



綠科科技
Greentech

Annual Report
2023

Greentech Technology International Limited
綠科科技國際有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 00195)



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Tan Sri Dato' KOO Yuen Kim P.S.M., D.P.T.J. J.P. (*Chairman*)

Ms. XIE Yue (*Chief Executive Officer*)

Dr. HSU Jing-Sheng

(resigned on 29 February 2024)

Mr. LI Zheng

Ms. PENG Zhihong (appointed on 14 April 2023)

Mr. SIM Tze Jye (resigned on 13 April 2023)

Datin CHONG Lee Hui (appointed on 29 February 2024)

Independent Non-executive Directors

Datin Sri LIM Mooi Lang

Mr. KIM Wooryang

Ms. PENG Wenting (appointed on 2 February 2023)

Mr. CHAN Tin Kwan, Bobby

(passed away in late January 2023)

COMPANY SECRETARY

Mr. HUNG Yuk Miu

AUTHORISED REPRESENTATIVES

Ms. XIE Yue

Mr. HUNG Yuk Miu

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited

Industrial and Commercial Bank of China (Asia) Limited

AUDITOR

Deloitte Touche Tohmatsu

Certified Public Accountants

Registered Public Interest Entity Auditors

35/F, One Pacific Place

88 Queensway

Hong Kong

REGISTERED OFFICE

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suites 2202-04, 22/F, Tower 6

The Gateway Harbour City

Tsim Sha Tsui

Kowloon, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Suntera (Cayman) Limited

Suite 3204, Unit 2A, Block 3, Building D

P.O. Box 1586

Gardenia Court, Camana Bay

Grand Cayman KY1-1110

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

STOCK CODE

00195

COMPANY WEBSITE

www.green-technology.com.hk

CHAIRMAN STATEMENT

Dear Shareholders:

On behalf of the board of directors (the “Board”) of Greentech Technology International Limited (the “Company”, together with its subsidiaries, collectively referred to as the “Group”), I hereby present the annual report for the year ended 31 December 2023.

With global economic activities returning to normality after three years of challenging period of Coronavirus Disease 2019 (“COVID-19”) pandemic, the global economic recovery has been hampered by inflation, escalation of geopolitical tensions and sharp tightening of monetary policy in developed economies. Due to the increase in interest rates by Federal Reserve, the average tin price has dropped from approximately USD31,000 in 2022 to approximately USD26,000 in 2023.

Total production volume of tin metal of the Renison underground mine in 2023 was 9,532 tonnes (2022: 8,404 tonnes), representing an increase of approximately 13.42%. YT Parksong Australia Holding Pty Limited (“YTPAH”), an indirect non-wholly owned subsidiary of the Company, holding 50% interest in the Renison underground mine, was entitled to 4,766 tonnes of tin metal (2022: 4,202 tonnes) available for sale. Increase in production volume was mainly due to the relatively higher grade of ore excavated and improvement in recovery during the year. During the year 2023, the Group has recorded revenue from tin mining operation of approximately HK\$820,875,000 (2022: HK\$931,380,000) and gross profit of approximately HK\$296,040,000 (2022: HK\$407,533,000).

The Renison underground mine has abundant resources and reserves. Looking ahead, the Group will continue to focus on conducting exploration in order to fully discover the resource potential of the mine and gain better information on the estimated reserves of high-grade ore within the mine. Furthermore, the Group will optimize its operations of three-stage crushing, screening and ore sorting plant for higher tin metal production. Together with our partners, we will continue to enhance production capacity of the Renison underground mine, so as to strive for continuous improvement.

Looking forward to 2024, there are still lots of uncertainties and it is foreseen that geographical unease is to persist in the near future.

With the competition between two largest consumers of tin, China and the United States for production of semiconductors, the World Semiconductor Trade Statistics Organization (WSTS) believes that the semiconductor market will continue to recover in 2024, and revenue is expected to grow by 13.1%. The U.S. Semiconductor Industry Association (SIA) basically agrees with the forecast results of WSTS. The global semiconductor market has grown month-on-month and chip demand has recovered significantly. The electrification will continue to drive semiconductor content in the next decade, the use of electronic modules in automotive, industrial, and traditional manufacturing products will become increasingly important. Such significant demand will lead to a strong downstream short to long-term demand for the tin metals. We believe that the growth of the Group’s sales in the short to long term will remain stable. Together with our partners, we will continue to enhance production capacity of the Renison underground mine and continue to develop new sources of income to strive for continuous improvement.

CHAIRMAN STATEMENT (CONTINUED)

On behalf of the Board, I would like to express our sincere gratitude to our stakeholders, management, customers, suppliers, business partners and staff for their continued support and faith in the Group throughout the previous years. The Group will strive to optimize its business operations and enhance its core competitiveness with the goal of creating greater value to investors and shareholders of the Company.

Tan Sri Dato' KOO Yuen Kim

P.S.M., D.P.T.J. J.P

Chairman

27 March 2024

MANAGEMENT DISCUSSION AND ANALYSIS

MARKET REVIEW

Supply and Demand perspective as well as fiscal policies play a major role in the way tin are priced in the market.

The leading tin concentrate producers such as Malaysia, Peru, Myanmar and Indonesia encountered stricter export controls. With the delay in approval of annual work plans of tin mining companies in Indonesia and also bans the export of tin metals from Indonesia government and other predicaments resulting in a drop in the overall supply of tin for the year 2023.

On the demand side, there has been increasing demand for tin due to increase in popularity of electric vehicles and 5G related products.

Due to the tightening of monetary policy in developed economies, commodity prices were incredibly volatile in 2023, especially the tin price. According to the London Metal Exchange (LME), tin price fluctuated during the period. Tin price rose to USD32,050 per metric ton in January 2023 and retreated to its lowest point of USD22,225 per metric ton in March 2023. For the year 2023, the average tin price was approximately USD26,000 per metric ton (2022: USD31,000 per metric ton), representing a decrease of approximately 16.1% year-on-year.

BUSINESS REVIEW

The Group's performance during the year was mainly affected by tin price, Australian dollars and United States dollars exchange rate fluctuation and production efficiency.

Total production volume of tin metal of the Renison underground mine in 2023 was 9,532 tonnes (2022: 8,404 tonnes), representing an increase of approximately 13.42%. YTPAH, an indirect non-wholly owned subsidiary of the Company holding 50% interest in the Renison underground mine, was entitled to 4,766 tonnes of tin metal (2022: 4,202 tonnes) available for sale.

For the year ended 31 December 2023, revenue from continuing operations of the Group witnessed a 11.9% decrease to approximately HK\$820,875,000 (2022: approximately HK\$931,380,000). The Group's audited consolidated profit for the year attributable to the Company's shareholders from continuing operations amounted to approximately HK\$68,390,000 (2022: approximately HK\$216,750,000). The Group has recorded a decrease in profit as compared with the year 2022 and such decrease was mainly attributable to the combined effect of a decrease in average tin price, increase in administrative and other expenses in current year, the absence of fair value gain of financial instrument in 2023 (2022: approximately HK\$23,036,000) and the net foreign exchange gain of approximately HK\$20,690,000 in 2022 while the Group recorded a net foreign exchange loss of approximately HK\$2,816,000 for the year ended 31 December 2023.

During the year, the Group carried on the resource definition drilling program at the Renison underground mine to discover new potential tin resources. The Group continued to explore the Bell 50 area, and the ongoing exploration work has also confirmed the high-grade Area 5 extension to the Bell 50 area. As of 31 December 2023, the total Renison measured, indicated and inferred resource was 20,040,000 metric tons at 1.54% grade of ore. The enhancement in contained tin within the Renison underground mine facilitated the Group with more room to upgrade production volume.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

PROSPECT

Going forward in 2024, the Group will continue to conduct drilling campaign on ore grade control and resources defining in Area 5, Leatherwood Trend, Huon North, Lower Federal, Central Federal Bassets within the Renison underground mine, in order to excavate high-grade ore from the area. In addition, the Group will carry on with its development in other areas within the Renison underground mine, including Bell 50 area located at the bottom of Area 5, to bolster the production volume of tin metals and strive for better returns.

