this loan. Management is currently negotiating with the relevant parties to formally extend the repayment of this borrowing to facilitate the completion of the proposed disposal. Management believes that with bona fide intention for all relevant parties, the proposed disposal will be completed and the Group will be able to offset this borrowing against the disposal consideration.

On each of 11 March 2018 and 8 June 2018, the Group entered into a sale and purchase agreement with Mr. Sun Gang (“Mr. Sun”), who is also a substantial shareholder of Pingyuan, pursuant to which the Group agreed to sell an aggregate 14% equity interest in SEAM to Mr. Sun at an aggregate consideration of RMB420,000,000 (equivalent to approximately HK\$477,435,000) conditional upon, amongst others, obtaining approval from shareholders of the Company at an extraordinary general meeting and resumption of trading of the Company’s shares.

- (5) Apart from the borrowings mentioned in (1) to (4) above, the Group had other borrowings from certain related parties of the Group, the Potential Investor, related parties of the Potential Investor and other third parties of HK\$91,066,000, HK\$236,671,000, HK\$298,864,000 and HK\$239,362,000, respectively that were either overdue or due for immediate repayment as at 30 June 2019. The Group has been actively negotiating with the lenders for the renewal and extension of the repayment dates of these borrowings, of which an extension of the repayments of the borrowings from related parties of the Potential Investor for a term of 2 years is currently under discussion.

- (6) On 29 May 2019, Lianyungang City East Harvest Mining Company Limited (the “Vendor”), an indirectly wholly owned subsidiary of the Company, entered into a disposal agreement with Jiangsu Yungang Investment Development Co., Ltd.* (江蘇雲港投資發展有限公司) (the “Purchaser”), an independent third party, pursuant to which the Vendor has conditionally agreed to sell and the Purchaser has conditionally agreed to purchase certain property, plant and equipment and the related prepaid land lease payments of the Group located in Lianyungang, PRC for an aggregate consideration of RMB299,800,000 (equivalent to HK\$340,798,000). Management expects that the completion of the transaction can improve the Group’s liquidity position.
- (7) The Group is also negotiating with various financial institutions and identifying various options for financing the Group’s working capital and commitments in the foreseeable future, including identification of potential investors to invest in various projects undertaken by the Group.
- (8) The Group is also maximising its sales effort, including speeding up of sales of its existing inventories and seeking new orders from overseas markets or new customers on developed new products, exploring new business opportunities and implementing more stringent cost control measures with a view to improving operating cash flows. The Group has also engaged in providing sub-contracting services to external customers since 2017 and entered into a cooperation agreement with a strategic business partner in 2018 to better utilise the Group’s production capacities. Management believes that the Group will be able to improve its financial performance in the coming twelve months after the reporting period.
- (9) The Group has engaged legal advisors to handle all claims and disputes as detailed in Note 12. The directors have also obtained advice from legal advisors on these matters and, based upon which, are of the view that the Group will be able to resolve those outstanding claims and disputes, with no significant cash outflows in the next twelve months.

* *for identification purposes only*

INTERIM CONDENSED CONSOLIDATED INCOME STATEMENT

FOR THE SIX MONTHS ENDED 30 JUNE 2019

	<i>Notes</i>	Six months ended 30 June	
		2019	2018
		<i>HK\$'000</i>	<i>HK\$'000</i>
		(Unaudited)	(Unaudited)
Revenue	4	491,579	178,887
Cost of sales		<u>(478,837)</u>	<u>(107,837)</u>
Gross profit		12,742	71,050
Other gains	4	13,621	1,907
Selling and distribution costs		(8,345)	(708)
Administrative expenses		(64,931)	(93,701)
Finance income	6	6	60
Finance costs	6	<u>(210,646)</u>	<u>(214,032)</u>
Loss before tax	5	(257,553)	(235,424)
Income tax expense	7	<u>–</u>	<u>–</u>
Loss for the period		<u>(257,553)</u>	<u>(235,424)</u>
Attributable to:			
Owners of the Company		(257,542)	(235,322)
Non-controlling interests		<u>(11)</u>	<u>(102)</u>
		<u>(257,553)</u>	<u>(235,424)</u>
Loss per share attributable to owners of the Company			
– Basic (<i>HK dollar</i>)	9	<u>(0.08)</u>	<u>(0.08)</u>
– Diluted (<i>HK dollar</i>)	9	<u>(0.08)</u>	<u>(0.08)</u>

**INTERIM CONDENSED CONSOLIDATED STATEMENT OF
COMPREHENSIVE INCOME**

FOR THE SIX MONTHS ENDED 30 JUNE 2019

	Six months ended 30 June	
	2019	2018
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)
Loss for the period	<u>(257,553)</u>	<u>(235,424)</u>
Other comprehensive income		
<i>Item that may be subsequently reclassified to profit or loss</i>		
Exchange differences on translation of foreign operations	<u>3,185</u>	<u>25,923</u>
Other comprehensive income for the period, net of tax	<u>3,185</u>	<u>25,923</u>
Total comprehensive loss for the period	<u><u>(254,368)</u></u>	<u><u>(209,501)</u></u>
Attributable to:		
Owners of the Company	<u>(254,358)</u>	<u>(209,406)</u>
Non-controlling interests	<u>(10)</u>	<u>(95)</u>
	<u><u>(254,368)</u></u>	<u><u>(209,501)</u></u>

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2019

	30 June	31 December
	2019	2018
<i>Notes</i>	HK\$'000	HK\$'000
	(Unaudited)	(Audited)
ASSETS		
Non-current assets		
Property, plant and equipment	420,106	395,499
Prepaid land lease payments	325	159,271
Right-of-use assets	–	–
Intangible asset	2,384,543	2,384,543
Other non-current assets	1,452	1,458
	<u>2,806,426</u>	<u>2,940,771</u>
Current assets		
Inventories	194,677	184,675
Trade receivables	13,413	77,021
Prepayments, deposits and other receivables	298,930	139,177
Pledged time deposits	24	24
Cash and cash equivalents	30,998	4,256
	<u>538,042</u>	<u>405,153</u>
Assets classified as held for sale	199,113	–
	<u>737,155</u>	<u>405,153</u>
Total assets	<u>3,543,581</u>	<u>3,345,924</u>
EQUITY		
Capital and reserves attributable to owners of the Company		
Share capital	308,813	308,813
Reserves	(1,806,310)	(1,548,596)
	<u>(1,497,497)</u>	<u>(1,239,783)</u>
Non-controlling interests	(378)	(368)
Total shareholders' deficits	<u>(1,497,875)</u>	<u>(1,240,151)</u>

		30 June	31 December
		2019	2018
	<i>Notes</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
		(Unaudited)	(Audited)
LIABILITIES			
Non-current liabilities			
Deferred tax liabilities		1,224	1,229
Deferred government grants		7,537	7,567
		<u>8,761</u>	<u>8,796</u>
Current liabilities			
Trade payables	<i>11</i>	266,703	187,514
Notes payables	<i>11</i>	14,655	14,207
Other payables and accruals		2,115,942	1,804,315
Bank and other borrowings		2,578,267	2,516,098
Convertible bonds		46,775	46,775
Lease liabilities		1,889	–
Tax payable		8,464	8,370
		<u>5,032,695</u>	<u>4,577,279</u>
Total liabilities		<u>5,041,456</u>	<u>4,586,075</u>
Total equity and liabilities		<u>3,543,581</u>	<u>3,345,924</u>

NOTES

1 GENERAL INFORMATION

Nickel Resources International Holdings Company Limited (the “Company”) was incorporated as an exempted company with limited liability in the Cayman Islands on 11 March 2004 under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The principal place of business of the Company and its subsidiaries (collectively referred as “the Group”) is located at No.7, Block F, Runhua Business Garden, No. 24 Jinshui Road, Jinshui District, Zhengzhou City, Henan Province, the People’s Republic of China (the “PRC”), 450012. The principal place of business of the Company is located at Room 2003, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong.

The principal activity of the Company is investment holdings. The Group is principally engaged in the manufacturing, sub-contracting and sale of iron and steel products in the PRC and the trading of ore. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

In the opinion of the directors of the Company (the “Directors”), Easyman Assets Management Limited (“Easyman”), a company incorporated in the British Virgin Islands and wholly owned by Mr. Dong Shutong (“Mr. Dong”), an Executive Director, is the ultimate holding company of the Group.

The interim condensed consolidated financial information for the six months ended 30 June 2019 is unaudited and has been reviewed by the audit committee of the Company. This interim condensed consolidated financial information is presented in Hong Kong dollar (“HK\$”), unless otherwise stated, and has been approved for issue by the board of directors on 29 August 2019.

2 BASIS OF PREPARATION

This interim condensed consolidated financial information for the six months ended 30 June 2019 has been prepared in accordance with International Accounting Standard (“IAS”) 34, “Interim financial reporting” and the disclosure requirements of the Rules Governing the Listing of Securities on the Stock Exchange.

This interim condensed consolidated financial information does not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Company’s annual financial statements for the year ended 31 December 2018, which have been prepared in accordance with International Financial Reporting Standards (“IFRS”), and any public announcement made by the Company during the interim reporting period.

2.1 Going concern

In preparing the interim condensed consolidated financial information for the six months ended 30 June 2019, the Directors have considered the future liquidity of the Group.

During the six months ended 30 June 2019, the Group incurred a net loss of HK\$257,553,000. As at 30 June 2019, the Group had a shareholders' deficits of HK\$1,497,875,000 and net current liabilities of HK\$4,295,540,000 and the Group's total borrowings amounted to HK\$2,639,697,000 which comprised bank and other borrowings, convertible bonds and notes payables of HK\$2,578,267,000, HK\$46,775,000 and HK\$14,655,000, respectively as at 30 June 2019. Cash and cash equivalents of the Group amounted to HK\$30,998,000 as at 30 June 2019.

