Grace Life-tech Holdings Limited
恩典生命科技控股有限公司

(formerly known as "CAA Resources Limited 優庫資源有限公司*")

(Incorporated in the Cayman Islands with limited liability)

(Joint Provisional Liquidators appointed)

(For restructuring purposes only)

(Stock Code: 02112)

2022

Annual Report

CONTENTS

FINANCIAL HIGHLIGHTS

	Notes	**2022 USD'000**	2021 USD'000	% Change
Result				
Revenue		**32,347**	23,978	35%
Loss attributable to owners of the Company		**(55,740)**	(57,006)	–2%
Financial Position				
Trade receivables		**113,854**	148,303	23%
Total interest-bearing bank and other borrowings		**54,683**	54,683	–
Total interest-bearing notes and bonds		**56,885**	51,819	10%
Trade payables		**8,334**	963	765%
Total assets		**133,558**	173,132	23%
Total current assets		**114,870**	153,370	25%
Total current liabilities		**210,601**	193,908	9%
Key Financial Ratios		**2022**	2021	Difference
Performance				
Gross profit margin		**7.85%**	0.68%	+7.17%
Net loss margin	1	**(58.03)%**	(42.06)%	–15.97%
Return on assets	2	**(41.73)%**	(32.93)%	–8.8%
Liquidity and Gearing				
Current ratio	3	**0.6**	0.8	–0.2
Gearing ratio	4	**190.0%**	120.0%	+70.0 percentage points
Per share data				
Net (liabilities) assets per share (US cents)		**(5.35)**	(1.62)	
Basic loss per share (US cents)		**3.72**	(3.80)	
Proposed final dividend (US cents)		**–**	–	

Notes:

1. Net profit (loss) margin is calculated by dividing profit (loss) for the year by revenue.

2. Return on assets represents the net loss attributable to the owners of the Company as percentage of the average of period-beginning balance and period-ending balance of total assets.

3. Current ratio is the ratio of total current assets to total current liabilities.

4. Gearing ratio is calculated based on the Group's net debt divided by total equity plus net debt. Net debt is defined as interest-bearing bank loans and other borrowings, notes and bond and an amount due to the ultimate holding company, net of cash and bank balances and it excludes liabilities incurred for working capital purposes. Equity includes equity attributable to the equity shareholders of the Company and non-controlling interest.

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the Board of Directors of Grace Life-tech Holdings Limited, I am pleased to present the 2022 annual report to the Shareholders.

In 2022, the global economic activities slowed down in general and got even more severe than expected, with the highest level of inflation recorded in decades, which led to living cost crisis faced by various countries and continuous tightening of financial conditions in a majority of regions. These factors have severely affected the economic outlook. The Global Economic Outlook released by the International Monetary Fund (IMF) in October 2022 predicts that global economic growth is expected to decline from 6.0% in 2021 to 3.2% in 2022 and 2.7% in 2023. This would be the weakest growth performance since 2001 if the global financial crisis and the worst phase of the COVID-19 pandemic were excluded.

According to the forecast issued by the World Bank in January 2023, emerging market and developing economy regions are facing multiple resistance amidst the widespread high inflation and a rapid slowdown in global growth. The growth forecasts for the next two years currently made for regions have more or less deteriorated from those made in last year. The tightening monetary policies and financial conditions are encumbering economic growth. The slowing growth in the developed economies is expected to have a particularly pronounced impact on the East Asia Pacific region and Central Asia in Europe through trade spillovers. Persistently high energy prices have weakened the growth prospects for energy-importing countries around the world. Downside risks dominate in all regions, including potential financial stress, more shocks in bulk commodity markets, conflict and chaos caused by war and further deterioration of natural disasters, etc.

The main mining assets of the Company are located in Malaysia, and it is unable for the Company to operate business during the pandemic period due to the continuous control measures adopted by the government of Malaysia. With effect from April 2022, the government of Malaysia announced the lifting of all control measures, in an aim to resume economic development as soon as practicable. Since the Chinese government maintained strict entry-exit control policies to prevent the spread of the pandemic, most of the senior management members and technicians of the Ibam Mine were unable to depart China until the end of 2022, As a result, the Group outsourced the operation of the Ibam Mine to a local business to charge resource fee, with the aim of increasing revenue of the Group during the reporting period.

On the other hand, the Group begins to witness initial achievement in its aggressive diversification strategy since it has incorporated a wholly-owned subsidiary in Hong Kong to collaborate with a plant stem cell technology development company, for marketing suitable plant stem cell products, including but not limited to, plant stem cell extracts and the food and beauty products added with plant stem cell. During the reporting period, the plant stem cell products business improved steadily, diversifying the source of revenue of the Group.

CHAIRMAN'S STATEMENT

During 2022, our revenue was approximately US$32 million, an increase of approximately 33.3% from the US$24 million recorded in 2021. Our gross profit for 2022 was approximately US$2.5 million, compared to a gross profit of approximately US$0.2 million in 2021. We recorded a loss for the year of US$55 million in 2022, a decrease of approximately 2% from a loss of US$57 million in 2021.

Lastly, I would like to take this opportunity to convey our sincere gratitude to the management and our staff for their dedicated work. I would also like to thank our investors, bankers, and business partners for their unfailing trust and support all along.

Ng Khing Yeu
Co-Chairman

Hong Kong, 31 March 2023

MANAGEMENT DISCUSSION AND ANALYSIS

OVERVIEW OF BUSINESS DEVELOPMENT

The Company acts as an investment holding company, and its principal business activities include: 1) iron ore exploration, mining, crushing and sale; 2) plant stem cell extracts and the food and beauty products added with plant stem cell; and 3) investment holding. The Group was also engaged in trading other products during the year ended 31 December 2022 (the "Year"). The primary mining asset of the Group is the iron-ore reserves in Ibam Mine, which is located in the State of Pahang, Malaysia.

During the reporting period, the COVID-19 epidemic is still raging around the world, while the normal order of production and life has been restoring in various countries. It was not until April 2022 that the government of Malaysia lifted all control measures, in an aim to resume economic development as soon as practicable. However, the Chinese government still maintained strict entry-exit control policies to prevent the spread of the pandemic. In order to solve the problem that most of the senior management members and technicians of the Ibam Mine are currently unable to arrive in Malaysia, the Group has temporarily outsourced the Ibam Mine to a local business to secure revenue.

Besides, the Group witnesses initial achievement in the diversified business strategy consistently implemented for years. It has incorporated a wholly-owned subsidiary to engage in plant stem cell business, and engaged numbers of scientists to establish a biology stem cell research team which focuses on study in plant stem cell sector for over 20 years and obtains more than 96 technology and application patents relating to plant stem cell in 41 countries around the world.

As the adverse impact of the COVID-19 pandemic has been mitigated, the disrupted iron ore business in Malaysia has returned to revenue generation and the plant stem cell business has also grown significantly. As a result, the Group recorded a gross profit of US$2.5 million for the period (2021: gross profit of US$0.2 million). The Group is cautiously optimistic about the outlook.

MANAGEMENT DISCUSSION AND ANALYSIS

MARKET REVIEW AND OUTLOOK

Iron Ore Market

In 2022, the global iron ore shipments were generally tight, with significant reduction in shipments from non-mainstream mining areas. As at 31 December 2022, total global iron ore shipments amounted to 1.482 billion tonnes, representing a decrease of 46.94 million tonnes compared to last year. The shipments from mainstream mining areas increased slightly year-on-year, among which, an aggregated shipment of 1.248 billion tonnes were from the mainstream mining areas of Australia and Brazil with an increase of 2.17 million tonnes year-on-year. In particular, Australia shipments increased by 14.18 million tonnes, while Brazil shipments decreased by 12.01 million tonnes year on year. Shipment from non-mainstream mines has been reduced by about 49.11 million tonnes, a large amount throughout the year, which was inhibited significantly by the Russian-Ukrainian conflict, Indian tariffs policies and other material events. Along with the signs of the Russia and Ukraine conflict and the adjustment in the Indian tariffs policies, the supply by non-mainstream mines is expected to be improved significantly in 2023, of which, the increase contributed by Indian is expected to be approximately 10 to 15 million tonnes.

Looking forward to 2023, iron ore supply is ease marginally, while demand is divergent. The iron ore price throughout the year may be lower first and higher later, and the price pivot is expected to gradually rise with the recovery of the domestic economy and property sector.

In terms of supply, iron ore supply is expected to increase by 30 to 35 million tonnes throughout the year 2023. In terms of demand, overseas demand will remain weak, while the weakening trend is likely to subside, with the domestic economy recovered from the bottom. Overseas crude steel production is expected to reach 798 million tonnes in 2023, a decrease of approximately 24.67 million tonnes or 3% as compared to 2022. Domestic crude steel production in 2023 is estimated to be 958 million tonnes, an increase of 9.49 million tonnes or 1% year-on-year as compared to 2022. Global crude steel production is expected to reach 1,756 million tonnes, a decrease of approximately 15.18 million tonnes or 0.87% as compared to 2022.

In terms of developing trend of iron ore price, it will be initially supported by the inventory of steel mills for winter, resumed production and the decreasing shipments from the mainstream mines in the first half of 2023, then guided by the macro expectations before the Two Sessions, and may slightly drop as constrained by the epidemic and weak reality as well as concerns about the compress policy for crude steel production throughout the year. Market confidence will be boosted as the domestic economy and real estate sector is expected to rebound from the bottom in middle 2023, and ore prices will fluctuate in a relatively strong manner. The expected improvement in the demand side is likely to be verified by the concentration of terminal demand in the second half of the year, with iron ore price pivot moving upward.

Healthcare Product Market

With the improvement of people's living standards, increasingly higher demand for the quality of life, and enhanced health awareness resulting in increased demand of people, more businesses cast their attention to the healthcare product market. Recent years, we witnessed the increased number of domestic healthcare product manufacturers, more types of healthcare products and the booming sales in the healthcare product market, showing a continuous growth trend. As the consumption nature of healthcare food will gradually shift from optional consumer goods to required ones, the healthcare food is gradually turning into necessary nutrition supplements for diets from high-end consumer products and gifts. These factors will promote the expansion of overall market size of healthcare products in China.

Besides, three years of fighting against the epidemic lead to obvious increasing awareness of healthcare management, which also contributes to significantly accelerated growth in market demand for healthcare related products. According to the data of the National Health Commission of China, the national healthcare awareness is expected to improve exponentially in 2030 as compared to 2017. Driven by multiple favourable factors such as encouraging policies, an ageing population and rising residents income, the healthcare product market continues to grow in China with continuous expansion of market size. It is expected that the market size of China's healthcare products industry will reach RMB328.3 billion in 2023. Currently, China has become the second largest consumer market for healthcare products in the world, ranking only behind the US in terms of market size.

BUSINESS & OPERATIONS REVIEW

Operation update of Project Ibam

The Group's principal mining site is Project Ibam. Based on the "Independent Technical Report", there is approximately 151 Mt of ore resource altogether in the Project Ibam at a grade higher than or equal to 35%, with an average grade of 46.5% total iron, and it has a mine life expected to be more than 26 years as of 31 December 2012. The Group uses the open-pit mining method to simplify operations and reduce production costs. The Group produces iron ore products through a relatively low cost process which includes ballmilling, magnetic separation process and dewatering. The processing method adopted by the Group is environmentally friendly as it requires no chemical additives and produces only a small amount of waste water.

Since the Chinese government maintained strict entry-exit control policies to prevent the spread of the pandemic during the reporting period, the Group has temporarily outsourced the operation of Ibam Mine to a local business to secure revenue.

Operating Results

The sales analysis for the Group is as follows:

	For the year ended 31 December 2022	For the year ended 31 December 2021	Change
Sales revenue	**US$32,347,000**	US$23,978,000	+34.9%
– Iron ores	**US$2,757,000**	US$Nil	N/A
– Other commodities	**US$Nil**	US$14,080,000	–100%
– Other products	**US$19,651,000**	US$9,898,000	+98.5%
– Healthcare products	**US$9,939,000**	US$Nil	N/A
Gross profit	**US$2,539,000**	US$164,000	+1,448.2%
Gross profit margin	**7.85%**	0.68%	+7.17 percentage points

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

PROFIT AND OTHER COMPREHENSIVE INCOME

Revenue

During the year, the Group's revenue reached approximately US$32.0 million, about 33.3% higher than that recorded in 2021, which was US$24.0 million. The increase in revenue was due to the alleviated COVID-19 pandemic in Malaysia which resulted in production resumption of the Group's mining business. Besides, the new lines of trading business in biological products, personal accessories and electronics (collectively referred to as "other products") established by the Group last year has recorded substantial growth in 2022.

Cost of sales

During the year ended 31 December 2022, the Group's cost of sales reached approximately US$29.8 million, about 25.2% higher than approximately US$23.8 million recorded in 2021. Cost of sales mainly included the cost of purchasing other commodities and other products for trading activities. The increase in cost of sales was in line with the increase in revenue during the year.

Gross profit

During the year ended 31 December 2022, the Group's gross profit reached approximately US$2.5 million (2021: gross profit of approximately US$0.2 million). The increase in gross profit was mainly due to the higher gross profit in trading of other products and cost control during this year.

Administrative and other expenses

During the year ended 31 December 2022, the Group's administrative expenses reached approximately US$5.9 million, about 96.7% higher than approximately US$3.0 million recorded in 2021. The increase was mainly due to the engagement of a biological products research and development and business team as a result of the Group's implementation of the diversified operation strategy.

Finance costs

During the year ended 31 December 2022, the Group's finance costs reached approximately US$13.3 million, representing an increase of 9.9% from the US$12.1 million recorded in 2021. The increase was mainly due to an increase in interest expense on notes.

Income tax credit

The Group recorded income tax credit of US$0.2 million during the year which was over provision in previous year (2021: nil).

Loss for the year

The loss for the year ended 31 December 2022 was US$55.7 million, about 2.3% lower than approximately US$57.0 million recorded in 2021. The decrease in loss in the year was mainly attributable to impairment loss on trade receivables of approximately US$42.6 million in the year as compared to approximately US$51.3 million in 2021.

MANAGEMENT DISCUSSION AND ANALYSIS

LIQUIDITY AND CAPITAL RESOURCES

The total capital deficiencies of the Group as at 31 December 2022 was approximately US$80.3 million (31 December 2021: capital deficiencies of US$24.3 million). The Group generally finances its operation with internally generated cash flow, interest-bearing bank and other borrowings, and interest-free and security-free shareholder loans from our Controlling Shareholder. Primary uses of funds during the year included payment of operating expenses and repayment of bonds. As at 31 December 2022, current assets of approximately US$114.9 million primarily comprised US$113.9 million of trade receivables, US$0.4 million of prepayments, deposits and other receivables, and US$0.2 million of cash and cash equivalents.

Current liabilities of approximately US$210.6 million mainly comprised US$8.3 million of trade payables, US$27.0 million of other payables and accruals, US$54.7 million of interest-bearing bank and other borrowings, US$56.9 million of notes payable, and US$3.4 million of tax payable. Current ratio, being total current assets to total current liabilities was 0.5 as at 31 December 2022 (2021: 0.8).

As at 31 December 2022, the Group had certain interest-bearing bank and other borrowings of US$54.7 million in total (2021: US$54.7 million). The bank and other borrowings were mainly used to finance the issuance of letter of credit and working capital of the Group.

Trade receivables

The Group's trade receivables decreased by 23.0% from approximately US$148.3 million as at 31 December 2021 to approximately US$113.9 million as at 31 December 2022, which was mainly due to the increase in expected loss allowance of trade receivables and increase of sales revenue.

Major customers were granted credit on open account basis or allowed to settle by documentary letter of credit. Overdue balances are reviewed regularly by senior management, if any. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

As of 31 December 2022, the Group had made provision of impairment loss amounted to approximately US$114.1 million against overdue trade receivables in accordance with accounting standards, as reviewed by management.

Deposits, prepayments and other receivables

As at 31 December 2022, the Group's deposits, prepayments and other receivables amounted to approximately US$0.4 million (2021: approximately US$3.9 million). The decrease was mainly due to decrease in loan receivables and loss allowance.

Trade payables

Trade payables mainly consists of payables to suppliers for purchase of other commodities and other products for trading activities. The Group's trade payables amounted to approximately US$8.3 million as at 31 December 2022 and approximately US$1.0 million as at 31 December 2021. The increase in trade payables was mainly due to longer credit terms granted by suppliers.

MANAGEMENT DISCUSSION AND ANALYSIS

Other payables and accruals

The Group's other payables and accrued expenses were approximately US$27.0 million as at 31 December 2022, representing an increase of approximately 17.4% from approximately US$23.0 million as at 31 December 2021. The increase was mainly due to an increase in interest payables.

Net current liabilities position

During the year, there was an increase in the Group's net current liabilities, from net current liabilities of approximately US$40.5 million as at 31 December 2021 to net current liabilities of approximately US$95.7 million as at 31 December 2022. The increase was mainly due to a decrease in trade receivables of approximately US$34.4 million and an increase in trade payables and other payables of approximately US$11.4 million.

Borrowings

As at 31 December 2022, the Group's borrowings consisted mainly of: (i) a loan of approximately US$36.5 million due to a commercial bank; (ii) a loan of approximately US$18.2 million; and (iii) notes amounting to approximately US$56.9 million.

As at 31 December 2022, the Company also owed shareholder loans of US$60.0 million (2021: US$60.0 million) to Cosmo Field (the Controlling Shareholder) which were interest-free and unsecured.

Cash and Cash Equivalents

Cash and cash equivalents of the Group in 2022 was approximately USD0.2 million as compared to approximately USD1.2 million in 2021.

Detailed cash flow analysis is as follows:

	For the year ended 31 December	
	2022	2021
	USD'000	USD'000
Cash and cash equivalents in the consolidated statement of cash flows at beginning of year	**1,191**	102
Net cash (used in) generated from operating activities	**(1,005)**	1,405
Net cash used in investing activities	**(2)**	(303)
Net cash used in financing activities	**–**	(12)
Net (decrease)increase in cash and cash equivalents	**(1,007)**	1,090
Effect of foreign exchange rate changes	**(1)**	(1)
Cash and cash equivalents at end of year	**183**	1,191

Net cash flows generated from (used in) operating activities

The Group's net cash used in operating activities for the year ended 31 December 2022 was approximately USD1.0 million compared to net cash generated of approximately USD1.4 million for the year ended 31 December 2021. The decrease was mainly due to an increase in trade receivables and loss from waiver of bonds.

Net cash flows used in investing activities

The Group's net cash used in investing activities decreased from approximately USD0.3 million for the year ended 31 December 2021 to approximately USD0.002 million for the year ended 31 December 2022 because of a decrease in purchase of property, plant and equipment.

Net cash flows used in financing activities

The net cash used in the Group's financing activities was nil for the year ended 31 December 2022 compared to approximately USD0.01 million for the year ended 31 December 2021.

LEGAL PROCEEDINGS

On 4 June 2021, the Company had filed a petition with the Grand Court of the Cayman Islands for the appointment of joint provisional liquidators for restructuring purpose only. As of this date, no restructure proposal has been submitted. For more details, please refer to the announcement of the Company dated 20 June 2021.

As disclosed in the announcement dated 18 May 2020, a bank has instituted legal proceedings against Cosmo Field Holdings Limited ("Cosmo Field", the controlling shareholder of the Company wholly owned by Mr. Li Yang ("Mr. Li")) and Mr. Li (as guarantor) for a loan advanced to Cosmo Field. For details, please refer to the said announcement.

As disclosed in the announcement dated 20 January 2020, a bank instituted legal proceedings against Mr. Li (as guarantor) for breach of loan advanced to a subsidiary of the Company. For details, please refer to the said announcement.

An alleged creditor has purportedly demanded Company to repay alleged debt, details of which are set out in announcements dated 10 March 2023 and 17 March 2023.

CAPITAL STRUCTURE

The Group is currently funding its capital expenditure through internal funds generated from its operations, bank borrowings, notes and bond issued and loan from Cosmo Field. The Group monitors capital using a gearing ratio, which is net debt divided by total equity plus net debt. Net debt is defined as interest-bearing bank and other borrowings, notes and bond and an amount due to Cosmo Field, net of cash and bank balances and it excludes liabilities incurred for working capital purposes. Equity includes equity attributable to the equity shareholders of the Company and non-controlling interest.

The Group's gearing ratio as at 31 December 2022 was 187.8% (31 December 2021: 116.2%).

The Group continued to conduct its operational business mainly in USD. The Group did not arrange any forward currency contracts for hedging purposes.

MANAGEMENT DISCUSSION AND ANALYSIS

FOREIGN CURRENCY RISK

The Group has transactional currency exposures. These exposures arise from sales or purchases by operating units in currencies other than the units' functional currencies. The Group is also exposed to currency risk in respect of its equity investments designated as at fair value through other comprehensive income which are denominated in a currency other than the relevant units' functional currencies.

CAPITAL EXPENDITURE

During the year, the Company did not incur any material capital expenditure for the purchase or upgrade of property, plant and equipment and payment in advance (31 December 2021: US$Nil).

CHARGE ON ASSETS

Save for trade receivables pledged for bank and other borrowing as disclosed in note 36 to the Financial Statements, the Group did not have any pledges on its assets as at 31 December 2022.

CONTINGENT LIABILITIES

At at 31 December 2022 and 2021, the Group had no material contingent liabilities.

EMPLOYEES AND EMOLUMENT POLICIES

The Group values its human resources and recognizes the importance of attracting and retaining qualified staff for its continuing success. As at 31 December 2022, the Group had 32 employees (2021: 15). For the year ended 31 December 2022, total staff cost including Directors' emolument amounted to approximately USD1.0 million (2021: USD0.8 million).

The remuneration policy for the Directors, senior management members and other employees is determined based on their experiences, responsibilities and general market conditions. Certain members of the Board hold their offices without remuneration. In addition to fixed salaries, the employees may be granted allowances and year-end bonuses subject to departmental and personal performance appraisal. Any discretionary bonus and other merit payments are linked to the performance of the Group and the individual performance of the Directors, senior management members and other employees.

OTHER INFORMATION

RESOURCE AND RESERVES OF IBAM MINE UNDER JORC CODE AS AT 31 DECEMBER 2022

Mineral resources of the Ibam Mine for ore with iron grade greater than or equal to 35% as at 31 December 2022 *(Note)***:**

Classification	Quantity (Mt)	Fe Grade (%)
Measured	108	46.7
Indicated	–	–
Inferred	42	46.6
Subtotal	150	46.6

Ore reserves of the Ibam Mine for ore with iron grade greater than or equal to 35% as at 31 December 2022:

Classification	Quantity (Mt)	Fe Grade (%)
Proved	–	–
Probable	102	44.6

Note: The figures were calculated by the resource and reserves as at 31 December 2013 under the JORC Code (confirmed by Geos Mining Minerals Consultants, Australia which is a specialist independent geological and mineral exploration consultant) less the mining volume since then.

All assumptions and technical parameters set out in the technical report of Geos Mining (the "Independent Technical Adviser") which is prepared under JORC Code as shown in the prospectus of the Company dated 20 June 2013 with respect to the Ibam Mine have not been materially changed and continued to apply to the above disclosed data.

EXPLORATION, DEVELOPMENT AND MINING PRODUCTION ACTIVITIES

During the year ended 31 December 2022, no exploration and development activities were carried out. The Group did not incur any investment in equipment upgrade during the year ended 31 December 2022.

CONTRACTUAL OBLIGATIONS

Save as disclosed in note 35 to the Notes to Financial Statements, as at 31 December 2022, the Group had no material contractual obligations to disclose (31 December 2021: nil).

SIGNIFICANT ACQUISITIONS, DISPOSALS AND INVESTMENTS

The Group's acquisitions, disposals and investments under planning included (but are not limited to) the projects described in the section "Overview of business development" above. Save as disclosed herein, the Company does not have any future plan for significant acquisition, disposal and investment during the year and as at the date of this report.

RELATED PARTY TRANSACTIONS

Details of the related party transactions as stated in note 37 to the Notes to Financial Statements comprise: (i) an interest-free loans from Cosmo Field, the controlling shareholder of the Company, for the principal amount of USD60 million as at 31 December 2022, all of which are interest-free, security free and fully exempted connected transactions; (ii) compensation of key management personnel of the Group for the amount of USD0.3 million (2021: USD0.3 million); (iii) guarantees provided by Mr. Li Yang (chairman and controlling shareholder), his father and Cosmo Field.

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities throughout the year ended 31 December 2022.

FINAL DIVIDEND

The Directors did not recommend the payment of any final dividend for the year ended 31 December 2022 (2021: Nil).

CORPORATE GOVERNANCE REPORT

The Board of Directors is committed to maintaining appropriate corporate governance practices to enhance the accountability and transparency of the Company in order to protect Shareholders' interests and to ensure that the Company complies with the latest statutory requirements and professional standards.

The Company has complied with the code provisions set out in CG Code for the year ended 31 December 2022 except for the deviation as disclosed in this corporate governance report.

MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as its code of conduct for dealing in securities by the Directors. Having made specific enquiry to all the Directors, all the Directors have confirmed that they had complied with the required standards set out in the Model Code for the year ended 31 December 2022.

BOARD OF DIRECTORS

The Board is responsible for leadership and control of the Company and oversees the Group's businesses, strategic decisions and performance. The Board has delegated to the Chief Executive Officer, and through him, to the senior management the authority and responsibility for the day-to-day management and operation of the Group.

All Directors have carried out their duties in good faith, in compliance with applicable laws and regulations and in the interests of the Company and its Shareholders at all times.

DELEGATION OF MANAGEMENT FUNCTIONS

The Board reserves for its decision all major matters of the Company, including: approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of directors and other significant financial and operational matters.

All Directors have full and timely access to all relevant information as well as the advice and services of the company secretary, with a view to ensuring that Board procedures and all applicable laws and regulations are followed. Each Director is able to seek independent professional advice in appropriate circumstances at the Company's expense, upon making request to the Board.

The day-to-day management, administration and operation of the Company are delegated to the Chief Executive Officer and the senior management. The delegated functions and responsibilities are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions entered into by the aforesaid officers.

As at 31 December 2022 and up to the date of this corporate governance report, the Board comprised four executive Directors and three independent non-executive Directors.

Executive Directors
Mr. Li Yang *(Co-Chairman and Chief Executive Officer)*
Mr. Ng Khing Yeu *(Co-chairman) (appointed on 25 March 2022)*
Ms. Li Xiaolan
Mr. Wang Er

Independent Non-Executive Directors
Dr. Li Zhongquan
Dr. Wang Ling
Mr. Leung Yiu Cho *(appointed on 11 March 2022)*

The biographical details of the Directors and the relationship among the members of the Board are set out in the section of "Profiles of Directors and Senior Management" of this annual report. Ms. Li Xiaolan is the younger sister of Mr. Li Yang's father.

The Company has received from each of the independent non-executive Directors an annual confirmation of their independence as required under Rule 3.13 of the Listing Rules. The Company considered all the independent non-executive Directors to be independent.

Each of the independent non-executive Directors has taken up the role as an independent non– executive Director for an initial term of 2 to 3 years and is subject to retirement and re-election in accordance with the Articles of Association.

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the functions set out in the code provision A.2 of the CG Code.

The Board reviewed the Company's corporate governance policies and practices, training and continuing professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance with Model Code, and the Company's compliance with the CG Code and disclosure in this corporate governance report.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Under CG Code C.2.1 under Appendix 14 to the Listing Rules, the roles of chairman and Chief Executive Officer should be separate and should not be performed by the same individual. Mr. Li Yang is currently the co-chairman and Chief Executive Officer of the Company. The Board considers that the structure currently operated by the Company does not undermine the balance of power and authority between the Board of Directors and the management.

Mr. Ng Khing Yeu, co-chairman of the Board, is mainly responsible for leading the biotechnology business of the Group, including the production and sales of plant stem cell extracts and the food and beauty products added with plant stem cell. Mr. Ng Khing Yeu will continue to work closely with Mr. Li Yang to oversee the Group's overall business strategy, manage the Group's business operations and assume a leadership role in affairs of the Group.

CORPORATE GOVERNANCE REPORT

The Board members have considerable experience and qualities which they bring to the Company and the Board, of which Mr. Li Yang can take advantage in fulfilling his duties, and the management is not impaired. Mr. Li Yang has strong client relationships and has the full backing from the Board of Directors and senior management of the Company in fulfilling his obligations as co-chairman and Chief Executive Officer. The Board believes that having the same person performing the roles of both co-chairman and Chief Executive Officer can provide the Group with strong and consistent leadership and that, operating in this manner allows for more effective and efficient overall strategic planning of the Group. Further, the decisions of the Board are made collectively by way of voting and therefore the co-chairman of the Board should not be able to monopolize the voting result.

INDEPENDENT NON-EXECUTIVE DIRECTORS

From 8 October 2020 and up to 10 March 2022, the Company only had two independent non-executive Directors, thus the number of the independent non-executive Directors fell below the minimum number required under Rule 3.10(1) of the Listing Rules. According to Rule 3.10(2) of the Listing Rules, at least one of the independent non-executive Directors must have appropriate professional qualifications or accounting or related financial management expertise (the "Qualification"), and following the resignation of Mr. Leung, and before his reappointment, there was no independent non-executive Director who has the Qualification as required under Rule 3.10(2) of the Listing Rules. As a result of the insufficient number of independent non-executive Directors, the Company also failed to comply with the requirements set out in Rule 3.21 of the Listing Rules with regard to the minimum number of members and the composition of the audit committee of the Board ("Audit Committee"). Upon appointment of Mr. Leung as independent non-executive Director and chairman of Audit Committee on 11 March 2022, the Company has re-complied with the aforesaid requirement.

From 30 July 2020 and up to 10 March 2022, the position of company secretary of the Company remained vacant. The Company was not able to identify suitable candidate within three months from the date of resignation of company secretary on 30 July 2020 as required under rule 3.28 of the Listing Rules. Upon appointment of company secretary and authorized representative on 11 March 2022, the Company has re-complied with the aforesaid requirement.

COMPANY SECRETARY

Mr. Chen Kun, has been appointed as the company secretary of the Company on 11 March 2022 and has complied with Rule 3.29 of the Listing Rules in relation to the professional training requirements.

MEETINGS OF THE BOARD

Notices of regular Board meetings are given to all the Directors in accordance with the Articles of Association. Schedules and agenda of each meeting are made available to the Directors in advance. All the Directors are given an opportunity to include matters in the agenda for regular Board meetings. For other Board and committee meetings, notices are given within reasonable times in advance. Minutes of all Board meetings and committee meetings are kept by the company secretary and open for the Directors' inspection. Draft and final version of minutes are circulated to the Directors for their comment and record within a reasonable time after the Board meeting is held.