Regarding the tin market, the fast-growing development of new energy vehicles, smart manufacturing and 5G-related electronics have provided new impetus to tin applications. There is a worldwide shortage of semiconductor components, which has curtailed the production of electronic goods, smartphones, computers and electric vehicles. As tin can be used as a replacement for lead in solder for connecting electronic circuits, a new global demand for tin and solder-using equipment will emerge. Furthermore, Indonesia plans to ban the export of tin ingots and the government of Myanmar took measures to ban the export of unprocessed ore, which may result in the supply chain disruption. Therefore, the tin price is expected to gradually increase in 2024.

The Group seeks to forge ahead with its business cooperation with long-term business partner Yunnan Tin Group Company Limited (“Yunnan Tin PRC”). The Group, through YTPAH, entered into a tin supply agreement with Yunnan Tin Australia TDK Resources Pty Ltd. (“YTATR”), a wholly-owned subsidiary of Yunnan Tin PRC, pursuant to which the Group will continue to provide tin to Yunnan Tin PRC until January 2025. Such arrangement will generate stable income for the Group.

Looking forward, the global economies may continue to be hit hard by the monetary policy imposed by the Federal Reserve and the ongoing challenges for the macro-economic environment. The Group will pay close attention to the impacts of the monetary policy and the macro-economic environment on its operating and financial conditions, and take the appropriate measures accordingly. Meanwhile, the Group will adopt a prudent yet forward-looking development approach and strive for continuous improvement through seizing market opportunities, and will also enhance its competitiveness by refining mine management and enhancing production efficiency, thus delivering better returns to the shareholders and investors and to achieve sustainable business growth and to generate values over the longer term and the strategy for delivering the Group’s objective.

Meanwhile, the Group will explore further development opportunities by expanding different business lines. We believe that further business diversification will drive the sustainable development of the Group and thus create greater value for our shareholders and investors.

ENVIRONMENTAL POLICIES AND PERFORMANCE

As a responsible miner, the Group is committed to protecting the environment. Apart from complying with relevant laws and regulations, we also developed an Environmental Management System and set up the environmental commitments, in relation to discharges into air and water, waste management and rehabilitation plan, to minimise our environmental footprints. An environmental review is conducted annually to review the situation of the Renison mine and monitor the progress of various environmental commitments for continuous improvement.

The Group also strives to reduce the use of energy, and thereby reducing greenhouse gas emissions within its operation. At our office in Hong Kong, we implemented green office practices such as reminding our staff to turn off all electrical appliances before leaving the office. The Group will continue to look for opportunities to reduce the energy used on-site and at the offices.

For more details, please refer to the separate Environmental, Social and Governance Report for the year ended 31 December 2023 which will be available on the Company’s website under the “Investors Relations – Announcements & Circulars” section and the website of The Stock Exchange of Hong Kong Limited (“Stock Exchange”) at the same time as the publication of this annual report.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the year ended 31 December 2023, as far as the Company is aware, there was no material breach of or non-compliance with applicable laws and regulations by the Group that has a significant impact on the business and operations of the Group.

RELATIONSHIPS WITH STAKEHOLDERS

The Group maintains a good relationship with its employees and strive to maintain the talent through provision of fair and competitive remuneration package, safe working environment and individual development support.

The Group understands the importance of maintaining good relationships with its suppliers, customers and other stakeholders to meet its immediate and long-term goals, without whom success in the Group's operation would be at risk.

KEY RISKS AND UNCERTAINTIES

The Group's financial conditions, results of operations, and business prospects may be affected by a number of risks and uncertainties directly or indirectly pertaining to the Group's businesses. The followings are the key risks and uncertainties identified by the Group. There may be other risks and uncertainties in addition to those shown below which are not known to the Group or which may not be material now but can turn out to be material in the future.

Market Risks

Market risk is the risk that adversely affects profitability or ability to meet business objectives arising from the movement in market prices, such as tin metal price and exchange rate. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

Foreign Exchange Rate Risks

As the Group's assets and liabilities were mainly denominated in United States Dollars and Australian Dollars, in view of the potential fluctuations in the Australian Dollars exchange rate, the Group will continue to closely monitor the exposure and take appropriate actions when necessary. During the year ended 31 December 2023, the Group used foreign exchange forward contracts to partially eliminated the currency risk exposure of the Group.

Business Risks

Performance of the Group's principal activities will be affected by various factors, including but not limited to economic conditions, unforeseeable rock burst events at the Renison underground mine and the metal content of the ore, and the effect of such factors may not be mitigated even when the appropriate preventive or corrective measures have been taken in response to the various events.

Joint Venture Partner Risks

One of the principal activities of the Group is conducted through joint venture in which the Group shares control with the joint venture partner. There is no assurance that the joint venture partner will continue its relationship with the Group in the future or its goals or strategies will remain in line with the Group. The joint venture partner may have its own business interests or goals which are different from the Group. They may experience financial and other difficulties or may be unable to fulfill their obligations under the joint venture which may thereby affect the Group's business and operations.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

FINANCIAL REVIEW

Revenue

The Group's audited consolidated revenue from continuing operations for the year ended 31 December 2023 amounted to approximately HK\$820,875,000 (2022: approximately HK\$931,380,000), a decrease of approximately 11.9% from that of last year. The decrease in the Group's revenue was primarily attributable to a decrease in average tin price.

Cost of sales

Cost of sales mainly included direct material costs, direct labour costs, manufacturing overhead absorbed during the production process of our products and service fee for processing the materials purchased. Cost of sales from continuing operations was approximately HK\$524,835,000 for the year ended 31 December 2023 (2022: approximately HK\$523,847,000), representing approximately 63.9% of the revenue from continuing operations for the year 2023 (2022: 56.2%).

Gross profit

The Group had a gross profit of approximately HK\$296,040,000 (2022: approximately HK\$407,533,000) with gross profit margin of approximately 36.1% for the year ended 31 December 2023 (2022: 43.8%). The decrease in gross profit was mainly due to the net effect of the decrease in revenue and the cost of sales remained relatively stable during the year.

Administrative expenses

Administrative expenses from continuing operations, which represented approximately 7.2% of the Group's revenue from continuing operations, increased by approximately 17.1% from approximately HK\$50,117,000 for the year ended 31 December 2022 to approximately HK\$58,709,000 for the year ended 31 December 2023, mainly due to increase in administrative staff costs.

Finance costs

Finance costs from continuing operations represented approximately 0.6% of the Group's revenue from continuing operations in this year, increased by approximately 14.7% from approximately HK\$4,553,000 for the year ended 31 December 2022 to approximately HK\$5,223,000 for the year ended 31 December 2023. The increase was mainly due to the increase in interest expenses in finance leases.

Profit for the year attributable to owners of the Company

The Group's audited consolidated profit attributable to owners of the Company from continuing operations amounted to approximately HK\$68,390,000 (2022: approximately HK\$216,750,000). The significant decrease in profit was primarily attributable to the combined effect of a decrease in average tin price resulting in increase in revenue, increase in administrative and other expenses in current year, the absence of fair value gain of financial instrument in 2023 (2022: approximately HK\$23,036,000) and the net foreign exchange gain of approximately HK\$20,690,000 in 2022 while the Group recorded a net foreign exchange loss of approximately HK\$2,816,000 for the year ended 31 December 2023.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The Group financed its operations through internally generated cash flows and borrowings. As at 31 December 2023, the Group did not have any bank facilities but had lease liabilities of approximately HK\$47,578,000 (2022: approximately HK\$25,555,000). The gearing ratio of the Group, calculated as a ratio of total liabilities to total assets, was 34.4% as at 31 December 2023 (2022: 29.7%).

As at 31 December 2023, the Group had net current assets of approximately HK\$82,612,000 (2022: approximately HK\$197,477,000). Current ratio as at 31 December 2023 was 1.26 (2022: 2.06). The cash and cash equivalents of the Group as at 31 December 2023 was approximately HK\$201,253,000 (2022: approximately HK\$189,779,000).

EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES AND ANY RELATED HEDGES

The Company and certain subsidiaries of the Company have cash and cash equivalents, trade receivables, other payables, other receivables and deposits, sales and purchases denominated in foreign currencies which expose the Group to foreign currency risk.