As at 30 June 2019, the Group's borrowings to the extent of HK\$2,639,158,000 were either overdue or due for immediate repayment. This is mainly because:

- (i) on 19 December 2014, the Group failed to make interest payment totalling HK\$16,108,000 under the relevant terms and conditions of its Modified 10% Coupon Bonds, 12% Coupon Senior Bonds and 8% Coupon Convertible Bonds (together the "Bonds"). This constituted an event of default under the respective terms of the Bonds. The Bonds had become overdue as at 30 June 2019 and the Group failed to pay interest payment of the Bonds in aggregate of HK\$184,432,000 up to 30 June 2019;
- (ii) as at 30 June 2019, a secured bank loan of HK\$95,430,000 contains a repayable on demand clause had become overdue and the Group failed to make the full payment of related interest expense amounting to approximately HK\$11,982,000;
- (iii) the Group has obtained a 3-year syndicated loan of approximately RMB498 million in January 2016 from a syndicate of banks in the PRC (i) to replace certain outstanding bank loans and notes payable of the Group as at 31 December 2015 to the extent of RMB268,620,000 and RMB79,737,000, respectively with the syndicated loan of the same amount; and (ii) to provide additional loan facilities to the Group as working capital for an amount of RMB150,000,000 (the "New Facilities") for a 3-year term. The New Facilities have been fully drawn down during the year ended 31 December 2016. The syndicated loan is secured by certain property, plant and equipment and prepaid land lease payments (including prepaid land lease payments under assets classified as held for sale) of certain subsidiaries of the Group. However, the Group failed to fulfil certain undertakings and restrictive covenant requirements under these syndicated loan facilities upon signing the syndicated loan agreement; and the Group also failed to pay interest totalling HK\$59,374,000 up to 30 June 2019. In addition, the Group failed to repay the principal amount of the loan together with the related interest in January 2019. As a result, the outstanding amount of the 3-year syndicated loan of HK\$566,148,000 and the related interest expense had become immediately due and payable as at 30 June 2019;

- (iv) the Group has obtained an unsecured 3-year loan facility from a PRC bank for an amount of RMB360 million (the “Unsecured Loan Facility”) in June 2016. As at 30 June 2019, approximately RMB355 million (equivalent to HK\$403,166,000) of the Unsecured Loan Facility has been drawn down mainly to replace part of the loans in relation to the proposed disposal of a 30% equity interest in S.E.A. Mineral Limited (“SEAM”), a wholly-owned subsidiary of the Group. However, the Group failed to fulfil certain undertakings and restrictive covenant requirements under this Unsecured Loan Facility upon signing the loan agreement. In addition, the Group also failed to pay interest totalling HK\$44,493,000 up to 30 June 2019. As a result, the outstanding amount of this loan of HK\$403,166,000 and the related interest expense are immediately due and payable as at 30 June 2019.
- (v) as at 30 June 2019, other loans to the extent of HK\$227,350,000 had become overdue; and
- (vi) other borrowings to the extent of HK\$527,815,000 were overdue and HK\$338,968,000 were on repayable on demand terms.

Together with the accrued interest for borrowings to the extent of HK\$1,358,875,000 as at 30 June 2019 included in other payables and accruals, the aggregate borrowings and interest that were either overdue or due for immediate repayment amounted to HK\$3,998,033,000 as at 30 June 2019.

In addition, the Company and a subsidiary are parties to various legal claims as detailed in Note 12.

The aforementioned conditions indicate the existence of material uncertainties which may cast significant doubt on the Group’s ability to continue as a going concern such that it may not be able to realise its assets and discharge its liabilities in the normal course of business.

In view of such circumstances, the directors of the Company have given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will have sufficient financial resources to continue as a going concern. Certain measures have been taken to mitigate the liquidity pressure and to improve its financial position which include, but not limited to, the following:

(1) On 5 March 2016, the Company and a potential investor (the “Potential Investor” or “Subscriber”) entered into a share subscription agreement to subscribe for a total of 1,465,898,410 new ordinary shares of the Company at a subscription price of HK\$0.1876 per share (the “Subscription Shares”), with proposed gross proceeds totalling approximately HK\$275 million (the “Subscription”), subject to certain conditions precedent which, among others, include the following:

- approval from the Company’s shareholders, or independent shareholders when appropriate, for (i) allotment and issuance of the Subscription Shares; (ii) a Whitewash Waiver; and (iii) a Special Deal (as defined hereunder), at the extraordinary general meeting of the Company (“EGM”);
- Whitewash Waiver being granted by The Securities and Futures Commission of Hong Kong (“SFC”) in respect of any obligation of the Subscriber and parties acting in concert with it to make a mandatory general offer in cash for all the issued shares and other relevant securities of the Company not already owned (or agreed to be acquired) by the Subscriber and parties acting in concert with it which might otherwise arise as a result of the Subscription;
- the consent from the SFC for repayment to any creditor who is a shareholder of the Company using the proceeds from the Subscription under a proposed debt restructuring as mentioned below (the “Special Deal”);
- approval of resumption of trading of the Company’s shares, and listing of the Subscription Shares from the Stock Exchange (which was subsequently waived by the Subscriber during the year ended 31 December 2018); and

- completion of a debt restructuring by the Company by way of the “Schemes” (*Note*) (the “Debt Restructuring Proposal”). The debt restructuring refers to a plan for restructuring of the indebtedness of the Company which involves, among other things: (i) the reduction and cancellation of the outstanding principal amount of the Bonds by at least 80%; (ii) the reduction and cancellation of all the outstanding accrued interests of the Bonds; (iii) the release and discharge of all security collateral provided in relation to the 12% Coupon Senior Bonds and the 8% Coupon Convertible Bonds; and (iv) the reduction and cancellation of all other indebtedness and contingent liabilities of the Company as referred to in the Debt Restructuring Proposal, by at least 80%.

In respect of the above, the Company appointed a financial advisor and debt restructuring scheme advisor to facilitate the Subscription and Debt Restructuring Proposal.

At the meetings of the holders of the 12% Coupon Senior Bonds and the 8% Coupon Convertible Bonds held on 21 June 2016 and 6 July 2016, respectively, separate extraordinary resolutions (“Extraordinary Resolutions”) were passed and resolved, among others, to approve the Debt Restructuring Proposal, not to enforce any security of the Bonds until approval of the Schemes and release the security as required under the Schemes following the Schemes becoming effective, vote the entire principal amount in favour of the Schemes at the meetings of the Schemes, waive any event of default or potential event of default which might or has occurred and not to demand repayment of any amount due under the Bonds.

Following the passing and effectiveness of the Extraordinary Resolutions by 6 July 2016, the Company is preparing the necessary documents to submit to the courts for the relevant creditors’ approval and court sanction for the Cayman Scheme and the Hong Kong Scheme under the Debt Restructuring Proposal.

The Company is also actively negotiating with other creditors of the Company for the execution of the Debt Restructuring Proposal.

Note:

The proposed scheme of arrangement pursuant to Section 86 of the Companies Law (2007 Revision) of the Cayman Islands between the Company and the creditors under such scheme (the “Cayman Scheme”) and the proposed scheme of arrangement of pursuant to Sections 670, 673 and 674 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) between the Company and the creditors under such scheme (the “Hong Kong Scheme”), collectively are referred to as the “Schemes”.

- (2) In relation to the secured bank loan of HK\$95,430,000 which contains a repayment on demand clause had become overdue during the period, the Group is actively negotiating with the bank for the release of the charge on the secured leasehold land in order to complete the transaction as detailed in (6) below for the repayment of the principal and the related interest expense of the loan.
- (3) In relation to the syndicated bank loan and the bank loan under the Unsecured Loan Facility to the extent of HK\$566,148,000 and HK\$403,166,000, respectively, the Group is actively negotiating with the respective banks for the waiver of the breach of the undertaking and restrictive covenant requirements; and the renewal of these loans, including extension of the related interest payments.
- (4) On 21 January 2013, the Group entered into a non-binding framework agreement with Beijing Wincapital Management Co., Ltd. (“Beijing Wincapital”) in relation to the disposal of a 30% equity interest in S.E.A. Mineral Limited (“SEAM”), a wholly-owned subsidiary of the Group. The aggregate disposal consideration is expected to be approximately US\$150 million (approximately HK\$1,170 million). The proposed transaction is yet to complete and no formal sales and purchase agreement has been entered into up to the date of this announcement. Longer than expected time was spent on negotiation of the detailed terms and conditions because of the rapid change in operating and regulatory environment of SEAM since the framework agreement was signed. The Group is currently negotiating with Beijing Wincapital to modify the structure and detailed terms of the disposal on equity interest in SEAM.

In connection with the proposed disposal, Beijing Wincapital arranged certain loan finance to the Group (“Financing Loans”), which can be settled by offsetting against the disposal consideration should the proposed disposal be completed.

During the year ended 31 December 2017, a loan arranged by Beijing Wincapital of RMB200,000,000 has been novated to Henan Pingyuan Holding Group Co., Ltd (“河南平原控股集團股份有限公司” or “Pingyuan”).

As at 30 June 2019, the outstanding Financing Loan amounted to approximately RMB200,000,000 (equivalent to HK\$227,350,000) was overdue for repayment. Up to the date of this announcement, the Group has not received any letter from the lender demanding for repayment of this loan. Management is currently negotiating with the relevant parties to formally extend the repayment of this borrowing to facilitate the completion of the proposed disposal. Management believes that with bona fide intention for all relevant parties, the proposed disposal will be completed and the Group will be able to offset this borrowing against the disposal consideration.

On each of 11 March 2018 and 8 June 2018, the Group entered into a sale and purchase agreement with Mr. Sun Gang (“Mr. Sun”), who is also a substantial shareholder of Pingyuan, pursuant to which the Group agreed to sell an aggregate 14% equity interest in SEAM to Mr. Sun at an aggregate consideration of RMB420,000,000 (equivalent to approximately HK\$477,435,000) conditional upon, amongst others, obtaining approval from shareholders of the Company at an extraordinary general meeting and resumption of trading of the Company’s shares.

- (5) Apart from the borrowings mentioned in (1) to (4) above, the Group had other borrowings from certain related parties of the Group, the Potential Investor, related parties of the Potential Investor and other third parties of HK\$91,066,000, HK\$236,671,000, HK\$298,864,000 and HK\$239,362,000, respectively that were either overdue or due for immediate repayment as at 30 June 2019. The Group has been actively negotiating with the lenders for the renewal and extension of the repayment dates of these borrowings, of which an extension of the repayments of the borrowings from related parties of the Potential Investor for a term of 2 years is currently under discussion.
- (6) On 29 May 2019, Lianyungang City East Harvest Mining Company Limited (the “Vendor”), an indirectly wholly owned subsidiary of the Company, entered into a disposal agreement with Jiangsu Yungang Investment Development Co., Ltd. (江蘇雲港投資發展有限公司) (the “Purchaser”), an independent third party, pursuant to which the Vendor has conditionally agreed to sell and the Purchaser has conditionally agreed to purchase certain property, plant and equipment and the related prepaid land lease payments of the Group located in Lianyungang, PRC for an aggregate consideration of RMB299,800,000 (equivalent to HK\$340,798,000). Management expects the completion of the transaction can improve the Group’s liquidity position.
- (7) The Group is also negotiating with various financial institutions and identifying various options for financing the Group’s working capital and commitments in the foreseeable future, including identification of potential investors to invest in various projects undertaken by the Group.
- (8) The Group is also maximising its sales effort, including speeding up of sales of its existing inventories and seeking new orders from overseas markets or new customers on developed new products, exploring new business opportunities and implementing more stringent cost control measures with a view to improving operating cash flows. The Group has also engaged in providing sub-contracting services to external customers since 2017 and entered into a cooperation agreement with a strategic business partner in 2018 to better utilise the Group’s production capacities. Management believes that the Group will be able to improve its financial performance in the coming twelve months after the reporting period.

- (9) The Group has engaged legal advisors to handle all claims and disputes as detailed in Note 12. The directors have also obtained advice from legal advisors on these matters and, based upon which, are of the view that the Group will be able to resolve those outstanding claims and disputes, with no significant cash outflows in the next twelve months.