The attendances at the Board, respective Board committees meetings and the AGM held either in person or through other electronic means of communication for the year ended 31 December 2022 are as follows:

	Board	Audit Committee	Nomination Committee	Remuneration Committee	AGM/EGM
Executive Directors					
Mr. Li Yang	5/5	N.A.	2/2	N.A.	2/2
Ms. Li Xiaolan	5/5	N.A.	N.A.	2/2	2/2
Mr. Wang Er	5/5	N.A.	N.A.	N.A.	2/2
Mr. Ng Khing Yeu	5/5	N.A.	N.A.	N.A.	2/2
Independent non-executive Directors					
Dr. Li Zhongquan	5/5	2/2	2/2	2/2	2/2
Dr. Wang Ling	5/5	2/2	2/2	2/2	2/2
Mr. Leung Yiu Cho	5/5	2/2	N.A.	N.A.	2/2

Note: number of meeting attended is shown as numerator and total number of meetings a director eligible to attend and held is shown as denominator.

The Company confirmed that all independent non-executive Directors attended the general meetings either in person or by telephone conference if he was not able to attend the meeting physically.

COMMITTEES OF THE BOARD

The Board has established the Audit Committee, the Nomination Committee and the Remuneration Committee to oversee particular aspects of the affairs of the Company. Each of these committees is set up with specific written terms of reference in compliance with the CG Code. Each committee is delegated with authorities and duties within its terms of reference. The terms of reference of the Board committees are posted on the Company's website and the Stock Exchange's website and are available to Shareholders upon request.

The majority of the members of each Board committee are independent non-executive Directors and the list of the chairman and members of each Board committee is set out under "Corporate Information" on page 164.

Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances at the Company's expense.

The Company has established the Audit Committee in compliance with Rule 3.21 of the Listing Rules. The primary duties of the Audit Committee are to review and supervise the financial reporting process, internal control and risk management system of the Group, and to make proposals to the Board as to the appointment, re-appointment and removal of the Company's independent auditors and the related remuneration and appointment terms. The Audit Committee has reviewed the accounting standards and practices adopted by the Group and discussed with the management about the internal control and financial reporting matters.

The Company's and the Group's audited financial statements for the year ended 31 December 2022 have been reviewed by the Audit Committee, who was of the opinion that these statements complied with the applicable accounting standards, the Listing Rules and the legal requirements, and that adequate disclosures had been made. For the year ended 31 December 2022 and up to the date of this annual report, five committee meetings were held and the attendance records of individual members are set out below:

Name of Directors	**Number of meetings attended/held**
Dr. Wang Ling	2/2
Dr. Li Zhongquan	2/2
Mr. Leung Yiu Cho	2/2

Remuneration Committee

The Company established a remuneration committee pursuant to a resolution of our Directors passed at a Board meeting on 12 April 2013 with effect upon the Listing. The Remuneration Committee comprises two independent non-executive Directors, namely, Dr. Wang Ling (chairman of the Remuneration Committee), Dr. Li Zhongquan and one executive Director, namely Ms. Li Xiaolan.

The duties of the Remuneration Committee mainly include making recommendations on and approving the remuneration policy and structure and remuneration packages of all Directors and the senior management. The Remuneration Committee is also responsible for establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his/her associates will participate in deciding his/her own remuneration, which remuneration will be determined by reference to the performance of the individual and the Company as well as market practice and conditions. The Remuneration Committee would make recommendations to the Board on the Company's policy and structure for all Directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy.

For the year ended 31 December 2022, two committee meetings were held and the attendance records of individual members are set out below:

Number of Directors	Name of meetings attended/held
Dr. Wang Ling	2/2
Dr. Li Zhongquan	2/2
Ms. Li Xiaolan	2/2

It is the Company's policy that the remuneration package of each Director and senior management shall be determined by reference to, inter alia, their duties, responsibilities, experience and qualifications.

Details of remuneration payable to the Directors and senior management by band are set out in note 14 to the Notes to Financial Statements of this annual report.

Nomination Committee

The Company established a nomination committee pursuant to a resolution of our Directors passed at a Board meeting on 12 April 2013 with effect upon the Listing. The Nomination Committee comprises one executive Director, namely, Mr. Li Yang (chairman of the Nomination Committee), and two independent non-executive Directors, namely Dr. Wang Ling and Dr. Li Zhongquan. The primary duties of the Nomination Committee include identifying suitable candidates for the Directors and making recommendations to the Board, assessing the structure and composition of the Board, preparing, making recommendations to and supervising the execution of the nominating policy of the Company.

For the year ended 31 December 2022, two committee meetings were held and the attendance records of individual members are set out below:

Number of Directors	Name of meetings attended/held
Mr. Li Yang	2/2
Dr. Wang Ling	2/2
Dr. Li Zhongquan	2/2

The Company has received from each of the independent non-executive Directors an annual confirmation of their independence required under Rule 3.13 of the Listing Rules. The Company considered all the independent non-executive Directors to be independent. Besides, the Nomination Committee reviewed the appointment of each Director prior to that Director seeking re-election at the forthcoming AGM and was pleased to recommend the re-election of three eligible Directors to the Board.

The Company's policy on nomination requires explicitly that in assessing the suitability of a proposed candidate, merit and potential contributions that such candidate could bring to the Board should take reference on the Company's Board Diversity Policy. Such assessment should include but not limited to gender, age, cultural and educational background, ethnicity, professional experience, independence, skills, knowledge and length of service.

EXTERNAL AUDITOR AND AUDITOR'S REMUNERATION

For the year ended 31 December 2022, the fees paid to Prism Hong Kong and Shanghai Limited in respect of services rendered to the Group amounted to approximately USD136,000.

DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR THE FINANCIAL STATEMENT

It is the responsibility of the Board to present a balanced, clear and comprehensible assessment of the annual and interim reports, inside information announcements and other financial disclosures required under the Listing Rules, and reports to regulators as well as information required to be disclosed pursuant to applicable statutory requirements, such that they give a true and fair view of the state of affairs of the Group. The Board also confirms that the Company has an effective process for financial reporting and compliance with the Listing Rules.

The Directors acknowledge their responsibility for the preparation of the consolidated financial statements of the Company. In preparing the financial statements for the Year, the Directors have, with sufficient information provided by the senior management for an informed assessment, selected appropriate accounting policies and applied them consistently, made judgements and estimates that are prudent and reasonable, and prepared the financial statements on a going concern basis (as the case may be). Material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern are disclosed in Note 2 to the consolidated financial statements.

In addition, Prism Hong Kong and Shanghai Limited has stated in the independent auditor's report its reporting responsibilities on the Company's consolidated financial statements for the year ended 31 December 2022.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board recognizes its responsibility for maintaining an adequate and sound enterprise risk management and internal control system and through the Audit Committee and, if necessary, an external firm of qualified accountants to provide internal control services, conducts reviews on the effectiveness of these systems at least annually, covering material controls, including financial, operational, compliance and strategic risk control functions. The Board understands that such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

During the year, a Malaysian legal adviser was appointed to provide advice to the Board and the designated compliance officers on an ongoing basis in respect of all relevant Malaysian laws and regulations, including changes to such laws and regulations, which may affect the Group's operations in Malaysia.

During the year the Board, through the Audit Committee, conducted review of both design and implementation effectiveness of the risk management and internal control systems of the Group, covering all material controls, including financial, operational and compliance controls, with a view to ensuring that resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit and financial reporting functions are adequate. In this respect, the Audit Committee communicates any material issues identified to the Board.

During the year, the audit committee of the Company appointed Prism Business Partners Limited ("Internal Control Advisor"), an external firm of qualified accountants to:

- assist in identifying and assessing the risks of the Group through a series of workshops and interviews; and

- independently perform internal control review and assess effectiveness of the Group's risk management and internal control systems.

Our Enterprise Risk Management Framework

The Group established its enterprise risk management framework in 2016. While the Board has the overall responsibility to ensure that sound and effective internal controls are maintained, management is responsible for designing and implementing an internal control system to manage all kinds of risks faced by the Group.

Through the risk identification and assessment processes, risks are identified, assessed, prioritized and allocated treatments. Our risk management framework follows the COSO Enterprise Risk Management – Integrated Framework, which allows the Board and management to manage the risks of the Group effectively. The Board receives regular reports through the Audit Committee that oversights risk management and internal audit functions.

CORPORATE GOVERNANCE REPORT

Principal Risks

In the year of 2022, no material principal risks were identified by Internal Control Advisor except for the following two areas of concern were considered to be of medium to high risk:

Risk of reducing business due to economic downturn or political environment

The Company's main business is the mining and sales of iron ore, and its customers are mainly steel plants. Steel production is closely related to the economic and political environment, so the Company's business will also be affected by changes in the economic cycle or political environment. Once the global economy is deteriorating or political factors are uncertain, steel demand may be reduced, which indirectly affects the Company's sales.

On the other hand, China has entered the overall economic downturn cycle in recent years, and the production capacity of products including steel has been surplus. Although China has tried to solve the problem through the "One Belt, One Road" and other plans, the effect is doubtful in the short term.

Actions taken by the Company

To resolve the operational risk as stated above, the Company has developed a well-established written policy to document the internal control procedures. The management will continue to monitor the daily operations. The Company would conduct regular internal control audits and risk assessments by engaging external internal control consultants.

For strategic risk arising from changing global economic and political environment, the management would keep their eyes on any relevant progress or changes in global and economic environment, and maintains a prudent development strategy, actively promotes diversified business development and diversifies income sources.

Our Risk Control Mechanism

The Group adopts a "three-layer" corporate governance structure with operational management and controls performed by operations management, coupled with risk management monitoring carried out by the finance and compliance team and independent internal audit outsourced to and conducted by Internal Control Advisor. The Group maintains a risk register to keep track of all identified major risks of the Group. The risk register provides the Board, the Audit Committee, and management with a profile of its major risks and records management's action taken to mitigate the relevant risks. Each risk is evaluated at least annually based on its likelihood of occurrence and potential impact upon the Group. The risk register is updated by management as the risk owners with addition of new risks and/or removal of existing risks, if applicable, at least annually, after the annual risk evaluation has been performed. This review process can ensure that the Group proactively manages the risks faced by it in the sense that all risk related parties have access to the risk register and are aware of and alert to those risks in their area of responsibility so that they can take follow-up action in an efficient manner.

Our risk management activities are performed by management on an ongoing process. The effectiveness of our risk management framework will be evaluated at least annually, and periodic management meeting is held to update the progress of risk monitoring efforts. Management is committed to ensure that risk management forms part of the daily business operation processes in order to align risk management with corporate goals in an effective manner.

There is currently no internal audit function within the Group. The directors have reviewed the need for an internal audit function and are of the view that in light of the size, nature and complexity of the business of the Group, it would be more cost effective to appoint external independent professionals to perform internal audit function for the Group in order to meet its needs. Nevertheless, the directors will continue to review at least annually the need for an internal audit function.

The Company will continue to engage external independent professionals to review the Group's system of internal controls and risk management annually and further enhance the Group's internal control and risk management systems as appropriate.

The Audit Committee has reviewed the internal control review and the enterprise risks assessment reports. Based on the controls in place as well as the ongoing improvements taken by management, is satisfied that there are effective and adequate internal controls in the Group. The Board is of the view that the Company has complied with the CG Code for the year ended 31 December 2022.

Disclosure of Inside Information

The Group has put in place a set of policy for the disclosure of inside information which sets out the procedures and internal controls for the handling and dissemination of inside information in a timely manner and in compliance with the SFO. The policy and its effectiveness are subject to review on a regular basis.

SHAREHOLDERS' RIGHTS

The Board and the management of the Group endeavored to ensure all the Shareholders are treated equally and have their deserved rights. The Board has established the Shareholders' communication policy to maintain an open and effective communication with the Shareholders and to update the Shareholders on relevant information on the Group's business in a timely manner.

To safeguard Shareholder interests and rights, a separate resolution is proposed for each substantially separate issue at Shareholder meetings, including the re-election of individual directors.

All resolutions put forward at Shareholder meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and of the Stock Exchange after each Shareholder meeting.

Any Shareholder may appoint a proxy or representative to attend the general meeting, and they are entitled to exercise the same voting rights in the meeting.

The notice of AGM is distributed to all Shareholders at least 21 clear days and 20 clear business days prior to the AGM and the accompanying circular also sets out details of each proposed resolution and other relevant information as required under the Listing Rules. The chairman of the AGM exercises his power under the Company's Articles of Association to put each proposed resolution to the vote by way of a poll.

Procedures for convening an Extraordinary General Meeting and Putting Forward Proposals at General Meetings by Shareholders

Pursuant to Article 58 of the Company's Articles of Association, an extraordinary general meeting shall be called by the Board on the written requisition of any one or more Shareholders of the Company, provided that such Shareholder(s) held at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company. Such meeting shall be called for the transaction of any business specified in the written requisition to the Board or the Secretary of the Company; and shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

There are no statutory provisions granting the right to Shareholders to put forward or move new resolutions at general meetings under the Companies Law or the Articles of Association of the Company. Shareholders who wish to move a resolution may request the Company to convene a general meeting following the procedures set out in the preceding paragraph.

COMMUNICATION WITH SHAREHOLDERS

To embrace best corporate governance principles and practice, the Group, as a listed company, emphasizes the importance of maintaining good communication with the Shareholders and investors, so as to increase the Company's transparency and undertaking by the Shareholders. The AGM provides a useful forum for Shareholders to exchange views with the Board, external auditor and the chairman of each of the Board committees attend the general meeting and are pleased to answer Shareholders' enquiries. Furthermore, to foster two-way communication amongst the Company, its Shareholders and potential investors, and to update them abreast of the latest industry updates, corporate communications and the Group's announcements and business development in a timely manner, the Company has a formal channel to respond to enquiries from Shareholders and the public. In the event that a Shareholder wishes to put forward a proposal to the Board, he/she may put forth his/her enquiry in writing to the Hong Kong office of the Company at Unit 1101, Tower 1, Cheung Sha Wan Plaza, 833 Cheung Sha Wan Road, Lai Chi Kok, Kowloon, Hong Kong and the Company will act on the subject matter accordingly. In addition, the Company is committed to maximizing the use of its website at www.caa-resources.com and the website of the Stock Exchange at www.hkexnews.hk as a channel to provide updated information in a timely manner and strengthen the communication with both the Shareholders and the public.

DIVIDEND POLICY

The Company approved and adopted a dividend policy (the "Dividend Policy") effective from 1 January 2019.

The Company endeavours to strike a balance between maintaining sufficient working capital, developing and ensuring smooth running of the business of the Group, and sustainable returns to the shareholders of the Company ("Shareholders").

Under the Dividend Policy, the Company does not propose a pre-determined dividend payout ratio. Dividends may be declared as interim dividends, special dividends or proposed by the Board as final dividend from time to time. Dividends would be paid out of the Company's profits and other distributable reserves subject to the respective laws, rules and regulations of the respective jurisdictions governing the Group companies domiciled and the companies' own constitutions.

According to the Dividend Policy, in deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into account, inter alia, the following factors:

a) the Group's actual and expected financial and business needs;

b) the Group's expected working capital requirements and future expansion plans;

c) the level of the Group's debts to equity ratio, return on equity ratio and the relevant financial covenant;

d) the restrictions on payments of dividends that may be imposed by the Group's lenders or other third parties, if any;

e) the Group's liquidity position;

f) the general economic conditions, business cycle of the Group's business and other internal and external factors that may have impact on the business or financial performance and position of the Group;

g) retained earnings and distributable reserves of the Company; and

h) other factors that the Board deems relevant and appropriate.

The declaration, payment, and amount of final dividends will be subject to the Board's discretion and the approval of the Shareholders.

The Board shall continue to review the Dividend Policy and reserves the right in its sole and absolute discretion to update, amend and/or modify the Dividend Policy at any time the Board thinks fit.

The Dividend Policy shall in no way constitute a legally binding commitment by the Company that dividends will be paid in any particular amount and/or in no way obligate the Company to declare a dividend at any time or from time to time.

CORPORATE GOVERNANCE REPORT

PROCEDURES FOR DIRECTING SHAREHOLDERS' ENQUIRIES TO THE BOARD

Shareholders may at any time send their enquiries and concerns to the Board in writing to the Hong Kong office of the Company whose contact details are as follows: Unit 1101, Tower 1, Cheung Sha Wan Plaza, 833 Cheung Sha Wan Road, Lai Chi Kok, Kowloon, Hong Kong

CHANGE OF AUDITOR IN LAST THREE YEARS

On 14 May 2020, Graham H. Y. Chan & Co. resigned as auditor and ZHONGHUI ANDA CPA Limited was appointed as auditor. On 29 June 2020, ZHONGHUI ANDA CPA Limited resigned as auditor and Prism Hong Kong and Shanghai Limited (formerly known as UniTax Prism (HK) CPA Limited) was appointed as auditor. Save as disclosed above, there was no change of auditor during the past three years.

CHANGES TO CONSTITUTIONAL DOCUMENTS

The Company adopted new constitutional documents with effect from 16 November 2022. For details please refer to the circular dated 29 August 2022 and the new constitutional documents posted on the website of Stock Exchange on 9 December 2022.

DISCLAIMER OF OPINION

Reference is made to the sections headed "Disclaimer of Opinion" and "Basis for Disclaimer of Opinion" in the independent auditor's report on pages 64 to 68 of this annual report, note 2 to the Consolidated Financial Statements on pages 76 to 79 of this annual report.

The Board noted that the modification on the consolidated financial statements of the Group for the year ended 31 December 2022 was qualified on the basis of "disclaimer of opinion" was essentially due to the Auditors' concern over the going concern of the Group due to the potential interaction of multiple uncertainties (i.e. the outcome of legal actions against the Group, the potential action which maybe brought by creditors against the Group due to cross defaults of loans of the Group and uncertainties over the recoverability of certain trade receivables of the Group).

As at the date of this annual report, the Company has taken the following measures to address the Disclaimer as set out in note 2 to the Consolidated Financial Statements, which include:

1. Cosmo Field, the ultimate holding company has agreed not to demand for any repayment of amount due by the Company of approximately US$60,000,000 as at 31 December 2022 until the Company is in a financial position to do so;

2. The independent third party lender has agreed not to demand for any repayment of whose principal amounts of approximately US$18,500,000 and interest payable approximately US$7,823,000 as at 31 December 2022 until the Company is in a financial position to do so;

3. The Group has been actively negotiating with existing lenders for renewal and extension of bank loans and credit facilities;

4. 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;

5. In light of the COVID-19 outbreak, the Group is closely monitoring the latest development and will continue to assess the impact of the epidemic, as well as any government's stimulus in response, on the Group's operation from time to time and adjust its sales and marketing strategy for its mine sales to generate sufficient cash from its operations;

6. The Group has implemented measures to speed up the collection of outstanding trade debts proceeds;

7. The Group will continue to take active measures to control administrative costs through various channels including human resources optimisation and management remuneration adjustments and containment of capital expenditures; and

8. The Company will consider lodging a quasi-joint application to the Grand Court of the Cayman Islands to withdraw the petition for an order that the Company be wound up.

The management and the Audit Committee believe that if the above measures are indeed implemented properly and effectively in the year 2023 and if the Company could provide sufficient audit evidence to the auditors to support that there will be sufficient working capital for the Group in the next twelve months from 31 December 2022, the Disclaimer may be removed, given that there is no adverse change of the consolidated financial position, operations and investments of the Group. In the meantime, the Company would collaborate closely with professional parties to work out a viable debt restructuring plan so as to solve the cash flow problems once and for all.

AUDITORS' DISCLAIMER OF OPINION

The Auditors do not express an opinion on the consolidated financial statements of the Group in light of the material uncertainty related to the going concern. In particular, the Group incurred a net loss attributable to the owners of the Company of approximately US$55,740,000 during the year ended 31 December 2022. As at the same date, the Group has net current liabilities of approximately US$95,731,000 and net liabilities of approximately US$80,320,000 and the Group's amount due to ultimate holding company, bank and other borrowings, guarantee notes amounted to approximately US$171,568,000, while its cash and cash equivalents amount to approximately US$183,000 only.

In addition, as at 31 December 2022, the Group was in default in relation to, inter alia, the principal amount of aggregate amount due to ultimate holding company, bank and other borrowings and guarantee notes totaling approximately US$171,568,000 ("In Default Borrowings") due to the following events of default:– (a) late or overdue payments of principal and interests during the year ended or as at 31 December 2022; and (b) breach of terms and conditions of In Default borrowings during the year ended 31 December 2022.

BOARD'S VIEW OF THE EFFECTIVENESS OF THE ABOVE MEASURES

The Directors understood the Auditor's concern above, and will continue to implement the measures set out above to improve the Group's financial position, the Directors are cautiously optimistic that the business is heading in the right direction and the said Disclaimer will be able to be resolved upon publication of the financial results of the Group for the year ending 31 December 2023.

AUDIT COMMITTEE'S VIEW ON THE DISCLAIMER

The members of the audit committee of the Company (the "Audit Committee") had critically reviewed the Disclaimer, the management's position concerning the Disclaimer and measures taken by the Group for addressing the Disclaimer. The Audit Committee had also discussed with the Auditors regarding the financial position of the Group, measures taken and to be taken by the Group, and considered the Auditors' rationale and understood their consideration in arriving their opinion. After careful deliberation, the Audit Committee agreed with the management's position based on the reasons above. Moreover, the Audit Committee requested the management to take all necessary actions to address the effect on the Disclaimer so that no such Disclaimer will be issued in the forthcoming audited financial statements.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

ABOUT THE ESG REPORT

The Company is pleased to present its Environmental, Social and Governance ("ESG") Report (the "Report"). This Report herein focuses on providing an overview of the environmental and social aspects of the Group, and outlines how we seek to continually improve our operational strategy in regard to our environment and society in order to cope with the global standards of sustainability.

During the process of our preparation of this ESG Report, the Group has conducted thorough review and evaluation of the existing policies and practices. The ESG Report covers the period which is consistent with the financial year of our Annual Report of 2022. Unless otherwise stated, this Report covers the data of all operating units of the Group.

Report Scope and Boundary

The ESG Report is prepared in accordance with the selected global, local and industrial standards and best practices, which include, but not limited to, the ESG Reporting Guide as set out in Appendix 27 to the Listing Rules and any applicable accounting and financial reporting standards in Hong Kong.

In order to comply with the disclosure requirement of the "comply or explain" provision, the ESG Report has outlined our overall performance in respect of environmental protection, human resources, operating practice and community involvement for the financial year of 2022.

This ESG Report has been approved by the Board of the Company on 31 March 2023.

Information and Feedbacks

For details in relation to our financial performance during the financial year of 2022, please visit our website or Annual Report. Your feedback and comments are important to us. Please send us an email addressed to hk-admin@caamine.com if you have any queries on the ESG Report.

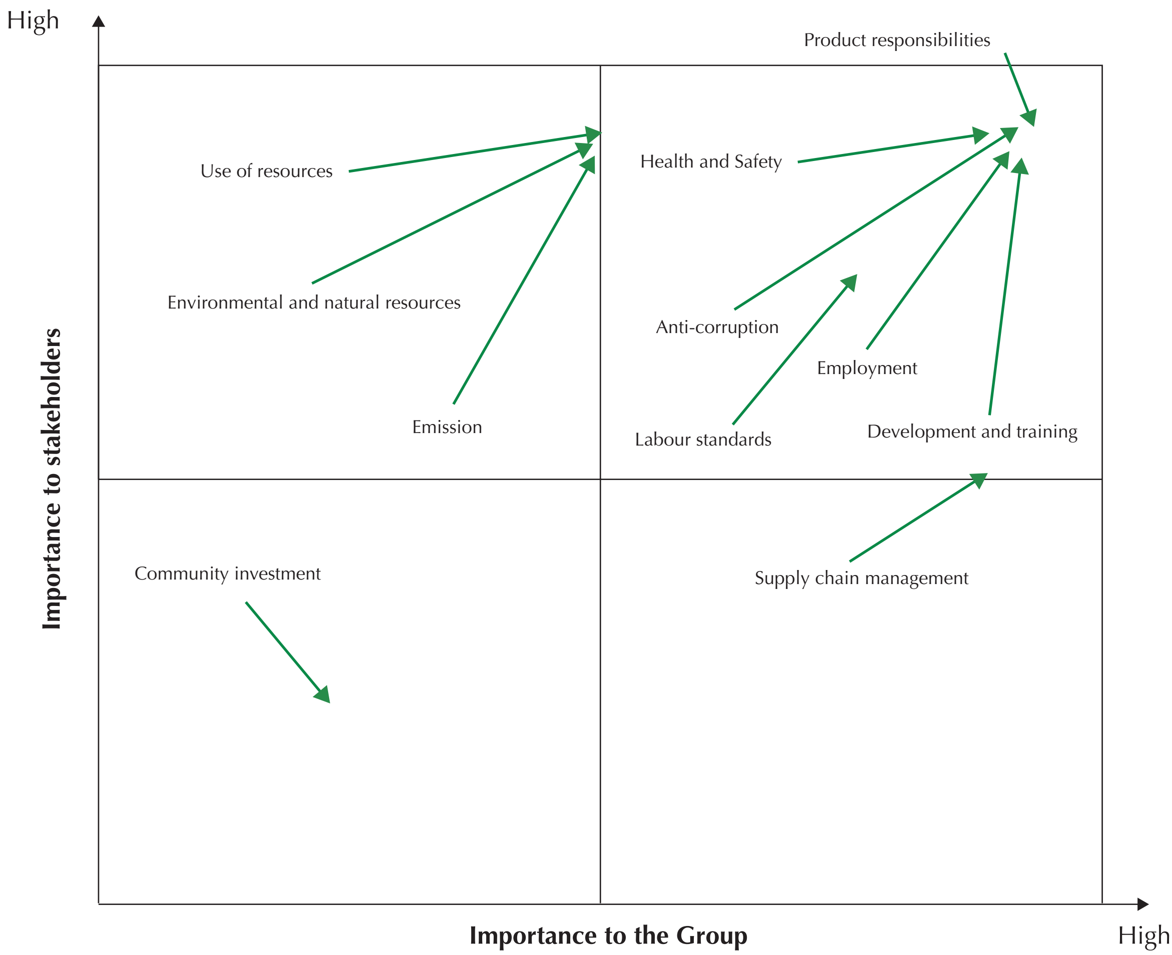
OUR STAKEHOLDERS

As stakeholders play a crucial role in sustaining the success of our business, we make use of various communication channels to understand and engage our stakeholders. The probable points of concern of the stakeholders and the way of our communication and responses are listed below.

Stakeholders	Possible points of concern	Communication and responses
HKEx	Compliance with listing rules, timely and accurate announcements.	Meetings, training, workshops, programs, website updates and announcements.
Government	Compliance with laws and regulations, preventing tax evasion, and social welfare.	Interaction and visits, government inspections, tax returns and other information.
Investors	Corporate governance system, business strategies and performance, investment returns.	Organizing briefing sessions and seminars, interviews, shareholders' meetings, issue of financial reports or operation reports for investors, media and analysts.
Media & Public	Corporate governance, environmental protection, human right.	Issue of newsletters on the Company's website.
Suppliers	Payment schedule, and stable demand.	Performance of site visits.
Customers	Service quality, service delivery schedule, reasonable prices, service value, and personal data protection.	After-sales services.
Employees	Rights and benefits of employee compensation, training and development, work hours, and working environment.	Conducting union activities, training, interview with employees, internal memos, and employee suggestion boxes.
Community	Community environment, employment opportunities, community development, and social welfare.	Developing community activities, employee voluntary activities, and community welfare subsidies and donations.

Materiality Assessment

During the financial year of 2022, the Group conducted a comprehensive materiality assessment on the environmental, social and governance related issues. This involved conducting interviews and/or surveys with internal and external stakeholders to identify areas having the most significant operating, environmental and social impacts towards our business. After integrating the grading results from the stakeholders with the sustainable development goals of the Group, the management of the Group summarized the issues in priority order and prepared the materiality matrix.



The results of the materiality assessment will be used to guide the Group in formulating future environmental, social and governance plans and objectives, in a bid to creating sustainable value for stakeholders.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

ENVIRONMENTAL

Overview

Our primary business operations include iron ore mining, crushing and beneficiation as well as the sale of iron products in the form of iron ore concentrates and iron ore fines. We sell iron ore products primarily to steel manufacturers and/or their representative purchase agents in China.

Due to the Covid-19 pandemic, our operations were interrupted and the mining and production activities were operated on a limited scale throughout the year of 2022. During the year under Review, the Group focused on commodities trading and no mining and production activities were carried out. As such, the total amounts of emissions of air pollutants and greenhouse gas, use of resources, discharges into water and land, and generation of hazardous and non-hazardous waste were immaterial.

We comply with all relevant laws and regulations that are related to environmental protection in Hong Kong, China and Malaysia that have a significant impact on us, and are actively updating our "Green Policies" in order to incorporate the idea of sustainable development into our Group's day-to-day operations. We strive to manage our physical operations in an efficient and sustainable manner. We continually look for opportunities to improve our performance and corporate strategies to mitigate the adverse impact on the environment caused by our operations.

Compliance and Grievance

During the financial year of 2022, we comply with all relevant environmental laws and regulations that have a significant impact on us, including but not limited to, the Environmental Protection Law in China, and the Environmental Quality Act 1974 of Malaysia. No confirmed non-compliance incidents or grievances were noted by us in relation to environmental issues.

Emissions

The major types of pollutants created during open cut mining, blasting and scale of the mining operation are nitrogen oxides, carbon monoxide and dust. However, since no mining and production activities were carried out throughout the year of 2022, the total amount of air emissions is minimal and immaterial, and thus, no data was recorded during the financial year of 2022.

The greenhouse gas ("GHG") emissions resulted mainly from four types of activities of the Group, including, but not limited to, vehicle uses with direct emissions, air-conditioning of the operating units with direct emissions, employees travelling by air with indirect emissions, and mining processes with direct emissions.

Motor vehicles

We own several cars for travelling of our management and picking up our guests or clients. However, transportation is not a material part of our business. Furthermore, all vehicles are under regular maintenance check to ensure fuel consumption efficiency and road safety with a view to keeping carbon dioxide emission from the vehicles at the minimum level.

Air-conditioning

Employees are encouraged to set offices' air-conditioners at a comfortable temperature and all unused air-conditioners are switched off. The Group has also put reminders at prominent places for employees' awareness of electricity consumption and energy conservation during office hours of business operations.