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

CHARGES OF ASSETS

As at 31 December 2023, machineries with carrying values of approximately HK\$43,756,000 (2022: HK\$19,542,000) were pledged to secure the outstanding finance leases.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

CONTINGENT LIABILITIES

As at 31 December 2023, except for the litigation as set out in the litigation section of this report, the Group did not have any significant contingent liabilities.

CAPITAL AND OTHER COMMITMENTS

The Group had capital and other commitments amounted to HK\$46,032,000 as at 31 December 2023 (2022: HK\$64,892,000) which are expected to be funded by internal resources of the Group. Please refer to note 35 to the consolidated financial statements for details.

SIGNIFICANT INVESTMENTS

For the year ended 31 December 2023, capital expenditure of the Group for property, plant and equipment, and mine properties and development amounted to approximately HK\$286,168,000 (31 December 2022: HK\$226,853,000). Details of the property, plant and equipment, right-of-use assets and exploration and evaluation assets of the Group during the year ended 31 December 2023 are set out in notes 16 to 18 to the consolidated financial statements. As at 31 December 2023, the Group did not hold equity securities listed in Hong Kong (2022: HK\$6,000).

MATERIAL ACQUISITION AND DISPOSAL

During the year ended 31 December 2023, the Company did not have any significant acquisition and disposal of subsidiaries, associates and joint ventures.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

As at 31 December 2023, the Group does not have any plans for material investments and capital assets.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

SHARE OPTION SCHEME

On 16 June 2021, the Company adopted a new share option scheme (the “New Share Option Scheme”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group. From 1 January 2023, the Company will rely on the transitional arrangement provided for the existing share schemes and will comply with the new Chapter 17 of the Listing Rules accordingly (effective from 1 January 2023). The principal terms of the New Share Option Scheme are summarized as follows:

1. Participants

The eligible participants include the persons who may be invited by the Directors to take up the options comprising (i) any eligible employee (whether full time or part time, including any executive Director but excluding any non-executive Director) of the Company or any of its subsidiaries; and (ii) any non-executive director (including independent non-executive directors) of the Company or any of its subsidiaries.

2. Total number of shares available for issue under the New Share Option Scheme

As at the date of this report, the Company had a total of 136,600,000 Shares available for issue under the New Share Option Scheme (representing 10% of the issued Shares as at the date of this report). As at 31 December 2023 and the date of this report, the total number of shares of the Company issuable upon exercise of the options granted is 28,686,000 Shares (representing 2.1% of the issued Shares as at 31 December 2023 and the date of this report).

The number of options available for grant under the scheme mandate of the New Share Option Scheme as at 1 January 2023 and 31 December 2023 is 107,914,000 Shares and 107,914,000 Shares, respectively. No service provider sublimit is fixed under the New Share Option Scheme.

3. Maximum entitlement of each participant

The total number of shares issued and to be issued upon exercise of options granted to a participant under the New Share Option Scheme (including both exercised and outstanding options) in any 12-month period up to such grant must not exceed 1% of the shares in issue as at the date of the grant.

4. Period within which the shares must be taken up under an option

An option may be exercised in accordance with the terms of the New Share Option Scheme at any time during a period to be determined and notified by the Board to each participant provided that the period within which the option must be exercised shall not be more than 10 years from the date of the grant of option. The vesting period of the option shall be determined by the Board at the time of the offer of the option. There is no performance target requirement which must be achieved before the option can be exercised.

5. Time of acceptance and the amount payable on acceptance of the option

The option will be offered for acceptance for a period of 21 days from the date on which the option is offered. Upon acceptance of the option, the grantee shall pay HK\$1.00 to the Company by way of consideration for the grant.

6. Basis of determining the exercise price

The exercise price for the shares subject to options will be a price determined by the Board and notified to each participant and shall be the highest of: (i) the closing price of the Shares as stated in the Stock Exchange’s daily quotations sheet on the date of grant of the options, which must be a business day; (ii) the average closing price of the Shares as stated in the Stock Exchange’s daily quotations sheets for the five business days immediately preceding the date of grant of the options; and (iii) the nominal value of the Share.

7. Life of the New Share Option Scheme

The New Share Option Scheme became valid and effective for a period of ten years commencing on 16 June 2021 subject to the early termination by passing an ordinary resolution in general meeting. The remaining life of the New Share Option Scheme is approximately seven years.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

As the share consolidation of every five issued and unissued then existing ordinary shares of the Company with par value of HK\$0.005 each into one consolidated share of the Company ("Consolidated Shares") with par value of HK\$0.025 each ("Share Consolidation") had taken effect on 27 June 2022, adjustments were made to the exercise price and the number of shares of the Company falling to be issued in respect of the outstanding share options in accordance with the terms and conditions of the New Share Option Scheme and the Listing Rules. During the year ended 31 December 2022, the Company has granted share options to subscribe for an aggregate of 143,430,000 then existing ordinary shares of the Company with par value of HK\$0.005 each (before the Share Consolidation) under the New Share Option Scheme to two Directors and other employee ("Share Option(s)"), subject to vesting. As at 31 December 2023, there were Share Options for 28,686,000 shares (after Share Consolidation) valid and outstanding under the New Share Option Scheme, the details of which are as follows:

Name or category of participants	Date of Grant	At 1 January 2023	Number of share options				At 31 December 2023	Vesting & exercise period	Exercise price (HK\$)
			Granted during the year	Exercised during the year	Lapsed/ expired during the year	Cancelled/ forfeited during the year			
Directors									
Ms. Xie Yue	14 April 2022	13,660,000	-	-	-	-	13,660,000	(Note b)	0.935
Dr. Hsu Jing-Sheng (resigned on 29 February 2024)	14 April 2022	13,660,000	-	-	-	-	13,660,000	(Note b)	0.935
Other Employee									
Other Employee (Note a)	14 April 2022	1,366,000	-	-	-	-	1,366,000	(Note b)	0.935
In aggregate		28,686,000	-	-	-	-	28,686,000		
Exercisable at	31 December 2023						2,868,600		
	31 December 2022						-		

Notes:

- (a) Being a full-time employee of the Company.
- (b) The above options shall be exercisable during the Option Period (i.e. a period of 10 years from the date of grant) in four tranches as set out below:
- as to 10% of such options for the first tranche, at any time from the date falling on first anniversary of the date of grant till the end of the Option Period (both days inclusive);
 - as to 30% of such options for the second tranche, at any time from the date falling on third anniversary of the date of grant till the end of the Option Period (both days inclusive);
 - as to 30% of such options for the third tranche, at any time from the date falling on fourth anniversary of the date of grant till the end of the Option Period (both days inclusive); and
 - as to 30% of such options for the fourth tranche, at any time from the date falling on fifth anniversary of the date of grant till the end of the Option Period (both days inclusive).

The closing price of the Company's shares immediately before the date on which the options were granted was HK\$0.1808 (before the Share Consolidation).

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

As no option has been granted during the year ended 31 December 2023, the number of Shares that may be issued in respect of options and awards granted under all schemes of the Company during the year ended 31 December 2023 divided by the weighted average number of shares of the relevant class in issue for the year ended 31 December 2023 is nil.

The estimated fair value of the Share Options granted under the New Share Option Scheme during the year ended 31 December 2023, calculated using the binomial lattice model as at the Date of Grant of the options was approximately HK\$16,416,000.

The binomial model is a generally accepted method of valuing options. The significant assumptions used in the calculation of the values of the Share Options were risk-free rate of interest, dividend yield, volatility and early exercise multiple. The measurement date used in the valuation calculations was the date on which the Share Options were granted.

Share price (adjusted for Share Consolidation)	HK\$0.935
Exercise price (adjusted for Share Consolidation)	HK\$0.935
Expected volatility	57.17%
Expected dividend yield	0%
Risk-free interest rate	2.52%

The expected volatility is based on the historical volatility (calculated based on the expected life of the share options), adjusted for any expected changes to future volatility due to public available information. The expected dividends are based on historical dividends. The risk-free interest rate is based on the yield of Hong Kong Exchange Fund Notes with a maturity life equal to the life of the share option.