The directors have reviewed the Group's cash flow projections prepared by management that covered a period of not less than twelve months from the end of the reporting period and considered that, taking into account the above-mentioned plans and measures, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within the next twelve months from the end of the reporting period, and therefore it is appropriate to prepare the interim condensed consolidated financial information on a going concern basis.

Notwithstanding the above, significant multiple uncertainties exist as to whether management of the Company will be able to achieve its plans and measures as described above. Whether the Group will be able to continue as a going concern would depend upon the Group's ability to manage its indebtedness, and generate adequate financing and operating cash flows through:

- (1) successful completion of the issuance of the Subscription Shares after fulfilling all conditions precedent as detailed, but not limited to, above and in particular by the successful completion of the Debt Restructuring Proposal;
- (2) successful negotiation with the banks for the renewal of these loans totalling HK\$1,064,744,000; together with the extension of the related overdue interest expense totalling HK\$115,849,000 up to 30 June 2019 and any further default in repayment of principal and interest after the period end date;
- (3) successful negotiation with the financiers to extend the repayment date of a loan arranged by Beijing Wincapital of RMB200 million (equivalent to HK\$227,350,000) until completion of the proposed disposal of interest in SEAM under the above-mentioned framework agreement at the prescribed consideration and be able to collect the disposal consideration in full immediately upon completion of the transaction after properly offsetting the above-mentioned borrowings of approximately RMB200 million;
- (4) successful completion of the disposal of an aggregate 14% equity interest in SEAM to Mr. Sun under the above-mentioned sale and purchase agreements at the prescribed consideration and be able to collect the disposal consideration of RMB420,000,000 (equivalent to HK\$477,435,000) in full immediately upon completion of the transactions;

- (5) successful negotiation with the related parties of the Group, the Potential Investor, related parties of the Potential Investor and other third party lenders for extension of their relevant borrowings by maintaining relationship with them such that no action will be taken by these lenders to demand immediate repayment of the overdue borrowings under negotiation;
- (6) successful completion of the disposal of certain property, plant and equipment and the related prepaid land lease payments of the Group located in Lianyungang under the above-mentioned disposal agreement at the prescribed consideration and be able to collect the remaining disposal consideration of RMB254,800,000 (equivalent to HK\$289,644,000) in full immediately upon completion of the transaction;
- (7) successful negotiation with the lenders for obtaining additional new financing and other sources of funding as and when required;
- (8) successful implementation of its operation plans described above to control costs and generate adequate operating cash flows; and
- (9) successful resolution of the outstanding claims and disputes, and without significant cash outflows in the next twelve months.

Should the Group fail to achieve the above mentioned plans and measures, it might not be able to continue to operate as a going concern, and adjustments would have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in the interim condensed consolidated financial information.

2.2 Accounting policies

The preparation of the interim condensed consolidated financial information requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates. In preparing the interim condensed consolidated financial information, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the annual consolidated financial statements for the year ended 31 December 2018.

The accounting policies used in the preparation of the interim condensed consolidated financial information are consistent with those used in the annual consolidated financial statements for the year ended 31 December 2018, except for the adoption of new and amended standards as set out below. Taxes on income in the interim periods are accrued using the tax rate that would be applicable to expected total annual earnings.

Accounting policy on non-current assets classified as held-for-sale became relevant to the Group in this interim period. Non-current assets are classified as assets held for sale when their carrying amount is to be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are stated at the lower of carrying amount and fair value less costs to sell.

(a) New and amended standards adopted by the Group

A number of new or amended standards became applicable for the current reporting period, and the Group had changed its accounting policies and make retrospective adjustments as a result of adopting IFRS 16 Leases (“IFRS 16”).

The impact of the adoption of the leasing standard and the new accounting policies are disclosed below. The other standards did not have material impact on the Group’s accounting policies and did not require any adjustments.

The below explains the impact of adoption of IFRS 16 on the Group’s interim condensed consolidated financial information and also discloses the new accounting policies that have been applied from 1 January 2019.

(i) *Adjustments recognised on adoption of IFRS 16*

The Group has adopted IFRS 16 retrospectively from 1 January 2019, but has not restated comparatives for the 2018 reporting period, as permitted under specific transitional provisions in the standard. The reclassifications and adjustments arising from the new leasing rules for lessees are therefore recognised in the opening consolidated statement of financial position on 1 January 2019.

On adoption of IFRS 16, the Group recognised lease liabilities in relation to leases which had previously been classified as “operating leases” under the principles of IAS 17 “Lease” (“IAS 17”). These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee’s incremental borrowing rate as of 1 January 2019. The weighted average lessee’s incremental borrowing rate applied to the lease liabilities on 1 January 2019 was 5.37%.

In applying IFRS 16 for the first time, the Group has used the following practical expedients permitted by the standard:

- The accounting for operating leases with remaining lease term of less than 12 months as at 1 January 2019 as short-term lease;
- The exclusion of initial direct costs for the measurement of the right-of-use assets at the date of initial application; and
- The use of hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

The Group has also elected not to reassess whether a contract is, or contains a lease at the date of initial application. Instead, for contracts entered into before the transition date the Group relied on its assessment made applying IAS 17 and IFRIC – Int 4” Determining whether an Arrangement contains a Lease”.

The Group leases various offices premises and directors’ quarters. The right-of-use assets for property leases were measured on a modified retrospective basis as if new rules had always been applied. The Group applies IAS 36 “Impairment of Assets” at the date of initial application to determine whether a right-of-use asset is impaired and accounts for any impairment loss.

The change in accounting policy affected the following items in the interim condensed consolidated statement of financial position at 1 January 2019:

	Carrying amount as at 31 December 2018 <i>HK\$'000</i>	Impact on adoption of IFRS 16 <i>(note (a))</i> <i>HK\$'000</i>	Impairment of right-of-use assets <i>(note (b))</i> <i>HK\$'000</i>	Carrying amount as at 1 January 2019 <i>HK\$'000</i>
Non-current assets				
Right-of-use assets	–	3,356	(3,356)	–
Current assets				
Prepayments, deposits and other receivables	139,117	(462)	–	138,655
Non-current liabilities				
Lease liabilities	–	(856)	–	(856)
Current liabilities				
Lease liabilities	–	(2,038)	–	(2,038)
Equity				
Accumulated losses	5,617,624	–	3,356	5,620,980

Notes:

- (a) As at 1 January 2019, the right-of-use assets is measured at the amount equal to the lease liabilities, adjusted by the amount of prepaid lease payments relating to that the leases recognised in the consolidated statement of financial position before 1 January 2019. The change in accounting policy resulted in the right-of-use assets increased by HK\$3,356,000; prepayment, deposits and other receivables decreased by HK\$462,000; and lease liabilities increased by HK\$2,894,000 respectively in the interim condensed consolidated statement of financial position at 1 January 2019.

The reconciliation between the operating lease commitments as disclosed by applying IAS 17 as at 31 December 2018 and the lease liabilities recognised in the interim condensed consolidated statement of financial position as at 1 January 2019 (date of initial application of IFRS 16) is as follows:

	Total <i>HK\$'000</i>
Operating lease commitments disclosed as at 31 December 2018	4,444
Discounted using the lessee's incremental borrowing rate of at the date of initial application	3,772
<i>Less:</i> short-term and low-value leases recognised on a straight-line basis as expense	<u>(878)</u>
Lease liabilities recognised as at 1 January 2019	<u><u>2,894</u></u>
Of which are:	
– Current lease liabilities	2,038
– Non-current lease liabilities	<u>856</u>
	<u><u>2,894</u></u>

(b) Due to the continuous unfavourable operating environment experienced by the Group, the directors of the Company consider it as an impairment indicator and carried out an impairment review on the right-of-use assets as at 1 January 2019. Based on the assessment, the directors of the Company consider that the carrying amount of the right-of-use assets was impaired and therefore an impairment loss on right-of-use assets amounting to HK\$3,356,000 was recognised in the opening accumulated losses as at 1 January 2019.

(ii) *The Group leasing activities and how these are accounted for*

The Group leases various office premises and directors' quarters. Rental contracts are typically made for fixed periods of 1 to 3 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. These lease agreements do not impose any covenants, but leased assets may not be used as security for borrowing purposes.

Until the 2018 financial year, leases of office and directors' quarters were classified as operating leases. Payments made under operating leases were charged to profit or loss on a straight-line basis over the period of the lease.

From 1 January 2019, leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments: fixed payments (including in-substance fixed payments) and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the lessee's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss.

The Group also obtained right to use leasehold land through lease contracts with local government authorities with lease periods of 20 to 50 years. The Group presents the prepaid land lease payments separately from the right-of-use assets.

3 OPERATING SEGMENT INFORMATION

For management purposes, the Group has one reportable operating segment: the trading of ore and the manufacturing, sub-contracting and sale of iron and special steel products. Management monitors the operating results of its business units as a whole for the purpose of making decisions about resources allocation and performance assessment.

4 REVENUE AND OTHER GAINS

Revenue represents the net invoiced value of goods sold, net of value-added tax.

	Six months ended 30 June	
	2019	2018
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Revenue		
Sale of goods:		
Stainless steel base materials	11,862	60,437
Ni-Cr alloy steel ingot	453,409	40,680
Ferro-nickel alloys and others	9,052	44,189
	474,323	145,306
Sub-contracting income	17,256	33,581
	491,579	178,887
Other gains		
Foreign exchange gain	851	393
Gain on disposal of property, plant and equipment	5,268	1,118
Government subsidy	1,447	–
Rental income	2,693	–
Sales of scrap iron	1,898	–
Others	1,464	396
	13,621	1,907

5 LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging:

	Six months ended 30 June	
	2019	2018
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Staff costs (including Directors' remuneration):		
Salaries	26,088	29,667
Retirement benefit scheme contributions and other costs	3,164	5,873
	<hr/>	<hr/>
Total staff costs	29,252	35,540
	<hr/>	<hr/>
Cost of inventories sold	478,837	107,837
Depreciation of property, plant and equipment	35,080	29,304
Amortisation of prepaid land lease payments	2,256	2,392
Minimum lease payments under operating lease in respect of buildings	–	2,402
Lease expenses relating to short-term leases and leases of low-value assets	1,068	–
	<hr/> <hr/>	<hr/> <hr/>

6 FINANCE COSTS, NET

	Six months ended 30 June	
	2019	2018
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Finance income		
Interest income on time deposits	6	60
	<hr/>	<hr/>
Finance costs		
Interest on bank loans and other borrowings	(209,394)	(212,137)
Interest on lease liabilities	(67)	–
Interest on convertible bonds	(1,185)	(1,895)
	<hr/>	<hr/>
Total interest expense	(210,646)	(214,032)
	<hr/>	<hr/>
Finance costs, net	(210,640)	(213,972)
	<hr/> <hr/>	<hr/> <hr/>

7 INCOME TAX

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands (“BVI”), the Group is not subject to any income tax in the Cayman Islands and the BVI.