Travelling by air

In the financial year of 2022, the total number of business air trips by employees was 13 times (2021: 2 times) and the total CO_2 emissions were 4,090 kg (2021: 297 kg). Employees are only required to travel by air, when necessary, and, in most of the time, we arranged telephone or video conference calls rather than face-to-face meetings in order to reduce the carbon emissions that are indirectly caused by air travel.

The process of mining

Even though no mining and production activities were carried out throughout the financial year of 2022, we often fulfill our responsibility to protect, restore and treat the environment by implementing measures to reduce energy consumption and GHG emissions. The measures that we have taken are listed as follows:

1. The iron ore business minimizes the mining loss rate and dilution rate and maximizes the processing recovery rate by optimizing its mining methods and processing techniques, strengthening the management of on-site operations, and establishing strict technical standards for mining. Technologies are utilized to improve the extraction rate and recovery rate of mining, thus creating less impact on the environment.

2. In the case of happening of an accident, at the aftermath of the accident, we would investigate and analyze the cause, propose and implement remedial measures, and assess the effectiveness and impacts of the remedial measures on the environment with an aim to prevent any further impact the accident would cause to the environment, and also to avoid the occurrence of the accident.

3. We use diesel to run all equipment. Diesel consumption has been reduced by using diesel saving equipment. Equipment is required to be turned off when not in use so as to avoid unnecessary emission of pollutants into the air.

4. Water pool is used for the process of iron ore cleaning. It produces very little or almost no diesel fumes or dust, and thus, less pollutants are emitted into the air.

Use of Resources

We always endeavor to promote sustainability and aim to cease our resources wastage to provoke detrimental harm to the environment. Various measures have been implemented to attain the goal of efficient use of resources. These measures have been effectively communicated to all levels of staff, ensuring that all employees understand clearly the importance of conserving energy and making full use of the available resources during operations.

Since we focused on commodities trading for the financial year of 2022 and 2021, the consumption of water, electricity and other natural resources is minimal; the measures taken to minimize the usage of resources are stated below.

Water Usage

Water is the key component for the on-site beneficiation process. It is convenient for the Group to source ample amount of natural water from local streams, natural runoff and pumping from a retention pond in the Ibam Mine area. As for the other offices of the Group, due to the nature of the operations, water consumption mainly arises from the daily use of water by the employees at the offices during working hours, and the domestic sewage is directly discharged into municipal sewage pipelines.

As the water bills for offices in Hong Kong and Chengdu, China were included in the rent, while natural water was obtained from local streams in Malaysia, thus we are unable to collect and disclose the relevant data.

Electricity and Energy Usage

For the financial year of 2022, our Hong Kong office's electricity consumption was approximately at 5,280 kWh (2021: 367.20 kWh), and the total emission of CO_2 was 3,749 kg (2021: 293.75 kg), and our Shenzhen office's electricity consumption was approximately at 4,442 kWh (2021: nil kWh), and the total emission of CO_2 was 3,154 kg (2021: nil kg), mainly arising from the daily office operations. The following measures are adopted and implemented by us to preserve energy and reduce electricity usage:

- Reduce power consumption by using power-saving facilities;
- Turn off unused lighting and appliances to reduce energy consumption;
- Turn off air conditioning and lights after office hours and in idle rooms; and
- Regularly maintain office equipment to ensure efficient operation of office equipment such as air conditioners, computers, lights, and refrigerators, etc.

Only the units of usage of electricity of the Group's Hong Kong office and Shenzhen office are able to be collected, while in Chengdu, China and Malaysia, the electricity fees were already included in the rent, and thus, we are unable to collect and disclose the relevant data of electricity usage in Chengdu, China and Malaysia.

Generation of Waste

The solid waste generated mainly arises from the Group's day-to-day operations, including, but not limited to, office-use paper, office waste and waste generated from the mining of iron ores. In order to alleviate the pressure on landfills and promote environmental friendliness within the Group, we have implemented various measures to encourage recycling of office supplies and other materials, thus eliminating the overconsumption of unnecessary materials.

In the financial year of 2022, we complied with all relevant laws and regulations that have a significant impact on us, including, but not limited to, Waste Disposal Ordinance in Hong Kong, Solid Waste and Public Cleansing Management Act 2007 in Malaysia and the Law of China on Prevention and Control of Environmental Pollution by Solid Waste in China. No confirmed material non-compliance incidents or grievances were noted by us in relation to environmental issues.

Furthermore, no chemical or clinical hazardous waste was generated and we did not generate large amount of non-hazardous waste during our daily operations, and therefore, the data of non-hazardous waste was not included in the calculation. Moreover, no packing materials were used for metal products, and thus, no data in this respect is available.

The Environment and Natural Resources

Reduction of printing and paper usage

We require our staff to make full use of office paper before its disposal. Various measures have been incorporated into our business operations, such as adopting the use of environmental-friendly paper and promoting the use of double-sided printing. For any single-sided printing, the relevant paper should be reused under the circumstances that no confidential information was printed on one side of the paper. Moreover, used up ink cartridges were properly recycled so as to avoid the generation of hazardous waste. We will continue to leverage the use of technology for communication with our employees and customers; moving towards an operation of paperless system.

Reduction of waste generated from mining of ore

In order to minimize our impact on the environment and manage the potential risks relating to environmental protection matters, we will conduct reclamation/rehabilitation works, and also recycle and reuse waste water at the ore processing lines and tailing ponds. We occupy part of the land when conducting mining activity. After the activity has been completed, we will restore the land and vegetation.

Data on Greenhouse Gas Emission

	Unit		Carbon emission (CO_2) in kg	
	2022	2021	**2022**	2021
Scope 2				
Electricity consumption	**5,280 kWh**	367.20 kWh	**3,749**	293.75
Scope 3				
Business trips of employees by air	**13 times**	2 times	**4,090**	297
Total emission of GHG			**7,839**	590.75

SOCIAL

Employment and Labour Practices

Employee engagement has been our core strategy for enhancing productivity and workforce stability. As such, we focus on building a safe and enjoyable working environment for all employees. We have complied with all laws and regulations in relation to employment that have a significant impact on us, including but not limited to, Hong Kong Employment Ordinance, Employment Act 1955 in Malaysia and Labour Law of China.

Compliance and Grievance

During the financial year of 2022 and 2021, no confirmed non-compliance incidents or grievances were noted by the Company in relation to employment aspects.

Employment

We strictly comply with the requirements of the Employment Ordinance, the Minimum Wage Ordinance, the Employees' Compensation Ordinance as well as other relevant laws and regulations which cover employment protection and benefits. We have a set of personnel policy and procedures that set out our standard internal procedures relating to recruitment and promotion, working hours, holidays, equal opportunities, compensation, dismissal, diversity of origins, antidiscrimination and other human resources treatments and benefits of our employees, etc., to provide a set of standardized and adequate guideline on work practice for our employees.

As at 31 December 2022, the Group had 32 employees (2021: 15), as categorized by employment type, age, gender and geographical locations:

	2022	**2021**
Number of employees	32	15
By employment type		
Full-time employees	31	15
Part-time employees	1	–
By age group		
30 or below	4	–
31–50	24	13
51 or above	4	2
By gender		
Male	22	12
Female	10	3
By geographical locations		
Hong Kong	8	5
China	16	6
Malaysia	3	4
Other countries	5	–

Equal opportunity

All employees are entitled to equal opportunity in terms of treatment and promotion. In practice, employees can file a complaint or accusation against senior management if he or she is unpleased with how the senior management has treated him or her. The human resources department is responsible for handling these cases. All employees are treated equally and respectfully. It is our aim to let employees work in a friendly and peaceful environment.

In addition, all of our board members are selected based on their professional experience, skills and knowledge irrespective of their gender, age, cultural and educational background and ethnicity.

Anti-discrimination policy

The human resources department is responsible for conducting investigations over reported incidents in regard to discrimination or abuse. If a report of discrimination or abuse is confirmed, we will terminate the relevant employee's employment contract and seek for legal actions against the offender depending on the seriousness of the incident.

Attract and retain talents

Our remuneration policies are in line with prevailing market practices and are determined on the basis of the competency, qualifications and experience of individual employees. Management has been constantly reviewing the staff remuneration package and employees' promotion opportunities. Adjustments will be made, usually annually, to conform to the market standard in order to retain talents and ensure the offer is competitive as compared to our peers in the industry.

We emphasize the unity and harmony within the working environment. Over the years, our human resources department has contributed numerous efforts in organizing activities to strengthen the bonding of employees within our family. Team building activities and gatherings are organized regularly so as to let our employees maintain their work-life balance, and also help build unity and a harmonious working environment. During the financial year of 2022 and 2021, the employee turnover rate was as follow:

	2022	**2021**
By age group		
– 30 or below	12.5%	N/A
– 31–50	75%	87%
– 51 or above	12.5%	13%
By gender		
– Male	69%	80%
– Female	31%	20%
By geographical locations		
– Hong Kong	25%	33%
– China	50%	40%
– Malaysia	9.4%	27%
– Other countries	15.6%	N/A

Welfare and benefits

Employees are entitled to all holidays as stated on the Employment Act, apart from that, employees are also entitled to generous annual leave package, including 1 to 3 days' marriage leave and 1 to 3 days' funeral leave.

Moreover, we continue to uphold the government laws and provide comprehensive support to pregnant female employees. We have a "Support Policy" to show support to all pregnant employees and to ensure that their original job is available to them upon their return from maternity leave. Furthermore, during their pregnancy period, we prohibit any pregnant employees to perform heavy lifting assignments so as to ensure that both the mother and the baby are safe at the Company.

Health and Safety

We comply with the relevant laws and regulations regarding industrial safety, hygiene and health, and other caring arrangements for employees that have a significant impact on us, including, but not limited to, Occupational Safety and Health Ordinance in Hong Kong and Occupational Safety and Health Act 1994 in Malaysia. Apart from employees' compensation insurance, we provide other fringe benefits to our employees, such as medical cover. Our business operations do not involve any high-risk work activities that could lead to serious industrial events or occupational health problems. During the financial year of 2022 and 2021, no case of injuries was reported and thus no lost day due to work injury.

In addition, we have implemented the following policies to create and maintain a good, comfortable and healthy work environment for our employees:

- Keep all emergency exits in the workplace unobstructed;
- Provide sufficient lights at workplace;
- Prohibit smoking in the workplace; and
- Conduct regular safety inspections and fire drill training.

Development and Training

We believe that investing in employees through training will help promote job satisfaction, work motivation and staff loyalty. Different types of training were provided to employees to make sure that all staff can have updated information and enough knowledge and skills to provide quality services to our customers. The Company provided on-the-job training to our employees, and all new joiners received induction training on their first day of employment.

Moreover, employees are encouraged to attend external training seminars and courses that can help them gain updated knowledge with the fast changing business world taken into account. The training seminars and courses include, but not limited to, updates on the Listing Rules, corporate governance, changes and development of relevant laws and regulations, as well as the introduction of financial technologies and strategic investment opportunities. As such, we strive to refresh our employees' knowledge and let them maintain sustainable professional development.

During the financial year of 2022 and 2021, there are 72 and 72 hours of training received by the employees of the Group.

	2022	2021
Total hours of training received by the employees	72	72
The percentage of employees trained by employee categories		
– Management	100%	100%
– Other staff	80%	70%
The percentage of employees trained by gender		
– Male	80%	80%
– Female	90%	100%
Average training hours by employee categories		
– Management	48	54
– Other staff	3	2
Average training hours by gender		
– Male	3.5	1.5
– Female	3.0	2.5

Labour standards

We are committed to complying with the Employment Ordinance in Hong Kong, the PRC Employment Contract Law, the PRC Labour Law, and the Employment Regulations 1957 in Malaysia. Every act of engagement is subject to a stringent internal review process that involves a well-defined monitoring procedure designed to verify a candidate's personal information in order to avoid misrepresentation and any form of child labour.

The practice of forced and child labour is strictly prohibited. If the management discovers that there has been any illegal practice of child or forced labour, we will immediately terminate the employment contract of the relevant executives. During the financial year of 2022 and 2021, all employees are over the age of 18, and have been properly employed in accordance with the requirements of all applicable laws and regulations.

OPERATING PRACTICES

Supply Chain Management

We aim to provide comprehensive solutions that meet customers' needs and establish a comprehensive vertical supply chain management system through resources integration and supply management. The Group assesses whether suppliers are qualified by considering their locations, transportation methods and means of packaging, and supply history record, and such assessment is carried out at least once every year. We will only work with partners who operate their business in a professional and ethical manner.

The Group's criteria for selecting suppliers are based on fair and clear standards, such as the product quality, post-sale services, prices and payment days and cooperation history, to procure not only most productive but also environmental-friendly resources and products and services with the highest quality. The Group arranges this assessment for suppliers on a regular basis and applies timely treatment for those suppliers who fail in the assessment, such as termination of procurement. We focus on close cooperation with suppliers to reduce the environmental impact of products being manufactured in the production process, and ensure the quality of services provided to our customers.

During the financial year of 2022, we purchased from 8 suppliers (2020: 4 suppliers). Our suppliers are mainly located in Hong Kong, Mainland China and Malaysia. It is our wish to collaborate with our suppliers in innovation development and application, participation in production process enhancement for the continuous optimization of supply chain capabilities as well as fulfilment of our responsibilities in social and environmental protection.

Product Responsibility

We strictly comply with laws and regulations with regard to product responsibility in Hong Kong, Malaysia and PRC that have a significant impact on us, including, but not limited to, the Consumer Protection Law of China, China's Law of Tort, the Trade Description Ordinance and the Sale of Goods Ordinance in Hong Kong, and the Consumer Protection Act 1999 in Malaysia.

There were no major breaches of the Trade Description Ordinance, nor were we sued for copyright infringement in the financial year of 2022 and 2021. Also, no products have been returned to us by customers due to health and safety issue and no complaints have been received related to our products in that years.

Quality assurance

In order to ensure the quality of our products, we maintain long-term relationship with those qualified suppliers with good reputation. Quality is based on the content of the mineral; and the Group obtains laboratory test results from its suppliers so as to ensure that all products are with high quality.

Data Protection and Privacy

The Group has security measures in place to provide adequate protection and confidentiality of all corporate data and information. It protects and maintains information confidentiality in its operation. During the year, the Personal Data (Privacy) Ordinance (Cap. 486 of the Laws of Hong Kong), the Regulations of the PRC for Safety Protection of Computer Information Systems, Personal Data Protection Act of Malaysia were fully complied with to protect the rights of employees, clients, and business associates.

Anti-corruption

We clearly understand that financial crime can have significant consequences upon our customers and us. Moreover, the community and the economies in which we operate can also be greatly impacted. Therefore, we are highly committed to participating in industry-wide efforts to address the problem of corruption.

We maintain and implement our own anti-money laundering, counter-terrorist financing, antibribery, anti-corruption and anti-fraud practices and procedures. We do not support, nor do we tolerate, any corruption practice and the payment or receipt of bribes for any purpose. We have set out a clear policy to guide our employees' behaviour in this area, and have complied with all relevant laws and regulations that have a significant impact on us, including, but not limited to, Criminal Law of China, Anti-Money Laundering Law of China, the Prevention of Bribery Ordinance in Hong Kong and the Malaysian Anti-Corruption Commission Act 2009.

Our whistleblowing policy provides a dedicated confidential reporting channel for employees and external stakeholders such as customers and suppliers to raise their concerns regarding unethical behaviour, and report malpractice and misconduct. Upon receiving the complaints or whistle-blowing, the Group will carry out inspection and investigation according to the complaint and will collect relevant evidence for verification.

During the financial year of 2022 and 2021, there was no report of any corruption or bribery behavior within the Group.

Community Investment

We deeply understand the importance of giving back to the society. Therefore, we encourage our employees to take part in community services so as to contribute to a more sustainable and harmonious society.

In addition, the Group maintains an open channel of communication with its stakeholders and communities to understand their motivations, goals and needs through continuous conversation in order to achieve the Group's contributions in corporate social responsibility activities.

CONTENT OF INDEX OF ESG REPORTING GUIDE

Subject Areas, Aspects and General Disclosures and KPIs		Section	Pages
Environment			
Aspect 1: Emissions	General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. Note: Air emissions include NO_x, SO_x, and other pollutants regulated under national laws and regulations. Greenhouse gases include carbon dioxide, methane, nitrous oxide, hydrofluorocarbons, perfluorocarbons and sulphur hexafluoride. Hazardous wastes are those defined by national regulations	Emissions	32
KPI A1.1	The types of emissions and respective emissions data.	Emissions	33, 34
KPI A1.2	Greenhouse gas emissions in total (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). – Scope 1 emissions – Scope 2 emissions – Scope 3 emissions	Emissions	36
KPI A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Emissions	35
KPI A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Generation of waste	35
KPI A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them.	Generation of waste	35

Subject Areas, Aspects and General Disclosures and KPIs		Section	Pages
Environment			
Aspect A2: Use of Resources	General disclosure Policies on the efficient use of resources, including energy, water and other raw materials. Note: Resources may be used in production, in storage, transportation, in buildings, electronic equipment, etc.	Use of Resources	34
KPI A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility).	Use of Resources	34
KPI A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility).	Use of Resources	34
KPI A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them.	Use of Resources	34
KPI A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them.	Use of Resources	34
KPI A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.	Use of Resources	35
Aspect A3: The Environment and Natural Resources	General Disclosure Policies on minimizing the issuer's significant impact on the environment and natural resources.	The Environment and Natural Resources	35
KPI A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	The Environment and Natural Resources	35

Subject Areas, Aspects and General Disclosures and KPIs		Section	Pages
Social			
Aspect B1: Employment	General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti–discrimination, and other benefits and welfare.	Employment and labour practices	36
KPI B1.1	Total workforce by gender, employment type, geographical region and age group.	Employment and labour practices	37
KPI B1.2	Employee turnover rate by gender, employment type, geographical region and age group.	Employment and labour practices	38
Aspect B2: Health and Safety	General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.	Health and Safety	39
KPI B2.1	Number and rate of work-related fatalities.	Health and Safety	39
KPI B2.2	Lost days due to work injury.	Health and Safety	39
KPI B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored.	Health and Safety	39

Subject Areas, Aspects and General Disclosures and KPIs		Section	Pages
Aspect B3: Development and Training	General Disclosure Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.	Development and Training	39
KPI B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management).	Development and Training	40
KPI B3.2	The average training hours completed per employee by gender and employee category.	Development and Training	40
Operating Practices			40
Aspect B4: Labour Standards	General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.	Labour Standards	40
KPI B4.1	Description of measures to review employment practices to avoid child and forced labour.	Labour Standards	40
KPI B4.2	Description of steps taken to eliminate such practices when discovered.	Labour Standards	40
Aspect B5: Supply Chain Management	General Disclosure Policies on managing environmental and social risks of the supply chain.	Supply Chain Management	41
KPI B5.1	Number of suppliers by geographical regions.	Supply Chain Management	41
KPI B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored.	Supply Chain Management	41

Subject Areas, Aspects and General Disclosures and KPIs		Section	Pages
Operating Practices			
Aspect B6: Product Responsibility	General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and service.	Product Responsibility	41
KPI B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons.	Product Responsibility	41
KPI B6.2	Number of products and service related complaints received and how they are dealt with.	Product Responsibility	41
KPI B6.4	Description of quality assurance process and recall procedures.	Product Responsibility	41
KPI B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored.	Product Responsibility	42
Aspect B7: Anti-corruption	General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	Anti-corruption	42
KPI B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.	Anti-corruption	42
KPI B7.2	Description of preventive measures and whistleblowing procedures, how they are implemented and monitored.	Anti-corruption	42
Aspect B8: Community Investment	General Disclosure Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	Community Investment	42

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT

DIRECTORS AND SENIOR MANAGEMENT

Executive Directors

Mr. Li Yang, aged 36, was appointed as Director on 25 April 2012 and was redesignated as an executive Director, the chairman and Chief Executive Officer of the Company on 12 April 2013. Mr. Li is the director of Capture Bukit Besi since September 2013, the director of Keen Wise Asia Investment Limited since 27 July 2015, currently the Group's resident key management executive in Malaysia, responsible for the day-to-day business management and supervision of mining production. He is also currently co-chairman of the Company and the chairman of the Nomination Committee.

Mr. Li first joined our Group in December 2009 as our resident representative for our mines in Malaysia. In February 2010, he was appointed as the director of Best Sparkle Development Ltd. Since June 2011, he had since represented our Group in the liaisons with clients and various Malaysian governmental authorities. Apart from managing our business operation in Malaysia, Mr. Li also played a vital role in the Group's business development in the PRC, and was a key figure in procuring our Group's entering into the framework agreement with one of our major customers. Mr. Li was closely involved in our daily mining operation and convened regular meetings to discuss with our resident Directors and the senior management teams, who would provide their professional technical advice. Mr. Li is also responsible for the strategic planning of the Group's ongoing business expansions. Mr. Li is the sole director of Cosmo Field which is the beneficial owner of 843,750,000 Shares of the Company, representing 56.25% of the issued share capital of the Company.

Mr. Li graduated from the College of Business of Eastern New Mexico University in the United States in 2009 with a major degree in business administration. He is the son of Mr. Li Dongming, the founder of the Group, and nephew of Ms. Li Xiaolan, an executive Director. Mr. Li was involved in legal proceedings, details of which are set out in the section headed "Legal Proceedings" in this annual report.

Mr. Ng Khing Yeu, aged 47, was appointed as an executive Director and co-chairman on 25 March 2022.

Mr. Ng is the founder of Grace Generation Group Company Limited, which is focusing on the big health industry and biotechnology industry, involving retail and wholesale of biotechnology, health food and medicine, cosmetics raw materials and finished products with operations in Malaysia, Cambodia, South Korea, Taiwan and the mainland of the People's Republic of China.

Mr. Ng graduated from University of Kentucky in the United States of America with a bachelor's degree in civil engineering, and he was conferred the title of Datuk Seri Malaysia in 2016. Mr. Ng is the sole director and shareholder of Grace Generation Group Company Limited which holds 112,827,000 shares of the Company, representing approximately 7.52% of total issued shares of the Company.

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT

Ms. Li Xiaolan, aged 58, was appointed as an executive Director and the deputy general manager of the Company on 12 April 2013. She joined our Group in March 2008 and had been appointed as the director of Capture Advantage, Best Sparkle Development Ltd. and 3W Development Limited since August 2010, November 2010 and February 2014 respectively. Ms. Li is currently responsible for the financial management of the Group, and her duty includes enhancing internal control of our financial system, supervising the daily operation of our finance department and controlling the allocation of internal resources. In addition, she is also responsible for reviewing and approving the financials and feasibility of new projects.

Ms. Li has approximately 20 years of experience in accounting. Previously she had been the finance director of Tongxing Group Mining Company (同興集團礦業公司) between January 1997 and October 2003, and the finance director of Chengdu Hande between November 2003 and August 2007.

Ms. Li obtained a diploma in industrial enterprises operation and management from Sichuan Radio and Television University (四川廣播電視大學) in the PRC in 1986, and her bachelor's degree in accounting from Sichuan University (四川大學) in the PRC in 1992. Ms. Li is the younger sister of Mr. Li Dongming, the founder of the Group, and aunt of Mr. Li Yang.

Mr. Wang Er, aged 67, was appointed as an executive Director and the production supervisor of our Company on 12 April 2013 and was re-elected as an executive Director on May 2019. He had also been appointed as the director of Pacific Mining and Capture Advantage since May 2011 and June 2011 respectively. Mr. Wang has approximately 34 years of experience in the mining industry. Mainly responsible for the daily operation and production of the Group's mines, he is the key on-site person– in-charge of Project Ibam as well as the resident supervisor at the mine site for overall production management and testing of iron ore grading.

Mr. Wang first joined our Group in March 2008 as the resident representative in Malaysia and took part in a number of field trips in search for suitable mining projects in Malaysia. He was also actively involved in the establishment of the Group's warehouse in Kuantan.

Prior to joining the Group, Mr. Wang served as the general manager of Chengdu Hande between November 2003 and December 2006, and was mainly responsible for the preliminary screening of potential investment opportunities in the mining sector. Between March 1998 and October 2003, Mr. Wang was the general manager of Sichuan Guandi Mine (四川官地鐵礦), serving as the key on-site person-in-charge of the mining project, and responsible for the construction of mining production lines and arranging staff for the mining operation. Before that, Mr. Wang had also successively served the positions of technician, engineer and deputy manager in the non-ferrous metal department at Sichuan Enterprises Mining Company (四川鄉鎮企業礦業公司).

Mr. Wang graduated from Henan Jiaozuo Mining Institute (河南焦作礦業學院) in the PRC with a major degree in mineral processing in 1998.

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT

Independent Non-executive Directors

Dr. Li Zhongquan, aged 58, was appointed as an independent non-executive Director of the Company on 12 April 2013, mainly responsible for independent supervision and management of the Company. He was the leader in a variety of scientific research projects, including but not limited to the National "Eleventh Five-year" Key Scientific Research Project (國家「十一五」科技重大專項), the National "Ninth Five-year" Projects (國家「九五」項目), "Tenth Five-year" Technology Projects (國家「十五」項目).

Dr. Li obtained his bachelor's degree in science from the department of geology of Nanjing University (南京大學) in 1986 and his master's degree in science from the department of geology of Chengdu University of Technology (成都理工大學) (formerly known as Chengdu Geology College (成都地質學院)) in 1989, and working with Chengdu ever since. Dr. Li then obtained his doctor's degree in engineering from Chengdu University of Technology (成都理工大學) in June 1999, conducted research work subsequently for three years as a post doctorate in Peking University and completed post-doctoral research in Saint Louis University of United States from May 2005 to November 2006.

Dr. Wang Ling, aged 65, was appointed as an independent non-executive Director on 12 April 2013 and was re-elected as independent non-executive Director on May 2019, mainly responsible for the independent supervision of the Company. He is also the chairman of the Remuneration Committee From October 2001 to May 2008, Dr. Wang served as the independent director of Xiwang Foodstuffs Co., Ltd. (西王食品股份有限公司) (stock code: SZ000639, formerly known as Zhuzhou Qingyun Development Co., Ltd. (株洲慶雲發展股份有限公司) and Hunan Ginde Development Co., Ltd. (湖南金德發展股份有限公司)), a company listed on the Shenzhen Stock Exchange. Save as disclosed herein, Dr. Wang is not and has not been a director of any other listed companies in Hong Kong or overseas in the past three years.

Before that, Dr. Wang worked with Changsha Institute of Geotectonics, Chinese Academy of Sciences (中國科學院長沙大地構造研究所) as an associate researcher, researcher and tutor for doctoral candidates successively. Dr. Wang has been a professor and tutor for doctoral candidates of Chengdu University of Technology (成都理工大學) since January 2002. He received the Government Special Allowance awarded by the State Council of China (國務院政府特殊津貼) in 1999 and was recognized as the Leader of Academy and Technology (學術和技術帶頭人) in Sichuan in 2003.

Dr. Wang graduated from Southwest University of Science and Technology (西南科技大學) in the PRC (formerly known as Sichuan Institute of Building Materials (四川建築材料工業學院)) with a bachelor's degree in non-metallic mineral geology and exploration in 1982, and obtained a doctoral degree from Changsha Institute of Geotectonics, Chinese Academy of Sciences (中國科學院長沙大地構造研究所) in 1994. Dr. Wang was a visiting scholar at the department of earth sciences in University of Cambridge from December 1999 to December 2000.

Mr. Leung Yiu Cho, age 43, was appointed as an independent non-executive director of the Company and also serve as the chairman of the audit committee of the Board.

Mr Leung was the assistant financial controller of Ta Yang Group Holdings Limited (1991.HK) from 2006 to 2007, the chief financial officer and board secretary of Highland Asset Management Corporation from 2012 to 2013, an executive director and the vice investment principal of Artini Holdings Limited (789.HK) from 2013 to 2019 and an independent non-executive director and the chairman of the audit committee of the Company from August 2017 to October 2020. Mr. Leung has been appointed as company secretary and authorised representative at Universal Star (Holdings) Limited (2346.HK) from July 2021 and appointed as company secretary and authorised representative at China Dredging Environment Protection Holdings Limited (871.HK) from December 2021. Since 2016, he has been an independent non-executive director and the chairman of the audit committee of Zheng Li Holdings Limited (8283.HK). Since June 2021, Mr. Leung was appointed as an independent non-executive director of Wuxi Sunlit Science and Technology Company Limited (1289.HK).

Mr. Leung obtained a master's degree in Corporate Finance from The Hong Kong Polytechnic University in December 2006. He was admitted as a member of the Associate of Chartered Certified Accountants in March 2014.

COMPANY SECRETARY

Mr. Chen Kun has been appointed as the company secretary of the Company and as an authorised representative of the Company for accepting service of process or notice in Hong Kong pursuant to rule 3.05 of the Listing Rules and under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) with effect from 11 March 2022. Mr. Chen is a practicing solicitor in Hong Kong.

DIRECTORS' REPORT

The Directors are pleased to present their report and the audited consolidated financial statements of the Group for the year ended 31 December 2022.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Company acts as an investment holding company. The activities of its principal subsidiaries are trading of health products, iron ore exploration, mining, crushing and beneficiation as well as sale of iron ore products in the form of iron ore concentrates and iron ore fines. Details of the Company's subsidiaries as at 31 December 2022 are set out in note 41 to the Notes to Financial Statements of this annual report.

Further discussion and analysis of these activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a description of the principal risks and uncertainties facing the Group and an indication of likely future development in the Group's business, can be found in the "Management Discussion and Analysis" set out in this annual report. This discussion forms part of this directors' report.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group recognizes the importance of proper adoption of environmental policies is essential to the attainability of corporate growth. The Group uses the open-pit mining method to simplify operations and reduce production costs. The Group produces iron ore products through a relatively low-cost process which includes ball-milling, magnetic separation process and dewatering. The method is environmentally friendly as it does not require chemical additives and reduces the amount of waste water produced. For more discussion on the Group's environmental policies and performance, please refer to "Environmental, Social and Governance Report" in this annual report.

RELATIONSHIPS WITH KEY STAKEHOLDERS

Discussions on the Group's relationships with its employees, customers and suppliers are set out in the section headed "Environmental, Social and Governance Report" in this report.

DIRECTORS' REPORT

CORPORATE GOVERNANCE

The Company's corporate governance report is set out in this annual report.