The fair value calculated for the Share Options is inherently subjective due to the assumptions made and the limitations of the model utilised.

Please refer to note 43 to the consolidated financial statements for further details of the share options granted and the New Share Option Scheme.

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2023, the Group employed approximately 347 employees (2022: 341). Total staff costs for the year ended 31 December 2023 was HK\$178,162,000 (2022: HK\$171,261,000). The Group implemented its remuneration policy, bonus and salary based on achievements and performance of the employees. The Group also participates in the Mandatory Provident Fund Scheme in Hong Kong and state-managed retirement benefit scheme in the People's Republic of China (the "PRC"). The employees for mining operation are employed by Bluestone Mines Tasmania Joint Venture Pty Limited ("BMTJV") on behalf of YTPAH and Bluestone Mines Tasmania Pty Limited ("BMT"). These employees of BMTJV and the employees of YTPAH are members of a state-managed retirement benefit scheme in Australia (Superannuation fund). The Group continues to provide training facilities to the staff to enhance knowledge of industry quality standards.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

MINES INFORMATION

Renison Tin Project

Renison Mine located in Tasmania has been one of the major hard rock tin mines in the world and is the Australia's largest primary tin producer. Tin mining has been carried out at or near Renison since alluvial tin was discovered in 1890. Over the operational history, the mine was owned by several operators. In May 2003, the operation was suspended and BMT purchased the mine in 2004 and commenced redevelopment of the mine. After the acquisition of BMT by Metals X Limited ("Metals X"), the mine restarted in 2008. In March 2010, YTPAH completed the acquisition of 50% in BMT's assets. Under the joint venture agreement between YTPAH and BMT, an unincorporated joint venture ("JV") as a cooperative operator and an incorporated joint venture, BMTJV as a manager to the JV, were formed by both parties on a 50:50 basis. In March 2011, the Company acquired the entire interest of Parksong Mining and Resource Recycling Limited ("Parksong"). Parksong indirectly holds 82% interest of YTPAH and Yunnan Tin PRC indirectly holds 18% interest of YTPAH. The Company has participated in the management of the JV through the interest held in YTPAH. YTPAH is an indirect non-wholly owned subsidiary of the Company. BMT is a wholly-owned subsidiary of Metals X which is a company listed on the Australian Securities Exchange.

The Renison Tin Project is based on BMT's assets consists of (1) the Renison Bell mine, concentrator, and infrastructure ("Renison underground mine"), (2) the Mount Bischoff open-cut tin project ("Mount Bischoff") and (3) the Renison tailings retreatment project ("Rentails").

After the mining contract with the contractor 'Barmenco' expired on 31 March 2016, BMTJV established its own operation team. To ensure a smooth handover of the mining operation, BMTJV extended the mining contract to 30 April 2016. From 1 May 2016, BMTJV started to its own operation of mining activities.

As per the 2012 Australian Joint Ore Resources Committee ("JORC") reporting guidelines, a summary of the material information used to estimate the Mineral Resource of Renison underground mine is as follows:

Drilling Data

The bulk of the data used in resource estimations at Renison underground mine has been gathered from diamond core. Three sizes have been used historically NQ2 (45.1mm nominal core diameter), LTK60 (45.2mm nominal core diameter) and LTK48 (36.1mm nominal core diameter), with NQ2 currently in use. This core is geologically logged and subsequently halved for sampling. Grade control holes may be whole-cored to streamline the core handling process if required.

Each development face/round is horizontally chip sampled at Renison underground mine. The sampling intervals are limited by geological constraints (e.g. rock type, veining and alteration/sulphidation etc.). Samples are taken in a range from 0.3m to a maximum of 1.2m in waste/mullock.

All data is spatially oriented by survey controls via direct pickups by the survey department. Drillholes are all surveyed downhole, currently with a GyroSmart tool in the underground environment at Renison underground mine, and a multishot camera for the typically short surface diamond holes.

Drilling in the underground environment at Renison is nominally carried-out on 40m x 40m spacing in the south of the mine and 25m x 25m spacing in the north of the mine prior to mining occurring. A lengthy history of mining has shown that this sample spacing is appropriate for the Mineral Resource estimation process.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Sampling/Assaying

Drill core is halved for sampling. Grade control holes may be whole-cored to streamline the core handling process if required.

Samples are dried at 90°C, then crushed to <3mm. Samples are then riffle split to obtain a sub-sample of approximately 100g which is then pulverized to 90% passing 75µm. 2g of the pulp sample is then weighed with 12g of reagents including a binding agent, the weighed sample is then pulverized again for one minute. The sample is then compressed into a pressed powder tablet for introduction to the X-Ray fluorescence. This preparation has been proven to be appropriate for the style of mineralization being considered.

QA/QC is ensured during the sub-sampling stage process via the use of the systems of an independent NATA/ISO accredited laboratory contractor.

Geology/Geological Interpretation

Renison underground mine is one of the world's largest operating underground tin mines and Australia's largest primary tin producer. Renison underground mine is the largest of three major skarn, carbonate replacement, pyrrhotite-cassiterite deposits within western Tasmania. The Renison underground mine area is situated in the Dundas Trough, a province underlain by a thick sequence of Neoproterozoic-Cambrian siliciclastic and volcanoclastic rocks. At Renison underground mine, there are three shallow-dipping dolomite horizons which host replacement mineralization. The Federal Orebody Mining has occurred since 1800's providing a significant confidence in the current geological interpretation across all projects. No alternative interpretations are currently considered viable. Geological interpretation of the deposit was carried out using a systematic approach to ensure that the resultant estimated Mineral Resource figure was both sufficiently constrained, and representative of the expected sub-surface conditions. In all aspects of resource estimation, the factual and interpreted geology was used to guide the development of the interpretation.

Renison underground mine has currently been mined over a strike length of >2,065m, a lateral extent of >900m and a depth of over 1,300m.

Database

Drillhole data is stored in a geological database, acQuire Technology Solutions, based on the Sequel Server platform which is currently considered "industry standard".

As new data is acquired, it passes through a validation approval system designed to pick up any significant errors before the information is loaded into the master database. The information is uploaded by a series of Sequel routines and is performed as required. The database contains diamond drilling (including geotechnical and specific gravity data), face chip and sludge drilling data and some associated metadata.

Estimation and modelling techniques

All modelling and estimation work undertaken by BMTJV is carried out in three dimensions via Surpac and Leapfrog.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

After validating the drillhole data to be used in the estimation, interpretation of the orebody is undertaken in sectional and/or plan view to create the outline strings which form the basis of the three dimensional orebody wireframe. Wireframing is then carried out using a combination of automated stitching algorithms and manual triangulation to create an accurate three dimensional representation of the sub-surface mineralized body.

Once the sample data has been composited, a statistical analysis is undertaken to assist with determining estimation search parameters, top-cuts etc. Variographic analysis of individual domains is undertaken to assist with determining appropriate search parameters which are then incorporated with observed geological and geometrical features to determine the most appropriate search parameters.

Grade estimation utilizing the ordinary kriging method. By-product and deleterious elements are estimated at the time of primary grade estimation.

The resource is then depleted for mining voids and subsequently classified in line with JORC guidelines utilizing a combination of various estimation derived parameters and geological/mining knowledge.

Estimation results are validated against primary input data, previous estimates, and mining output. Good reconciliation between mine claimed figures and milled figures is routinely achieved.

Tonnage estimates are dry tonnes.

Cut-Off Grade

The resource reporting cut-off grade is 0.65% Sn at Renison underground mine based on economic assessment and current operating and market parameters.

Metallurgical and Mining Assumptions

Mining assumptions are based upon production results achieved in the currently operating Renison underground mine. The current underground mining methods employed at Renison underground mine are considered applicable to the currently reported resource.

Metallurgical assumptions are based upon a significant history of processing Renison material at the currently operating Renison Underground Concentrator and supported by an extensive history of metallurgical test-work.

Classification

Resources are classified in line with JORC guidelines utilizing a combination of various estimation derived parameters, the input data and geological/mining knowledge. This approach considers all relevant factors and reflects the Competent Person's view of the deposit.