The applicable Hong Kong profits tax rate of the Company and its subsidiaries, which operate in Hong Kong was 16.5% (2018: 16.5%).

According to the PRC Corporate Income Tax Law, the applicable income tax rate of the PRC subsidiaries of the Group was 25% for the six months ended 30 June 2019 (2018: 25%).

	Six months ended 30 June	
	2019	2018
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Income tax expense	—	—

8 DIVIDENDS

The Directors do not recommend the payment of an interim dividend for the period ended 30 June 2019 (2018: Nil).

9 LOSS PER SHARE

Basic

The calculation of basic loss per share is based on the loss for the period attributable to owners of the Company, and the weighted average number of ordinary shares of 3,088,131,105 (2018: 3,088,131,105) in issue during the period.

Diluted

The calculation of diluted loss per share for the six months ended 30 June 2019 is based on the loss attributable to owners of the Company, adjusted to reflect the impact on share options. The weighted average number of ordinary shares used in the calculation is the weighted average number of the ordinary shares in issue during the period, as used in the basic loss per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

Diluted loss per share is the same as basic loss per share for the six months ended 30 June 2019 because the impact of dilution of the share options is anti-dilutive.

10 TRADE RECEIVABLES

	30 June 2019	31 December 2018
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Audited)
Trade receivables	30,208	93,883
Loss allowance	(16,795)	(16,862)
	<u>13,413</u>	<u>77,021</u>

The Group's trading terms with its customers are mainly on credit, except for new customers and customers of limonitic ores, where payment in advance is normally required. The credit period is generally one to two months. During the period, the Group generated its revenue from sales of alloys and special steel products to other steel producers, thereby exposing the Group to concentration of credit risk in the steel industry. The Group does not hold any collateral or other credit enhancements over these balances. Trade receivables are non-interest-bearing. The carrying amounts of trade receivables approximate their fair values.

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

	30 June 2019	31 December 2018
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Audited)
Within 90 days	10,646	72,161
91 to 180 days	–	2,138
181 to 365 days	181	2,722
Over 1 year	19,381	16,862
	<u>30,208</u>	<u>93,883</u>

11 TRADE AND NOTES PAYABLES

		30 June 2019	31 December 2018
	<i>Notes</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
		(Unaudited)	(Audited)
Trade payables	<i>(a)</i>	266,703	187,514
Notes payables	<i>(b)</i>	14,655	14,207
		281,358	201,721

(a) Trade payables

An ageing analysis of the trade payables at the end of the reporting period, based on the invoice date, is as follows:

	30 June 2019	31 December 2018
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Audited)
Within 90 days	172,658	84,958
91 to 180 days	27,406	5,180
181 to 365 days	4,422	31,511
1 to 2 years	27,705	25,322
2 to 3 years	2,119	6,248
Over 3 years	32,393	34,295
	266,703	187,514

Trade payables are normally settled on terms of 60 to 180 days. The carrying amounts of trade payables approximate their fair values at the end of the reporting period.

(b) Notes payables

As at 30 June 2019, notes payable of HK\$14,655,000 (31 December 2018: HK\$14,207,000) were denominated in RMB and secured by time deposits of HK\$12,000 (31 December 2018: HK\$12,000). The carrying amount of notes payable approximate their fair values at the end of the reporting period.

An ageing analysis of the notes payables of the Group at 30 June 2019 is as follows:

	30 June 2019	31 December 2018
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Audited)
Within 90 days	73	4,268
91 to 180 days	466	8,239
181 to 365 days	12,855	1,700
1 to 2 years	1,261	–
	14,655	14,207

12 CONTINGENT LIABILITIES, CLAIMS AND DISPUTES

The Group follows the guidance of IAS37 “Provisions, Contingent Liabilities and Contingent Assets” to determine when contingent liabilities should be recognised, which requires significant judgement.

A contingent liability will be disclosed when a possible obligation has arisen, but its existence has to be confirmed by future events outside the Group’s control, or when it is not possible to calculate the amount. Realisation of any contingent liabilities not currently recognised or disclosed could have a material impact on the Group’s financial position.

The Group reviews significant outstanding litigations in order to assess the need for provisions. Among the factors considered are the nature of the litigation, legal processes and potential level of damages, the opinions and views of the legal counsels and advisors, and the management’s intentions to respond to the litigations. To the extent the estimates and judgements do not reflect the actual outcome, this could materially affect the results for the period and the financial position.

(a) **Litigation with Rock Resource Limited (“RR”) and United Mineral Limited (“UM”) (collectively referred to as the “Buyers”)**

In March 2014, the Company received certain legal letters (the “Letters”) from the Buyers dated 20 March 2014, which purported to be statutory demands serviced to the Company pursuant to section 178(1)(a) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap.32) (“Statutory Demand”).

The Letters concern disputes between the Group and the Buyers relating to certain primary contracts for the sale and purchase of Indonesian iron ores, and contain claims for (i) an amount of US\$10,347,698 (equivalent to approximately HK\$80,242,000) which comprises the demand for return of an advance payment made by RR to the Group of US\$3,000,000 (equivalent to approximately HK\$23,264,000) and interest thereon to the extent of US\$7,347,698 (equivalent to approximately HK\$56,978,000) payable up to 20 March 2014; and (ii) an amount of RMB70,355,783 (equivalent to approximately HK\$89,488,000) which comprises the demand for return of an advance payment made by UM to the Group of RMB20,000,000 (equivalent to approximately HK\$25,438,000) and interest thereon to the extent of RMB50,355,783 (equivalent to approximately HK\$64,050,000) payable up to 20 March 2014. The Company as guarantor to the abovementioned primary contracts is therefore also a party to these litigations.

On 4 April 2014, the Group issued a legal letter to the legal representative of the Buyers requesting them to withdraw the Statutory Demand as the Group considers that it has bona fide defences on substantial grounds to the claims asserted from the Buyers, and the Group also considers it has very substantial counterclaims against the Buyers as a result of their non-performance of the relevant contracts.

On 7 April 2014, the Group received another legal letter from the legal representative of the Buyers informing that the Buyers will not present their winding up petition against the Company without serving a 3-day notice.

On 11 April 2014, the Company received another statutory demand from the legal representative of UM to claim for certain interest charge (“Interest Charge”) on certain loans provided by UM to the Group (the principal of which had been fully repaid before 31 December 2013) calculated up to 11 April 2014 (as supplemented by another legal letter dated 15 April 2014), together with the related penalty, to the extent of US\$3,839,000 (equivalent to approximately HK\$29,770,000). The Group has subsequently replied, through its legal representative, that most of the claimed Interest Charge are unenforceable at law but agreed to pay the relevant interest charge (after tax) calculated under normal contract terms in the amount of US\$345,000 (equivalent to approximately HK\$2,675,000) which had been provided for during the year ended 31 December 2013.

On 9 May 2014, the Group received another legal letter from the legal representative of UM informing that UM will not present its winding up petition against the Company without serving a 3-day notice.

In October 2014, the legal representative of UM issued a letter to the Group requesting payment for the amount of US\$345,000 and the Group fully settled the amount in November 2014.

On 18 November 2014, a subsidiary of the Group received a legal letter from RR, which purported to be statutory demand serviced to the subsidiary pursuant to section 254(2)(a) of the Singapore Companies Act (Cap.50), requesting for settlement of a payable of US\$1,726,000 (equivalent to approximately HK\$13,387,000) (the “Unpaid Invoices”), which has been included as current liabilities of the Group in the consolidated financial statements.

On 8 December 2014, the Group issued a legal letter to RR requesting RR to withdraw such statutory demand and confirm that RR will not commence winding up of the aforementioned subsidiary as the Group considers it has bona fide defences on substantial grounds to the claims asserted in RR’s letter dated 18 November 2014 and significant cross-claims against RR and therefore the Unpaid Invoices should not be settled at this stage since the Group would be entitled to set these sums off against its very substantial counterclaims for RR and/or UM.

On 8 September 2015, Easyman entered into a Swap of Debt Agreement with RR and CNR Group Holdings Pte Ltd (“CNRG”), a then subsidiary of the Group, which gave effect to provide a charge over a total of 31,762,295 shares in the Company to RR as a security for the above litigation. These shares can be used by RR for settlement of any liabilities that may arise and become payable by the Group to RR in respect of the above litigation.

In order to resolve certain of the above claims and disputes, Yongtong Special Steel and CNRG, subsidiaries of the Group, also entered into an agreement with RR on 6 June 2016, pursuant to which, and on a “no admission of liability” basis that, Yongtong Special Steel shall deliver certain equipment to RR as a consideration for offsetting any payables due by the Group to RR to the extent of RMB30,000,000 (the “Consideration Equipment”). Upon delivery of all relevant equipment and acknowledgement receipt by RR, any liabilities that the Group may owe to RR shall be reduced by RMB30,000,000. These equipment have been delivered to and acknowledged receipt by RR before 31 December 2016.

During the year ended 31 December 2017, the Company, Mr. Dong and the Buyers entered into a settlement agreement (the “Settlement Agreement”) pursuant to which all these parties agreed to fully settle the above litigation matters, amongst other terms and conditions, at an aggregate consideration of US\$12,000,000 as follows:

- (i) an amount of US\$5,000,000 to be satisfied by the aforementioned Consideration Equipment of Yongtong Special Steel delivered to RR during the year ended 31 December 2016; and
- (ii) the remaining amount of US\$7,000,000 to be settled by Mr. Dong on behalf of the Company, by transferring his entire personally interest in 50% equity interests in an unlisted entity to UM or a party specified by UM.

As at 30 June 2019, the above Settlement Agreement is still under execution. Based on the terms of the Settlement Agreement, the directors consider that the Settlement Agreement will be fully executed in 2019 and no material loss to the Group will be resulted upon final settlement of the above litigation matters.

(b) Dispute on Contracts of Affreightment (“COAs”)

- (i) The Group entered into certain COAs with various marine vessel owners committing certain minimum number of cargoes per calendar month for exporting iron ores from Indonesia. As a result of the unfavourable economic environment and the various changes in rules and regulations stipulated by the Indonesian government authorities since year 2012, the Group’s ores export was adversely affected and therefore unable to fulfil the minimum cargoes commitments as stipulated by some of these COAs.

During the year ended 31 December 2014, the Group received various legal letters from TORM A/S (“TORM”), a marine vessel owner, to (i) claim for an outstanding freight charges payable by the Group to TORM of approximately US\$1,834,000 (equivalent to approximately HK\$14,268,000) (“Outstanding Freight Charges”); and (ii) notify the commencement of arbitration proceedings pursuant to the terms of the relevant COAs to claim for loss and damage suffered by TORM (“Other Losses”) with respect to approximately 51 unfulfilled cargoes under the terms of the relevant COAs which is estimated by TORM to be approximately US\$11,828,000 (equivalent to approximately HK\$91,721,000) up to 27 March 2014 (the amount stated in the latest claim submissions from TORM).