FUTURE PLAN

Going forward, the Group will make best endeavours to negotiate with the creditors and the potential investors with a view to debt restructuring.

FINANCIAL KEY PERFORMANCE INDICATOR

Key performance indicators used by the Group are listed in "Financial Highlights" of this annual report.

Please refer to the section headed "Financial Review" in the "Management Discussion and Analysis" in this annual report for details.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2022 are set out in the consolidated statement of profit or loss and other comprehensive income in this annual report.

No interim dividend was paid during the year (2021: Nil). The Directors do not recommend the payment of a final dividend for the year ended 31 December 2022 (2021: Nil).

SUMMARY OF FINANCIAL INFORMATION

A five year summary of the consolidated results, assets and liabilities of the Group, as extracted from the audited consolidated financial statements of the Group and the Prospectus, is set out in "Five Year Summary of Financial Information" of this annual report. This summary does not form part of the audited financial statements.

BANK LOANS AND OTHER BORROWINGS

Particulars of bank loans and other borrowings of the Company and the Group, including the interest-free and security-free loan of USD60 million by Cosmo Field Holdings Limited, the ultimate holding company of the Company, as at 31 December 2022 are set out in notes 29 and 30 to the Notes to Financial Statements.

DIRECTORS' REPORT

NOTES AND BONDS

Details of the notes issued by the Company are set out in note 31 to the Notes to Financial Statements.

PROPERTY, PLANT AND EQUIPMENT

Additions to property, plant and equipment of the Group for the year ended 31 December 2022 was approximately USD3,000 (2021: USD0.3 million). Details of the movements during the year in the Group's property, plant and equipment are set out in note 18 to the Notes to Financial Statements of this annual report.

SHARE CAPITAL

Details of the movements during the year in the issued share capital of the Company are set out in note 34 to the Notes to Financial Statements of this annual report.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Articles of Association and there is no restriction against such rights which would oblige the Company to offer new Shares on a pro-rata basis to existing Shareholders.

PURCHASE, SALES OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the year under review.

CHARITABLE CONTRIBUTIONS

During the year, the Group did not make any charitable contributions (2021: Nil).

MAJOR CUSTOMERS AND SUPPLIERS

During the year, sales to the Group's five largest customers accounted for 100.0% of the Group's total sales for the year ended 31 December 2022 (2021: 100%), and sales to its largest customer accounted for 43.02% of the Group's total sales for the year ended 31 December 2022 (2021: 58.72%). Purchases from the Group's five largest suppliers accounted for approximately 100.0% of the total purchases for the year ended 31 December 2022 (2021: 100.0%) and purchases from the largest supplier accounted for approximately 48.56% of total purchases for the year ended 31 December 2022 (2021: 59.13%).

None of the Directors, their associates or any Shareholders of the Company (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any interest in the Group's five largest customers and suppliers during the year.

The Board is of the view that the Group has maintained a harmonious business relationship with its major customers and suppliers during the year under review.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year under review.

DIRECTORS

The Directors of the Company during the year and up to the date of this report were:

Executive Directors

Mr. Li Yang
Ms. Li Xiaolan
Mr. Wang Er
Mr. Ng Khing Yeu (appointed on 25 March 2022)

Independent Non-Executive Directors

Dr. Li Zhongquan
Dr. Wang Ling
Mr. Leung Yiu Cho (appointed on 11 March 2022)

In accordance with the Company's Articles of Association, at each AGM, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an AGM at least once every three years. A retiring director shall be eligible for re-election. A director appointed to fill a vacancy or as an additional director shall retire at the next following general meeting and shall then be eligible for re-election.

The Company has received annual confirmation of independence from each of the three independent non-executive Directors in accordance with Rule 3.13 of the Listing Rules and considers them to be independent.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the above Directors and senior management are set out in the section headed "Profiles of Directors and Senior Management" of this annual report.

The Board is of the view that the Group has maintained a harmonious employment relationship with its board members and senior management during the year under review.

DIRECTORS' INTERESTS IN CONTRACTS

No Directors had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company, or any of its holding companies, subsidiaries or fellow subsidiaries was a party for the year ended 31 December 2022.

Cosmo Field Holdings Limited, our controlling shareholder which is wholly-owned by our executive Director Mr. Li Yang, has provided a security-free and interest-free loan of USD60.0 million to the Company.

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

DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors of the Company had engaged in any business or had any interest in business which competes or may constitutes competition directly or indirectly (within the meaning of the Listing Rules) with the business of the Group for the year ended 31 December 2022.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the year were rights to acquire benefits by means of the acquisition of Shares of the Company granted to any Director or their respective spouse or minor children; or were any such rights exercised by them or was the Company, or any of its subsidiaries a party to any arrangement to enable those persons to acquire such rights in any other body corporate.

DIRECTORS' SERVICE CONTRACTS

Each of our executive Directors and independent non-executive Directors has entered into a service contract with the Company.

None of the Directors has entered into any service agreement with the Company which is not determinable within one year without payment of compensation, other than the statutory compensation.

PERMITTED INDEMNITY PROVISION

The Company's Articles of Association provides that every Director shall be indemnified out of the assets of the Company against any liability, action, proceeding, claim, demand, costs, damages or expenses, including legal expenses as a result of any act or failure to act in carrying out his/her functions.

The Company has taken out and maintained directors and officers liability insurance since the Listing of the Company which provides appropriate cover for the Directors and directors of the subsidiaries of the Group.

DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S INTERESTS AND SHORT POSITION IN SHARES AND UNDERLYING SHARES

As at 31 December 2022, the Directors and the Chief Executive Officer of the Company had the following interests and short positions in the Shares, underlying Shares or the debentures of the Company or any of its associated corporations within the meaning of part XV of the SFO, which would have to be notified to the Company and the Stock Exchange pursuant to the provision of Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions of which they were taken or deemed to have under such provisions of the SFO) and/or required to be entered in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code:

(i) Long positions in Shares of the Company:

Name of Director	Nature of Interest	Number of Ordinary Shares	Approximate percentage of the Company's issued share capital
Li Yang (notes 2 & 3)	Interest in controlled corporation	752,750,000 (L)	50.18%
Ng Khing Yeu (note 4)	Interest in controlled corporation	112,827,000 (L)	7.52%

Note:

1. The letter "L" denotes the Shareholder's long position in the share capital while the letter "S" denotes the Shareholder's short position.

2. Mr. Li beneficially owns the entire issued share capital of Cosmo Field Holdings Limited ("**Cosmo Field**"). Therefore, Mr. Li is deemed, or taken to be, interested in all the shares of the Company held by Cosmo Field for the purpose of the SFO. Mr. Li is the sole director of Cosmo Field.

3. The Company has been notified that Cosmo Field have charged certain shares in favour of third parties as at the Latest Practicable Date:

   (a) The Company has been notified that 711,000,000 shares ("**Shares**") of the Company and 41,000,000 Shares which were previously charged by Cosmo Field in favour of Cheer Hope Holdings Limited, have been released on 23 September 2016 and 26 September 2016 respectively. The Company has also been notified that, Cosmo Field has charged 711,000,000 Shares and 41,000,000 Shares (collectively "**Charged Shares**") in favour of an independent third party institution on 23 September 2016 and 27 September 2016 respectively. The Charged Shares represent approximately 50.13% of the issued share capital of the Company as at the Latest Practicable Date.

   (b) The Company has been notified that, a deed of release has been executed on 4 January 2018 with respect to the Charged Shares which were previously charged by Cosmo Field in favour of the second priority lender (as set out in the announcement dated 29 December 2016). Cosmo Field has charged the Shares in favour of another secondary priority lender on 4 January 2018.

4. Mr. Ng Khing Yeu is the sole shareholder and sole director of Grace Generation Group Company Limited ("**Grace Generation**") which owns 112,827,000 shares of Company. Therefore, Mr. Ng is deemed, or taken to be, interested in all the interest held by Grace Generation for the purpose of the SFO.

(ii) Long position in shares of the associated corporation:

Name of Director	Nature of associated corporation	Nature of Interest	Approximate percentage of interest in the share capital of the associated corporation
Li Yang (notes 2 & 3)	Cosmo Field	Beneficial owner	100.00%
Ng Khing Yeu (note 4)	Grace Generation	Beneficial owner	100.00%

Save as disclosed above, as at 31 December 2022, none of the Directors nor the Chief Executive Officers of the Company had any interests or short positions in any Shares, underlying Shares and/or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interest and/or short positions which were taken or deemed to have under such provisions of the SFO), or which were recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or which would have to be notified to the Company and the Stock Exchange pursuant to the Model Code.

SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS' INTEREST AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES

As at the date of this report, so far as it is known to the Directors, the persons (other than the Directors or Chief Executive Officer of the Company) with interests or short positions in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which would be recorded in the register of the Company required to be kept under section 336 of the SFO or who are directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstance at general meetings of any member of the Group were as follows:

Substantial Shareholder	Capacity/ Nature of interest	Number of Shares	Approximate percentage of shareholdings
Cosmo Field (notes 2, 3, 8)	Beneficial owner	752,750,000 (L)	50.18%
Ample Professional Limited (note 5)	Security interest in shares	752,000,000 (L)	50.13%
華融華僑資產管理股份有限公司 (note 5)	Interest in controlled corporation	752,000,000 (L)	50.13%
Haitong International Financial Products (Singapore) Pte. Ltd. (note 6)	Security interest in shares	164,944,000 (L)	10.99%
Haitong International Holdings Limited (note 6)	Interest in controlled corporation	164,944,000 (L)	10.99%
Haitong International Securities Group (Singapore) Pte. Ltd. (note 6)	Interest in controlled corporation	164,944,000 (L)	10.99%
Haitong International Securities Group Limited (note 6)	Interest in controlled corporation	164,944,000 (L)	10.99%
Haitong Securities Co., Ltd. (note 6)	Interest in controlled corporation	164,944,000 (L)	10.99%
Hua Heng (note 4)	Beneficial owner	100,575,000 (L)	6.71%
Yang Jun (note 4)	Interest in controlled corporation	100,575,000 (L)	6.71%
Tang Lingyan (note 4)	Interest of a Substantial Shareholder's child under 18 or spouse	100,575,000 (L)	6.71%
Grace Generation (note 7)	Beneficial owner	112,827,000 (L)	7.52%
Sichuan Liquor Group International Trade Co., Ltd. ("**Sichuan Liquor**") (note 8)	Beneficial owner	91,000,000	6.07%

Note:

1. The letter "L" denotes the Shareholder's long position in the share capital while the letter "S" denotes the Shareholder's short position.

2. Mr. Li beneficially owns the entire issued share capital of Cosmo Field Holdings Limited ("**Cosmo Field**"). Therefore, Mr. Li is deemed, or taken to be, interested in all the shares of the Company held by Cosmo Field for the purpose of the SFO. Mr. Li is the sole director of Cosmo Field.

3. The Company has been notified that Cosmo Field have charged certain shares in favour of third parties as at the Latest Practicable Date:

   (a) The Company has been notified that 711,000,000 shares ("**Shares**") of the Company and 41,000,000 Shares which were previously charged by Cosmo Field in favour of Cheer Hope Holdings Limited, have been released on 23 September 2016 and 26 September 2016 respectively. The Company has also been notified that, Cosmo Field has charged 711,000,000 Shares and 41,000,000 Shares (collectively "**Charged Shares**") in favour of an independent third party institution on 23 September 2016 and 27 September 2016 respectively. The Charged Shares represent approximately 50.13% of the issued share capital of the Company as at the Latest Practicable Date.

   (b) The Company has been notified that, a deed of release has been executed on 4 January 2018 with respect to the Charged Shares which were previously charged by Cosmo Field in favour of the second priority lender (as set out in the announcement dated 29 December 2016). Cosmo Field has charged the Shares in favour of another secondary priority lender on 4 January 2018.

4. Tang Lingyan is the spouse of Mr. Yang Jun. Mr. Yang Jun beneficially owns the entire issued share capital of Hua Heng. Therefore, Tang Lingyan is deemed, or taken to be, interested in all the Shares of the Company held by Hua Heng for the purpose of the SFO. Mr. Yang Jun is the sole director of Hua Heng.

5. 華融華僑資產管理股份有限公司 is deemed, or taken to be, interested in all the interest held by Ample Professional Limited in the shares of the Company for the purpose of the SFO.

6. Each of Haitong International Holdings Limited, Haitong International Securities Group (Singapore) Pte. Ltd., Haitong International Securities Group Limited and Haitong Securities Co., Ltd. is deemed, or taken to be, interested in all the interest held by Haitong International Financial Products (Singapore) Pte. Ltd. in the shares of the Company for the purpose of the SFO.

7. Mr. Ng Khing Yeu is the sole shareholder and sole director of Grace Generation Group Company Limited ("**Grace Generation**") which owns 112,827,000 shares of Company. Therefore, Mr. Ng is deemed, or taken to be, interested in all the interest held by Grace Generation for the purpose of the SFO.

8. Based on the disclosure of interest notices given by Mr. Li and Cosmo, Cosmo entered into a pledge document dated 12 September 2019 (the "**Pledge Document**") with Sichuan Liquor, under which Cosmo pledged 91,000,000 Shares (the "**Pledged Shares**") to Sichuan Liquor as a pledge guarantee in favour of Sichuan Liquor in respect to outstanding sum (the "**Outstanding Sum**") owed to Sichuan Liquor by certain third parties. For clarification, the interest of Sichuan Liquor as stated above is based on the notices given by Mr. Li and Cosmo.

   On 20 January 2020, 91,000,000 Pledged Shares were transferred from Cosmo to third party nominated by Sichuan Liquor pursuant to the Pledge Document. According to Cosmo, the above-mentioned Outstanding Sum and Pledge Document are not connected with the Company in any way. For clarification, the interest of Sichuan Liquor as stated above is based on the notices given by Mr. Li and Cosmo.

   To the Directors' knowledge and belief, Sichuan Liquor holds shares through its nominated third party(ies).

Save as disclosed above, as at the date of this report, no other person had any interests or short positions in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company and the Stock Exchange pursuant to Section 336 of the SFO or, were, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote under all circumstances at general meetings of any other member of the Group.

AUDITOR

For the year ended 31 December 2022, the financial statements of the Company had been audited by Prism Hong Kong and Shanghai Limited (formerly known as UniTax Prism (HK) CPA Limited) whose term of office will expire upon the forthcoming annual general meeting. A resolution to re-appoint Prism Hong Kong and Shanghai Limited as the auditor of the Company will be proposed to the shareholders of the Company for approval at the forthcoming annual general meeting.

REMUNERATION OF THE DIRECTORS

The remuneration of the Directors is determined with reference to the Directors' duties and responsibilities under their employment or service contracts as approved by the Company's Shareholders resolutions in writing on 12 April 2013 before the Listing and the Board under the authority of the shareholders' resolutions passed on 30 April 2014, with the operating results of the Group and performance of the individual taken into account and aligning with market statistics. Details of the remuneration of the Directors are set out in note 14 to the Notes to Financial Statements of this annual report.

RELATED PARTY TRANSACTIONS

Details of the related party transaction are stated in note 37 to the Notes to Financial Statements of this annual report, which comprise of, among others, (1) the interest-free and security-free shareholder loans of USD60,000,000 by Cosmo Field (the controlling shareholder of the Company) to the Company, and provision of guarantee by Mr. Li, his father and his controlled entity with respect to the Company's loans at nil consideration, which are all fully exempt connected transaction under Rule 14A.90 of the Listing Rules; and (2) remuneration payable to the Directors and other key management personnel of the Group.

RETIREMENT BENEFITS SCHEMES

Particulars of the retirement benefits schemes of the Group are set out in note 38 to the Notes to Financial Statements.

SHARE OPTION SCHEME

The Share Option Scheme was conditionally adopted by the Shareholders by way of written resolution on 12 April 2013 for the purpose of attracting and retaining the best available personnel; providing additional incentive to employees (full-time and part-time), Directors, consultants, advisors, distributors, contractors, suppliers, agents, customers, business partners or service providers of our Group; and to promoting the success of the business of our Group. The terms of the Share Option Scheme are in accordance with the provisions of Chapter 17 of the Listing Rules.

The period of Share Option Scheme commences on 12 April 2013 and will expire at the close of business on the business day immediately preceding the tenth anniversary thereof on 11 April 2023.

The Board may, at its absolute discretion and on such terms as it may think fit, grant any employee (full–time or part-time), director, consultant or advisor of our Group, or any substantial shareholder of our Group, or any distributor, contractor, supplier, agent, customer, business partner or service provider of our Group, options to subscribe at a price calculated for such number of Shares as it may determine in accordance with the terms of the Share Option Scheme.

The basis of eligibility of any participant to the grant of any option shall be determined by the Board (or as the case may be, the independent non-executive Directors) from time to time on the basis of his contribution or potential contribution to the development and growth of our Group.

The subscription price of a Share in respect of any particular option granted under the Share Option Scheme shall be a price solely determined by the Board and notified to a participant and shall be at least the higher of: (i) the closing price of our Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the option, which must be a Business Day; (ii) the average of the closing prices of our Shares as stated in the Stock Exchange's daily quotations sheets for the five Business Days immediately preceding the date of grant of the option; and (iii) the nominal value of a Share on the date of grant of the option, provided always that for the purpose of calculating the subscription price, where our Company has been listed on the Stock Exchange for less than five Business Days, the new issue price shall be used as the closing price for any Business Day fallen within the period before listing.

An offer for the grant of options must be accepted within seven days inclusive of the day on which such offer was made. The amount payable by the grantee of an option to our Company on acceptance of the offer for the grant of an option is HK$1.00.

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine which shall not exceed ten years from the date of grant subject to the provisions of early termination thereof.

The maximum number of unexercised share options currently permitted to be granted under the Company's Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time (being 150,000,000 Shares, representing 10% of the total issued shares of the Company as at 31 December 2022). The maximum number of shares issuable under share options to each eligible participant in the Company's Scheme within any 12-month period, is limited to 1% of the shares of the Company in issue at any time. Any further grant of shares options in excess of this limit is subject to shareholders' approval in a general meeting. During the twelve months ended 31 December 2022, the Company may grant options in respect of up to 150,000,000 Shares to the participants under the Share Option Scheme, being 10% of the issued shares of the Company.

No option has lapsed, or has been granted, exercised or cancelled under the Share Option Scheme during the year ended 31 December 2022. Our Group did not have any outstanding share options, warrants, convertible instruments, or similar rights convertible into our Shares as at 31 December 2022.

NON-COMPETITION UNDERTAKING

Each of the executive Directors (collectively the "**Covenantors**") have entered into a Deed of Non-Competition in favour of the Company (on behalf of itself and the Group) dated 9 June 2013 (the "**Deed**"). Pursuant to the Deed, each of the Covenantors shall procure that their respective associates shall not directly or indirectly engage in any business in competition with the existing business activity of the Group. Relevant information on the Deed was disclosed in the Prospectus in the section headed "Relationship with Controlling Shareholders".

The Company has received confirmations from the Covenantors of their compliance with the terms of the Deed. The Covenantors declared that they have fully complied with the Deed for the year ended 31 December 2022. The independent non-executive Directors have reviewed the confirmations from the Covenantors and concluded that the Deed has been complied with and has been effectively enforced.

CHANGE OF COMPANY NAME

As disclosed in announcement dated 6 December 2022, the Company's name has changed from "CAA Resources Limited" to "Grace Life-tech Holdings Limited" and the Chinese name "恩典生命科技控股有限公司" has been adopted as the secondary name of the Company to replace its former name in Chinese "優庫資源有限公司"

CHANGE OF STOCK SHORT NAME

Following the change of Company name becoming effective, the shares of Company have been traded on the Stock Exchange under the new stock short name of "GRACE LIFE-TECH" in English and "恩典生命科技" in Chinese, instead of "CAA RESOURCES" in English and "優庫資源" in Chinese, with effect from 9:00 a.m. on 9 December 2022. The stock code of the Company remains as 02112.

AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION

To reflect change of name and other matters, amended and restated memorandum of association of Company was conditionally adopted at a general meeting held on 21 September 2022 and came into effect on 16 November 2022.

SUFFICIENCY OF PUBLIC FLOAT

The Company has made announcement at the request of Stock Exchange in respect of the high concentration of the shareholding of the Company in the hands of a limited number of Shareholders. For details, please refer to the announcement dated 10 June 2022.

Based on the information that is publicly available to the Company and as far as the Directors are aware, the Company has maintained at least 25% of public float as for the year ended 31 December 2022 and up to the date of this annual report.

On Behalf of the Board of Directors

Ng Khing Yeu
Co-Chairman

31 March 2023

INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF GRACE LIFE-TECH HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)

DISCLAIMER OF OPINION

We were engaged to audit the consolidated financial statements of Grace Life-tech Holdings Limited (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group") set out on pages 69 to 155, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

We do not express an opinion on the consolidated financial statements of the Group. Because of the potential interaction of the multiple uncertainties and their possible cumulative effect on the consolidated financial statements as described in the Basis for Disclaimer of Opinion section of our report, it is not possible for us to form an opinion on these consolidated financial statements. In all other respects, in our opinion the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR DISCLAIMER OF OPINION

Material Uncertainty Related to the Going Concern

As explained in note 2 to the consolidated financial statements, the Group incurred a net loss attributable to the owners of the Company of approximately US$55,740,000 during the year ended 31 December 2022. As at the same date, the Group has net current liabilities of approximately US$95,731,000 and net liabilities of approximately US$80,320,000 and the Group's amount due to ultimate holding company, bank and other borrowings, guarantee notes amounted to approximately US$171,568,000, while its cash and cash equivalents amount to approximately US$183,000 only.

In addition, as at 31 December 2022, the Group was in default in relation to, inter alia, the principal amount of aggregate amount due to ultimate holding company, bank and other borrowings and guarantee notes totaling approximately US$171,568,000 ("In Default Borrowings") due to the following events of default:– (a) late or overdue payments of principal and interests during the year ended or as at 31 December 2022; and (b) breach of terms and conditions of In Default borrowings during the year ended 31 December 2022.

Prism Hong Kong and Shanghai Limited
Units 1903A - 1905, 19/F, 8 Observatory Road, Tsim Sha Tsui, Hong Kong
T : +852 2774 2188 F : +852 2774 2322
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As at 31 December 2022, the Company has a loan from its ultimate holding company, Cosmo Field Holdings Limited ("Cosmo Field") with the outstanding principal of US$40,000,000 (the "Shareholder's Loan") which included in the In Default Borrowings. On 15 May 2020, Mr. Li Yang ("Mr. Li"), the director, chairman and chief executive officer of the Company and Cosmo Field, the ultimate holding company of the Company, received a writ of summons taken out by Industrial Bank Co., Limited ("Industrial Bank") at the High Court of Hong Kong ("High Court Action 1") in relation to a loan advanced by Industrial Bank to Cosmo field (the "Industrial Bank Loan"), for which Mr. Li was the guarantor. Pursuant to the High Court Action 1, Industrial Bank brought claim against Cosmo Field and Mr. Li with respect to the default in repayment of the Industrial Bank Loan in the amount of US$45,059,154 (the "Default on Industrial Bank Loan"). Cosmo Field has pledged 752,000,000 shares (representing 50.13% of all issued shares of the Company) in favour of Industrial Bank as security for the Industrial Bank Loan. Cosmo Field has lent the principal amount of the Industrial Bank Loan being US$40,000,000 (i.e. Shareholder's Loan) to the Company as an interest-free loan, and Industrial Bank is entitled to claim against the Company for the repayment of the Shareholder's Loan pursuant to the assignment of loan as part of security arrangement for the Industrial Bank Loan whereby Cosmo Field has assigned the rights under the Shareholder's Loan to Industrial Bank. The Default on Industrial Bank Loan will trigger cross-defaults of other borrowings and loans of the Group.

As at 31 December 2022, China Bright Industries Limited, a subsidiary of the Company, has a bank borrowings advanced from Oversea-Chinese Bank Corporation Limited ("OCBC") with the outstanding principal of approximately US$36,533,000 ("OCBC loan") which is included in the In Default Borrowings. As set out in the announcement by the Company dated 20 January 2020, Mr. Li received a writ of summons taken out by OCBC against Mr. Li at the High Court of Hong Kong ("High Court Action 2") in relation to the OCBC loan, in which Mr. Li failed to fulfil his obligation as a guarantor to settle the amount of HK$308,758,494 (the "OCBC outstanding amount"). The Group has also breached the repayment obligations under the OCBC loan (the "Breach"), and the Breach will trigger cross defaults of other borrowings and loans of the Group. On 8 January 2021, the High Court of Hong Kong adjudged that Mr. Li shall be obliged to pay OCBC outstanding amount, the accrued interests until the date of payment and other costs related to OCBC.

Subsequent to the reporting date, the Group did not repay certain principal and interest payments in accordance with the scheduled repayment dates of certain loan agreements.

On 4 June 2021, the Company filed a petition with the Grand Court of the Cayman Islands for an order that the Company be wound up and a summons for the appointment of joint provisional liquidators on a light touch basis for restructuring purposes only on the grounds that the Company was unable to pay its debts and it intended to present a compromise or arrangement to its creditors.

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INDEPENDENT AUDITOR'S REPORT

The Company has been notified that a statutory demand (the "Statutory Demand") dated 5 December 2022 had allegedly been served on the Company from the solicitors acting on behalf of a creditor pursuant to Sections 178(1)(a) or 327(4)(a) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32), demanding the Company to pay the total amount of RMB250,974,633.21, being an alleged outstanding debts due and owing from the Company to the creditor in respect of the Company's obligations pursuant to an alleged guarantee agreement (the "Alleged Debt"). The Statutory Demand requested the Company to repay the Alleged Debt within three weeks from the date of service of the Statutory Demand, failing which the creditor may present a winding-up petition against the Company. Up to 31 March 2023, the Company has not received any winding-up petition from the creditor or its solicitors.

The Company has not made any such alleged commitment and has no business dealings with the creditor. After the reporting period, the Company is seeking legal advice to properly handle the Statutory Demand to safeguard the interests of the shareholders and the Company.

These conditions, together with other matters disclosed in note 2 to the consolidated financial statements, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern.

The directors of the Company have been undertaking measures to improve the Group's liquidity and financial position, and to remediate certain delayed repayments to financial institutions, which are set out in note 2 to the consolidated financial statements. The consolidated financial statements have been prepared on a going concern basis, the validity of which depends on the outcome of these measures, which are subject to multiple uncertainties, including (i) the successful negotiations with the Group's existing lenders for the renewal of or extension for repayment of outstanding In Default borrowings, including those with overdue principals and interests; (ii) successfully raising additional new sources of financing as and when needed; (iii) successfully reaching a settlement of the High Court Action 1, High Court Action 2; (iv) successful collection of trade receivables and controlling costs and containing capital expenditure so as to generate adequate net cash inflows; (v) successfully managing the impact of the COVID-19 outbreak, as well as any government's stimulus in response, on the Group's operation from time to time and adjusting its sales and marketing strategy for mine sales to generate sufficient cash from its operations; and (vi) the successful maintenance of relationship with the Group's exiting lenders such that no action will be taken by the relevant lenders to demand immediate repayment of the borrowings with interest payment in default.

Should the Group be unable to operate as a going concern, adjustments would have to be made to write down the carrying amounts of the Group's assets to their net recoverable amounts, to provide for any further liabilities that may 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 consolidated financial statements.

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Fundamental Uncertainty Relating to the Recoverability of Certain Trade Receivables

Other than the disclaimer of opinion stated above, we draw attention to the adequacy of the disclosure made in note 23 to the consolidated financial statement which explains that included in the consolidated statement of financial position of the Group as at 31 December 2022 are amounts of approximately US$113,854,000 due from trade debtors. The Group filed separate claims on 10 March 2021 against the trade debtors in the Hong Kong High Court to recover contract sums of approximately US$216,571,000. After reporting period, the Group received letter of commitment from its customer that these customers will repay all outstanding amount within 12 months. Loss allowance for such trade receivables approximately of US$113,890,000 has been made in the consolidated financial statements as at 31 December 2022. We consider that appropriate disclosure regarding this fundamental uncertainly has been adequately disclosed in the consolidated financial statements and our opinion is not qualified on this respect.

RESPONSIBILITIES OF DIRECTORS OF THE COMPANY AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

In preparing the consolidated financial statements, the directors of the Company are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors of the Company either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The Audit Committee are responsible for overseeing the Group's financial reporting process.

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

Our responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and to issue an auditor's report that includes our opinion, solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. However, because of the matter described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements.

We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code") and we have fulfilled our other ethical responsibilities in accordance with the Code.

The engagement partner on the audit resulting in this independent auditor's report is Mr. Fung Shing Bun, Spencer.