In general, measured material has been operationally developed, Indicated material requires a zone of 45m having a data density of at least 4 holes, while Inferred material is drilled at greater spacings.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Estimated Tin and Copper Reserves and Resources

For the year ended on 31 December 2023, 219 underground core holes were drilled, mostly NQ2, at a total of 50,272 meters. In addition, 12 surface exploration core holes were drilled at a total of 6,475 meters. Drilling had effectively increased the amount of indicated resources and probable reserves.

Updated Resource Estimates for Renison underground mine and Rentals as of 31 December 2023

PROJECT	TIN			COPPER		
	Tonnes (‘000)	Grade (%Sn)	Sn Metal (t)	Tonnes (‘000)	Grade (%Cu)	Cu Metal (t)
Measured						
Renison Bell	2,452	1.95	47,755	2,452	0.21	5,255
Rentails	23,886	0.44	104,370	23,886	0.22	52,714
Sub-total	26,338	0.58	152,125	26,338	0.22	57,969
Indicated						
Renison Bell	14,762	1.51	222,508	14,762	0.19	28,321
Rentails	–	–	–	–	–	–
Sub-total	14,762	1.51	222,508	14,762	0.19	28,321
Inferred						
Renison Bell	2,826	1.33	37,588	2,826	0.18	5,193
Rentails	–	–	–	–	–	–
Sub-total	2,826	1.33	37,588	2,826	0.18	5,193
Total Resources						
Renison Bell	20,040	1.54	307,851	20,040	0.19	38,769
Rentails	23,886	0.44	104,370	23,886	0.22	52,714
Total	43,926	0.94	412,221	43,926	0.21	91,483

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

During the year under review, an extensive exploration and resources development drilling campaign targeting underground targets was conducted over Renison underground mine. 2,954 meters of capital development and 2,327 meters of operating development were advanced during the year. 9,532 tonnes of tin metal was produced from Renison underground mine and 0 tonne from Mount Bischoff, and processed ores averaged 1.92% Sn. No development or recovery production activities were carried out for Rentals Project.

Operating Expenses for the year ended 31 December 2023

	HK\$'000
Mining costs	194,091
Processing costs	127,463
Royalty	39,342
Transportation	5,828
Depreciation	54,174
Others	103,937
Total	524,835

Finance costs for the year ended 31 December 2023

	HK\$'000
Interest on lease liabilities	2,010

For the year ended 31 December 2023, a total of approximately HK\$286,168,000 capital expenditure was incurred for exploration, development, or production activities. The details of the expenditure are shown below:

Capital Expenditure for the year ended 31 December 2023

	HK\$'000
Property, Plant and Equipment and Mine Properties & Development	286,168

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Updated Reserve Estimates for Renison underground mine and Rentails as at 31 December 2023

PROJECT	TIN			COPPER			
	Cut-off %	Tonnes (‘000)	Grade (%Sn)	Sn Metal (t)	Tonnes (‘000)	Grade (%Cu)	Cu Metal (t)
Proved Reserves							
Renison Bell	0.65%	1,754	1.70	29,800	1,754	0.20	3,508
Rentails	–	–	–	–	–	–	–
Sub-total	–	1,754	1.70	29,800	1,754	0.20	3,508
Probable Reserves							
Renison Bell	0.65%	6,471	1.42	91,900	6,471	0.20	12,942
Rentails	–	22,313	0.44	98,900	22,313	0.23	50,700
Sub-total	–	28,784	0.66	190,800	28,784	0.22	63,642
Total Mining Reserves							
Renison Bell	0.65%	8,225	1.48	121,700	8,225	0.20	16,450
Rentails	–	22,313	0.44	98,900	22,313	0.23	50,700
Total	–	30,538	0.72	220,600	30,538	0.22	67,150

The above information that relates to Mineral Resources report has been compiled by BMTJV technical employees under the supervision of Mr. Colin Carter (“Mr. Carter”) B.Sc. (Hons), M.Sc. (Econ. Geol), MAusIMM. Mr. Carter is a full-time employee of BMTJV and has sufficient experience which is relevant to the style of mineralisation and types of deposit under consideration and to the activities which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the “Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves”. Mr. Carter consents to the inclusion in this report of the matters based on his information in the form and context in which it appears.

Renison Underground Mine

The Renison underground mine is one of underground tin mines in Australia and is located on the west coast of Tasmania, 140 kilometers (“km”) south of the port of Burnie, 10km west of the mining town of Rosebery, and 16km northeast of Zeehan where BMTJV has an accommodation village with bulk of the workforce resided.

The mine is adjacent to the sealed Murchison Highway which connects Renison underground mine with Burnie on the north coast. The Emu Bay railway also runs adjacent to the mine and gives access to Burnie’s shipping facilities, although Renison underground mine does not use the railway for its products, but rather loads the tin concentrate in 2 tonnes metal bins which are trucked to Burnie for containerizing and export.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Conventional up-hole longhole stoping methods have incorporated with up-hole rising utilizing a purpose built drill rig. The majority of ore production was sourced from the Lower Federal, Central Federal Bassets, Area 4, and Huon North Areas. Development ore from the newly delineated Area 5 and Leatherwood areas was also mined during the year. These two new areas form a large part of the mine plan moving forward. The mining activities in the Area 4 and Lower Federal was completed during the year.

A new geological model was developed during the year that encompasses all of the Renison's resource and will enhance a full review of the mine.

Mount Bischoff

Mount Bischoff, acted as an incremental field to supplement the Renison ore, was mined by open-cast techniques and hauled by road-train to the Concentrator where it was blended with feedstock from the Renison underground mine until July 2010 when the open pit was suspended and placed into care and maintenance as the reserve had been depleted. As such, there is no fixed or updated plan on re-opening of Mount Bischoff within a considerable period of time. In view of this, BMTJV has not made any updated mining plan for Mount Bischoff since March 2011 and recognized an impairment loss of HK\$40,162,000 on exploration and evaluation assets of this open-pit mine during the year ended 31 December 2012.

The Group proposed closing Mount Bischoff, which was placed into care and maintenance as the reserve had been depleted for a period of time. The Mount Bischoff closure plan currently developed with the external consultants was in line with the discussions with the regulatory authorities in late 2019. Development and submission of the closure plan is behind schedule and delayed due to the outbreak of COVID-19. Work is continuing on finalising the plan, but the submission is now not expected to occur until late 2024.

Rentails

The Rentails is based on the retreatment of process tailings which have accumulated since the commencement of mining at Renison underground mine. It involves the retreatment of approximately 22.3 million tonnes of tailings with an average grade of 0.44% tin and 0.23% copper stored in tailings dams at Renison underground mine. The contained tin within these dams is approximately 99,000 tonnes, one of the largest tin resources in Australia. In view of a significant capital requirement is required before the value of Rentails can be unlocked, the Company had not assigned any value to this Rentails in our accounting books at the date of completion of the acquisition of Parksong. The management of BMTJV will continue to conduct study on the feasibility of the Rentails project.

Renewal of mining lease

The Mining Lease in respect of the Renison underground mine has been renewed and will expire on 1 August 2031.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

LITIGATION

HCA 1357/2011

The legal proceedings involves the disputes regarding the sale and purchase agreement dated 13 July 2010 (“Parksong S&P Agreement”) in relation to the sale and purchase of the entire issued share capital of Parksong Mining and Resource Recycling Limited (“Parksong”) signed between Mr. Chan Kon Fung (“Mr. Chan”) as the vendor, Gallop Pioneer Limited (“GPL”) as the purchaser and the Company being GPL’s parent company as the guarantor. The completion of the acquisition of Parksong took place on 4 March 2011 (“Completion Date”).

GPL and the Company were named as 1st Defendant and 2nd Defendant in a writ of summons with a Statement of Claim dated 11 August 2011 filed by Mr. Chan under High Court Action number 1357 of 2011 (“HCA 1357 Action”) (which was subsequently amended).

Under the Statement of Claim, Mr. Chan alleged that GPL and the Company have breached the Parksong S&P Agreement by failing to make payment of AUD15,143,422.44 (equivalent to approximately HK\$78,340,180.12, being the alleged amount of the “Receivables” which Mr. Chan alleged is entitled under the Parksong S&P Agreement (“Mr. Chan’s Claim”).