The dispute with TORM in respect of the Outstanding Freight Charges had been settled at an amount of US\$419,000 (equivalent to HK\$3,253,000) during the year ended 31 December 2014 and the claim had been fully discharged in June 2014.

In connection with the claims on Other Losses, the Group has engaged legal advisors to commence arbitration procedures with TORM in February 2014.

During the period ended 30 June 2019, the Group has been actively negotiating with TORM on settlement of the above claims on Other Losses. The directors have obtained legal advice in this respect and, based on the current status of the proceedings, evidence exchanged and the latest communication with TORM, consider that most likely the Group will be able to settle the claims on Other Losses at a consideration of approximately US\$5 million (equivalent to HK\$38,782,000). A provision for claims of the same amount has been made by the Group during the year ended 31 December 2015.

- (ii) On 21 November 2018, the Group received a Statutory Demand under Section 178 (1)(a) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap.32) from PCL (Shipping) Pte Ltd (“PCL”) in respect of a Final Partial Arbitration Award dated 11 October 2018 (the “Award”) demanding the Group for an aggregate amount of approximately HK\$17.4 million mainly relating to detention and demurrage claims under a COA that the Group entered into with PCL, together with the related interest charges and legal costs. On 23 November 2018, PCL issued another legal letter to the Group proposing a settlement schedule with the Group on the above Award, together with another claim under arbitration proceedings with the Group in relating to certain unpaid freight and demurrage arising out of certain other shipments under the above COA amounting to approximately HK\$32 million. All these claims have been fully provided for and included as current liabilities in the consolidated financial statements of the Group as at 31 December 2018. The directors have already engaged legal advisors to assist in resolving the above claims with PCL.

As at 30 June 2019 and up to the date of this announcement, based on the best knowledge and information of the directors, there are no other major claims in relation to any COAs that the Group has entered into.

Should the resolution of these legal claims and disputes turn out to be unfavourable to the Group, the Group may need to record additional losses in respect of these claims and disputes in future reporting periods.

13 Events after the reporting period

As detailed in Note 12(b)(ii), the Group received a Statutory Demand from PCL on 21 November 2018 demanding for payment of the Award. Subsequent to the period end, the Company received a winding up petition (“the Petition”) dated 15 August 2019 filed by PCL for an order that the Company may be wound up by the High Court of the Hong Kong Special Administrative Region pursuant to the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32, Laws of Hong Kong). The Petition was scheduled to be heard on 9 October 2019.

On 19 August 2019, the Company’s legal advisor issued a letter to the legal advisor of PCL inviting PCL to withdraw the Petition on the basis that there is a scheme of arrangement under the Company’s debt restructuring plan to settle the outstanding debt. The Group is currently engaging the legal advisor to handle the Petition and to resolve the claims with PCL.

MANAGEMENT DISCUSSION AND ANALYSIS

OPERATING ENVIRONMENT ANALYSIS

Impact of Export Ban

The Group purchases ores for both trading of limonitic ore business and self-use manufacturing of iron and special steel products. In the past few years, the Group enjoyed fixed price in ore supply through an exclusive offtake agreement entered into with PT. Yiwang Mining (“Yiwang”) (“EOA”).

Pursuant to the relevant regulations promulgated in Indonesia, unprocessed ore export by mining business licence holders in Indonesia (“IUP Holders”) has been banned from 12 January 2014 onwards unless the IUP Holders have carried out processing and refining domestically according to Government Regulation No. 23 of 2010 regarding implementation of activities of business of minerals and coal mining and have conducted refining and smelting in accordance with Law No. 4 of 2009 regarding minerals and coal mining (“Export Ban”). Due to the Export Ban, Yiwang can no longer export unprocessed ore to the Group.

In the throes of the Export Ban, the ore trading business of the Group continued to suspend in the first half of 2019.

Besides the direct impact on the ore trading business, the Export Ban also adversely affected the manufacturing of iron and special steel products. These put the Group in a predicament as the Group had to purchase the ores from the PRC market with volatile ore price fluctuation, which in turn affected our cost of manufacturing of the iron and special steel products.

Operating environment in the first half of 2019

The steel product price fluctuated during the period of 2019.

Despite the rebound of the PRC steel market since 2016, we remain conservative about the steel market in the PRC in the short term due to the continuation of over-supply and the persisting weak steel price under fierce competition in the steel market. Although the PRC government started implementing certain policies to weather through the over-supply situation, we expect that the prices of iron and steel products will continue to fluctuate in the near future. However, in the long term, we expect the global economy will gradually recover and the economy of the PRC will maintain its healthy growth trend. Going forward, domestic market in the PRC will become quality-oriented, which will impose higher requirements on products in terms of environmental-friendliness, safety and durability, sustainability and recycling. We expect that the quantitative demand for high quality steel products will increase significantly in the long run, and product development will incline to the high-end market.

To capture these business opportunities, the Group has shifted to the production of high quality iron and special steel products through the application of more environmental-friendly production method. Moreover, the Group completed the innovation on the new “high-strength special steel” product in 2014 which can be applied to bridge construction, offshore oil platform construction, marine construction, ship construction, power transmission engineering and marine transport facilities. The Directors believe that the “high-strength special steel” product can contribute substantially to the Group’s future operating profits upon the successful continuing exploration, development, recognition and application of the new “high-strength special steel” products in the PRC steel market in the near future.

BUSINESS REVIEW

Project Progress

In Indonesia

On each of 11 March 2018 and 8 June 2018, the Group entered into a sale and purchase agreement with Mr. Sun, who is an indirect shareholder of the Subscriber, pursuant to which the Group agreed to sell an aggregate 14% equity interest in SEAM to Mr. Sun at an aggregate consideration of RMB420 million (equivalent to approximately HK\$477.4 million) conditional upon, amongst others, obtaining approval from shareholders of the Company at an extraordinary general meeting and resumption of trading of the Company’s shares.

Along with the disposal of 14% equity interest in SEAM, the Group is actively assessing the available financing sources and considering any possible alternatives, including but not limited to, co-operation with local enterprises or PRC giant steel manufacturer for building up special steel mills in Indonesia.

Business Development

Ore trading business

The Group purchases ores from Indonesia through the EOA at fixed price for self-use or for sale, and has started selling ores to third parties since the end of 2009. The ore trading business had a remarkable contribution to our profitability and cash flows due to strong demand from the PRC customers in the past.

However, the ore trading business of the Group has been suspended upon the Export Ban and it is anticipated that this will have a continuous significant negative impact on the financial and operating results of the Group.

It is possible that the relevant mining regulations in Indonesia may be amended but there is no guarantee that the Export Ban will be uplifted in near future.

The Directors are considering any possible alternatives, including but not limited to, cooperation with local enterprises or PRC giant steel manufacturer for building up special steel mills in Indonesia.

Special steel-making operations

For the special steel-making operations of the Group, sales volume increased enormously as compared to the corresponding period in 2018 whereas the profit margins lowered during the period. Yongtong Special Steel continued to provide sub-contracting services to external customers by utilisation of its existing production capacity for enhancing its cash flow position and generating stable revenue. During the period, the Group recorded sub-contracting service income amounted to HK\$17.3 million.

In August 2018, in order to explore different avenues to further enhance the business operation, the Group entered into a strategic cooperation agreement (the “Cooperation Agreement”) with a strategic partner (the “Strategic Partner”), pursuant to which the Group agreed to provide its fixed assets and the Strategic Partner agreed to provide management personnel, technical support and a loan of not more than RMB100 million for production of the steel products by utilising the production plants of the Group. Pursuant to the Cooperation Agreement, the Strategic Partner has undertaken enhancement work on the production plants of the Company in order to strengthen the existing production capacity and its efficiency and the enhancement work has been substantially completed.

In addition, pursuant to the Cooperation Agreement, the Strategic Partner shall pay a fixed sum of processing management fee when the Group’s production reaches the minimum level as stipulated in the agreement. Although the Group duly provided the relevant service to the Strategic Partner during the reporting period, the calculation of the management fee, as well as the payment arrangement, have not been agreed with the Strategic Partner. As a result, the income under this processing arrangement has yet to be recognised and accounted for up to the date of this announcement. The Group is currently negotiating with the Strategic Partner for the fee arrangement and the Directors believe that an agreement as to the measurement of the management fee can be reached in the second half of 2019 and accordingly, 2019 financial results may be affected if the fee arrangement ultimately reached.

We expect while the keen competition in the steel market of the PRC will continue in 2019, the demand for steel products will gradually pick up. Following the Environmental Protection Bureau taking measures to monitor and control the air pollution index since 2016, we expect the environmental protection issues will continue in 2019 and the supply of the stainless steel products market may be affected. Therefore, the Group will take this opportunity to produce substantially the stainless steel products in demand in near future. The Group is also proactively developing and launching new high-value-added special steel products and identifying PRC and overseas markets with growth potentials to strengthen our product portfolio and reduce the market concentration risk.

Sorbite High Strength Stainless Structural Steel (“S600E”)

Following the patent of S600E being approved by the China National Intellectual Property Administration in April 2019, the Standardisation Administration of the PRC published national product standard GB/T 37430-2019 on S600E in May 2019. In June 2019, a launching ceremony of a sub-contracting factory of a third party steel company with production capacity of approximately 500,000 tonnes per annum for the production of S600E was held in Henan province. On 29 July 2019, the Company entered into a sales agency agreement with the third party steel company, pursuant to which the Company conditionally agreed to authorise such third party steel company as an agent company to sell its S600E product series in certain designated regions in the PRC for a renewable license period of three years up to 30 June 2036.

The Company continues to secure further manufacturing capacities to swiftly commercialise the use of S600E by way of authorising third party manufacturers at an agreed royalty.

The Directors believe that the above arrangements, if materialised, will further enhance the financial position and operational performance of the Group.

Financing Arrangement

As at 30 June 2019, the Group had net current liabilities of approximately HK\$4,295.5 million. The Group has been actively negotiating with the PRC and overseas banks and institutional investors for new borrowings and renewal of existing borrowings when they fall due. During the period, the Group had successfully obtained bank and other borrowings of HK\$71.7 million to finance its operation and for repayment of its borrowings when they fall due.

In addition, based on the framework agreement with a potential investor for the disposal of 30% equity interest of SEAM, a wholly-owned subsidiary of the Group, the aggregate consideration will be approximately US\$150 million (equivalent to approximately HK\$1,170 million). The transaction is still in progress or may be modified in near future (currently under negotiation with relevant parties) due to the rapid change in operating and regulatory environment of SEAM, and the potential investor needs more time for conducting due diligence work.

On each of 11 March 2018 and 8 June 2018, the Group entered into a sale and purchase agreement with Mr. Sun, who is also an indirect shareholder of the Subscriber, pursuant to which the Group agreed to sell an aggregate 14% equity interest in SEAM to Mr. Sun at an aggregate consideration of RMB420 million (equivalent to approximately HK\$477.4 million).