Prism Hong Kong and Shanghai Limited
Certified Public Accountants
Fung Shing Bun, Spencer
Practising Certificate Number: P07451

Hong Kong
31 March 2023

Prism Hong Kong and Shanghai Limited
Units 1903A - 1905, 19/F, 8 Observatory Road, Tsim Sha Tsui, Hong Kong
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www.prism.com.hk

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2022

	Notes	**2022** **US$'000**	2021 US$'000
Revenue	8	**32,347**	23,978
Cost of sales		**(29,808)**	(23,814)
Gross profit		**2,539**	164
Other income	10	**3,509**	9,217
Selling and distribution expenses		**(151)**	–
Administrative and other expenses		**(5,917)**	(2,970)
Impairment loss on financial assets, net of reversal		**(42,616)**	(51,305)
Finance costs	11	**(13,328)**	(12,112)
Loss before income tax		**(55,964)**	(57,006)
Income tax credit	12	**224**	–
Loss for the year	13	**(55,740)**	(57,006)
Other comprehensive expense			
Item that will not be reclassified subsequently to profit or loss:			
Fair value change in financial assets at fair value through other comprehensive income, net of income tax		**–**	(679)
Item that may be reclassified subsequently to profit or loss:			
Exchange differences arising on translation of financial statements of foreign operations		**(306)**	(602)
Other comprehensive expense for the year, net of income tax		**(306)**	(1,281)
Total comprehensive expense for the year		**(56,046)**	(58,287)
Loss per share	17		
Basic and diluted (US cents)		**(3.72)**	(3.80)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2022

	Notes	2022 US$'000	2021 US$'000
Non-current assets			
Property, plant and equipment	18	**426**	522
Intangible assets	19	**11,996**	12,643
Financial assets at fair value through other comprehensive income	20	**–**	–
Goodwill	21	**6,266**	6,597
Total non-current assets		**18,688**	19,762
Current assets			
Inventories	22	**470**	–
Trade receivables	23	**113,854**	148,303
Deposits, prepayments and other receivables	24	**363**	3,876
Cash and cash equivalents	25	**183**	1,191
Total current assets		**114,870**	153,370
Current liabilities			
Trade payables	26	**8,334**	963
Other payables and accruals	27	**27,024**	23,029
Contract liabilities	28	**253**	–
Amount due to ultimate holding company	29	**60,000**	60,000
Bank and other borrowings	30	**54,683**	54,683
Notes and bonds	31	**56,885**	51,819
Income tax payable		**3,422**	3,414
Total current liabilities		**210,601**	193,908
Net current liabilities		**(95,731)**	(40,538)
Total assets less current liabilities		**(77,043)**	(20,776)
Non-current liabilities			
Provision for rehabilitation	32	**576**	576
Deferred tax liabilities	33	**2,701**	2,922
Total non-current liabilities		**3,277**	3,498
Net liabilities		**(80,320)**	(24,274)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2022

	Note	**2022** **US$'000**	2021 US$'000
Capital and reserves			
Share capital	34	**1,934**	1,934
Reserves		**(82,254)**	(26,208)
Capital deficiencies		**(80,320)**	(24,274)

The consolidated financial statements on pages 69 to 155 were approved and authorised for issue by the board of directors on 31 March 2023 and are signed on its behalf by:

Ng Khing Yeu
Co-Chairman/Director

Li Xiaolan
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2022

	Share capital US$'000 (note 34)	Share premium US$'000 (note (i))	Capital reserve US$'000 (note (ii))	Contributed surplus US$'000 (note (iii))	Fair value reserve US$'000 (note (iv))	Other reserve US$'000 (note (v))	Exchange fluctuation reserve US$'000	Accumulated losses US$'000	Total US$'000
At 1 January 2021	1,934	47,541	14,956	50	(4,321)	28,002	(4,230)	(49,919)	34,013
Loss for the year	–	–	–	–	–	–	–	(57,006)	(57,006)
Other comprehensive expense									
Exchange differences arising on translation of financial statements of foreign operations	–	–	–	–	–	–	(602)	–	(602)
Fair value change in financial assets at fair value through other comprehensive income, net of income tax	–	–	–	–	(679)	–	–	–	(679)
Total comprehensive expense for the year	–	–	–	–	(679)	–	(602)	(57,006)	(58,287)
At 31 December 2021	1,934	47,541	14,956	50	(5,000)	28,002	(4,832)	(106,925)	(24,274)

	Share capital US$'000 (note 34)	**Share premium US$'000 (note (i))**	**Capital reserve US$'000 (note (ii))**	**Contributed surplus US$'000 (note (iii))**	**Fair value reserve US$'000 (note (iv))**	**Other reserve US$'000 (note (v))**	**Exchange fluctuation reserve US$'000**	**Statutory reserve US$'000 (note (vi))**	**Accumulated losses US$'000**	**Total US$'000**
At 1 January 2022	**1,934**	**47,541**	**14,956**	**50**	**(5,000)**	**28,002**	**(4,832)**	**–**	**(106,925)**	**(24,274)**
Loss for the year	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(55,740)**	**(55,740)**
Other comprehensive expense										
Transfer upon written-off financial assets at fair value through other comprehensive income	**–**	**–**	**–**	**–**	**5,000**	**–**	**–**	**–**	**(5,000)**	**–**
Exchange differences arising on translation of financial statements of foreign operations	**–**	**–**	**–**	**–**	**–**	**–**	**(306)**	**–**	**–**	**(306)**
Total comprehensive expense for the year	**–**	**–**	**–**	**–**	**5,000**	**–**	**(306)**	**–**	**(60,740)**	**(56,046)**
Transfer to statutory reserve	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**27**	**(27)**	**–**
At 31 December 2022	**1,934**	**47,541**	**14,956**	**50**	**–**	**28,002**	**(5,138)**	**27**	**(167,692)**	**(80,320)**

Notes:

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity in the consolidated financial statements.

(i) Share premium

The application of the share premium account is governed by the Companies Law of the Cayman Islands. Under the constitutional documents and the Companies Law of the Cayman Islands, the share premium is distributable as dividend on the condition that the Company is able to pay its debts when they fall due in the ordinary course of business at the time the proposed dividend is to be paid.

(ii) Capital reserve

Capital reserve represented: (i) differences arising from acquisition of non-controlling interests and reserve arising from the waiver of debts by the former shareholders of the Company in prior years of USD13,825,000; (ii) the difference between the nominal amount of USD15,000,000 and the fair value of USD13,887,000 of the interest-free loan granted by the ultimate holding company during the year ended 31 December 2015. At origination, the Group calculated its present value using the current market rate for similar instruments, the difference between the loan nominal amount and the present value of USD1,131,000 is treated as equity contribution from the ultimate holding company and credited to the capital reserve account.

(iii) Contributed surplus

Contributed surplus represented the difference between the nominal value of shares of the subsidiary acquired pursuant to the Group's reorganisation in preparation for the listing of the Company's shares on the Main Board of The Stock Exchange of Hong Kong Limited and the previous nominal value of the Company's shares issued in exchange therefor.

(iv) Fair value reserve

The fair value reserve comprises the cumulative net change in fair value of financial assets at fair value through other comprehensive income at the end of the reporting period and is dealt with in accordance with the accounting policies in note 4.

(v) Other reserve

On 14 December 2018, the Group disposed of 9.12% of its interest in Pacific Mining Resources Sdn. Bhd. ("Pacific Mining") for the Group's subscription of 33.33% issued shares of Pembinaan Sponge Iron Sdn. Bhd. ("Pembinaan Sponge Iron"). The difference approximately of US$48,287,000 between the amount of the adjustment to non-controlling interests and the consideration received arising from the disposal of the 9.12% of the issued shares of a subsidiary of the Group which did not result in loss of control of that subsidiary.

On 13 July 2020, the Group disposed of 33.33% of its interest in Pembinaan Sponge Iron in returned 9.12% interest in Pacific Mining. The difference between the consideration of approximately of US$21,975,000 and the relevant share of the carrying amount of the net assets of Pacific Mining approximately of US$1,690,000, being approximately US$20,285,000 was debited to other reserve.

(vi) Statutory reserve

In accordance with the articles of association of the subsidiaries established in the People's Republic of China (the "PRC") and relevant PRC laws and regulations, these subsidiaries are required to transfer at least 10% of their profit after tax, which is determined in accordance with the PRC accounting rules and regulations, to a statutory reserve (including the general reserve fund and enterprise expansion fund, where appropriate). Transfer to this statutory reserve is subject to the approval of the respective board of directors, and is discretionary when the balance of such fund has reached 50% of the registered capital of the respective company. Statutory reserve can only be used to offset accumulated losses or to increase capital of the relevant subsidiaries.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2022

	2022 US$'000	2021 US$'000
OPERATING ACTIVITIES		
Loss before income tax	**(55,964)**	(57,006)
Adjustments for:		
Amortisation of intangible assets	**3**	–
Bad debts written-off	**3,850**	–
Bank interest income	**(1)**	–
Depreciation of property, plant and equipment	**81**	674
Depreciation of right-of-use assets	**–**	13
Finance costs	**13,328**	12,112
Impairment loss on financial assets, net of reversal	**42,616**	51,305
Income from waiver of interest expense on other borrowings	**–**	(7,878)
Income from wavier of bonds and related accrued interests and costs	**(3,454)**	–
Interest income from loan receivables	**–**	(1,278)
Loss on disposal of property, plant and equipment	**–**	402
Loss on written-off property, plant and equipment	**–**	370
Operating cash flows before movements in working capital	**459**	(1,286)
Increase in inventories	**(475)**	–
(Increase) decrease in trade receivables	**(8,107)**	10,224
(Increase) decrease in deposits, prepayments and other receivables	**(342)**	97
Increase (decrease) in trade payables	**7,371**	(7,374)
Increase (decrease) in other payables and accruals	**93**	(211)
Cash (used in) generated from operations	**(1,001)**	1,450
Income tax paid	**(4)**	(45)
NET CASH (USED IN) GENERATED FROM OPERATING ACTIVITIES	**(1,005)**	1,405

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2022

	2022 **US$'000**	2021 US$'000
INVESTING ACTIVITIES		
Purchase of property, plant and equipment	**(3)**	(303)
Bank interest income	**1**	–
NET CASH USED IN INVESTING ACTIVITIES	**(2)**	(303)
FINANCING ACTIVITY		
Repayment of lease liabilities	**–**	(12)
NET CASH USED IN FINANCING ACTIVITY	**–**	(12)
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	**(1,007)**	1,090
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	**1,191**	102
Effect of foreign exchange rate changes	**(1)**	(1)
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR, REPRESENTED BY BANK BALANCES AND CASH	**183**	1,191

1. GENERAL INFORMATION

Grace Life-tech Holdings Limited (the "Company") was incorporated in the Cayman Islands under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as an exempted company with limited liability on 25 April 2012 and its shares are listed on the Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 3 July 2013.

The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The address of the principal place of business of the Company was Unit 1101, Tower 1, Cheung Sha Wan Plaza, 833 Cheung Sha Wan Road, Lai Chi Kok, Kowloon, Hong Kong.

In the opinion of the directors of the Company, the immediate holding company and the ultimate holding company of the Company is Cosmo Field Holdings Limited ("Cosmo Field"), which was incorporated in the British Virgin Islands ("BVI"). The ultimate beneficial owner of the Company is Mr. Li, the Executive Director of Company.

The Company is an investing holding company. Its major operating subsidiaries are principal engaged in the mining, ore processing, sales of iron ore products, other commodities and other products. The Group was also engaged a new business in trading health products during the year ended 31 December 2022.

The functional currency of the Company and the subsidiaries incorporated in Hong Kong are United Status dollars ("US$") while that of the subsidiaries established in the PRC, Malaysia and Singapore are Renminbi ("RMB"), Malaysia Ringgit ("MYR") and Singapore Dollar ("SGD") respectively. For the purpose of presenting the consolidated financial statements, the Company and its subsidiaries (hereinafter collectively referred to as the "Group") adopted US$ as its presentation currency which is the same as the functional currency of the Company.

2. BASIS OF PREPARATION

During the year ended 31 December 2022, the Group incurred a net loss attributable to the Owners of the Company of approximately US$55,740,000. As at the same date, the Group has net current liabilities of approximately US$95,731,000 and net liabilities of approximately US$80,320,000 and the Group's amount due to ultimate holding company, bank and other borrowings and guarantee notes amounted to approximately US$171,568,000, while its cash and cash equivalents amount to approximately US$183,000 only.

As at 31 December 2022, borrowings whose principal amounts of approximately US$171,568,000 and interest payable amounts of approximately US$24,861,000 ("In Default Borrowings") were overdue. In addition, the Group breached terms and conditions of In Default borrowings during the year ended 31 December 2022. The aforementioned borrowings would be immediately repayable if requested by the lenders.

2. BASIS OF PREPARATION (continued)

As set out in the announcement by the Company dated 20 January 2020, Mr. Li received a writ of summons taken out by Oversea-Chinese Banking Corporation Limited ("OCBC") at the High Court (the "High Court") of Hong Kong ("High Court Action 2") in relation to the OCBC loan, in which Mr. Li failed to fulfil his obligation as a guarantor to settle the amount of HK$308,758,494 (the "OCBC outstanding amount"). The Group has also breached the repayment obligations under the OCBC loan (the "Breach"), and the Breach will trigger cross defaults of other borrowings and loans of the Group. On 8 January 2021, the High Court of Hong Kong adjudged that Mr. Li shall be obliged to pay OCBC outstanding amount, the accrued interests until the date of payment and other costs related to OCBC.

As disclosed in note 29, on 15 May 2020, Mr. Li and Cosmo Field received a writ of summons taken out by Industrial Bank Co., Limited ("Industrial Bank") at the High Court of Hong Kong ("High Court Action 1") in relation to a loan advanced by Industrial Bank to Cosmo field (the "Industrial Bank Loan"), for which Mr. Li was the guarantor. Pursuant to the High Court Action 1, Industrial Bank brought claim against Cosmo Field and Mr. Li with respect to the default in repayment of the Industrial Bank Loan in the amount of US$45,059,154 (the "Default on Industrial Bank Loan"). Cosmo Field has pledged 752,000,000 shares (representing 50.13% of all issued shares of the Company) in favour of Industrial Bank as security for the Industrial Bank Loan. Cosmo Field has lent the principal amount of the Industrial Bank Loan being US$40,000,000 (i.e. Shareholder's Loan) to the Company as an interest-free loan, and Industrial Bank is entitled to claim against the Company for the repayment of the Shareholder Loan pursuant to the assignment of loan as part of security arrangement for the Industrial Bank Loan whereby Cosmo Field has assigned the rights under the Shareholder Loan to Industrial Bank. The Default on Industrial Bank Loan will trigger cross-defaults of other borrowings and loans of the Group.

Subsequent to the reporting date, the Group did not repay certain principal and interest payments in accordance with the scheduled repayment dates of certain loan agreements.

On 4 June 2021, the Company filed a petition with the Grand Court of the Cayman Islands for an order that the Company be wound up and a summons for the appointment of joint provisional liquidators on a light touch basis for restructuring purposes only on the grounds that the Company was unable to pay its debts and it intended to present a compromise or arrangement to its creditors.

The Company has been notified that a statutory demand (the "Statutory Demand") dated 5 December 2022 had allegedly been served on the Company from the solicitors acting on behalf of a creditor pursuant to Sections 178(1)(a) or 327(4)(a) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32), demanding the Company to pay the total amount of RMB250,974,633.21, being an alleged outstanding debts due and owing from the Company to the creditor in respect of the Company's obligations pursuant to an alleged guarantee agreement (the "Alleged Debt"). The Statutory Demand requested the Company to repay the Alleged Debt within three weeks from the date of service of the Statutory Demand, failing which the creditor may present a winding-up petition against the Company. Up to 31 March 2023, the Company has not received any winding-up petition from the creditor or its solicitors.

The Company has not made any such alleged commitment and has no business dealings with the creditor. After the reporting period, the Company is seeking legal advice to properly handle the Statutory Demand to safeguard the interests of the shareholders and the Company.

2. BASIS OF PREPARATION (continued)

The Group is in active negotiations with all the lenders in respect of the In Default Borrowings for renewal and extension of the relevant borrowings and the Directors are confident that agreements will be reached in due course.

Because of the aforementioned actions taken, management is confident that the lenders of the borrowings in respect of which there were delays in principal and interest repayments will not enforce their rights of requesting for immediate repayment.

All of the above conditions indicate the existence of material uncertainties which may cast significant doubt about the Group's ability to continue as a going concern. Further, the Group's mine sales subsequent to the year end has been significantly affected by the outbreak of Coronavirus Disease 2019 ("COVID-19 outbreak"), which will have an impact on the Group's cash flows.

In view of these circumstances, the directors of the Company (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, and have taken the following measures to mitigate the liquidity pressure and to improve its cash flows:

(i) Cosmo Field, the ultimate holding company has agreed not to demand for any repayment of amount due by the Company of approximately US$60,000,000 as at 31 December 2022 until the Company is in a financial position to do so;

(ii) The independent third party lender has agreed not to demand for any repayment of whose principal amounts of approximately US$18,500,000 and interest payable approximately US$7,823,000 as at 31 December 2022 until the Company is in a financial position to do so;

(iii) The Group has been actively negotiating with existing lenders for renewal and extension of bank loans and credit facilities;

(iv) 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;

(v) In light of the COVID-19 outbreak, the Group is closely monitoring the latest development and will continue to assess the impact of the epidemic, as well as any government's stimulus in response, on the Group's operation from time to time and adjust its sales and marketing strategy for its mine sales to generate sufficient cash from its operations;

The Group has implemented measures to speed up the collection of outstanding trade debts proceeds;

(vi) The Group will continue to take active measures to control administrative costs through various channels including human resources optimisation and management remuneration adjustments and containment of capital expenditures; and

(vii) The Company will consider to lodge a quasi-joint application to the Grand Court of the Cayman Islands to withdraw the petition for an order that the Company be wound up.

2. BASIS OF PREPARATION (continued)

The directors have reviewed the Group's cash flow projections prepared by management. The cash flow projections cover a period of not less than twelve months from 31 December 2022. They are of the opinion that, taking into account the abovementioned 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 twelve months from 31 December 2022. Accordingly, the directors are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

Notwithstanding the above, significant 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 generate adequate financing and operating cash flows through the following:

(i) Successful negotiations with the lenders for the renewal of or extension for repayments beyond year 2023 for those borrowings that (a) are scheduled for repayment (either based on the original agreements or the existing arrangements) in year 2023; (b) were overdue as at 31 December 2022 because of the Group's failure to repay either the principal or the interests on or before the scheduled repayment dates; and (c) became or might become overdue in year 2023;

(ii) Successfully raising additional new sources of financing as and when needed;

(iii) Successfully reaching a settlement of the High Court Action 1, High Court Action 2 and Winding Up Petition on the Company's forthcoming future;

(iv) Successfully collection of outstanding trade receivables and controlling costs and containing capital expenditure so as to generate adequate net cash inflows;

(v) Successfully managing the impact of the epidemic, as well as any government's stimulus in response, on the Group's operations from time to time and adjusting its sales and marking strategy to generate sufficient cash from its operations;

(vi) Successful maintenance of relationship with the Group's existing lenders such that no action will be taken by the relevant lenders to demand immediate repayment of the borrowings in default, including those with cross-default terms; and

(vii) Successful to withdraw the petition with the Grand Court of the Cayman Islands for an order that the Company be wound up.

Should the Group fail to achieve the abovementioned plans and measures, it might be unable to continue to operate as a going concern, adjustments would have to be made to restate the values of assets to their estimated recoverable amounts, to provide further liabilities that might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effects of these potential adjustments have not been reflected in the consolidated financial statements.

3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs")

In the current year, the Group has applied, for its first time, the following amendments to IFRSs issued by the International Accounting Standards Board (the "IASB") which are effective for the Group's financial year beginning 1 January 2022.

Amendments to IFRS 3	Reference to the Conceptual Framework
Amendments to IFRS 16	Covid-19 – Related rent concessions beyond 30 June 2021
Amendments to IAS 16	Property, Plant and Equipment – Proceeds before Intended Use
Amendments to IAS 37	Onerous contracts: Cost of fulfilling a contract
Amendments to IFRSs	Annual Improvements to IFRS 2018 – 2020 cycle

The application of the amendments to IFRSs in the current year has had no material impact on the Group's financial performance and position for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

New and amendments to IFRSs issued but not yet effective

The Group has not early applied the following new and amendments to IFRSs that have been issued but are not yet effective:

IFRS 17 (including the June 2020 and December 2021 amendment to IFRS 17)	Insurance Contracts[1]
Amendments to IFRS 16	Lease Liability in a Sale and Leaseback[2]
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and Its Associate or Joint Venture[3]
Amendments to IAS 1	Classification of liabilities as Current or Non-current[2]
Amendments to IAS 1	Non-current Liabilities with Covenants[2]
Amendments to IAS 1 and IFRS Practice Statement 2	Disclosure of Accounting Policies[1]
Amendments to IAS 8	Definition of Accounting Estimates[1]
Amendments to IAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction[1]

3. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (continued)

New and amendments to IFRSs issued but not yet effective (continued)

[1] Effective for annual periods beginning on or after 1 January 2023

[2] Effective for annual periods beginning on or after 1 January 2024

[3] Effective for annual periods beginning on or after a date to be determined

The directors of the Company anticipate that, the application of the new and amendments to IFRSs will have no material impact on the results and the financial position of the Group.

4. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with IFRSs issued by the IASB. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Company Ordinance.

The consolidated financial statements have been prepared on historical cost basis, except for financial assets at fair value through other comprehensive income certain financial assets that are measured at fair values at the end of each reporting period.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date regardless of whether that price is directly observable or estimated using another valuation technique. Details of fair value measurement are explained in the accounting policies set out below.

The significant accounting policies are set out below.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries.

Control is achieved where the Group has:

- power over the investee;
- exposure, or rights, to variable returns from its involvement with the investee; and
- the ability to use its power over the investee to affect the amount of the Group's returns.

The Group reassesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control stated above.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Basis of consolidation (continued)

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary.

Income and expenses of subsidiaries are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income of subsidiaries are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group are eliminated in full on consolidation.

Business combinations

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

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

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

Non-controlling interests, unless as required by another standards, are measured at acquisition-date fair value except for non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are initially measured either at fair value or at the present ownership instruments' proportionate share in the recognised amounts of the acquiree's identifiable net assets on a transaction-by-transaction basis.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Goodwill

Goodwill arising from a business combination is carried at cost less accumulated impairment losses, if any.

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

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

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

Revenue from contracts with customers

Revenue is recognised to depict the transfer of promised goods and services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services to a customer. Specifically, the Group uses a five-step approach to recognise revenue:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the Group satisfies a performance obligation.

The Group recognised revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to customers.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue from contracts with customers (continued)

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

Revenue is measured based on the consideration specified in a contract with a customer, excludes amounts collected on behalf of third parties, discounts and sales related taxes.

Contract assets and contract liabilities

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with IFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration from the customer. A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised.

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

The Group recognised revenue from the following major sources:

- Sales of Iron Ore products;
- Sales of crude oil and other commodities; and
- Sales of health and other products

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue from contracts with customers (continued)

Sales of Iron Ore products, crude oil, other commodities, health and other products

Revenue from sales of Iron Ore products, crude oil, other commodities, health and other products are recognised at a point in time when the control of the goods is transferred to the customers. Control of the goods is considered transferred to customers at the time of delivery.

A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

Principal versus agent

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group is an agent).

The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer.

The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Group does not control the specified good or service provided by another party before that good or service is transferred to the customer. When the Group acts as an agent, it recognises revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

Leasing

Definition of a lease

A contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration.

The Group as lessee

The Group assesses whether a contract is or contains a lease, at inception of the contract or modification date or acquisition date, as appropriate. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less from the commencement date and do not contain a purchase option) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. US$) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the year. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation are treated as assets and liabilities of that foreign operation and retranslated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowing pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All borrowing costs are recognised in profit or loss in the period in which they are incurred.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income/a deduction from the carrying amount of the relevant asset in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

The benefit of a government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates.

Retirement benefits cost

Payments to the defined contribution plans, state-managed retirement benefit schemes, the Mandatory Provident Fund Scheme (the "MPF scheme") and the Employee Provident Fund (the "EPF scheme") are recognised as an expense when employees have rendered service entitling them to the contributions.

Short-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from "loss before income tax" as reported in the consolidated statement of profit or loss and other comprehensive income because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of each reporting period.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Taxation (continued)

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of each reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of each reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle current tax liabilities and assets on a net basis.

Current and deferred tax are recognised in profit or loss.

Property, plant and equipment

Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment (continued)

Depreciation is recognised so as to write off the cost of assets over their estimated useful lives, using the straight line method for the property, plant and equipment. The estimated useful lives and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Intangible assets

Mining rights

Mining rights are stated at cost less accumulated amortisation and impairment losses, if any, and are amortised based on the units-of-production method whereby the denominator is the proven and probable reserves and where appropriate the portion of mineral resources considered to be probable of economic extraction.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are calculated using the weighted average method. Net realisable value of inventories represents the estimated selling price in the ordinary course of business less the estimated costs of completion and costs necessary to make the sale.

Cash and cash equivalents

In the consolidated statement of financial position, cash and bank balances comprise cash (i.e. cash on hand and demand deposits) and cash equivalents. Cash equivalents are short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather for investment or other purposes.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and cash equivalents, as defined above, net of outstanding bank overdrafts which are repayable on demand and form an integral part of the Group's cash management. Such overdrafts are presented as short-term borrowings in the consolidated statement of financial position.

Investment in subsidiaries

Investments in subsidiaries are stated on the statement of financial position of the Company at cost less accumulated impairment loss.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment losses on property, plant and equipment and intangible assets (other than impairment of goodwill set out in accounting policy of goodwill above)

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit ("CGU") to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGU, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or the CGU) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or the CGU) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or the CGU) in prior years. A reversal of an impairment loss is recognised as income immediately in profit or loss.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value, except for trade receivables arising from contracts with customers which are initially measured in accordance with IFRS 15 *Revenue from Contracts with Customers*. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the cost of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets. Financial assets are classified, at initial recognition, as subsequently measured at amortised cost and fair value through other comprehensive income ("FVTOCI") and FVTPL.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them.

Financial assets at amortised cost (debt instruments)

The Group measures financial assets subsequently at amortised cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and

- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

(i) Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For financial assets other than purchased or originated credit-impaired financial assets (i.e. assets that are credit-impaired on initial recognition), the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses ("ECL"), through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including ECL, to the amortised cost of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost and at FVTOCI. For financial assets other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.

For purchased or originated credit-impaired financial assets, the Group recognises interest income by applying the credit-adjusted effective interest rate to the amortised cost of the financial asset from initial recognition. The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit-impaired.

Interest income is recognised in profit or loss and is included in the "Other income" line item (note 10).

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Equity instruments designated as at FVTOCI

On initial recognition, the Group may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments as at FVTOCI. Designation at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognised by an acquirer in a business combination.

Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains or losses arising from changes in fair value recognised in other comprehensive income and accumulated in the fair value reserve. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, instead, they will be transferred to retained profits.

Dividends on these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the "other income" line item in profit or loss (note 10).

Impairment of financial assets

The Group recognises a loss allowance for ECL on investments in debt instruments that are measured at amortised cost as well as financial guarantee. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade receivables. The ECL on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group measures the loss allowance equal to 12-month ECL, unless when there has a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increase in the likelihood or risk of a default occurring since initial recognition.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's operations.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk for a particular debtor, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor, or the length of time or the extent to which the fair value of a financial asset has been less than its amortised cost;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Significant increase in credit risk (continued)

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if i) the financial instrument has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term, and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when the asset has external credit rating of 'investment grade' in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of 'performing'. Performing means that the counterparty has a strong financial position and there is no past due amounts.

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a financial guarantee contract, the Group considers the changes in the risk that the specified debtor will default on the contract.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the debtor; or

- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 60 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over one year past due, whichever occurs sooner. Financial assets written-off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

For financial assets, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Measurement and recognition of ECL (continued)

For a financial guarantee contract, as the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed, the expected loss allowance is the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss. In addition, on derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the fair value reserve is not reclassified to profit or loss, but is transferred to retained profits.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial liabilities and equity instruments (continued)

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method.

Financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, and financial guarantee contracts issued by the Group, are measured in accordance with the specific accounting policies set out below.

Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not 1) contingent consideration of an acquirer in a business combination, 2) held-for-trading, or 3) designated as at FVTPL, are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by a group entity are initially measured at their fair values and, if not designated as at FVTPL and do not arise from a transfer of a financial asset, are subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with IFRS 9; and

- the amount initially recognised less, where appropriate, cumulative amortisation recognised over the guarantee period.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial liabilities and equity instruments (continued)

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

Provisions

Provisions for environmental restoration are recognised when: (i) the Group has a present legal or constructive obligation as a result of past events; (ii) it is probable that an outflow of resources will be required to settle the obligation; and (iii) the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Provision for future decommissioning and restoration is recognised in full on the installation of mining properties. The amount recognised is the present value of the estimated future expenditure determined in accordance with local conditions and requirements. A corresponding addition to the related mining properties of an amount equivalent to the provision is also created. This is subsequently depreciated as part of the costs of the mining properties. Any change in the present value of the estimated expenditure other than due to passage of time, which is regarded as interest expense, is reflected as an adjustment to the provision and mining properties.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

Fair value measurement

When measuring fair value except value in use of property, plant and equipment, intangible assets and right-of-use assets for the purpose of impairment assessment, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair value measurement (continued)

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. Specifically, the Group categorised the fair value measurements into three levels, based on the characteristics of inputs, as follow:

Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

At the end of the reporting period, the Group determines whether transfer occur between levels of the fair value hierarchy for assets and liabilities which are measured at fair value on recurring basis by reviewing their respective fair value measurement.

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 4, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets, liabilities, revenue and expenses reported and disclosures made in the consolidated financial statements. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimation (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in consolidated financial statements.

Principal versus agent consideration

The Group engages in trading of iron ore products, crude oil, other commodities, health and other products. The Group reassessed whether the Group should continue to recognise revenue on gross basis based on the requirements in IFRS 15. The Group concluded that the Group acts as the principal for such transactions as it controls the specified good before it is transferred to the customer after taking into consideration indicators such as that the Group is primarily responsible for fulfilling the promise to provide the goods. The Group has inventory risk and discretion in establishing selling prices of the goods.

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Critical judgements in applying accounting policies (continued)

Going concern and liquidity

In the process of applying the Group's accounting policies, apart from those involving estimations, management has prepared the consolidated financial statements on the assumption that the Group will be able to operate as a going concern in the coming year, which is a critical judgement that has the most significant effect on the amounts recognised in the financial statements. The assessment of the going concern assumption involves making a judgement by the Directors, at a particular point of time, about the future outcome of events or conditions which are inherently uncertain. The Directors consider that the Group has the capability to continue as a going concern and the major events or conditions, which may give rise to business risks, that individually or collectively may cast significant doubt upon the going concern assumption are set out in note 2 to the consolidated financial statements.

Key sources of estimation uncertainty

The followings are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Impairment of property, plant and equipment and intangible assets

Impairment assessment on property, plant and equipment and intangible assets are performed by the management of the Group at the end of each reporting period. When there is an indication of possible impairment identified, the management of the Group assess whether there is any impairment loss. Impairment loss has been recognised if the recoverable amount, being the higher of fair value less cost of disposal or value-in-use, is lower than the carrying amount. In assessing the value-in-use, the management of the Group takes into estimation of discounted future cash flows. In estimating the future cash flows, the management of the Group takes into account the Iron Ore price, recoverable reserves, production costs and operating costs. The estimates used by the management of the Group in calculating future cash flows might be subject to changes due to the inherent uncertainty and the volatility of the iron ore price. Where the actual cash flows are less than expected, a material impairment loss may arise.

As at 31 December 2022, the carrying amounts of property, plant and equipment and intangible assets are approximately US$426,000 and US$11,996,000 respectively (2021: US$522,000 and US$12,643,000 respectively). Based on the estimated recoverable amounts, no impairment loss in respect of property, plant and equipment and intangible assets has been recognised for the years ended 31 December 2022 and 2021.