GPL and the Company denied Mr. Chan’s Claim and have made counterclaim against Mr. Chan for his breach of the respective terms and/or guarantees and/or warranties in the Parksong S&P Agreement. GPL and the Company filed their Defence and Counterclaim on 11 October 2011 which has subsequently been amended (“GPL and the Company D&C”). Under GPL and the Company D&C, GPL and the Company sought to, amongst others, claim against Mr. Chan by way of counterclaim and set-off and stated that GPL has suffered loss and damage by reason of the following: (1) Mr. Chan has failed to make a payment to GPL in settlement of payables under the Parksong S&P Agreement (“Payables”) (apart from the amount of AUD476,393 under (2) below); (2) GPL and the Company are disputing that Mr. Chan is entitled to claim the amount of AUD3,048,387.10 forming part of the Receivables and claim Mr. Chan for the sum of AUD476,393 forming part of the Payables in respect of cut-off of called cash payment as at the Completion Date (“Called Sum Issue”); (3) Mr. Chan has prepared 3 sets of documents which showed a conflicting picture as to who was the owner of an advanced sum of AUD16.3 million (“AUD16.3 Million Issue”) to Yunnan Tin Hong Kong (Holding) Group Co. Ltd. (“Yunnan Tin HK”), a majority-owned subsidiary of Parksong, before the completion of the acquisition; and/or further the said advanced sum of AUD16.3 million may be an amount owed to one of its shareholder, Yunnan Tin Group (Holding) Company Limited (“Yunnan Tin PRC”), by Yunnan Tin HK which is not recorded in the relevant accounts (and thus amounting to an additional amount under the Payables (as defined above)) which Mr. Chan is liable to compensate GPL for the said advanced sum of AUD16.3 million; (4) Mr. Chan unilaterally caused an Australian subsidiary of Yunnan Tin HK, YT Parksong Australia Holding Pty Limited, to enter into a tin concentrate package purchase underwriting agreement and a management agreement with Yunnan Tin Australia TDK Resources Pty Ltd. for the period of the life of the mine on 1 December 2010, without the consent of GPL (“December Agreement Issue”); and (5) the claimed sum of AUD5,496,266 due to production shortfall of contained tin in concentrate from the mine in Australia for the first anniversary after the Completion Date and compensation for each of the second and third anniversaries (“Production Shortfall Issue”). On 23 December 2021, GPL and the Company gave notice to Mr. Chan that GPL shall discontinue its counterclaim on the December Agreement Issue. On 30 January 2024, GPL and the Company agreed with Chan that GPL and the Company shall not pursue the Called Sum Issue, the Production Shortfall Issue and the Payables (other than AUD16.3 Million Issue and the sum of AUD3,244,520.24 stated under the following paragraph which Chan disputes liability but does not dispute its amount) and both Chan, GPL and the Company will bear their own costs in relation to such non-pursued issues. Therefore, the present claims of GPL and the Company are the respective sums of AUD3,244,520.24, AUD16,300,000, totaling AUD19,544,520.24 (approximately of HK\$101,078,317.15 in total) and damages etc.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

Save and except that Mr. Chan has admitted in his Reply and Defence to Counterclaim dated 9 December 2011 and subsequently amended ("R&DC") that, amongst others, (1) the third set of documents as pleaded in GPL and the Company D&C reflected the correct position and understanding of Mr. Chan, GPL and the Company in making the Parksong S&P Agreement, and (2) that the Payables due under the Parksong S&P Agreement was at the sum of AUD3,244,520.24 (but Mr. Chan disputes he is liable for it), Mr. Chan has denied the claims made in GPL and the Company D&C.

For the AUD16.3 Million Issue, an application for joinder of parties to engage Yunnan Tin PRC and Yunnan Tin HK was made in July 2014. By a court order dated 19 December 2017, Yunnan Tin PRC and Yunnan Tin HK were joined into the HCA1357 Action as 3rd Defendant and 4th Defendant. Subsequently on 19 March 2018, Yunnan Tin PRC served its Defence and Counterclaim (which was amended on 26 July 2018) in HCA 1357 Action ("Yunnan Tin PRC D&C") under which Yunnan Tin PRC counterclaims against each of Mr. Chan, Parksong, Yunnan Tin HK and GPL for damages and/or the sum of AUD16.3 million and/or to join in a re-assignment of the sum of AUD16.3 million to Yunnan Tin PRC and/or rectification of accounts of Yunnan Tin HK to recognise the sum of AUD16.3 million as being due to Yunnan Tin PRC. From May 2018 to March 2019, Mr. Chan, Parksong, Yunnan Tin HK and GPL also filed its respective defence(s) to Yunnan Tin PRC's counterclaim; Parksong, Yunnan Tin HK and GPL also made further counterclaims against Mr. Chan.

Further, an application for expert evidence on the AUD16.3 Million Issue was made by GPL and the Company in August 2014. Expert evidence on AUD16.3 Million Issue was made by GPL and the Company and Mr. Chan. Yunnan Tin PRC also prepared expert report on AUD16.3 Million Issue in September 2020. Joint Report/Statement by the experts were also made in respect of these issues in April 2021.

A hearing of case management conference took place on 18 October 2021 and a direction was made to set the case down for trial with 41 days reserved which shall commence on 6 May 2024. A Pre-Trial Review hearing took place on 6 March 2024.

Mr. Chan and GPL and the Company attended a mediation on 16 August 2012 in relation to the disputes in the legal proceedings. In or about December 2021, GPL and the Company attempted mediation with Mr. Chan but Mr. Chan indicated that he did not wish to do mediation again at that moment and might re-consider the same should there be change of circumstances. At present, no settlement has been reached by the parties. The parties are proceeding with the legal proceedings.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

HCA 3132/2016

A writ of summons with general endorsements under High Court Action number 3132/2016 (“HCA 3132 Action”) was issued by Yunnan Tin PRC against Parksong, Yunnan Tin HK and Mr. Chan on 30 November 2016. Under HCA 3132 Action, Yunnan Tin PRC has made various claims which relates to the AUD16.3 Million Issue. The writ of summons was eventually served in November 2017. At the hearing on 19 December 2017 under HCA 1357 Action, both Mr. Chan and Yunnan Tin PRC indicated their understanding that the matters under HCA 3132 Action shall be more conveniently dealt with under HCA 1357 Action and it indicated that HCA 3132 Action should be discontinued in due course. On 10 April 2019, order was given by the Court that HCA 3132 Action be stayed pending the determination of all the disputes in HCA 1357 Action.

HCA 492/2017

By an amended writ of summons dated 3 March 2017, the Company, GPL, Parksong and Yunnan Tin HK as 4 plaintiffs have issued the writ with general endorsements under High Court Action number 492 of 2017 (“HCA 492 Action”) under which, amongst others, GPL and the Company made various claims against Mr. Chan as defendant including a declaration that Mr. Chan shall indemnify GPL and the Company for damages and loss suffered as a consequence of the claims of Yunnan Tin PRC under HCA 3132 Action and for the sum of AUD16.3 million for breach of the Parksong S&P Agreement. Under HCA 492 Action, Parksong and Yunnan Tin HK have also, without prejudice to any defence or counterclaim they may have against Yunnan Tin PRC, made claims against Mr. Chan as defendant for breach of fiduciary duty/director’s duty while Mr. Chan was acting as a director of Parksong and Yunnan Tin HK for, amongst others, matters arising from HCA 3132 Action. On 13 March 2018, Mr. Chan’s legal advisor acknowledged service to the amended writ of summons of HCA 492 Action. In March 2018, the plaintiffs made an application for extension to file a full statement of claim and the matter has been adjourned to be heard for directions at the hearing on 10 April 2019. It is intended that the matters under HCA 492 Action shall be dealt with under HCA 1357 Action. On 10 April 2019, order was given by the Court that HCA 492 Action be stayed pending the determination of all the disputes in HCA 1357 Action.

DIRECTORS AND SENIOR MANAGEMENT

Below sets out the profile of Directors and Senior Management with updated information of Directors (pursuant to disclosure requirement under Rule 13.51B(1) of the Listing Rules).