Subscription

References are made to the announcements of the Company dated 7 March 2016, 11 June 2018 and 2 October 2018 in respect of, among other things, the (i) proposed issue of Subscription Shares under the Specific Mandate; (ii) application for the Whitewash Waiver; and (iii) Special Deal (the “Subscription Announcements”). Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as defined in the Subscription Announcements.

Subscription Agreement

On 5 March 2016, the Company and the Subscriber entered into a share subscription agreement pursuant to which the Subscriber agreed to subscribe for a total of 1,465,898,410 new ordinary shares of the Company at a subscription price of approximately HK\$0.1876 per share, with proposed gross proceeds totalling HK\$275 million, subject to certain conditions precedent which, among others, include the following:

- approval from the Company’s shareholders, or independent shareholders when appropriate, for (i) allotment and issuance of the Subscription Shares; (ii) a Whitewash Waiver; and (iii) a Special Deal, at the EGM;

- Whitewash Waiver being granted by the SFC in respect of any obligation of the Subscriber and parties acting in concert with it to make a mandatory general offer in cash for all the issued shares and other relevant securities of the Company not already owned (or agreed to be acquired) by the Subscriber and parties acting in concert with it which might otherwise arise as a result of the Subscription;
- the consent from the SFC in relation to the Special Deal;
- approval of resumption of trading of the Company's shares, and listing of the Subscription Shares from the Stock Exchange (which was subsequently waived by the Subscriber during the year ended 31 December 2018); and
- completion of a debt restructuring by the Company by way of the "Schemes" (the "Debt Restructuring Proposal"). The debt restructuring refers to a plan for restructuring of the indebtedness of the Company which involves, among other things: (i) the reduction and cancellation of the outstanding principal amount of the Bonds by at least 80%; (ii) the reduction and cancellation of all the outstanding accrued interests of the Bonds; (iii) the release and discharge of all security collateral provided in relation to the 12% Coupon Senior Bonds and the 8% Coupon Convertible Bonds; and (iv) the reduction of and cancellation of all other indebtedness and contingent liabilities of the Company as referred to in the Debt Restructuring Proposal, by at least 80%.

Supplemental Subscription Agreements

On 21 May 2018 and 10 June 2018, the Subscriber, the Company and Mr. Dong Shutong entered into the Supplemental Subscription Agreements, pursuant to which the Subscriber, the Company and Mr. Dong Shutong, being the chairman and executive Director of the Company, agreed to supplement and/or amend certain terms and conditions of the Subscription Agreement as follows:

Conditions Precedent

Pursuant to the Supplemental Subscription Agreements:

- (1) The conditions precedent to Completion as contemplated under the Subscription Agreement (as set out in the section headed “Conditions Precedent” in the Company’s announcement dated 7 March 2016), which require (i) approvals by the Shareholders, or Independent Shareholders when appropriate, at the EGM; (ii) grant of the Whitewash Waiver by the Executive to the Subscriber; and (iii) consent to the Special Deal by the Executive, are expanded to include all the necessary Shareholders’ or Independent Shareholders’ approval(s) and waiver(s)/consent(s) by the Executive in relation to not only the Subscription but all the transactions and arrangements contemplated under the Resumption Proposal.
- (2) Subject to all the other conditions precedent to Completion having been satisfied or waived (if applicable) before the Long Stop Date, the Subscriber agreed to waive the following conditions:
 - (i) a written confirmation having been given by the Stock Exchange and the SFC (if applicable) confirming that they have no further comments on the announcement in relation to the resumption of trading in the Shares on the Stock Exchange and/or the Resumption Proposal; and
 - (ii) the approval of resumption of trading in the Shares having been obtained from the Stock Exchange (subject to other Resumption Conditions having been satisfied and such Resumption Conditions not having adverse effect on the transactions contemplated under the Subscription Agreement or the right of the Subscriber thereunder), and such approval not having been revoked.

Settlement of consideration

The Subscriber will pay no more than HK\$150 million (as set out in the section headed “Use of proceeds and future business plan” in the Company’s announcement dated 7 March 2016) directly to the designated trust account of, or such other account as directed by, the scheme administrator pursuant to the Debt Restructuring under the Resumption Proposal on the Completion Date, subject to all the Conditions Precedent having been satisfied or waived (as the case may be).

Post-completion obligation of the Company

The Company must fulfil the following conditions (“Post-completion Obligation”) within 2 months from the Completion Date or on or before 5 October 2018, whichever is later (“Post-completion Long Stop Date”):

- (i) all the Resumption Conditions and the conditions set out in the 2017 LRC Decision Letter (including any other resumption conditions as imposed or amended by the Stock Exchange from time to time) having been satisfied in full; and
- (ii) the approval from the Stock Exchange to the resumption of trading in the Shares having been obtained and such approval not having been revoked.

In the event the Company fails to fulfil the Post-completion Obligation on or before the Post-completion Long Stop Date or such later date as the parties to the Supplemental Subscription Agreements may agree, the Company shall, subject to the applicable rules and regulations, use its best endeavours to facilitate the Subscriber to receive in cash an amount equivalent to the sum of (i) the actual consideration paid by it under the Subscription, and (ii) 10% of such actual consideration paid (being the finance costs and administrative expenses incurred in connection with the Subscription) (together, the “Agreed Amount”) on or before the expiration of the 18th months from the Post-completion Long Stop Date (the “Due Date”).

Such endeavours shall not involve any transfer of Shares from the Subscriber to the Company, Mr. Dong Shutong and/or any other person which will trigger any obligation to make a mandatory general offer to the Shareholders under Rule 26.1 of the Takeovers Code by any person.

Guarantee

The Company's Post-completion Obligation and its obligation to facilitate the Subscriber's receipt of the Agreed Amount on or before the Due Date are unconditionally and irrevocably guaranteed by Mr. Dong Shutong. In the event the Subscriber fails to receive the Agreed Amount in full on or before the Due Date, Mr. Dong Shutong, being the guarantor, shall be obligated to pay to the Subscriber the shortfall of the Agreed Amount together with interest thereon calculated at the rate of 0.05% per calendar day and accruing from the Due Date up to (and including) the date on which the Agreed Amount is paid in full. Such guarantee shall not involve any transfer of Shares from the Subscriber to Mr. Dong Shutong and/or any other person which will trigger any obligation to make a mandatory general offer to the Shareholders under Rule 26.1 of the Takeovers Code by any person.

Save as disclosed above, other terms and conditions of the Subscription Agreement remain unchanged.

Long Stop Date

The long stop date of the Subscription is 31 December 2019 or such other date as may be agreed by the Company and the Subscriber in writing from time to time.

Update on the status of the Debt Restructuring Proposal

Bonds

References are made to the announcements of the Company dated 30 May 2016, 24 June 2016 and 7 July 2016 regarding the convening of Meetings and Adjourned Meetings of Bondholders (the "Bond Announcements"). Capitalised terms used herein have the same meanings as those defined in the Bond Announcements unless defined otherwise.

Since December 2014, the Group had continuous default in payment of due interest and principal under the terms and conditions of the Bonds, the default may trigger a cross-default in accordance with respective terms and conditions of the Bonds. In such an event, DB Trustees (Hong Kong) Limited, in its respective capacities as trustee for the holders of the Bonds is entitled to, amongst other things, accelerate the Company's obligations under the Bonds and declare the outstanding principal amounts of the Bonds to be immediately due and payable, together with outstanding interest and all other sums payable. Upon the passing of the Extraordinary Resolutions by the Company on 21 June 2016 and 6 July 2016, no Senior Bondholder or Convertible Bondholder shall demand repayment of any amount due under such Bonds or take any action to enforce the payment of monies or exercise any other right thereunder or otherwise take any action against the Company whether or not under the terms and conditions of such Bonds or request or require the relevant bonds trustee to take any action against the Company from the date of the Extraordinary Resolutions to (and including) the date upon which the Schemes are implemented.

As disclosed in the announcement of the Company dated 13 June 2016, (i) the principal amount of the 12% Coupon Senior Bonds of HK\$390,990,000 and the accrued interest of HK\$90,769,000 were outstanding; (ii) the principal amount of the 8% Coupon Convertible Bonds of HK\$117,525,000 and the accrued interest of HK\$18,725,000 were outstanding; and (iii) the principal amount of the Modified 10% Coupon Bonds of HK\$28,400,000 and the accrued interest of HK\$5,996,000 were outstanding as at 12 June 2016.

Background of the meetings of the Bondholders

As disclosed in the announcement of the Company dated 7 March 2016, completion of the Subscription is conditional upon, among other things, the necessary order of the High Court of Hong Kong and consent of the other relevant parties with respect to the execution of an approved scheme of arrangement between the Company and the creditors under the Debt Restructuring Proposal having been obtained.

As an initial step of the Debt Restructuring Proposal, separate meetings of the Convertible Bondholders, the Senior Bondholders and the 10% Bondholders were convened in order to give effect to the following:

- the Convertible Bondholders to be treated as a separate and single class under the Schemes, not as part of the class of secured creditors of the Company, who are creditors under the Schemes nor as part of the same class as the Senior Bondholders;
- the Senior Bondholders to be treated as part of the same class as the existing unsecured creditors of the Company (including the 10% Bondholders), who are creditors under the Schemes;
- the cancellation of all outstanding principal on the Bonds;
- the cancellation of all outstanding interest, accrued and unpaid, on the Bonds; and
- the release and discharge of all of the Convertible Bonds Security and the Senior Bonds Security, respectively,

in return for, in the case of the Senior Bonds and the 10% Bonds, a Cash Distribution and in the case of the Convertible Bonds, either a Cash Distribution or a Shares Distribution. No Convertible Bondholders shall be entitled to receive a combination of a Cash Distribution and a Shares Distribution. For details, please refer to the Bond Announcements.

Meetings of the Bondholders

Separate meetings of the Convertible Bondholders, the Senior Bondholders and the 10% Bondholders were convened by the Company to consider and, if thought fit, pass separate extraordinary resolutions of the Convertible Bondholders, the Senior Bondholders and the 10% Bondholders, as the case may be (the “Extraordinary Resolutions”):

- for the Convertible Bondholders and the Senior Bondholders, as the case may be, to agree, and to instruct the relevant bonds trustee and the Security Trustee, not to enforce the Security in relation to the Convertible Bonds and the Senior Bonds, as the case may be, from the date of the meeting to the date the Schemes become Effective, or if the Debt Restructuring Proposal is not approved at the Scheme Meetings, the completion of the Scheme Meetings;

- to approve the terms of the Debt Restructuring Proposal; and
- to give instructions to the relevant Bonds Trustee to vote the full principal amount of the relevant Bonds which are outstanding in favour of the Schemes at the Scheme Meetings and any adjourned or rescheduled Scheme Meeting.

Results, adjournment and dissolution of the meetings of the Bondholders

As at the date of the Meetings of the Bondholders, according to DB Trustees (Hong Kong) Limited, in its capacities as trustees for the relevant Bonds, the outstanding principal amounts of the Convertible Bonds, the Senior Bonds and the 10% Bonds were HK\$87,850,000, HK\$390,990,000 and HK\$28,400,000, respectively.