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Key sources of estimation uncertainty (continued)

Estimated useful life of property, plant and equipment

At the end of each reporting period, the directors of the Company review the estimated useful life of property, plant and equipment with finite useful life. The estimated useful life reflects the directors' estimates of the periods that the Group intends to derive future economic benefits from the use of the Group's property, plant and equipment. The residual values reflect the directors' estimated amount that the Group would currently obtain from disposal of the assets, after deducting the estimated costs of disposal, if the assets were already of the age and in the condition expected at the end of its useful life. The carrying amounts of property, plant and equipment with finite useful life as at 31 December 2022 are US$426,000 (2021: US$522,000).

Units-of-production amortisation for intangible asset

The Group determines the amortisation of intangible asset by the actual units of production over the estimated reserves of the mines. Further details about the reserve estimates are included below.

Reserve estimates

Proved and probable Iron Ore reserve estimates are estimates of the amount of Iron Ore that can be economically and legally extracted from the Group's mining properties. In determining the estimates, recent production and technical information of each mine will be considered.

Fluctuations in factors including the price of Iron Ore, production costs and transportation costs of Iron Ore, a variation on recovery rates or unforeseen geological or geotechnical perils may render it necessary to revise the estimates of Iron Ore reserves.

Because of the economic assumptions used to estimate reserves changes from period to period, and because of additional geological data is generated during the course of operations, estimates of reserves may change from period to period. Changes in reported reserves may affect the Group's financial results and financial position in a number of ways, including the following:

- Asset carrying amount may be affected due to change in estimated future cash flows.
- Depreciation and amortisation charged to the profit or loss may change where such charges are determined by the units of production basis, or where the useful economic lives of assets change.
- Provision for rehabilitation may change where changes in estimated reserves affect expectations about the timing or cost of these activities.
- The carrying value of deferred tax assets may change due to changes in estimates of the likely recovery of the tax benefits.

As at 31 December 2022, the carrying amounts of intangible assets were approximately US$11,996,000 (2021: US$12,643,000).

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Key sources of estimation uncertainty (continued)

Impairment of goodwill

The management of the Group tests annually on goodwill in accordance with the accounting policy as disclosed in note 4, based on the recoverable amount. The recoverable amount of each cash-generating unit has been determined based on the higher of value-in-use calculation and fair value less cost of disposal calculation. If the recoverable amount is less than the carrying amount, impairment loss was recognised. The calculations of the recoverable amount require the use of estimates and judgements as disclosed in note 21.

As at 31 December 2022, the carrying amount of goodwill was approximately US$6,266,000 (2021: US$6,597,000), no impairment loss in respect of goodwill has been recognised for the years ended 31 December 2022 and 2021. Details of the value-in-use calculations are disclosed in note 21.

Allowance recognised in respect of trade receivables, loan receivables and other receivables

The impairment provisions for trade receivables, loan receivables and other receivables are based on assumptions about ECL. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the number of days that an individual receivable is outstanding as well as the Group's historical experience and forward-looking information at the end of the reporting period. Changes in these assumptions and estimates could materially affect the result of the assessment and it may be necessary to make additional impairment charge to the consolidated statement of profit or loss and other comprehensive income.

As at 31 December 2022, the carrying amounts of trade receivables, loan receivables and other receivables are approximately US$113,854,000 (2021: US$148,303,000), nil (2021: US$3,169,000) and US$57,000 (2021: US$701,000) respectively, with accumulated loss allowance on trade receivables, loan receivables and other receivables of approximately US$114,054,000 (2021: US$71,454,000), nil (2021: US$6,116,000) and US$20,000 (2021: US$1,306,000) respectively.

Income taxes

As disclosed in note 33, no deferred tax asset has been recognised in respect of the estimated unused tax losses of approximately US$43,251,000 (2021: US$26,719,000) due to the unpredictability of future profit streams as at 31 December 2022. The realisability of the deferred tax assets mainly depends on whether sufficient future profits or taxable temporary difference will be available in the future. In case where the actual future profits generated are less than expected, a material reversal of deferred tax assets may arise, which would be recognised in profit or loss for the year in which such a reversal take place.

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Key sources of estimation uncertainty (continued)

Provision for rehabilitation

The Group recognises the provision for the rehabilitation of each site. The provision recognised represents management's best estimate of the present value of the future costs required. Significant estimates and assumptions are made in determining the amount of rehabilitation provision. Those estimates and assumptions deal with uncertainties such as: requirements of the relevant legal and regulatory framework; the magnitude of possible contamination and the timing, extent and costs of required rehabilitation activity. These uncertainties may result in future actual expenditure differing from the amounts currently provided.

The provision recognised for each site is periodically reviewed and updated based on the facts and circumstances available at the time. Changes to the estimated future costs for operating sites are recognised in the consolidated statement of financial position by adjusting both the rehabilitation asset and provision. Such changes give rise to a change in future depreciation and financial charges. For closed sites, changes to estimated future costs are recognised immediately in profit or loss. The carrying amount of provision for rehabilitation as at 31 December 2022 was approximately US$576,000 (2021: US$576,000).

Fair value of financial guarantee liabilities

The directors of the Company use their judgements in selecting an appropriate valuation technique to determine fair value of the financial guarantee liabilities which are not quoted in an active market. Valuation techniques commonly used by market practitioners are applied. The fair values of these financial guarantee liabilities are reassessed at the end of each reporting period with movement to the consolidated statement of profit or loss and other comprehensive income. In estimating the fair values of these financial guarantee liabilities, the Company uses independent valuations which are based on various inputs and estimates with reference to the input of subjective assumptions and adjusted for specific features of the instrument. If the inputs and estimates applied in the model or the valuation model are different, the carrying amounts of these derivative financial liabilities will be changed. As at 31 December 2022, the carrying values of the financial guarantee liabilities of the Company and was approximately US$9,740,000 (2021: US$9,459,000). The directors of the Company believe that the chosen valuation techniques and assumptions are appropriate in determining the fair values of these financial instruments.

6. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes the bank and other borrowings and notes and bonds disclosed in note 30 and note 31 respectively, net of cash and cash equivalents disclosed in note 25, and equity attributable to the owners of Group, comprising issued share capital, reserves and retained earnings.

6. CAPITAL RISK MANAGEMENT (continued)

The directors of the Company review the capital structure periodically. As part of the review, the directors of the Company consider the cost of capital and the risks associated with each class of capital, and take appropriate actions to adjust the Group's capital structure. Based on the recommendations of the directors of the Company, the Group will balance its overall capital structure through use of debts, payment of dividends and issuance of new shares.

7. FINANCIAL INSTRUMENTS

Categories of financial instruments

	2022	2021
	US$'000	US$'000
Financial assets		
Financial assets at amortised cost (including cash and cash equivalents)	**114,098**	153,369
Financial liabilities		
Financial liabilities at amortised cost	**206,926**	190,494

Financial risk management objectives and policies

The Group's major financial instruments include trade receivables, loan receivables from a company, deposits, other receivables, financial assets at FVTOCI, cash and cash equivalents, trade payables, other payables and accruals, amount due to ultimate holding company, bank and other borrowings and notes and bonds. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments included market risk (currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

7. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Market risk

(i) Currency risk

The Group has certain bank deposits, trade receivables, loan receivables from a company, deposits, other receivables and other borrowings denominated in foreign currencies, i.e. a currency other than the functional currency of the subsidiaries of the Company, which expose the Group to currency risk.

The carrying amounts of the Group's foreign currency denominated monetary assets at the reporting date are as follows:

	Assets		**Liabilities**	
	2022 **US$'000**	2021 US$'000	**2022** **US$'000**	2021 US$'000
Hong Kong Dollar ("HK$")	**13**	13	**18,150**	20,672
RMB	**975**	3,169	**1,242**	–
MYR	**704**	834	**11**	520

The Group currently does not have a foreign currency hedging policy. However, management monitors foreign exchange exposure and will consider hedging of significant foreign currency exposure should the need arise.

The Group believes that the pegged rate between the US$ and the HK$ will not be materially affected by any changes in the value of US$ against other currencies. In this respect, the Group considers its exposure to foreign currency risk in respect of HK$ to be insignificant.

Sensitivity Analysis

The following table details the Group's sensitivity to a 5% (2021: 5%) increase or decrease in the functional currencies of the relevant group entities against the relevant foreign currencies. 5% (2021: 5%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 5% (2021: 5%) change in foreign currency rates. The sensitivity analysis includes external loans where the denomination of the loan is in a currency other than the functional currency of the lender or the borrower. A positive number below indicates a decrease in pre-tax loss where respective functional currency weakened 5% (2021: 5%) against the relevant foreign currency. For a 5% (2021: 5%) strengthening of respective functional currency against the relevant foreign currency, there would be an equal and opposite impact on the pre-tax loss and the balances below would be negative.

7. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Market risk (continued)

(i) Currency risk (continued)

Sensitivity Analysis (continued)

	Effect on profit or loss	
	2022	2021
	US$'000	US$'000
RMB	**(13)**	158
MYR	**35**	16

(ii) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed interest rate of other borrowings (note 30) and notes and bonds (note 31).

The Group is also exposed to cash flow interest rate risk in relation to variable interest rate bank balances (note 25) and bank loans with variable interest rates (note 30). It is the Group's policy to keep its loans at floating rate of interests so as to minimise the fair value interest rate risk.

Sensitivity Analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for both derivatives and non-derivative instruments at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 100 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 100 basis points (2021: 100 basis points) higher/lower and all other variables were held constant, the Group's post-tax loss for the year ended 31 December 2022 would increase/decrease by approximately US$304,000 (2021: US$295,000). This is mainly attributable to the Group's exposure to interest rates on bank balances and variable-rate bank borrowings.

Credit risk

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. As at 31 December 2022 and 2021, the Group's maximum exposure to credit risk without taking into account any collateral held or other credit enhancements, which will cause a financial loss to the Group due to failure to discharge all obligation by the counterparties is arising from the carrying amounts of the respective recognised financial assets as stated in the consolidated statement of financial position.

7. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Credit risk (continued)

The credit risk of the Group mainly arises from trade and other receivables and cash and cash equivalents. The carrying amounts of these balances represent the Group's maximum exposure to credit risk in relation to financial assets.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of monitoring procedures to ensure that follow-up action is taken to recover overdue debts.

For trade receivables, the Group has applied the simplified approach in IFRS 9 *Financial Instruments* to measure the loss allowance at lifetime ECL. The Group determines the ECL on a collectively basis by using a provision matrix, estimated based on historical credit loss experience, as well as the general economic conditions of the industry in which the debtors operate. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

For other non-trade related receivables, the Group has assessed whether there has been a significant increase in credit risk since initial recognition. The Group considers that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL.

The credit risk on restricted cash and cash and cash equivalents is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout the reporting period. To assess whether there is a significant increase the Group compares the risk of a default occurring on the asset as at the reporting date with the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

- internal credit rating;
- external credit rating;
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations;
- actual or expected significant changes in the operating result of the borrower;
- significant increase in credit risk on other financial instruments of the borrower; and
- significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers in the Group and changes in the operating results of the borrower.

7. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Credit risk (continued)

The Group's exposure to credit risk

In order to minimise credit risk, the Group has delegated a team to develop and maintain the Group's credit risk grading to categorise exposures according to their degree of risk of default. The credit rating information is supplied by independent rating agencies where available and, if not available, the operation management committee uses other publicly available financial information and the Group's own trading records to rate its major customers and other debtors. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

The Group's current credit risk grading framework comprises the following categories:

Category	**Description**	**Basis for recognising ECL**
Performing	For financial assets where there has low risk of default or has not been a significant increase in credit risk since initial recognition and that are not credit impaired (refer to as Stage 1)	12-month ECL
Doubtful	For financial assets where there has been a significant increase in credit risk since initial recognition but that are not credit impaired (refer to as Stage 2)	Lifetime ECL – not credit impaired
Default	Financial assets are assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred (refer to as Stage 3)	Lifetime ECL – credit impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written-off

7. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Credit risk (continued)

The Group's exposure to credit risk (continued)

The tables below detail the credit quality of the Group's financial assets, as well as the Group's maximum exposure to credit risk by credit risk rating grades:

	Notes	Internal credit rating	12-month or lifetime ECL	2022 Gross carrying amount US$'000	2022 Loss allowance US$'000	2022 Net carrying amount US$'000	2021 Gross carrying amount US$'000	2021 Loss allowance US$'000	2021 Net carrying amount US$'000
Trade receivables	23	(Note)	Lifetime ECL (simplified approach)	**227,908**	**(114,054)**	**113,854**	219,757	(71,454)	148,303
Loan receivables	24	Default	Lifetime ECL – credit impaired	**–**	**–**	**–**	9,285	(6,116)	3,169
Other receivables	24	Performing	12-month ECL	**77**	**(20)**	**57**	23	(4)	19
Other receivable	24	Default	Lifetime ECL – credit impaired	**–**	**–**	**–**	1,984	(1,302)	682
					(114,074)			(78,876)	

Note: For trade receivables, the Group has applied the simplified approach in IFRS 9 *Financial Instruments* to measure the loss allowance at lifetime ECL. The Group determines the ECL on these items by using a provision matrix, estimated based on historical credit loss experience based on the past due status of the debtors, adjusted as appropriate to reflect current conditions and estimates of future economic conditions. Accordingly, the credit risk profile of these assets is presented based on their past due status in terms of the provision matrix. Note 23 includes further details on the loss allowance for these assets respectively.

The Group has concentration of credit risk as 1% (2021: 1%) and 3% (2021: 1%) of the total trade receivables was due from the Group's largest external customer and the top five largest external customers respectively as at 31 December 2022 and 31 December 2021.

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. In addition, the Group relies on bank and other borrowings and notes and bonds as a significant source of liquidity and the management monitors the utilisation of bank and other borrowings and notes and bonds and ensures compliance with loan covenants.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities and lease liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

7. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Liquidity risk (continued)

Specifically, borrowings with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights within one year after the reporting date. The maturity analysis for other non-derivative financial liabilities is prepared based on the scheduled repayment dates.

The table includes both interest and principal cash flow. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of each reporting period.

	At 31 December 2022			
	Within one year or on demand US$'000	**More than 1 year but less than 5 years US$'000**	**Total contractual undiscounted cash flows US$'000**	**Carrying amount US$'000**
Trade payables	**8,334**	**–**	**8,334**	**8,334**
Other payables and accruals	**27,024**	**–**	**27,024**	**27,024**
Amount due to ultimate holding company	**60,000**	**–**	**60,000**	**60,000**
Bank and other borrowings	**54,683**	**–**	**54,683**	**54,683**
Notes and bonds	**56,885**	**–**	**56,885**	**56,885**
	206,926	**–**	**206,926**	**206,926**
Contract liabilities	**253**	**–**	**253**	**253**

	At 31 December 2021			
	Within one year or on demand US$'000	More than 1 year but less than 5 years US$'000	Total contractual undiscounted cash flows US$'000	Carrying amount US$'000
Trade payables	963	–	963	963
Other payables and accruals	23,029	–	23,029	23,029
Amount due to ultimate holding company	60,000	–	60,000	60,000
Bank and other borrowings	54,683	–	54,683	54,683
Notes and bonds	51,819	–	51,819	51,819
	190,494	–	190,494	190,494

7. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Liquidity risk (continued)

The amounts included above for variable interest rate non-derivative financial liabilities are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

Fair value measurement objective and policies

The following table provides an analysis of financial instruments that are measured at fair value at the end of each reporting period, grouped into fair value hierarchy Levels 1 to 3 based on the degree to which the fair value is observable in accordance to the Group's accounting policy.

	At 31 December 2021			
	Level 1	Level 2	Level 3	Total
	US$'000	US$'000	US$'000	US$'000
Financial assets at FVTOCI				
– Unlisted equity investments	–	–	–	–

There were no transfers between levels of fair value hierarchy in the current and prior years.

Fair value of the Group's financial assets that are measured at fair value on a recurring basis

The valuation techniques and inputs used in the fair value measurements of each financial instruments on a recurring basis are set out below:

Financial instruments	Fair value hierarchy	Fair value as at 31 December	Valuation technique	Significant unobservable inputs	Range	Relationship of key inputs and significant unobservable inputs to fair value
		2021 US$'000				
Unlisted equity investments	Level 3	–	Adjusted net assets	Nil (all are figures from historical financial statements)	N/A	N/A
		–				

For recurring fair value measurements categorised within Level 3 of the fair value hierarchy, if the unobservable inputs (earnings multiples and market value of invested capital over total asset multiples for unlisted equity investments) to the valuation model were 5% higher/lower while all the other variables were held constant, the fair value of the financial assets at FVTOCI would be increased/decreased by nil.

7. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Fair value measurement objective and policies (continued)

Fair value of the Group's financial assets that are measured at fair value on a recurring basis (continued)

Reconciliation of Level 3 fair value measurements of financial assets on recurring basis:

	Unlisted equity investments US$'000
At 1 January 2021	679
Fair value loss in other comprehensive income	(679)
At 31 December 2021	–

For the year ended 31 December 2021, the fair value loss recognised in other comprehensive income of approximately US$679,000 on unlisted equity investments at FVTOCI held at the end of the reporting period.

The directors of the Company consider that the carrying amounts of current financial liabilities recorded at amortised cost using the effective interest rate method in the consolidated financial statements approximate their fair values due to their immediate or short-term maturities.

8. REVENUE

Revenue represents revenue arising on sales of iron ore products, other commodities, health and other products. An analysis of the Group's revenue for the year is as follows:

	2022 **US$'000**	2021 US$'000
Revenue from contracts with customers within the scope of IFRS 15		
– Sales of iron ore products	**2,757**	–
– Sales of commodities	**–**	14,080
– Sales of health products	**9,939**	–
– Sales of other products	**19,651**	9,898
	32,347	23,978

8. REVENUE (continued)

Set out below is the disaggregation of the Group's revenue from contracts with customers by timing of recognition and geographical markets, arising from different reporting segments:

For the year ended 31 December 2022	Iron ore mining and processing operation US$'000	Health products trade US$'000	Others US$'000	Total US$'000
Revenue from goods:				
– Sales of iron ore products	2,757	–	–	2,757
– Sales of health products	–	9,939	–	9,939
– Sales of other products	–	–	19,651	19,651
	2,757	9,939	19,651	32,347
Timing of revenue recognition:				
– At a point in time	2,757	9,939	19,651	32,347
Geographical markets:				
– PRC	–	4,526	5,661	10,187
– Hong Kong	–	–	13,990	13,990
– Malaysia	2,757	–	–	2,757
– Other	–	5,413	–	5,413
	2,757	9,939	19,651	32,347

8. REVENUE (continued)

For the year ended 31 December 2021	Commercial trade US$'000	Others US$'000	Total US$'000
Revenue from goods:			
– Sales of commodities	14,080	–	14,080
– Sales of other products	–	9,898	9,898
	14,080	9,898	23,978
Timing of revenue recognition:			
– At a point in time	14,080	9,898	23,978
Geographical markets:			
– PRC	–	1,008	1,008
– Hong Kong	14,080	8,890	22,970
	14,080	9,898	23,978

Information about the Group's performance obligations is summarised below:

The performance obligation is satisfied upon delivery of the goods and advance payments are generally required.

Transaction price allocated to the remaining performance obligations for contracts

The contracts are with an original expected duration of one year or less or contracts for which revenue is recognised at the amount to which that Group has the right to invoice for the satisfied upon delivery of goods. Accordingly, the Group has elected the practical expedient and has not disclosed the amount of transaction price allocated to the performance obligations that are unsatisfied (or partially unsatisfied) as of the end of the reporting period.

9. SEGMENT INFORMATION

Information reported to the directors of the Company, being the chief operating decision maker (the "CODM"), for the purpose of resource allocation and assessment of segment performance focuses on types of goods provided. No operating segments identified by the CODM has been aggregated in arriving at the reportable segments of the Group.

Specifically, the Group's reportable segments are as follows:

- Iron ore mining and processing operation – mining and sales of iron ore;
- Commercial trade – trading of crude oil and other commodities;
- Financing operation – investment in equity securities and other financial services;
- Health products trade – trading of health products; and
- Others – trading of other products.

Segment revenues and results

The following is an analysis of the Group's revenue and results by reportable and operating segment.

For the year ended 31 December 2022

	Iron ore mining and processing operation US$'000	Commercial trade US$'000	Financing operation US$'000	Health products trade US$'000	Others US$'000	Total US$'000
Segment revenue	2,757	–	–	9,939	19,651	32,347
Segment (loss) profit	(324)	(46,306)	(3,169)	592	1,469	(47,738)
Unallocated income						3,509
Unallocated corporate expenses						(1,884)
Unallocated finance costs						(9,835)
Impairment loss on other receivables						(16)
Loss before income tax						(55,964)

9. SEGMENT INFORMATION (continued)

Segment revenues and results (continued)

For the year ended 31 December 2021

	Iron ore mining and processing operation US$'000	Commercial trade US$'000	Financing operation US$'000	Others US$'000	Total US$'000
Segment revenue	–	14,080	–	9,898	23,978
Segment (loss) profit	(1,065)	(49,247)	(3,502)	165	(53,649)
Unallocated income					7,889
Unallocated corporate expenses					(1,634)
Unallocated finance costs					(8,655)
Impairment loss on other receivables					(957)
Loss before income tax					(57,006)

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 4. Segment profit/(loss) represents the loss of each segment without allocation of central and other operating expenses, other income, finance costs, reversal of (impairment loss) on other receivables. This is the measure reported to the directors of the Company with respect to the resource allocation and performance assessment.

9. SEGMENT INFORMATION (continued)

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segment:

Segment assets

	2022	2021
	US$'000	US$'000
Iron ore mining and processing operation	**13,106**	13,776
Commercial trade	**102,681**	145,489
Financing operations	**–**	3,169
Health products trade	**6,394**	–
Others	**4,562**	2,007
Total segment assets	**126,743**	164,441
Corporate and other assets	**6,815**	8,691
Total assets	**133,558**	173,132

Segment liabilities

	2022	2021
	US$'000	US$'000
Iron ore mining and processing operation	**576**	1,097
Commercial trade	**137,599**	129,757
Health products trade	**6,239**	–
Others	**2,146**	958
Total segment liabilities	**146,560**	131,812
Corporate and other liabilities	**67,318**	65,594
Total liabilities	**213,878**	197,406

For the purposes of monitoring segment performance and allocating resources between segments:

– All assets are allocated to operating segment, other than unallocated property, plant and equipment, goodwill, unallocated deposits, prepayments and other receivables and cash and other corporate assets. Assets used jointly by reportable segments are allocated on the basis of the revenues earned by individual reportable segments; and

– All liabilities are allocated to operating segments, other than unallocated other payables and accruals, other borrowings, notes and bonds, deferred tax liabilities and other corporate liabilities. Liabilities for which reportable segments are jointly liable are allocated in proportion to segment liabilities.

9. SEGMENT INFORMATION (continued)

Other segment information

For the year ended 31 December 2022

	Iron ore mining and processing operation US$'000	Commercial trade US$'000	Financing operation US$'000	Health products trade US$'000	Others US$'000	Unallocated US$'000	Total US$'000
Amounts include in the measure of segment loss or segment assets:							
Depreciation and amortisation	81	–	–	–	–	–	81
Bad debts written-off	–	–	3,169	–	–	681	3,850
(Reversal of) impairment loss on trade receivables	(14)	42,813	–	91	(278)	(12)	42,600
Impairment loss on other receivables	–	–	–	–	–	16	16
Amounts regularly provided to the CODM but not included in the measure of segment profit or loss or segment assets:							
Income from waiver of bonds and related accrued interests and costs	–	–	–	–	–	(3,454)	(3,454)
Finance costs	–	3,493	–	–	–	9,835	13,328
Income tax credit	–	–	–	–	–	(224)	(224)

9. SEGMENT INFORMATION (continued)

Other segment information (continued)

For the year ended 31 December 2021

	Iron ore mining and processing operation US$'000	Commercial trade US$'000	Financing operation US$'000	Others US$'000	Unallocated US$'000	Total US$'000
Amounts include in the measure of segment loss or segment assets:						
Depreciation and amortisation	671	–	–	–	3	674
(Reversal of) impairment loss on trade receivables	(153)	45,782	–	–	–	45,629
Impairment loss on other receivables	–	–	4,719	–	957	5,676
Loss on disposal of property, plant and equipment	402	–	–	–	–	402
Loss on written-off property, plant and equipment	369	–	–	–	–	369
Amounts regularly provided to the CODM but not included in the measure of segment profit or loss or segment assets:						
Income from waiver of interest expense on other borrowings	–	–	–	–	(7,878)	(7,878)
Loan interest income	–	–	(1,278)	–	–	(1,278)
Finance costs	–	3,457	–	–	8,655	12,112

9. SEGMENT INFORMATION (continued)

Geographical information

During the years ended 31 December 2022, the Group's operations are located in PRC, Hong Kong and Malaysia (2021: Hong Kong and Malaysia).

Information about the Group's revenue from external customers is presented based on the location of the operations.

Revenue from external customers

	2022 US$'000	2021 US$'000
Hong Kong	**13,990**	22,970
PRC	**10,187**	1,008
Malaysia	**2,757**	–
Other	**5,413**	–
Total revenue	**32,347**	23,978

Substantially all of the Group's operations and non-current assets are in PRC, Hong Kong and Malaysia.

Information about major customers

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

	2022 US$'000	2021 US$'000
Company A[1]	**N/A[3]**	14,080
Company B[1]	**N/A[3]**	8,251
Company C[1]	**13,909**	N/A[3]
Company D[1]	**5,661**	N/A[3]
Company E[2]	**5,413**	N/A[3]

1 Revenue from others segment.
2 Revenue from health products segment.
3 The corresponding revenue did not contribute over 10% of the total revenue of the Group.

10. OTHER INCOME

	2022	2021
	US$'000	US$'000
Income from waiver of bonds and related accrued interests and costs (note i)	**3,454**	–
Exchange gain, net	**22**	50
Government grants (note ii)	**15**	–
Income from waiver of interest expense on other borrowings (note iii)	**–**	7,878
Interest income from loan receivables	**–**	1,278
Bank interest income	**1**	–
Others	**17**	11
	3,509	9,217

Notes:

(i) On 30 March 2022, the Company entered into a debt waiver agreement pursuant to which the Corporate Bond Holder agreed to unconditionally and irrevocably waive the outstanding principal HK$19,700,000 (equivalent to approximately US$2,522,000) with related accrued interests and costs of HK$7,237,000 (equivalent to approximately US$927,000) and HK$38,000 (equivalent to approximately US$5,000) respectively. Details of corporate bond is set out in Note 31(c).

(ii) During the year 31 December 2022, the Group recognised government grants of HK$120,000 (equivalent to approximately US$15,000) in respect of COVID-19-related subsidies, of which amounted to approximately US$15,000 related to Employment Support Scheme provided by the Government of the Hong Kong Special Administrative Region under the Anti-Epidemic Fund. There are no unfulfilled conditions and other contingencies attached to the receipts of those subsidies.

(iii) On 1 September 2021, the Company and the Noteholder 3 entered into supplemental agreement pursuant to which the Noteholder 3 agreed to adjust the interest rate to 3% per month from 5% per annum effective from 26 September 2019 and the default interest rate adjusted from 5% per month to 0% per annum starting from 26 September 2019. Details of other borrowings is set out in note 30(d).

11. FINANCE COSTS

	2022	2021
	US$'000	US$'000
Interests on:		
– bank borrowings	**3,493**	3,457
– other borrowings	**908**	908
– notes	**8,865**	7,311
– bonds	**62**	383
– lease liabilities	**–**	2
Unwinding of discount on provision (Note 32)	**–**	51
	13,328	12,112

12. INCOME TAX CREDIT

	2022	2021
	US$'000	US$'000
Current tax:		
PRC Enterprise Income Tax	**12**	–
Deferred tax (Note 33)	**(236)**	–
	(224)	–

Notes:

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

(ii) On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK$2 million of profits of qualifying corporation will be taxed at 8.25%, and profits above HK$2 million will be taxed at 16.5%. For the years ended 31 December 2022 and 2021, Hong Kong Profits Tax of the qualified entities of the Group is calculated in accordance with the two-tiered profits tax rates regime. The profits of other entities of the Group in Hong Kong not qualifying for the two-tiered profits tax rates regime will continue to be taxed at the flat rate of 16.5%.

No Hong Kong profits tax has been provided in the consolidated financial statements as the Group has no assessable profits for the years ended 31 December 2022 and 2021.

12. INCOME TAX CREDIT (continued)

Notes: (continued)

(iii) Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

(iv) No provision for Singapore has been provided as the Company's subsidiary located in Singapore had no assessable profits derived or earned in Singapore for the years ended 31 December 2022 and 2021.

(v) Pursuant to the income tax rules and regulations in Malaysia, the subsidiaries located in Malaysia are liable to Malaysia corporate income tax at a rate of 24% (2021: 24%) on the assessable profits generated during the years ended 31 December 2022 and 2021.

The income tax credit can be reconciled to the loss before income tax per the consolidated statement of profit or loss and other comprehensive income as follows:

	2022 **US$'000**	2021 US$'000
Loss before income tax	**(55,964)**	(57,006)
Tax at the domestic income tax rate of 16.5% (2021: 16.5%)	**(9,234)**	(9,406)
Tax effect of expenses not deductible for tax purposes	**6,967**	8,558
Tax effect of income not taxable for tax purposes	**(609)**	(1,511)
Tax effect of deductible temporary difference not recognised	**17**	309
Tax effect of tax losses not recognised	**2,739**	2,138
Effect of different tax rates of subsidiaries operating in other jurisdictions	**(18)**	(88)
Income tax on concessionary rate	**(86)**	–
Income tax credit	**(224)**	–

Details of the deferred taxation are set out in note 33.

13. LOSS FOR THE YEAR

	2022 **US$'000**	2021 US$'000
Loss for the year has been arrived at after charging:		
Directors' and chief executive's emoluments (note 14)	**303**	282
Salaries, wages, allowances and other benefits	**681**	449
Contributions to retirement benefits scheme (excluding directors', chief executive's and supervisors' emoluments)	**27**	24
Total staff costs	**1,011**	755
Auditor's remuneration		
– Audit services	**119**	102
– Non-audit services	**21**	6
Amortisation of intangible assets	**3**	–
Depreciation of property, plant and equipment	**81**	674
Depreciation of right-of-use assets	**–**	13
Loss on disposal of property, plant and equipment	**–**	402
Loss on written-off property, plant and equipment	**–**	370
Bad debts written-off	**3,850**	–
Impairment loss on trade receivables	**42,600**	45,629
Impairment loss on other receivables	**16**	5,676
Amount of inventories recognised as an expense	**29,808**	23,814
Lease rentals for office premises (note i)	**174**	12

Note:

(i) The amounts represent lease rentals related to short-term leases under IFRS 16.

14. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

Details of directors' and chief executive's emoluments are as follows:

Emoluments paid or receivable in respect of a person's services in connection with the management of the affairs of the Company or its subsidiary undertaking:

	Fees US$'000	Salaries, allowances and other benefits (note iii) US$'000	Employer's contributions to retirement benefits scheme US$'000	Total US$'000
Year ended 31 December 2022				
Executive directors				
Mr. Li Yang	143	–	4	147
Ms. Li Xiaolan	72	–	3	75
Mr. Wang Er	32	–	–	32
Mr. Ng Khing Yeu (note i)	–	–	–	–
Independent non-executive directors				
Dr. Leung You Cho (note ii)	23	–	–	23
Dr. Li Zhongquan	13	–	–	13
Dr. Wang Ling	13	–	–	13
Total	296	–	7	303

14. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (continued)

	Fees US$'000	Salaries, allowances and other benefits (note iii) US$'000	Employer's contributions to retirement benefits scheme US$'000	Total US$'000
Year ended 31 December 2021				
Executive directors				
Mr. Li Yang	129	–	–	129
Ms. Li Xiaolan	52	43	–	95
Mr. Wang Er	32	–	–	32
Independent non-executive directors				
Dr. Li Zhongquan	13	–	–	13
Dr. Wang Ling	13	–	–	13
Total	239	43	–	282

Notes:

(i) Appointed on 25 March 2022.

(ii) Appointed on 11 March 2022.

(iii) The remuneration includes remuneration received from the Group by the directors in his/her capacity as an employee of the subsidiaries.

Mr. Li is also the chief executive of the Company and his emoluments disclosed above include those for services rendered by him as the Chief Executive.

No directors and chief executive of the Company waived or agreed to waive the emolument paid by the Group during the years ended 31 December 2022 and 2021. No emoluments were paid by the Group to the directors as an inducement for joining the Group or as compensation for loss of office during the years end of the Company 31 December 2022 and 2021.

15. EMPLOYEES' EMOLUMENTS

Of the five individuals with the highest emoluments, two (2021: two) were directors of the Company whose emoluments are set out in note 14. The emoluments of the remaining three (2021: three) highest paid individuals were as follows:

	2022 **US$'000**	2021 US$'000
Salaries, wages, allowances and other benefits	**217**	173
Contributions to retirement benefits scheme	**14**	11
	231	184

Their emoluments were within the following bands:

	Number of individuals	
	2022	2021
Nil to HK$1,000,000 (equivalent to approximately US$128,000 (2021: US$128,000))	**3**	3

16. DIVIDENDS

No dividend was paid or proposed during the years ended 31 December 2022 and 2021, nor has any dividend been proposed since the end of the reporting period.

17. LOSS PER SHARE

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

	2022 **US$'000**	2021 US$'000
Loss		
Loss for the purpose of basic and diluted loss per share	**(55,740)**	(57,006)
Number of shares		
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share ('000 shares)	**1,500,000**	1,500,000

The dilutive loss per share is equal to the basic loss per share as there were no dilutive potential ordinary shares outstanding during the years ended 31 December 2022 and 2021.

18. PROPERTY, PLANT AND EQUIPMENT

	Properties	Mine properties	Machinery	Motor vehicles	Others	Total
	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000
COST						
At 1 January 2021	317	2,266	5,786	607	111	9,087
Additions	–	–	–	–	303	303
Written-off	(317)	–	–	(458)	(53)	(828)
Disposal	–	(1,887)	(5,092)	–	–	(6,979)
Exchange alignment	–	(88)	(282)	(7)	–	(377)
At 31 December 2021 and 1 January 2022	**–**	**291**	**412**	**142**	**361**	**1,206**
Additions	**–**	**–**	**–**	**–**	**3**	**3**
Disposal	**–**	**–**	**–**	**(111)**	**–**	**(111)**
Exchange alignment	**–**	**(12)**	**(22)**	**(7)**	**(8)**	**(49)**
At 31 December 2022	**–**	**279**	**390**	**24**	**356**	**1,049**
DEPRECIATION AND IMPAIRMENT						
At 1 January 2021	44	1,771	4,856	510	104	7,285
Charge for the year	–	198	420	–	56	674
Written-off	(44)	–	–	(361)	(53)	(458)
Disposal	–	(1,799)	(4,699)	–	–	(6,498)
Exchange alignment	–	(70)	(242)	(7)	–	(319)
At 31 December 2021 and 1 January 2022	**–**	**100**	**335**	**142**	**107**	**684**
Charge for the year	**–**	**9**	**68**	**–**	**4**	**81**
Disposal	**–**	**–**	**–**	**(111)**	**–**	**(111)**
Exchange alignment	**–**	**(5)**	**(18)**	**(7)**	**(1)**	**(31)**
At 31 December 2022	**–**	**104**	**385**	**24**	**110**	**623**
NET CARRYING VALUES						
At 31 December 2022	**–**	**175**	**5**	**–**	**246**	**426**
At 31 December 2021	–	191	77	–	254	522

18. PROPERTY, PLANT AND EQUIPMENT (continued)

Property, plant and equipment are depreciated on a straight-line basis over their estimated useful lives as follows:

Properties	50 years
Mine properties	10 years
Machinery	7 to 10 years
Motor vehicles	3 to 5 years
Others	3 to 5 years

19. INTANGIBLE ASSETS

	Mining rights and reserves US$'000
COST	
As at 1 January 2021	13,304
Exchange alignment	(484)
As at 31 December 2021 and 1 January 2022	**12,820**
Exchange alignment	**(654)**
As at 31 December 2022	**12,166**
ACCUMULATED AMORTISATION AND IMPAIRMENT	
As at 1 January 2021	183
Exchange alignment	(6)
As at 31 December 2021 and 1 January 2022	**177**
Charge for the year	**3**
Exchange alignment	**(10)**
As at 31 December 2022	**170**
NET CARRYING VALUES	
As at 31 December 2022	**11,996**
As at 31 December 2021	12,643

19. INTANGIBLE ASSETS (continued)

The mining right represents a mining license acquired for exploration and mining of Iron Ore in Malaysia. The mining right is amortised on a units-of-production basis over the total proved and probable reserves in the mine.

Recoverable amounts for each CGU were estimated based on FVLCD methodology which is calculated using the present value of the CGUs' expected future cash flows (after-tax). The cash flow information was derived from a report on the Group's iron ore reserves which was prepared by an independent qualified reserve evaluator, GEOS Mining Minerals Consultants ("GEOS"). As at 31 December 2022, the projected cash flows used in the FVLCD calculation reflect market assessments of key assumptions, including long-term forecasts of commodity prices, inflation rates, and foreign exchange rates (Level 3 fair value inputs). Cash flow forecasts are also based on GEOS's evaluation of the Group's reserves and resources to determine production profiles and volumes, operating costs, maintenance and future development capital expenditures. Future cash flow estimates are discounted using aftertax risk-adjusted discount rates. The after-tax discount rates applied in the impairment calculation as at 31 December 2022 was 18.3% (2021: 17.1%) based on the specific risk to the assets.

For the years ended 31 December 2022 and 2021, the Group did not recognise an impairment loss based on its assessment that the estimated recoverable amount exceeded the carrying value.

20. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

This represents investment in unlisted equity securities issued by private entities incorporated in PRC. The fair value of this investment is disclosed in note 7.

Since the directors of the Company lost contact with the management of the above unlisted equity investment and the directors of the Company was unable to obtain any financial information of this above unlisted equity investment for the year ended 31 December 2021, the directors of the Company measured the fair value of the Group's interests in the above unlisted equity investment by adjusted net assets method based on the latest available financial information, and adjusted for the factors they considered that might affect their fair values including the above unlisted equity investment indirectly held by the subsidiary was no longer held by subsidiary within twelve months from 31 December 2021.

On 5 August 2022, the above unlisted equity investment was no longer held by the subsidiary and the cumulative loss was US$5,000,000 transferred from fair value reserve to accumulated losses upon the written-off.

In the opinion of the directors of the Company, these equity investments are not held for trading. Instead, they are held for medium to long-term strategic purposes. Accordingly, the directors of the Company have elected to designate these equity investments as at FVTOCI as they believe that recognising short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the Group's strategy of holding these investments for long-term purposes and realising their performance potential in the long run.

21. GOODWILL

	US$'000
COST	
As at 1 January 2021	6,841
Exchange alignment	(244)
As at 31 December 2021 and 1 January 2022	**6,597**
Exchange alignment	**(331)**
As at 31 December 2022	**6,266**
ACCUMULATED IMPAIRMENT LOSS	
As at 1 January 2021, 31 December 2021, 1 January 2022 and 31 December 2022	**–**
NET CARRYING VALUES	
As at 31 December 2022	**6,266**
As at 31 December 2021	6,597

For the purpose of impairment testing, goodwill arising from the business combinations was allocated to one individual CGU of the Group, which is included in the Group's Ibam Mine CGU.

The recoverable amount of this CGU has been determined based on value-in-use calculation, which uses cash flow projections based on financial budgets approved by the management of the Company covering a thirty-three (2021:thirty-four) years period. Cash flows beyond the thirty-three (2021:thirty-four) years period is extrapolated using a steady growth rate for the CGU.

The estimated weighted average growth rates are consistent with the forecast included in industry reports. The growth rates used do not exceed the long-term average growth rates for the business in which the cash-generating unit operates. The cash flows are discounted using pre-tax discount rate of 21.0% (2021: 18.1%). Key assumptions used for the value-in-use calculation are the revenue, gross margins and growth rates. Management determined the budgeted revenue, gross margins and growth rates based on past performance and its expectation for market development.

22. INVENTORIES

	2022 **US$'000**	2021 US$'000
Finished goods	**470**	–

23. TRADE RECEIVABLES

	2022 **US$'000**	2021 US$'000
Receivables at amortised cost comprise:		
Trade receivables	**227,908**	219,757
Less: loss allowance for trade receivables	**(114,054)**	(71,454)
	113,854	148,303

As at 31 December 2022, the gross amount of trade receivables arising from contracts with customers amounted to approximately US$227,908,000 (2021: US$219,757,000).

The Group normally allows a credit period of not more than 120 days to its customers, although an extension of the credit period is not uncommon for customers who have a long term relationship with the Group. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. In view of this and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk.

The following is an aged analysis of trade receivables, net of loss allowance for trade receivables, presented based on the invoice date, which approximates revenue recognition date at the end of each reporting period.

	2022 **US$'000**	2021 US$'000
Within 30 days	**1,043**	627
31 – 60 days	**1,430**	–
61 – 120 days	**8,526**	10
121 – 365 days	**174**	803
Over 365 days	**102,681**	146,863
	113,854	148,303

23. TRADE RECEIVABLES (continued)

The Group measures the loss allowance for trade receivables at an amount equal to lifetime ECL. The expected credit losses on trade receivables are estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the allowance based on past due status is not further distinguished between the Group's different customer bases.

The Group recognised lifetime ECL for trade receivables based on individually significant customer or the aging of customers collectively that are not individually significant as follows:

As at 31 December 2022	**Weighted average expected loss rate %**	**Gross carrying amount US$'000**	**Loss allowance US$'000**
Not past due	**1.4%**	**11,159**	**160**
120 to 365 days, past due	**2.3%**	**178**	**4**
Default receivable	**52.6%**	**216,571**	**113,890**
		227,908	**114,054**

As at 31 December 2021	Weighted average expected loss rate %	Gross carrying amount US$'000	Loss allowance US$'000
Not past due	2.0%	650	13
120 to 365 days, past due	3.3%	830	27
over 365 days, past due	19.7%	1,706	336
Default receivable	32.8%	216,571	71,078
		219,757	71,454

23. TRADE RECEIVABLES (continued)

The movement in the loss allowance for trade receivables is set out below:

	2022 US$'000	2021 US$'000
At 1 January	**71,454**	25,825
Loss allowance recognised in profit or loss during the year	**42,600**	45,629
At 31 December	**114,054**	71,454

On 10 March 2021, the Group filed a claim to the Hong Kong High Court against the customers for breach of contracts in related to sales of goods to customers and outstanding contract sums of approximately US$216,571,000. After reporting period, the Group received letter of commitment from its customer that these customers will repay all outstanding amount within 12 months. Loss allowance for such trade receivables of approximately US$113,890,000 (2021: US$71,078,000) has been made in the consolidated financial statements as at 31 December 2022.

As at 31 December 2022, the Group's trade receivables with carrying values of approximately US$36,533,000 (2021: US$36,533,000) have been pledged to secure banking facilities granted to the Group.

24. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

	2022 US$'000	2021 US$'000
Loan receivables from a company (note i)	**–**	9,285
Deposits	**4**	5
Prepayments	**302**	1
Other receivables (note ii)	**77**	2,007
	383	11,298
Less: loss allowance (notes i and ii)	**(20)**	(7,422)
	363	3,876

24. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (continued)

Notes:

(i) Loan receivables

As at 31 December 2021, the amount represents a loan with the principal amount of approximately US$6,389,000 made to Shenzhen Wanyuntong Real Estate Development Company Limited* 深圳市萬運通房地產開發有限公司 ("Shenzhen Wanyuntong") and the interest receivables of approximately US$2,896,000 thereon. The loan carried effective interest at fixed rates at 20% per annum, unsecured and repayable with interest upon three months' notice by the Group. Details of the loan are set out in the Company's announcement dated 24 December 2015.

In determining the lifetime ECL for the loan receivable, the directors of the Company have taken into account the historical default experience, the financial position of the counterparty, as well as the future prospects of the industries in which the debtor operate, various external sources of actual and forecast economic information, as appropriate, in estimating the probability of default of each of these financial assets individually occurring within their respective loss assessment time horizon, as well as the loss upon default in each case. There has been no change in the estimation techniques or significant assumptions made during the year ended 31 December 2021.

As at 31 December 2021, the carrying amount of loan receivables is approximately US$3,169,000, with accumulated loss allowance of approximately US$6,116,000.

Bad debt written off approximately US$3,169,000 was recognised in profit or loss during the year ended 31 December 2022.

The movement in the loss allowance for loan receivables is set out below:

	2022 **US$'000**	2021 US$'000
At 1 January	**6,116**	1,398
Loss allowance recognised in profit or loss during the year	**–**	4,718
Amounts written-off as uncollectible	**(6,116)**	–
At 31 December	**–**	6,116

* For identification purpose only

24. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (continued)

(ii) The Group measures the loss allowance for other receivables at an amount equal to 12-month ECL or lifetime ECL. The Group recognised ECL for other receivables based on the internal credit rating of receivables as follows:

	Expected loss rate %	**Gross carrying amount US$'000**	**Loss allowance US$'000**
At 31 December 2022			
Performing	**26.0%**	**77**	**20**

	Expected loss rate %	Gross carrying amount US$'000	Loss allowance US$'000
At 31 December 2021			
Performing	–	23	4
Doubtful	65.7%	1,984	1,302
		2,007	1,306

The movement in the loss allowance for other receivables is set out below:

	2022 US$'000	2021 US$'000
At 1 January	**1,306**	348
Loss allowance recognised in profit or loss during the year	**16**	958
Amounts written off as uncollectible	**(1,302)**	–
At 31 December	**20**	1,306

25. CASH AND CASH EQUIVALENTS

Bank balances earned interest at floating rates based on daily bank deposit rates which range from 0.01% to 1.2% per annum (2021: 0.1% to 0.3% per annum).

26. TRADE PAYABLES

The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period:

	2022 US$'000	2021 US$'000
Within 90 days	**6,188**	963
91 to 365 days	**2,146**	–
	8,334	963

The average credit period granted by its suppliers ranging from 30 to 60 days. The Group has financial risk management in place to ensure that all payables are settled within the credit timeframe.

27. OTHER PAYABLES AND ACCRUALS

	2022 US$'000	2021 US$'000
Other payables (note i)	**1,202**	2,094
Interest payables (note ii)	**24,861**	20,048
Accruals	**961**	887
	27,024	23,029

Notes:

(i) Included in other payables as at 31 December 2022, approximately US$24,000 (2021: US$201,000) represented the amount due to directors of the Company. The amounts are unsecured, interest-free and no repayment on demand.

(ii) Included in interest payables was an amount of approximately US$24,861,000 (2021: US$20,048,000) which represented the aggregate accrued interests in default in connection with the In Default Borrowings.

28. CONTRACT LIABILITIES

	2022 US$'000	2021 US$'000
Current liabilities	**253**	–

Contract liabilities are recognised when the Company receives an amount from customers before goods are delivered, this will give rise to contract liabilities at the beginning of a contract, until the revenue recognised on the relevant contract exceeds the amount received. The Company typically receives a deposit range from 20% to 50% of total consideration from certain customers when they enter into the contracts with the Company.

Revenue recognised during each reporting period included the whole amount of contract liabilities at the beginning of the respective reporting period. There was no revenue recognised during the year that related to performance obligations that were satisfied in prior years.

29. AMOUNT DUE TO ULTIMATE HOLDING COMPANY

	2022 US$'000	2021 US$'000
Ultimate holding company		
Cosmo Field	**60,000**	60,000

As at 31 December 2022, the Group has two (2021: two) interest-free loans from the ultimate holding company with aggregate amount of US$60,000,000 (2021: US$60,000,000).

(a) On 27 September 2018, the Company and Cosmo Field entered a shareholder loan agreement ("Shareholder Loan 1") with an outstanding amount of US$20,000,000 to agree to extend the repayment date of Shareholder Loan 1 to 27 September 2019. The shareholder Loan 1 is unsecured and interest-free.

(b) On 27 September 2018, the Company and Cosmo Field entered a shareholder loan agreement ("Shareholder Loan 2") with an outstanding amount of US$40,000,000 to agree to extend the repayment date of Shareholder Loan 2 to 27 September 2019. The Shareholder Loan 2 is unsecured and interest-free.

On 15 May 2020, Mr. Li, the director, chairman and chief executive officer of the Company and Cosmo Field, the ultimate holding company of the Company, received a writ of summons taken out by Industrial Bank at the High Court of Hong Kong in relation to the Industrial Bank Loan, for which Mr. Li was the guarantor. Pursuant to the High Court Action 1, Industrial Bank brought claim against Cosmo Field and Mr. Li with respect to the default in repayment of the Industrial Bank Loan in the amount of US$45,059,154 (the "Default on Industrial Bank Loan"). Cosmo Field has pledged 752,000,000 shares (representing 50.13% of all issued shares of the Company) in favour of Industrial Bank as security for the Industrial Bank Loan. Cosmo Field has lent the principal amount of the Industrial Bank Loan being US$40,000,000 (i.e. Shareholder Loan 2 as mentioned above) to the Company as an interest-free loan, and Industrial Bank is entitled to claim against the Company for the repayment of the Shareholder Loan 2 pursuant to the assignment of loan as part of security arrangement for the Industrial Bank Loan whereby Cosmo Field has assigned the rights under the Shareholder Loan 2 to Industrial Bank. The Group believes that the Default on Industrial Bank Loan will trigger cross-defaults of other borrowings and loans of the Group.

30. BANK AND OTHER BORROWINGS

	2022 US$'000	2021 US$'000
Bank loans	**36,533**	36,533
Other loan	**18,150**	18,150
	54,683	54,683

30. BANK AND OTHER BORROWINGS (continued)

	2022	2021
	US$'000	US$'000
Secured	**36,533**	36,533
Unsecured	**18,150**	18,150
	54,683	54,683

Carrying amount repayable (based on scheduled repayment dates set out in the loan agreements):

	2022	2021
	US$'000	US$'000
Within one year	**54,683**	54,683

(a) As at 31 December 2022, bank loans of approximately US$36,533,000 (2021: US$36,533,000) is variable-rate loans. The variable-rate loans carry effective interest rate ranging from 9.37% to 9.59% per annum (2021: 9.37% to 9.59% per annum).

(b) As at 31 December 2022, certain of the Group's bank loans amounting to US$36,533,000 (2021: US$36,533,000) were secured by certain of the Group's trade receivables of an aggregate carrying value of approximately US$36,533,000 (2021: US$36,533,000) and were guaranteed by the Company and a director of the Company.

(c) On 10 December 2018, the Group's and the lender renegotiated the terms of the bank loans with aggregate carrying amount at the end of the reporting period of US$40,946,000 and agreed a repayment schedule pursuant to which the above bank loans plus interest are to be settled by six instalments with the first instalment repayable in November 2019.

As set out in the announcement by the Company dated 20 January 2020, Mr. Li, an executive director, chairman and chief executive officer of the Company, received a writ of summons taken out by OCBC against Mr. Li at the High Court of Hong Kong ("the "High Court") for the failing to fulfil his obligation as guarantor to settle the amount of HK$308,758,494 (the "OCBC outstanding amount"). The Group has also breached the repayment obligations under the OCBC Loan, and the Breach will trigger cross-defaults of other borrowings and loans of the Group. On 8 January 2021, the High Court of Hong Kong adjudged that Mr. Li shall be obliged to pay OCBC outstanding amount, the accrued interests until the date of payment and other costs related to OCBC.

30. BANK AND OTHER BORROWINGS (continued)

(d) As at 31 December 2022, other loan represented a loan advanced to the Company with aggregate principal amount of US$18,150,000 and secured by the guarantee provided by Mr. Li, the Director. Other loan carried fixed interest rate of 3% per month and repayable on 9 July 2019. After 9 July 2019, other loan carried fixed default interest rate of 5% per month during the year.

On 15 June 2020, the lender of other loan, the Company and an independent assignee signed a deed of assignment of loan. As at that day, the total outstanding principal amount of loan approximately HK$141,800,000 (equivalent to US$18,150,000) and total interest accrued and other payable under the loan agreement but unpaid amount approximately to HK$62,392,000 (equivalent to US$7,986,000) were assigned to an independent assignee. After 15 June 2020, the amount of other borrowing of US$18,500,000 is unsecured, carried fixed interest rate of 5% per month and repayable on demand.

On 1 September 2021, the Company and the independent lender entered into supplemental agreement pursuant to which the independent lender agreed to adjust the interest rate from 3% per month to 5% per annum starting from 26 September 2019 and the default interest rate adjusted from 5% per month to 0% per annum starting from 26 September 2019.

(e) As at 31 December 2022, bank loans of US$36,533,000 (2021: US$36,533,000) were denominated in US$. As at 31 December 2022, other loan of US$18,150,000 (2021: US$18,150,000) was denominated in HK$.

(f) As at 31 December 2022, the accrued interests for the bank loans and other loan are recorded in interest payable (note 27) was approximately US$12,284,000 and US$7,823,000 respectively (2021: US$8,791,000 and US$6,915,000 respectively).

31. NOTES AND BONDS

	2022 **US$'000**	2021 US$'000
Notes		
– Note 1 (note a)	**38,885**	31,297
– Note 2 (note b)	**18,000**	18,000
	56,885	49,297
Corporate bond (note c)	**–**	2,522
	56,885	51,819

	2022 **US$'000**	2021 US$'000
Analysed as:		
Current liabilities	**56,885**	51,819

Notes:

(a) On 20 September 2016, the Company entered into a subscription agreement with an independent third party institution (the "Noteholder 1") pursuant to which the Company issued the senior guaranteed notes (the "Note 1") in the principal amount of HK$164,865,750 (equivalent to approximately US$21,270,000) with a final redemption date falling 18 months after the date of issue. The net proceeds amounted to approximately US$20,000,000 as at the issue date. The interest rate for the Note 1 was 12% per annum (the "Original interest rate") and shall be payable quarterly.

The terms and conditions of the Note 1 are summarised as follows:

(1) The event of defaults under the Note 1 include, among other things:

- the Company or wholly-owned subsidiaries of the Company does not remain the direct or indirect beneficial owner of not less than 100% of the issued share capital of (a) China Bright HK; and (b) Pacific Mining, free and clear of any lien, charge, encumbrance, security interest, restriction on voting or transfer or any other claim of any third party;
- the ratio of the total liabilities of the Company to the total assets of the Company exceeds a specified ratio;
- Mr. Li fails to remain as the controlling shareholder (as defined in the Listing Rules) of the Company, or Mr. Li ceases to be the chairman of the Company; and
- trading in the Company's shares on the Stock Exchange is suspended for more than five consecutive trading days or twenty trading days in any period of twelve months or the closing price per share of the Company shall be less than a specified price during five consecutive trading days.

Upon and at any time after the occurrence of the event of defaults, the Noteholder 1 may give notice to the Company that one or more of the Note 1 shall become immediately due and repayable with all accrued interest.

31. NOTES AND BONDS (continued)

Notes: (continued)

(a) (continued)

(2) Redemption option

The Company may not redeem the Note 1 prior to the final redemption date without the prior written consent of the holders of the Note 1.

(3) Guarantees

The Note 1 prior to the final redemption date without the prior written consent of the holders of the Note 1.

According to the relevant subscription agreement, the original final redemption date of the Note 1 falls on 19 March 2018 and on that date, the Company entered into a letter agreement (the "Letter Agreement") with the Noteholder 1 pursuant to which the Noteholder 1 has agreed to extend the final redemption date of the Note 1 from 19 March 2018 to 19 May 2018, with an agreed interest to be accrued on the principal balance of the Note 1 from (and including) 20 March 2018 to (and including) the actual date of redemption of the Note 1 in full. According to the Letter Agreement, the Company shall make a payment of US$2,000,000 to the Noteholder 1 on or before 29 March 2018 to be applied first to interest accrued due as at the date of such payment and thereafter to reduce the principal balance of the Note 1.

On 19 May 2018, the Noteholder 1 agreed to further extend the final redemption date of the Note 1 from 19 May 2018 to 31 December 2018. Both the Noteholder 1 and the Company agreed that the Company shall make payment to the Noteholder 1 of an amount of US$500,000 on the last day of each month during the calendar year of 2018, commencing 31 May 2018, save that the amount payable on 31 December 2018 shall be an amount equal to all remaining indebtedness due on or in respect of the Note 1 outstanding at such time, and each payment shall apply first in payment of interest and any other amounts due on or in respect of the Note 1 and thereafter in redemption of the balance of the principal outstanding on the Note 1.

Around and upon maturity, the Company and the Noteholder 1 renegotiated the terms of the Note 1 and entered into another Letter Agreement ("New Letter Agreement") with the Noteholder 1 to further extend the final redemption date from 31 December 2018 to 30 June 2019 on the condition that, among others, the Company shall make payment to the Noteholder 1 of an amount of US$3,000,000 on or before 29 March 2019 and thereafter in an amount of US$500,000 on the last day of each succeeding month commencing on 31 March 2019 save that the amount payable on 30 June 2019 shall be an amount equal to all remaining indebtedness due on or in respect of the Note 1 outstanding at such time, and each payment shall apply first in payment of interest and any other amounts due on or in respect of the Note 1 and thereafter in redemption of the balance of the principal outstanding on the Note 1. According to the New Letter Agreement, interest shall continue to accrue on the principal balance of the Note 1 at a rate of 10% on top of the Original interest rate per annum.

As referred to note (a)(i) above, one of the events of default under the Note 1 is that the ratio of the total liabilities of the Company to the total assets of the Company (the "Debt Ratio") exceeds a specified ratio. As at 31 December 2017, the Debt Ratio had exceeded the specified ratio under the terms of the Note 1. According to the Letter Agreement, the Noteholder 1 had agreed to waive the condition regarding the Debt Ratio with respect to the Company's audited financial statements for the year ended 31 December 2017. On 19 May 2018, the Noteholder 1 further agreed to waive the condition regarding the Debt Ratio with respect to the Group's unaudited interim financial information for the six months ended 30 June 2018.

During the year ended 31 December 2018, 9.12% of the issued shares of Pacific Mining was issued to an independent third party. According to the New Letter Agreement, the Noteholder 1 had agreed to extend its consent to the covenant with respect to the disposal of the 9.12% the issued shares of Pacific Mining.

31. NOTES AND BONDS (continued)

Notes: (continued)

(b) On 19 October 2017, the Company entered into a subscription agreement with an independent third party institution (the "Noteholder 2") pursuant to which the Company issued the 7% fixed coupon guaranteed notes (the "Note 2") in the principal amount of US$20,000,000 with a maturity date of two years from the date of issue. The net proceeds amounted to approximately US$19,800,000 as at the issue date. The interest rate shall be payable by semi-annually.

The terms and conditions of the Note 2 are summarised as follows:

(1) The event of defaults under the Note 2 include, among other things:

- Declare, make or pay dividend or other distribution without the prior written consent of the Noteholder 2;
- Any event occurs which has effect of change of control (within the meaning of the Codes on Takeovers and Mergers and Share Buy-backs issued by the Hong Kong Securities and Futures Commission) of the Company, its subsidiaries or Cosmo Field;
- Mr. Li disposes or encumbers any of the Company's shares held by him, ceases to be the single largest shareholder of the Company, or ceases to hold, directly or indirectly, such number of the Company's shares, representing 55% of the entire issued share capital of the Company; and
- There is suspension of trading of the Company's shares on the Stock Exchange is suspended for five consecutive trading days or more for any reason or cessation of trading of the Company's shares on the Stock Exchange for any reason.

Upon and at any time after the occurrence of the event of defaults, the Noteholder 2 may give notice to the Company that all or any part of the Note 2 shall become immediately due and repayable with all accrued interest.

(2) Redemption option

The Company may not redeem the Note 2 prior to the final redemption date without the prior written consent of the holders of the Note 2.

(3) Guarantees and securities

The Note 2 were guaranteed by Cosmo Field and Mr. Li and secured by an aggregate of 172,352,000 shares of the Company.

As at 31 December 2022, the accrued interests for Note 2 are recorded in interest payable (note 27) was approximately US$4,754,000 (2021: US$3,477,000).

31. NOTES AND BONDS (continued)

Notes: (continued)

(c) In October 2019, the Company issued an unlisted corporate bond, (namely "2019 Bond") with a principal amount of HK$20,000,000 (equivalent to approximately US$2,560,000). These corporate bonds carry nominal interest rates of 15.00% per annum with denomination and issue price of HK$500,000 (equivalent to approximately US$64,000) and periods of three years. The net proceeds amounted to approximately US$2,471,680 as at the issue date. The interest rate shall be payable by annually.

The Company has the right by giving to a bondholder not less than ten working days' written notice at any time and from time to time prior to the maturity date, i.e. three years after the bond issue date (the "Redemption Period"). No right of redemption is granted by the Company during the redemption period.

On 4 February 2020, a statutory demand under the Companies (Winding Up and Miscellaneous Provisions) Ordinance ("Statutory Demand") was served on the Company by I-Access to demand the Company to pay the outstanding amount of approximately HK$21,019,178 (equivalent to approximately US$2,690,000) ("I-Access debt") within 21 days after the date of the Statutory Demand for repayment of the I-Access debt. On 8 May 2020, the Company and I-Access entered a terms sheet of extended payment schedule (the "extended payment schedule") and agreed that the Company shall be payable of the I-Access debt with six installments to 22 June 2021. The Group settled first two installments of aggregate amount of HK$300,000 (equivalent to approximately US$38,400) to I-Access subsequently in May and June 2020 which in accordance with the extended payment schedule, but failed to pay the third installment of HK$5,000,000 (equivalent to approximately US$640,000) by the installment due date of 31 July 2020.

On 1 September 2020, the Company entered the supplement agreement with I-Access of further extended payment schedule of outstanding principal HK$19,700,000 (equivalent to approximately US$2,522,000) with accrued interest and the agreed costs of HK$38,000 (equivalent to approximately US$4,900) and provided the Company shall payable of the I-Access debt for four installments to 29 October 2021. The Company failed to repay the first installment of HK$5,000,000 (equivalent to US$640,000) on 29 January 2021 in the further extended payment schedule. On 2 February 2021, I-Access has filed a petition ("Winding Up Petition") in the matter of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Law of Hong Kong) from the High Court of The Hong Kong Special Administrative Region that the Company may be wound up by the High Court on the ground that the Company is unable to pay its debts. The winding up petition was heard before the High Court on 19 October 2021, in which no winding-up order was made, and it was ordered that the next winding up petition hearing shall be held on 30 March 2022.

On 29 December 2021, the Company have been noticed that I-Access have signed a debt assignment with an independent third party ("Transferee Holder") to transfer its obligations included the receivables of outstanding principal HK$19,700,000 (equivalent to approximately US$2,522,000) with accrued interest to the Transferee Holder. On 31 March 2022, I-Access has agreed to Withdraw Winding Up Petition which was initially scheduled to be heard on 30 March 2022 and the Company entered into a debt waiver agreement pursuant to which the Transferee Holder agreed to unconditionally and irrevocably waive the outstanding principal HK$19,700,000 (equivalent to approximately US$2,522,000) with accrued interest and agreed costs of HK$7,237,000 (equivalent to approximately US$927,000) and HK$38,000 (equivalent to approximately US$5,000) respectively.

As at 31 December 2022, the accrued interests for the corporate bond are recorded in interest payable (note 27) was nil (2021:US$865,000).

32. PROVISION FOR REHABILITATION

Provision for rehabilitation primarily relate to the mine site rehabilitation.

The following is the provision for rehabilitation recognised by the Group and movement is set out as below:

	2022	2021
	US$'000	US$'000
At 1 January	**576**	525
Unwinding of discount (note 11)	**–**	51
At 31 December	**576**	576

Provision for rehabilitation is calculated at the net present value of estimated future net cash flows of the mine site rehabilitation, amounting to approximately US$576,000 (2021: US$576,000) discounted at 6.4% per annum at 31 December 2022 (2021: 6.4% per annum). The discount rate reflects the current market assessments of the time value of money and the risks specific to the provision.

33. DEFERRED TAX LIABILITIES

The following is the analysis of the deferred tax liabilities, before set off certain deferred tax assets against deferred liabilities of the same taxable entity, for the financial reporting purposes:

	2022	2021
	US$'000	US$'000
Deferred tax liabilities	**2,701**	2,922

33. DEFERRED TAX LIABILITIES (continued)

The following are the major deferred tax liabilities (assets) recognised and movements thereon during the year:

	Fair value adjustments arising from acquisition of subsidiaries US$'000	Tax losses US$'000	Accelerated tax depreciation US$'000	Total US$'000
At 1 January 2021, 31 December 2021 and 1 January 2022	2,915	(2)	9	2,922
Charged to profit or loss	(229)	2	(9)	(236)
Exchange alignment	15	–	–	15
At 31 December 2022	**2,701**	**–**	**–**	**2,701**

As at 31 December 2022, no deferred tax asset has been recognised in respect of unused tax losses of approximately US$43,251,000 (2021: US$26,719,000) due to the unpredictability of future profit streams. The losses may be carried forward indefinitely.

As at 31 December 2022, the Group has deductible temporary difference of approximately US$47,854,000 (2021: US$47,762,000). No deferred tax asset has been recognised in relation to such deductible temporary difference as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

34. SHARE CAPITAL

	Number of shares '000	Share capital US$'000
Ordinary share of HK$0.01 each		
Authorised:		
At 1 January 2021, 31 December 2021, 1 January 2022 and 31 December 2022	3,000,000	3,867
Issued and fully paid:		
At 1 January 2021, 31 December 2021, 1 January 2022 and 31 December 2022	1,500,000	1,934

35. COMMITMENT

The Group had the following commitments at the end of the reporting period:

(a) Mining fee

The Group has agreed to pay Gema Impak Sdn. Bhd. ("Gema Impak") a mining fee of MYR40 per tonne of iron ore products extracted from Ibam Mine and sold by Capture Advance.

(b) Subcontracting fee

Pursuant to the mining sub-contract in relation to Ibam Mine entered into between the Group and the mining contractor, a third party, which has been renewed on 26 December 2016 and continues to be effective until the expiry of the mining lease or any renewal thereof, whichever is later unless otherwise determined by mutual consent of the parties to the mining sub-contract, the mining contractor shall mine and produce iron ore products at Ibam Mine using the machinery or equipment provided by the Group. If the production volume is equal to or less than 30 thousand tonnes per month, the service fee for the mining contractor is MYR200 per tonne of iron ore produced, if the production volume exceeds 30 thousand tonnes per month, the service fee should be re-negotiated and agreed between the Group and the mining contractor.

36. PLEDGE OF ASSETS

At the end of the reporting period, the Group had pledged the following assets to banks to secure the bank borrowing, granted to the Group:

	2022 **US$'000**	2021 US$'000
Trade receivables	**36,533**	36,533

37. RELATED PARTY TRANSACTIONS

(a) Banking facilities

For the years ended 31 December 2022 and 2021, a director of the Company, Mr. Li, provided guarantee for the grant of banking facilities to the Group.

For the years ended 31 December 2022 and 2021, a director of the Company, Mr. Li, Mr. Li's family member and Cosmo field, the ultimate holding company provided guarantee for the issued 12% senior guaranteed note of the Group.

For the years ended 31 December 2022 and 2021, a director of the Company, Mr. Li and Cosmo field provided guarantee for the issued 7% fixed coupon guaranteed note of the Group.

37. RELATED PARTY TRANSACTIONS (continued)

(b) Compensation of key management personnel

The remuneration of directors of the Company and other members of key management personnel during the year was as follows:

	2022	2021
	US$'000	US$'000
Short-term benefits	**296**	283
Post-employment benefits	**7**	–
	303	283

38. RETIREMENT BENEFIT SCHEME

The Group operates the MPF Scheme under the Hong Kong Mandatory Provident Fund Schemes Ordinance for all qualifying employees in Hong Kong. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. The Group contributes 5% of relevant payroll costs, capped at HK$1,500 (equivalent to US$192) per month, to the MPF Scheme, in which the contribution is matched by employees.

As stipulated by rules and regulations in the PRC, subsidiaries in the PRC are required to contribute to a state-managed retirement plan for all its employees at a certain percentage of the basic salaries of its employees. The state-managed retirement plan is responsible for the entire pension obligations payable to all retired employees. Under the state-managed retirement plan, the Group has no further obligations for the actual pension payments or post-retirement benefits beyond the annual contributions.

The Group operates the EPF Scheme for all qualifying employees in Malaysia. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. The Group contributes 1.25% of relevant payroll costs, capped at MYR4,000 (equivalent to US$977) per month, to the EPF Scheme, in which the contribution is matched by employees.

During the year ended 31 December 2022, the total cost charged to consolidated statement of profit or loss and other comprehensive income of approximately US$34,000 (2021: US$24,000) represents contributions payable to these schemes by the Group in respect of the respective accounting period.

39. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash change. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	Interest payables US$'000 (note 27)	Bank loans US$'000 (note 30)	Other loan US$'000 (note 30)	Notes US$'000 (note 31)	Bonds US$'000 (note 31)	Lease liabilities US$'000	Total US$'000
At 1 January 2021	21,900	36,533	18,150	43,264	2,522	32	122,401
Financing cash flows:							
– Repayments	–	–	–	–	–	(12)	(12)
Non-cash changes:							
– Accrued interests	6,026	–	–	6,033	–	2	12,061
– Lease derecognised due to termination	–	–	–	–	–	(22)	(22)
– Income from waiver of interest expense on other borrowings	(7,878)	–	–	–	–	–	(7,878)
At 31 December 2021	20,048	36,533	18,150	49,297	2,522	–	126,550

	Interest payables US$'000 (note 27)	**Bank loans US$'000 (note 30)**	**Other loan US$'000 (note 30)**	**Notes US$'000 (note 31)**	**Bonds US$'000 (note 31)**	**Total US$'000**
At 1 January 2022	**20,048**	**36,533**	**18,150**	**49,297**	**2,522**	**126,550**
Non-cash changes:						
– Accrued interests	**5,740**	**–**	**–**	**7,588**	**–**	**13,328**
– Income from waiver of bonds and related accrued interests	**(927)**	**–**	**–**	**–**	**(2,522)**	**(3,449)**
At 31 December 2022	**24,861**	**36,533**	**18,150**	**56,885**	**–**	**136,429**

40. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	Notes	2022 US$'000	2021 US$'000
Non-current asset			
Investments in subsidiaries	(a)	**112,246**	150,073
Current asset			
Cash and cash equivalents		**61**	61
Current liabilities			
Other payables and accruals		**12,787**	11,605
Financial guarantee liabilities		**9,740**	9,459
Other borrowing		**18,150**	18,150
Notes and bonds		**56,885**	51,819
Amount due to fellow subsidiaries		**1,791**	1,791
Amount due to ultimate holding company		**60,000**	60,000
Total current liabilities		**159,353**	152,824
Net current liabilities		**(159,292)**	(152,763)
Net liabilities		**(47,046)**	(2,690)
Capital and reserves			
Share capital		**1,934**	1,934
Reserves	(b)	**(48,980)**	(4,624)
Capital deficiencies		**(47,046)**	(2,690)

40. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Notes:

(a) INVESTMENTS IN SUBSIDIARIES

	2022	2021
	US$'000	US$'000
Investment cost in a subsidiary	**50**	50
Amounts due from subsidiaries	**144,033**	155,767
Less: loss allowance on amounts due from subsidiaries	**(31,837)**	(5,744)
	112,246	150,073

The amounts due from subsidiaries are unsecured, non-interest bearing and repayable on demand.

(b) MOVEMENTS IN RESERVES

	Share premium	**Accumulated losses**	**Total**
	US$'000	US$'000	US$'000
At 1 January 2021	47,541	(44,619)	2,922
Loss and total comprehensive expense for the year	–	(7,546)	(7,546)
At 31 December 2021 and 1 January 2022	**47,541**	**(52,165)**	**(4,624)**
Loss and total comprehensive expense for the year	**–**	**(44,356)**	**(44,356)**
At 31 December 2022	**47,541**	**(96,521)**	**(48,980)**

41. PARTICULARS OF SUBSIDIARIES OF THE COMPANY

Details of the Company's subsidiaries as at 31 December 2022 and 2021 are as follows:

Name of subsidiaries	Place of incorporation/ establishment/ operation	Class of shares held	Issued and fully paid ordinary share capital/ registered capital	Percentage of equity interest and voting power attributable to the Company				Principal activities
				Direct		Indirect		
				2022	2021	**2022**	2021	
Capture Advantage Company Limited	BVI	Ordinary	US$50,000	**100%**	100%	**–**	–	Investment holding
Best Sparkle Development Limited	BVI	Ordinary	US$50,000	**–**	–	**100%**	100%	Investment holding
Pacific Mining Resources Sdn. Bhd.	Malaysia	Ordinary	MYR10,000	**–**	–	**100%**	100%	Iron ore mining and production
Capture Advance Sdn. Bhd.	Malaysia	Ordinary	MYR15,000,000	**–**	–	**100%**	100%	Iron ore mining and production
Capture Bukit Besi Sdn. Bhd.	Malaysia	Ordinary	MYR2	**–**	–	**100%**	100%	Inactive
China Bright Industries Limited	Hong Kong	Ordinary	HK$100	**–**	–	**100%**	100%	Sale of iron ore and trading of commodities
China Bright (Pte.) Limited	Singapore	Ordinary	SGD 1	**–**	–	**100%**	100%	Inactive
3W Development Limited	Hong Kong	Ordinary	HK$10,000	**–**	–	**100%**	100%	Investment holding
Keen Wise Asia Investment Limited ("Keen Wise") (Note ii)	Hong Kong	Ordinary	HK$1	**–**	–	**–**	100%	Investment holding
Shenzhen Shihua Information Technology Limited ("Shenzhen Shihua")* 深圳實樺信息科技有限公司 (Note i and ii)	PRC	Contributed	RMB5,000,000	**–**	–	**–**	100%	Investment holding and provision of finance operation
Value Source Ventures Limited	BVI	Ordinary	–	**–**	–	**100%**	100%	Inactive

41. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (continued)

Name of subsidiaries	Place of incorporation/ establishment/ operation	Class of shares held	Issued and fully paid ordinary share capital/ registered capital	Percentage of equity interest and voting power attributable to the Company Direct		Indirect		Principal activities
				2022	2021	**2022**	2021	
Grace Generation Investment Limited	Hong Kong	Ordinary	HK$100,000	**–**	–	**100%**	–	Trading of health products and investment holding
Grace Times Holdings (Shenzhen) Group Co., Ltd. * 恩典時代控股(深圳)集團有限公司 (Note i)	PRC	Registered capital	RMB10,000,000	**–**	–	**100%**	–	Investment holding
Shenzhen Grace Times Life Technology Co., Ltd. * 深圳恩典時代生命科技有限公司 (Note i)	PRC	Registered capital	RMB10,000,000	**–**	–	**100%**	–	Trading of health products

Notes:

(i) The nature of the legal entity established in PRC is limited liability company.

(ii) The subsidiary has been deregistered during the year.

None of the subsidiaries has issued any debt securities outstanding at the end of both years or at any time during both years.

* For identification purpose only

42. MAJOR NON-CASH TRANSACTIONS

(i) On 30 March 2022, the Company entered into a debt waiver agreement pursuant to which the Corporate Bond Holder agreed to unconditionally and irrevocably waive the outstanding principal HK$19,700,000 (equivalent to approximately US$2,522,000) with accrued interest and related costs of HK$7,237,000 (equivalent to approximately US$927,000) and HK$38,000 (equivalent to approximately US$5,000) respectively.

(ii) On 1 September 2021, the Company and the independent lender entered into supplemental agreement pursuant to which the independent lender agreed to adjust the interest rate from 3% per month to 5% per annum starting from 26 September 2019 and the default interest rate adjusted from 5% per month to 0% per annum starting from 26 September 2019. Income from waived of interest expense on other borrowings approximately of U$$7,878,000 was recognised during the year ended 31 December 2021 and offset with accrued interest of other borrowings included in interest payables. Details of other borrowings is set out in note 30(d).

(iii) During the year ended 31 December 2021, the Group disposal property, plant and equipment with carrying amount approximately of US$481,000 at a consideration receivable approximately of U$79,000. As a result, loss on disposal of property, plant and equipment approximately of US$402,000 recognised during the year ended 31 December 2021.

(iv) During the year ended 31 December 2021, pursuant to the termination of lease agreements entered into with an independent landlord, the carrying amount of right-of-use assets and lease liabilities of approximately US$22,000 and US$22,000 were derecognised respectively.

43. EVENTS AFTER REPORTING PERIOD

The Company has been notified that a statutory demand (the "Statutory Demand") dated 5 December 2022 had allegedly been served on the Company from the solicitors acting on behalf of a creditor pursuant to Sections 178(1)(a) or 327(4)(a) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32), demanding the Company to pay the total amount of RMB250,974,633.21, being an alleged outstanding debts due and owing from the Company to the creditor in respect of the Company's obligations pursuant to an alleged guarantee agreement (the "Alleged Debt"). The Statutory Demand requested the Company to repay the Alleged Debt within three weeks from the date of service of the Statutory Demand, failing which the creditor may present a winding-up petition against the Company. Up to 31 March 2023, the Company has not received any winding-up petition from the creditor or its solicitors.

The Company has not made any such alleged commitment and has no business dealings with the creditor. After the reporting period, the Company is seeking legal advice to properly handle the Statutory Demand to safeguard the interests of the shareholders and the Company.

FIVE YEAR SUMMARY OF FINANCIAL INFORMATION

Financial results	For the year ended 31 December				
(USD'000)	**2022**	2021	2020	2019	2018
Continuing operations					
REVENUE	**32,347**	23,978	27,855	1,055,195	1,447,008
Cost of sales	**(29,808)**	(23,814)	(28,426)	(1,043,615)	(1,428,623)
Gross profit (loss)	**2,539**	164	(571)	11,580	18,385
Other income	**3,509**	9,217	1,756	1,792	1,862
Selling and distribution expenses	**(151)**	–	(32)	(778)	(267)
Administrative and other expenses	**(5,917)**	(2,970)	(4,247)	(5,263)	(6,655)
Impairment loss on financial assets, net of reversal	**(42,616)**	(51,305)	(13,335)	(14,236)	–
Reversal of impairment loss (impairment loss) on remeasurement of non-current assets held for sale	**–**	–	3,612	(31,636)	–
Finance costs	**(13,328)**	(12,112)	(17,036)	(18,345)	(10,057)
Share of loss of an associate	**–**	–	–	–	(1)
(Loss) Profit before tax from continuing operations	**(55,964)**	(57,006)	(29,853)	(56,886)	3,267
Income tax credit (expenses)	**224**	–	252	(223)	(733)
(Loss) Profit for the year	**(55,740)**	(57,006)	(29,601)	(57,109)	2,534
Other comprehensive (expenses) income that may be reclassified subsequently to profit or loss:					
Changes in fair value of available-for-sale investments	**–**	–	–	–	–
Income tax effect	**–**	–	–	–	–
	–	–	–	–	–
Exchange differences on translation of foreign operations	**–**	–	–	–	(371)
Other comprehensive income (expenses) that will not be reclassified subsequently to profit or loss:					
Exchange differences arising on translation of financial statements from functional currency to presentation currency	**(306)**	(602)	139	116	–
Fair value change in financial assets at fair value through other comprehensive income	**–**	(679)	(2,990)	(5,275)	(8,541)
Income tax effect	**–**	–	–	–	1,452
	(306)	(1,281)	(2,990)	(5,275)	(7,089)

FIVE YEAR SUMMARY OF FINANCIAL INFORMATION

Financial results	For the year ended 31 December				
(USD'000)	**2022**	2021	2020	2019	2018
Loss on disposal of financial assets at fair value through other comprehensive income	**–**	–	(2,046)	–	–
Other comprehensive (expenses) income for the year, net of tax	**(306)**	(1,281)	(4,897)	(5,159)	(7,460)
Total comprehensive (expenses) income for the year, net of tax	**(56,046)**	(58,287)	(34,498)	(62,268)	(4,926)
(Loss) Profit for the year attributable to:					
Owners of the Company	**(55,740)**	(57,006)	(29,601)	(57,110)	2,534
Non-controlling interests	**–**	–	–	1	–
	(55,740)	(57,006)	(29,601)	(57,109)	2,534
Total comprehensive (expense) income for the year attributable to:					
Owners of the Company	**(56,046)**	(58,287)	(34,450)	(62,293)	(4,926)
Non-controlling interests	**–**	–	(48)	25	–
	(56,046)	(58,287)	(34,498)	(62,268)	(4,926)

Assets and Liabilities	As at 31 December				
(USD'000)	**2022**	2021	2020	2019	2018
Non-current Assets	**18,688**	19,762	22,478	32,386	87,960
Current Assets	**114,870**	153,370	212,510	243,976	214,657
Total Assets	**133,558**	173,132	234,988	276,362	302,617
Non-current Liabilities	**(3,277)**	(3,498)	(3,466)	(3,606)	(3,319)
Current Liabilities	**(210,601)**	(193,908)	(197,509)	(182,270)	(146,487)
Total Liabilities	**(213,878)**	(197,406)	(200,975)	(185,876)	(149,806)
Equity attributable to:					
Equity Shareholders of the Company	**(80,320)**	(24,274)	34,013	88,748	151,098
Non-controlling interest	**–**	–	–	1,738	1,713
(Capital deficiencies)/total equity	**(80,320)**	(24,274)	34,013	90,486	152,811

GLOSSARY

In this annual report, unless the context otherwise requires, the following words and expressions shall have the following meanings.

"AGM"	the annual general meeting of the Company
"Articles of Association" or "Articles"	the articles of association of the Company which is effective from time to time
"associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Audit Committee"	the audit committee of the Board
"Best Sparkle"	Best Sparkle Development Ltd., a company incorporated in the BVI with limited liability on 25 August 2010, an indirect subsidiary of the Company.
"Board of Directors" or "Board"	the board of Directors of the Company
"business day"	any day (other than Saturday, Sunday or a public holiday) on which licensed banks in Hong Kong are generally open for normal banking business
"BVI"	the British Virgin Islands
"Capture Advance"	Capture Advance Sdn. Bhd., a company incorporated in Malaysia as a private company limited by shares on 15 November 2007 and which is wholly owned by Best Sparkle Development Limited, and an indirect wholly-owned subsidiary of the Company
"Capture Advantage"	Capture Advantage Co., Ltd. a company incorporated in the BVI with limited liability on 23 August 2010, and which is a directly wholly-owned subsidiary of the Company
"Capture Bukit Besi"	Capture Bukit Besi Sdn Bhd., a company incorporated in Malaysia as a private company limited by shares on 30 September 2013, an indirect subsidiary of the Company
"CG Code"	Code on Corporate Governance Practices set out in Appendix 14 of the Listing Rules
"Chengdu Hande"	成都漢德投資管理有限公司 (Chengdu Hande Investment Management Co., Ltd.), a limited liability company established in the PRC on 19 November 2003, which is owned by Mr. Li Dongming, Mr. Li Yang, Mr. Wang Er and Ms. Li Xiaolan and is deemed as a connected person of our Company under the Listing Rules

"Chief Executive Officer"	the chief executive (as defined in the SFO) of the Company
"China" or "PRC"	the People's Republic of China. For the purpose of this report and for geographical reference only and except where the context requires, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"Companies Law"	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman I s lands, as amended and supplemented from time to time
"Companies Ordinance"	the Companies Ordinance of Hong Kong (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Company", "we", "us" or "our"	Grace Life-tech Holdings Limited (formerly known as CAA Resources Limited), a company incorporated in the Cayman Islands on 25 April 2012 under the Companies Law CAP. 22 and, except where the context otherwise requires, all of its subsidiaries or where the context refers to any time prior to its incorporation, the business which its predecessors or the predecessors of its present subsidiaries were engaged in and which were subsequently assumed by it
"connected transaction(s)"	has the meaning ascribed thereto in the Listing Rules
"Controlling Shareholder"	has the meaning ascribed to it under the Listing Rules, and in the context of this annual report means the controlling shareholders of our Company, namely Cosmo Field and Mr. Li Yang, and Controlling Shareholder means any one of them
"Cosmo Field"	Cosmo Field Holdings Limited (宇田控股有限公司), a company incorporated in the BVI with limited liability on 26 March 2012, and which is wholly owned by Mr. Li Yang
"COSO"	The Committee of Sponsoring Organizations of the Treadway Commission, a joint initiative dedicated to the development of frameworks and guidance on enterprise risk management, international control and fraud deterrence

GLOSSARY

"Deed of Non-Competition"	a deed of non-competition entered into on 9 June 2013 between the Company and each of Mr. Li Yang and Cosmo Field, as covenantors, each of Mr. Li Yang and Cosmo Field in favour of the Company (for ourselves and for the benefit of each member of our Group) that he/it shall not, and shall procure his/its associates (other than members of our Group) not to, directly or indirectly engage, participate or hold any right or interest in or render any services to or otherwise be involved in any business in competition with or likely to be in competition with the existing business activity of any member of our Group
"Director(s)"	the director(s) of the Company
"ESG"	Environment, Social and Governance as referred in Appendix 27 of the Listing Rules
"ESG Reporting Guide"	Guide on Environment, Social and Governance Reporting set out in Appendix 27 of the Listing Rules
"Gema Impak"	Gema Impak Sdn. Bhd., a company incorporated in Malaysia on 4 December 2006 with Pacific Mining holding 50% shareholding interest in Gema Impak as nominee, the details of which is set out in our announcement dated 7 November 2014
"Group", "we" or "us"	Our Company and our subsidiaries at the relevant time, or where the context refers to any time prior to our Company becoming the holding company of our current subsidiaries, our current subsidiaries and the business carried on by such subsidiaries or (as the case may be) our predecessors, and "our" shall be construed accordingly
"Hong Kong" or "HK"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong dollars" or "HKD"	Hong Kong dollars, the lawful currency of Hong Kong
"Hua Heng"	Hua Heng Investments Limited (華恆投資有限公司), a company incorporated in the BVI with limited liability on 23 March 2012, our Shareholder
"Ibam Mine"	the mining site in respect of which the Mining Lease is granted and is located in Lot 27887 (PA 143236), Sungai Cipai, Mukim Keratong, Daerah Rompin, Pahang, Malaysia

GLOSSARY

"IFRSs"	International Financial Reporting Standards, which comprise standards and interpretations approved by International Accounting Standards Board and International Accounting Standards and Standing Interpretations Committee interpretations approved by the International Accounting Standards Committee that remain in effect
"Independent Technical Advisor" or "Geos Mining"	Geos Mining, an Independent Third Party and the Competent Person (which has the meaning ascribed to it under Chapter 18 of the Listing Rules) appointed by our Company in respect of the Listing, and a specialist independent geological and mineral exploration consultants based in Sydney, Australia and operating in accordance with Australian laws and professional codes of ethics
"Independent Third Party(ies)"	persons or companies which are independent of and not connected with (within the meaning of the Listing Rules) any of the Directors, Chief Executive Officers, Substantial Shareholders of the Company or any of its subsidiaries and their respective associates, and "Independent Third Party" means any of them
"inferred resource"	part of the iron ore resource for which tonnage, grade and mineral content can be estimated with a low level of confidence as defined by the JORC Code
"iron ore products"	the products produced from our iron ore crushing and beneficiation facilities in the form of iron ore concentrates and iron ore fines
"JORC"	the Australasian Joint Ore Reserves Committee
"JORC Code"	the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves
"Kt"	thousand tonnes, which is weight unit of measure for iron ore either on dry basis or on wet basis
"Listing"	the listing of the Shares on the Main Board of the Stock Exchange on 3 July 2013
"Listing Rules"	The Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
"Main Board"	the stock exchange (excluding the option markets) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange

GLOSSARY

"Malaysian Companies Act 1965"	the Companies Act 1965 of Malaysia and any subsequent amendment(s) thereof
"mining volume"	the aggregate volume of produced ore volume excluding stripping rock volume
"Model Code"	the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules
"MOU"	memorandum of understanding
"Mt"	million tonnes, which is weight unit of measure for iron ore either on dry basis or on wet basis
"Nomination Committee"	the nomination committee of the Board
"Pacific Mining"	Pacific Mining Resources Sdn. Bhd., a company incorporated in Malaysia as a private company limited by shares on 31 August 2007, and which is an indirect wholly-owned subsidiary of the Company
"probable reserves"	the economically mineable part of an indicated resource, and in some circumstances, a measured resource, as defined by the JORC Code, which includes diluting materials and allowances for losses which may occur when the material is mined
"Project Ibam"	the mining project carried out at the Ibam Mine pursuant to the Mining Agreement
"Prospectus"	the prospectus dated 30 June 2013 issued by the Company in connection with the Global Offering and the Listing
"Red Sun Resources"	Red Sun Resources Sdn. Bhd., a company incorporated in Malaysia as a private company limited by shares which the interest on a parcel of land located at Bukit Besi, Terengganu, Malaysia would be transferred
"Remuneration Committee"	the remuneration committee of the Board
"RM"	Malaysian Ringgit, the lawful currency of Malaysia
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time

GLOSSARY

"Share(s)"	ordinary share(s) with a nominal value of HKD0.01 each in the share capital of the Company
"Share Option Scheme"	the share option scheme conditionally adopted by the Company on 12 April 2013
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary(ies)"	has the meaning ascribed to it under section 2 of the Companies Ordinance
"Substantial Shareholder"	has the meaning ascribed to it under the Listing Rules
"U.S." or "United States"	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
"USD", "US dollars" or "US$"	United States dollars, the lawful currency of the United States
"%"	per cent
"3W Development"	3W Development Limited, a company incorporated in Hong Kong as a private company Limited by shares on 25 February 2014 and which is an indirect wholly-owned subsidiary of the Company

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Li Yang
(Co-Chairman and Chief Executive Officer)
Mr. Ng Khing Yeu *(Co-Chairman)*
(appointed on 25 March 2022)
Ms. Li Xiaolan
Mr. Wang Er

Independent Non-Executive Directors

Dr. Li Zhongquan
Dr. Wang Ling
Mr. Leung Yiu Cho (appointed on 11 March 2022)

AUDIT COMMITTEE

Mr. Leung Yiu Cho *(Chairman)*
Dr. Wang Ling
Dr. Li Zhongquan

REMUNERATION COMMITTEE

Dr. Wang Ling *(Chairman)*
Dr. Li Zhongquan
Ms. Li Xiaolan

NOMINATION COMMITTEE

Mr. Li Yang *(Chairman)*
Dr. Wang Ling
Dr. Li Zhongquan

REGISTERED OFFICE

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

AUTHORISED REPRESENTATIVES

Mr. Li Yang
Mr. Chen Kun

COMPANY SECRETARY

Mr. Chen Kun (Solicitor of HKSAR)

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN MALAYSIA

Lot 22, D&E
Level 22, Menara Zenith
Putra Square
MSC Kuantan, 25200
Kuantan, Pahang
Malaysia

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 1101, Tower 1,
Cheung Sha Wan Plaza,
833 Cheung Sha Wan Road,
Lai Chi Kok, Kowloon,
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

Codan Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

COMPANY WEBSITE

www.caa-resources.com

STOCK CODE

02112