The Company announced that:

- (a) as a quorum was not present at the Meeting of the Convertible Bondholders convened and held at 10:30 a.m. (Hong Kong time) on 21 June 2016 after 15 minutes since the time appointed for holding such Meeting, such Meeting was adjourned in accordance with the terms of the Convertible Bonds Trust Deed to 6 July 2016 at 10:30 a.m. (Hong Kong time) at the same address as the original Meeting of the Convertible Bondholders, i.e. Room 3501, 35th Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong. The notice for the adjourned Meeting of the Convertible Bondholders will be published in accordance with the terms of the Convertible Bonds Trust Deed.
- (b) the Meeting of the Senior Bondholders convened and held at 11:00 a.m. (Hong Kong time) on 21 June 2016 was quorate at the first calling and the number of votes cast at such Meeting was as follows:

	FOR	AGAINST
Total number of votes cast	14,270	104
Votes as a percentage of all votes cast (%)	99.28%	0.72%
Votes as a percentage of all outstanding Senior Bonds (%)	91.24%	0.67%

As at least three-quarters of the votes cast at the Meeting of the Senior Bondholders were cast in favour of the Extraordinary Resolution, the Extraordinary Resolution put forward to the Senior Bondholders was passed, and will become effective subject to the Extraordinary Resolution to be considered by the Convertible Bondholders also being passed at the adjourned Meeting of the Convertible Bondholders (or any further adjournment thereof). No holder of the Senior Bonds was required to abstain from voting on the Extraordinary Resolution at the Meeting of the Senior Bondholders; and

- (c) as a quorum was not present at the Meeting of the 10% Bondholders convened and held at 11:30 a.m. (Hong Kong time) on 21 June 2016 after 15 minutes since the time appointed for holding such Meeting, as agreed by the Company and the 10% Bonds Trustee, such Meeting was dissolved in accordance with the 10% Bonds Trust Deed.

Results of the adjourned meeting of the convertible bondholders

As at the date of the adjourned Meeting of the Convertible Bondholders, according to DB Trustees (Hong Kong) Limited, in its capacity as trustee for the Convertible Bonds, the outstanding principal amount of the Convertible Bonds was HK\$46,775,000.

The Company announced that the adjourned Meeting of the Convertible Bondholders convened and held at 10:30 a.m. (Hong Kong time) on 6 July 2016 was quorate and the number of votes cast at such adjourned Meeting was as follows:

	FOR	AGAINST
Total number of votes cast	1,446	285
Votes as a percentage of all votes cast (%)	83.54%	16.46%
Votes as a percentage of all outstanding Convertible Bonds (%)	77.28%	15.23%

As at least three-quarters of the votes cast at the adjourned Meeting of the Convertible Bondholders were cast in favour of the Extraordinary Resolution, the Extraordinary Resolution put to the Convertible Bondholders was passed and became effective. No holder of the Convertible Bonds was required to abstain from voting on the Extraordinary Resolution at the adjourned Meeting of the Convertible Bondholders.

The Extraordinary Resolution put to the Meeting of the Senior Bondholders which was passed on 21 June 2016 has also become effective from the time the Extraordinary Resolution put to the Convertible Bondholders at the adjourned Meeting of the Convertible Bondholders was passed.

Scheme meetings

Following the passing and effectiveness of the Extraordinary Resolutions on 6 July 2016, the Company prepared the necessary documents to submit to the courts for the creditors' approval and court sanction for the Cayman Scheme and Hong Kong Scheme under the Debt Restructuring Proposal. As disclosed in the Company's announcements, completion of the Subscription is conditional upon, among other things, the approval of the Schemes by the courts under the Debt Restructuring Proposal. The application to the courts and the approval of the Schemes by the creditors at the Scheme Meetings will be the next steps towards the satisfaction of the condition precedent to completion of the Subscription.

On 3 July 2018, the Company received a letter from Stock Exchange which stated that the Listing Committee was not satisfied that the Company had fully met the conditions set out in the 2017 LRC Decision Letter and decided to cancel the Company's listing status under Practice Note 17 to the Listing Rules. The Board strongly disagrees with such LC Decision. More importantly, due to the uncertainty given rise by the LC Decision, the court convening hearings in relation to the Schemes for the Grand Court of the Cayman Islands and the High Court of Hong Kong, which were originally scheduled for 3 July 2018 and 10 July 2018 respectively, have been adjourned, and the implementation of the Resumption Proposal and thus the fulfillment of all resumption conditions has been adversely affected.

FINANCIAL REVIEW

Turnover and sales volume

Major income of the Group were manufacturing of ferro-nickel alloys, Ni-Cr alloy steel ingot and stainless steel products and sub-contracting services. The table below sets out the turnover and sales volume of our products for the periods indicated:

Turnover

	2019		2018	
	First Half		First Half	
	<i>HK\$'000</i>	<i>%</i>	<i>HK\$'000</i>	<i>%</i>
Iron and Steel Products:				
Ni-Cr alloy steel ingot	453,409	92	40,680	23
Stainless steel products	11,862	2	60,437	34
Ferro-nickel alloys and others	9,052	2	44,189	24
	<u>474,323</u>	<u>96</u>	<u>145,306</u>	<u>81</u>
Sub-contracting services	17,256	4	33,581	19
	<u>491,579</u>	<u>100</u>	<u>178,887</u>	<u>100</u>
Total	<u>491,579</u>	<u>100</u>	<u>178,887</u>	<u>100</u>

Sales volume

	2019		2018	
	First Half		First Half	
	<i>(tonnes)</i>	<i>%</i>	<i>(tonnes)</i>	<i>%</i>
Iron and Steel Products:				
Ni-Cr alloy steel ingot	125,964	66	8,520	7
Stainless steel products	3,223	2	15,311	14
Ferro-nickel alloys and others	2,683	1	14,489	13
	<u>131,870</u>	<u>69</u>	<u>38,320</u>	<u>34</u>
Sub-contracting services	59,603	31	74,391	66
	<u>191,473</u>	<u>100</u>	<u>112,711</u>	<u>100</u>
Total	<u>191,473</u>	<u>100</u>	<u>112,711</u>	<u>100</u>

In the first half of 2019, the turnover of the Group recorded an increase of HK\$312.7 million, or 174.8%, to HK\$491.6 million (2018: HK\$178.9 million) mainly due to increase in sales of Ni-Cr alloy steel ingot.

Sales of Ni-Cr alloy steel ingot was increased by HK\$412.7 million or 1,014.0% to HK\$453.4 million (2018: HK\$40.7 million). The sales volume was increased by 117,444 tonnes, or 1,378.5% to 125,964 tonnes (2018: 8,520 tonnes). The average selling price per tonne was decreased by HK\$1,175, or 24.6% to HK\$3,600 (2018: HK\$4,775).

Sales of stainless steel products was decreased by HK\$48.5 million or 80.3% to HK\$11.9 million (2018: HK\$60.4 million). The sales volume was decreased by 12,088 tonnes or 78.9% to 3,223 tonnes (2018: 15,311 tonnes). The average selling price per tonne was decreased by HK\$267 or 6.8% to HK\$3,680 (2018: HK\$3,947).

Sales of Ferro-nickel alloy steel ingot and others was decreased by HK\$35.1 million or 79.4% to HK\$9.1 million (2018: HK\$44.2 million). The sales volume was decreased by 11,806 tonnes or 81.5% to 2,683 tonnes (2018: 14,489 tonnes). The average selling price per tonne was increased by HK\$324 or 10.6% to HK\$3,374 (2018: HK\$3,050).

Sub-contracting service income from an external customer was decreased by HK\$16.3 million or 48.5% to HK\$17.3 million (2018: HK\$33.6 million). The sales volume was decreased by 14,788 tonnes or 19.9% to 59,603 tonnes (2018: 74,391 tonnes). The average selling price per tonne was decreased by HK\$161 or 35.7% to HK\$290 (2018: HK\$451).

The decrease in sub-contracting service income was mainly due to the enhancement works performed during the period.

Cost of sales

The cost of sales in 2019 was increased by HK\$371.0 million, or 344.2%, to approximately HK\$478.8 million (2018: HK\$107.8 million). The increase in cost of sales was consistent with increase in sales.

Gross profit

The Group's recorded a gross profit amounted to HK\$12.7 million in 2019 (2018: HK\$71.1 million). The gross profit margin in 2019 was 2.6% (2018: 39.7%). The gross profit margin fluctuated mainly because of the market price changed on different product mix during the period.

Other gains

The gains of HK\$13.6 million (2018: HK\$1.9 million) in 2019 were mainly composed of gain on disposal of property, plant and equipment and rental income.

Selling and distribution expenses

Selling and distribution expenses in 2019 were increased by HK\$7.6 million, or 1,085.7%, to HK\$8.3 million (2018: HK\$0.7 million), representing 1.7% of turnover (2018: 0.4%).

Administrative expenses

Administrative expenses in 2019 were decreased by HK\$28.8 million, or 30.7%, to HK\$64.9 million (2018: HK\$93.7 million). The significant improvement in administrative expenses was mainly due to the continuing implementation of the cost control measures, the optimization of workers and staffs salaries and welfare policies and the re-engineering of certain fixed overhead allocation method upon the Strategic Partner's personnel involvement and technical support.

Finance costs

Finance costs in 2019 were decreased by HK\$3.4 million, or 1.6%, to HK\$210.6 million (2018: HK\$214.0 million). Decrease in finance cost was mainly due to repayment of certain loans with higher interest rate in 2018.

Loss before income tax

As a result of the factors discussed above, the loss before income tax for the six months ended 30 June 2019 was HK\$257.6 million (2018: HK\$235.4 million). The Groups loss before income tax margin was 52.4% (2018: 131.6%).

Income tax expense

The applicable Hong Kong profits tax rate of the Company and its subsidiaries which operate in Hong Kong is 16.5% based on existing legislation. The entities within the Group which operate in the PRC are subject to corporate income tax at rate of 25% for the six months ended 30 June 2019.

Loss for the period and loss attributable to shareholders

As a result of the factors discussed above, the Group's 2019 loss for the period was HK\$257.6 million (2018: HK\$235.4 million) and the 2018 loss attributable to owners of the Company was HK\$257.5 million (2018: HK\$235.3 million).

Key financial ratios

		Six months ended 30 June 2019	Year ended 31 December 2018
Current ratio	<i>1</i>	15%	9%
Inventory turnover days	<i>2</i>	74 days	153 days
Debtor turnover days	<i>3</i>	5 days	63 days
Creditor turnover days	<i>4</i>	106 days	167 days
Interest cover	<i>5</i>	-0.2 time	-0.5 times
Interest-bearing gearing ratio	<i>6</i>	-175%	-207%
Net debt/Capital and net debt ratio	<i>7</i>	143%	137%

Notes:

1. Current assets/current liabilities X 100%
2. Inventories/cost of sales X 181 days or 365 days
3. Trade receivables/turnover X 181 days or 365 days
4. Trade and notes payables/cost of sales X 181 days or 365 days
5. Profit before interest and tax/net interest expense

6. Interest-bearing loans and other borrowings (including convertible bonds)/equity attributable to equity holders of the Company X 100%
7. Net debt*/Capital and net debt X 100%

* *Net debt included bank and other borrowings, convertible bonds (the liability component), trade and notes payables and other payables and accruals less cash and cash equivalents and pledged time deposits.*

Property, plant and equipment

Property, plant and equipment as at 30 June 2019 mainly comprised plant and machinery. The increase in balance by HK\$24.6 million or 6.2% to HK\$420.1 million (2018: HK\$395.5 million) was due to addition, net off by depreciation charges for the period.

Intangible asset

The intangible asset solely represents the unamortised amount of the EOA from Yiwan secured by the Group in May 2007.

Inventories

The inventory turnover days were decreased from 153 days in 2018 to 74 days in 2019. As at 30 June 2019, inventories balance was increased by HK\$10.0 million, or 5.4%, to HK\$194.7 million (2018: HK\$184.7 million). Increase in inventory balance coped with the increasing sales activities.

Trade receivables

The debtor turnover days were decreased from 63 days in 2018 to 5 days in 2019. As at 30 June 2019, trade receivables balances were decreased by HK\$63.6 million, or 82.6%, to HK\$13.4 million (2018: HK\$77.0 million) mainly because of substantial repayment of 2018 debts from customers during the period ended 30 June 2019.

Prepayments, deposits and other receivables

As at 30 June 2019 prepayments, deposits and other receivables balance was increased by HK\$159.7 million, or 114.7%, to HK\$298.9 million (2018: HK\$139.2 million). The increase in balance was mainly due to increase in prepayments to other suppliers.

Cash and cash equivalents and pledged time deposits

The aggregate amount of cash and cash equivalents and pledged time deposits was increased by approximately HK\$26.7 million, or 620.9%, to HK\$31.0 million as at 30 June 2019 (2018: HK\$4.3 million).

Assets classified as held for sale

Assets classified as held for sale represent certain property, plant and equipment and the related prepaid land lease payments of the Group located in Lianyungang, the PRC to be disposed for an aggregate consideration of RMB299,800,000 (equivalent to HK\$340,798,000).

Trade and notes payables

The creditor turnover days was decreased from 167 days in 2018 to 106 days in 2019. As at 30 June 2019, trade and notes payables balance was increased by HK\$79.7 million, or 39.5%, to HK\$281.4 million (2018: HK\$201.7 million). The increase in trade and notes payables balance was mainly due to increased purchase in the second quarter of 2019. The trade payables are normally settled on terms of 60 to 180 days while the bank bills are generally on terms of 90 to 180 days.

Convertible bonds

There was no conversion or repayment of the convertible bonds during the period.

Bank and other borrowings

As at 30 June 2019, total bank and other borrowings balance was increased by HK\$62.2 million, or 2.5%, to HK\$2,578.3 million (2018: HK\$2,516.1 million). Increase in the bank and other borrowings was mainly due to new financing granted to the Group during the period.

Liquidity, going concern and capital resources

During the period ended 30 June 2019, the Group incurred a loss of approximately HK\$257.6 million and had a net operating cash outflow of approximately HK\$93.1 million. As at 30 June 2019, the Group's had a shareholders' deficits of HK\$1,497.9 million and current liabilities exceeded its current assets by HK\$4,295.5 million. Its borrowings to the extent of HK\$2,639.2 million were either overdue or due for immediate repayment. The cash and cash equivalents of the Group amounted to HK\$31.0 million as at 30 June 2019.

Following the Export Ban which has substantially affected the cash generating ability from operations of the Group, a series of remedial measures to mitigate the liquidity pressure were taken in 2019 to improve the financial and liquidity position of the Group, details of which are set out in the section headed "Board's Consideration – mitigation measures to going concern issue" of this announcement. Please also refer to the details regarding uncertainties on the going concern of the Group as stipulated in the section headed "Going concern" in Note 2.1.

The Group's working capital has been principally sourced from cash generated from operations and from long-term and short-term borrowings.

As at 30 June 2019, the Group had current liabilities of HK\$5,032.7 million, of which HK\$2,578.3 million were bank and other borrowings repayable within one year, overdue or due for immediate repayment and HK\$2,115.9 million were other payables and accruals.

Interest rate risk

The Group's bank borrowings mainly bear floating rates. The Group has implemented certain interest rate management which includes, among the others, closely monitoring of interest rate movements and refinancing on existing banking facilities or entering into new banking facilities when good pricing opportunities arise.

Foreign currency risk

The Group's purchase and sales for the period are mainly denominated in Renminbi ("RMB"). As at 30 June 2019, the bonds were denominated in Hong Kong dollar ("HK\$") while bank and other borrowings were mainly denominated in RMB, and other assets and liabilities of the Group are mainly denominated in RMB.

As at 30 June 2019, the Group did not enter into any hedging transactions to manage the potential fluctuation in foreign currency as the Directors considered the Group had no significant foreign currency risk. However, the Group will closely monitor the foreign currency risk and consider using necessary financial instruments for hedging purposes if they foresee the foreign currency risk is significant.

Material acquisitions and disposals of investments

The Group did not undertake any material acquisitions or disposals of investments during the period under review.

CONCLUSION AND PROSPECTS

The first half of 2019 continues to be a challenging period full of uncertainties for both the PRC steel market and the Group. The over-supply situation had not fundamentally improved amid the increasingly fierce competition between similar products in the steel market. Despite some recent rebound of the PRC steel price and the implementation of certain policies by the PRC government to weather through the over-supply situation, the steel price was persistently weak in general.

As the patent of S600E was approved in April 2019 and the national product standard of S600E was published in May 2019, the commercialisation on S600E has made substantial progress in the first half of 2019. The success of commercialisation of S600E to the market would generate stable royalty income to the Group, and hence the Group's profit margin and cash flows position will be eventually improved.

We expect the economy of the PRC will continue its healthy growth trend and the demand and profitability of our steel products will rebound in future.

In longer term, we expect the PRC will continue its modernisation and urbanisation that the demand of high quality special steel products for public infrastructure and equipment manufacturing will increase steadily. This definitely will bring enormous business opportunities for our Group.

We believe that after the technology industrialisation and modernization of special steel products, the Group will have a stronger competitive advantage in the industry.

We believe that upon on the success of implementing all the plans contained in the Resumption Proposal, including the financial restructuring exercises, the Group's financial position will be substantially improved in the coming future.

We also believe that upon the completion of the enhancement work during the period by the Strategic Partner, the production capacity of the Company has been strengthened and better utilised. The production of steel products under the Cooperation Agreement will continue to bring substantial improvement on the Group's revenue, financial performance and cash flow position.

In view of the recent readjustment of the business operations and the proposed financial restructuring of the Group, we are confident that the Group will have a stronger position in the industry as well as in the special steel products market.

EMPLOYEES REMUNERATION POLICY

As at 30 June 2019, the Group had approximately 1,000 employees, of whom 32 were management personnel. The remuneration policy of the Group to reward its employees and Executive Directors is based on their performance, qualifications, competence displayed, market comparable and the performance of the Group. Remuneration packages typically comprise salary, housing allowances, discretionary bonus, other fringe benefits and the Group's contribution to retirement benefits schemes. The remuneration of executive Directors and senior management are determined by the remuneration committee of the Company which will review them regularly.

INTERIM DIVIDEND

The Directors do not recommend the payment of a interim dividend for the period ended 30 June 2019 (2018: Nil).

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries had purchased, redeemed or sold any of the Company's listed securities during the six months ended 30 June 2019.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Directors recognise the importance of good corporate governance in the management of the Group. During the period ended 30 June 2019, the Company has complied with the code provisions of the Corporate Governance Code (“CG Code”) as set out in Appendix 14 to the Listing Rules, except for the following deviations:

(1) Code Provision A.2.1

The Executive Director, Mr. Dong Shutong, served as the Chairman and Chief Executive Officer of the Company. The Chairman is responsible for overseeing the Company’s operations in respect of compliance with both internal rules and statutory requirements, and promoting the corporate governance of the Company. Following the appointment of Mr. Pang Bo as the Chief Executive Officer of the Company on 9 May 2019, the roles of Chairman and Chief Executive Officer have been separate. The code provision A.2.1 has been complied with accordingly.

(2) Code Provision A.4.1

Under code provision A.4.1, Non-executive Directors should be appointed for a specific term. Except for Mr. Fahmi Idris, Independent Non-executive Director, who was appointed for a term of three years, Mr. Yang Tianjun, Non-executive Director and the remaining Independent Non-executive Directors including Mr. Bai Baohua and Mr. Wong Chi Keung were not appointed for a specific term. This constitutes a deviation from code provision A.4.1. However, according to the articles of association of the Company, one-third of the Directors for the time being shall retire from office by rotation at each annual general meeting and the Directors to retire by rotation shall be those who have been longest in office since their last re-election or appointment. As such, the Company considers that sufficient measures have been taken to ensure that the Company’s corporate governance practice in this respect is in line with that provided in the CG Code.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules as the code for securities transactions by Directors. Having made specific enquiries, the Company has confirmed that all Directors have complied with the requirements set out in the Model Code.

REVIEW OF INTERIM RESULTS

The unaudited interim condensed consolidated financial information of the Group for the six months ended 30 June 2019 have been reviewed and approved by the Audit Committee, and the Audit Committee is of the opinion that such financial information comply with the applicable accounting standards, the Listing Rules and all other applicable legal requirements. The Audit Committee therefore recommended the Board's approval of the Group's unaudited interim condensed consolidated financial information for the six months ended 30 June 2019.

PUBLICATION OF THE INTERIM RESULTS AND INTERIM REPORT

This announcement will be published on the Company's website (ir.nickelholdings.com) and Stock Exchange's website (www.hkexnews.hk). The 2019 interim Report containing all the information required by the Listing Rules will be published on the websites of the Company and the Stock Exchange and despatched to the shareholders of the Company in due course.

SUSPENSION OF TRADING

At the request of the Company, trading in its shares on the Stock Exchange has been suspended since 9:00 a.m. on 1 April 2015. Publication of 2019 Interim Results and 2019 Interim Report is not an indication that the trading of the Company's shares will be resumed.

The trading in the shares of the Company will continue to be suspended until further notice.

On Behalf of the Board

Nickel Resources International Holdings Company Limited

Dong Shutong

Chairman

Hong Kong, 29 August 2019

As at the date of this announcement, the executive directors of the Company are Mr. Dong Shutong (Chairman), Mr. Dong Chengzhe, Mr. Wang Ping, Mr. Song Wenzhou and Mr. Yang Fei; the non-executive director of the Company is Mr. Yang Tianjun; and the independent non-executive directors of the Company are Mr. Bai Baohua, Mr. Wong Chi Keung and Mr. Fahmi Idris.