EXECUTIVE DIRECTORS

Tan Sri Dato' KOO Yuen Kim P.S.M., D.P.T.J. J.P (丹斯里皇室拿督古潤金P.S.M., D.P.T.J. J.P), aged 65, has been appointed as a non-executive director of the Company since March 2018 and re-designated as an executive director of the Company since 14 April 2020. He is a renowned entrepreneur in Malaysia and the PRC. He has served as a chairman of the board of directors of Perfect Group Holdings Limited (完美集團控股有限公司). He focuses on production and sales work of such company. He is also experienced in company management and merger and acquisition. His remarkable business acumen and savvy has led his entrepreneurial ventures to success both in China and Malaysia and he has received recognitions from wide range of organizations. As at the date of this annual report, he was interested in 402,732,353 shares of the Company, representing approximately 29.48% of the issued share capital of the Company.

Ms. XIE Yue (謝玥), aged 32, has been appointed as an executive director of the Company since August 2017. She has also been appointed as co-chief executive officers of the Company with effect from 14 April 2020 and redesignated as chief executive officer from 29 February 2024 following the resignation of the other co-chief executive officer. She graduated from the Renmin University of China with a bachelor's degree in law in 2013, and a master degree in management from Imperial College London in the United Kingdom in 2014. Ms. Xie is currently the chief executive officer of So Salad (Shenzhen) Technology Co., Ltd.* (瘦沙拉(深圳) 科技有限公司), in charge of the overall management and financing business.

Ms. Peng Zhihong (彭志紅), aged 50, has been appointed as an executive director of the Company since 14 April 2023. She graduated from Jiangxi University of Finance and Economics in Jiangxi Province, the People's Republic of China ("PRC"), with a bachelor of finance in July 2012 and a master of advanced business administration in June 2015. Ms. Peng was awarded as an enterprise financial management research fellow offered by the Hong Kong International Business College in 2000 and as a certified member of the National Enterprise Management Talent Base* (全國企業管理人才庫) of the National Talent Flow Centre of the Ministry of Personnel* (人事部全國人才流動中心) in 2007. Ms. Peng was a member of the 12th Committee of the Chinese People's Political Consultative Conference of Zhongshan City (中國人民政治協商會議中山市第十二屆委員會委員) from 2017 to 2022. Since 2022, Ms. Peng has been a representative of Zhongshan City to the 16th National People's Congress of the PRC (中山市第十六屆人民代表大會代表). Ms. Peng has extensive experience in finance management and corporate strategic development. Ms. Peng has served as the director, the general manager of the finance department and the general manager of the finance centre since July 1995, and has served as the general manager of the group finance department and the vice president since 2019, of Perfect (China) Co., Ltd (完美(中國)有限公司), a company incorporated in the PRC with principal business in sales of health food, household, skin care and personal care products, where Tan Sri Dato' Koo Yuen Kim P.S.M., D.P.T.J. J.P, an executive Director and the chairman of the Board, is a director of Perfect (China) Co., Ltd. Ms. Peng is mainly responsible for the overall finance management, financial strategy and internal control. Ms. Peng has been the general manager of Zhongshan Marie Anne Beauty Products Limited* (中山市瑪麗安娜美容品有限公司), a company incorporated in the PRC with principal business in retail of cosmetic and sanitary products since September 1997. Ms. Peng has been the assistant to the chairman of The Golden Eagle (Asia) Group (金鷹(亞洲)集團), a company incorporated in the PRC with principal business in real estate development since July 2020. Since 2012, she has been the director of Guangdong Zhongke Baiyun Emerging Industry Venture Capital Fund Co., Ltd* (廣東中科白雲新興產業創業投資基金有限公司), an investment company incorporated in the PRC. Since 2015, Ms. Peng has served as the chairperson of the board of supervisors of SkyCo International Financial Leasing Co. Ltd. (天合國際融資租賃有限公司), a joint venture incorporated in the PRC with principal business in financial leasing. Since 2021, Ms. Peng has served as the supervisor of the board of supervisors of Guangdong Golden Eagle Group Ltd.* (廣東金鷹匯控股集團有限公司). As at the date of this annual report, Ms. Peng was interested in 3,740,000 shares of the Company, representing approximately 0.27% of the issued share capital of the Company.

DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

Datin Chong Lee Hui, aged 48, has been appointed as an executive director of the Company since 29 February 2024. She has more than 23 years' experience of practising in the area of real estate and project development in the legal industry. She is a practicing lawyer in Malaysia. Datin Chong joined Messrs. Halim Hong & Quek as an advocate and solicitor since October 2000, with her current position as a senior partner of the firm. Datin Chong has vast experience in advising and representing major property developers in the sale and purchase transactions of mixed developments, landed stratified developments, guarded neighbourhood projects, as well as commercial industrial developments with freehold and leasehold titles. Datin Chong does also advise foreigners on legal matters relating to property purchases in Malaysia, as well as real estate taxes. Datin Chong graduated with a Bachelor's Degree in Laws from the University of London in August 1998 and obtained a Master of Laws from the University of Malaya in August 2003. Datin Chong Lee Hui was appointed to the board of Avaland Berhad (formerly known as MCT Berhad), the shares of which are listed on the Main Market of Bursa Malaysia Securities Berhad in Malaysia (stock code: KLSE-5182), as an independent non-executive director since July 2022. She is the chairperson of the nomination and remuneration committee and serves as a member of the audit and risk management committee. Datin Chong is entrusted by Real Estate and Housing Developers' Association Malaysia (REHDA) as one of the tasks force committee members to discuss with respective stakeholders on the proposed amendments to Housing Development (Control and Licensing) Act 1966 and Strata Management Act 2013.

Datin Chong confirmed that she obtained legal advice referred to under Rule 3.09D of the Listing Rules on 27 February 2024 before her appointment became effective in relation to the requirements under the Listing Rules that are applicable to her as a director of a listed issuer and the possible consequences of making a false declaration or giving false information to the Stock Exchange. Furthermore, Datin Chong confirmed that she understood her obligations as a director of a listed issuer.

Mr. Li Zheng (李征), aged 59, has been appointed as executive director of the Company since 23 December 2021. Mr. Li was graduated from Nanchang University (南昌大學) with a Bachelor of Accounting in 2007 through distance learning. Mr. Li received the accountant qualification from the Ministry of Finance in the PRC in May 1997. Since June 2020, Mr. Li has been appointed as the vice general manager of Shenzhen Yongshi Construction Co., Ltd.* (深圳永實建設有限公司). He was formerly (i) the director of the administration and finance division of Shenzhen Top One Real Estate Development Co., Ltd.* (深圳拓萬房地產開發有限公司) from April 2008 to September 2009; (ii) the finance director and the general manager of Guangdong L'sea Group Limited* (廣東利海集團有限公司) from September 2009 to June 2016; and (iii) general manager of Guangzhou Changyue Property Management Co., Ltd.* (廣州昌躍物業管理有限公司) from June 2016 to November 2021. Mr. Li was a non-executive Director of the Company during the period of 14 April 2020 to 17 July 2020.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Datin Sri Lim Mooi Lang (拿汀斯里林美玲), aged 55, has been appointed as an independent non-executive Director since 14 April 2020. Datin Sri Lim graduated from the University of Malaya with a Bachelor of Accounting in 1993. She is a member of the Malaysian Institute of the Certified Public Accountants. She is also a chartered accountant with the Malaysian Institute of Accountants. Datin Sri Lim joined the Lion Group in May 1993, of which she is now a general manager of the Tax, Finance Division. Since January 2020, Datin Sri Lim has been appointed as an independent non-executive director, Sentoria Group Berhad, a company listed on the Bursa Malaysia (stock code: 5213).

Mr. Kim Wooryang (金宇亮), aged 32, has been appointed as an independent non-executive Director since 14 April 2020. Mr. Kim graduated from the Renmin University of China with a Bachelor of Laws in 2014. In September 2015, Mr. Kim joined Qianyang (Hong Kong) Co., Limited* (乾陽香港有限公司), of which he is now an assistant to the general manager. Mr. Kim has years of work experience in foreign trade with sound networking connections in foreign trade industry.

DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

Ms. Peng Wenting (彭文婷), aged 36, has been appointed as an independent non-executive Director since 2 February 2023. In June 2015, Ms. Peng joined Guangzhou Jin Duo Duo Catering Co., Ltd.* (廣州金多多餐飲有限公司), at which she is now a general manager. She is a private entrepreneur in the PRC who has good understanding in foreign trade and extensive network resources. Ms. Peng was an independent non-executive Director of the Company during the period of 14 April 2020 to 31 August 2021.

SENIOR MANAGEMENT

Mr. Hung Yuk Miu (洪育苗), aged 43, has been appointed as the vice president since July 2020, and has been appointed as the company secretary and authorised representative of the Company since November 2020. Mr. Hung has been an audit manager of Deloitte Touche Tohmatsu CPA LLP, Shenzhen branch, PRC. He has also been a Chief Financial Officer and company secretary of two companies listed on the Stock Exchange. Mr. Hung is a certified practising accountant of the Certified Practising Accountant of CPA Australia Ltd. and a certified public accountant of the Hong Kong Institute of Certified Public Accountants. Mr. Hung is currently a non-executive director of ST International Holdings Company Limited (stock code: 8521), a company listed on GEM of the Stock Exchange. Mr. Hung also served as an independent non-executive director of Shinsun Holdings (Group) Co., Ltd. (Stock code: 2599), a company listed on the Main Board of the Stock Exchange.

CORPORATE GOVERNANCE REPORT

The Board is committed to maintaining high standard of corporate governance which is reviewed and strengthened on a continued basis. The Company has adopted all the provisions under the “Corporate Governance Code” (the “Code”) as set out in Appendix C1 (formerly known as Appendix 14) to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) as its own code on corporate governance practice. For the year ended 31 December 2023, the Company had complied with all code provisions under the Code.

GOVERNANCE STRUCTURE

To enhance accountability, transparency, independence, responsibility and fairness to the shareholders and stakeholders, the Company is dedicated to develop an appropriate framework of corporate governance for the Company and its subsidiaries (the “Group”). The Company’s corporate governance structure includes the Board and four committees under the Board, namely audit committee, remuneration committee and nomination committee (the “Three Committees”) and the compliance committee. The Board stipulates the terms of reference of all committees in writing and specifies clearly the power and responsibilities of the committees.

BOARD OF DIRECTORS

Board functions

The Board is principally responsible for establishing the development direction of the Group, formulating targets and business development plans, approving major agreements and matters, monitoring the performance of senior management and is responsible for corporate governance with a view to increasing shareholders’ value. Led by the chief executive officer (“CEO”), the management is responsible for implementing the strategies and plans developed by the Board. The Company has developed a schedule of matters reserved to the Board for its decision and has separately identified those functions reserved to the Board including matters relating to seeking, assessing and approving potential material acquisitions, disposals, investments or transactions, approving appointment of Directors and others significant matters of the Group such as formulating corporate goals and development strategies. The Board will review those arrangements on a regular basis to ensure that the arrangements meet the needs of the Company.

Board composition

The Board currently comprises eight directors (the “Directors”), including five Executive Directors (the “EDs”), namely, Tan Sri Dato’ KOO Yuen Kim P.S.M., D.P.T.J. J.P, Ms. XIE Yue, Ms. PENG Zhihong, Mr. LI Zheng and Datin CHONG Lee Hui; and three Independent Non–Executive Directors (the “INEDs”), namely, Datin Sri LIM Mooi Lang, Mr. KIM Wooryang and Ms. PENG Wenting. The biographical details of the existing Directors and the relationships among them as at the date of this report are set out in the Directors’ and Senior Management’s Profile section on pages 24 to 26 of this annual report. Save as disclosed in this annual report, none of the Directors has any business, financial, or family interests with each other and the Company.

The Board believes it is a balanced composition as each of the Directors has his/her own skills, expertise, professional qualifications and appropriate experiences to effectively oversee the business of the Group. It can effectively exercise independent judgement for the business activities of the Group to safeguard the interests of the shareholders and to improve standard in corporate governance to fulfill the demands of the shareholders and stakeholders of the Group.

CORPORATE GOVERNANCE REPORT (CONTINUED)

During the year, the Company has at all material times maintained three INEDs and one of the INEDs is a professional accountant. These are in compliance with the requirement of the Listing Rules. Each of our INEDs has presented an annual confirmation of independence to the Company in accordance with the requirement of the Listing Rules. The Company considered all of the INEDs to be independent.

The Company has arranged insurance cover of “Directors’ and Officers’ Liabilities Insurance” for Directors, officers and senior management of the Group. The insurance coverage is reviewed annually.

Board Delegation

The Board delegates the authorities to the board committees and the senior management of the Company to provide professional advice and monitor the daily operation of the Group on issues which require discussion, expertise knowledge and experience to make the decision. The Three Committees are responsible for making recommendation on the specified matters in line with the terms of reference adopted by the Board set out separately. The senior management is responsible for supervision of the daily operation of the Group by functions.

Board, Board committees and general meetings

The total number of the meetings and the individual attendance of each Director in person at each of the meetings during the year ended 31 December 2023 were as follows:

Name of Directors	Number of meeting(s) attended/number of meeting(s) convened within the period of appointment for individual director					
	Board meeting	Remuneration committee meeting	Nomination committee meeting	Audit committee meeting	Annual General Meeting	Extra-Ordinary General Meeting
Executive directors						
Tan Sri Dato’ KOO Yuen Kim P.S.M., D.P.T.J. J.P (<i>Chairman</i>)	5/5 (Note 1)	N/A	N/A	N/A	1/1	N/A
Ms. XIE Yue	5/5	1/1	N/A	N/A	1/1	N/A
Dr. HSU Jing-Sheng (resigned on 29 February 2024)	5/5	N/A	1/1	N/A	1/1	N/A
Ms. PENG Zhihong (appointed on 14 April 2023)	1/2	N/A	N/A	N/A	1/1	N/A
Mr. LI Zheng	5/5	N/A	N/A	N/A	1/1	N/A
Mr. SIM Tze Jye (resigned on 13 April 2023)	2/3	N/A	N/A	N/A	0/0	N/A
Datin CHONG Lee Hui (appointed on 29 February 2024)	N/A	N/A	N/A	N/A	N/A	N/A
Independent non-executive directors (“INED”)						
Datin Sri LIM Mooi Lang	5/5	N/A	N/A	3/3	1/1	N/A
Mr. KIM Wooryang	5/5	1/1	0/1	3/3	1/1	N/A
Ms. PENG Wenting (appointed on 2 February 2023)	4/4	1/1	1/1	3/3	1/1	N/A
Mr. CHAN Tin Kwan, Bobby (passed away in late January 2023)	0/0	0/0	0/0	0/0	0/0	N/A

CORPORATE GOVERNANCE REPORT (CONTINUED)

Notes:

- (1) 2 out of the 5 attendances of the Board meeting were attended by Dr. HSU Jing-Sheng, the then alternate of Tan Sri Dato' KOO Yuen Kim P.S.M., D.P.T.J. J.P.
- (2) The number of meetings as denominator shows the number of the relevant board meetings or board committee meetings during the tenure of the relevant director.

The notices were given at least 14 days in advance for each of the regular Board meeting to all the Directors so that they could have an opportunity to attend the same in person during the year. On ad hoc basis, the EDs met together upon reasonable notices or by agreement of the EDs to waive the notice of the meetings to discuss the matters as required by business needs. In respect of regular Board meetings, and so far as practicable, an agenda and accompanying board papers were sent in full to all Directors in a timely manner at least 3 days before the intended dates of Board meetings. The company secretary of the Company attended all regular Board meetings to advise on corporate governance and statutory compliance when necessary. In addition, the Company has maintained a procedure for Directors to seek independent professional advice in appropriate circumstances. Minutes of Board meetings and meetings of the Three Committees are kept by a duly appointed secretary of the meetings and such minutes could be inspected at any reasonable time on reasonable notice by any Director. Minutes of Board meetings and meetings of the Three Committees had recorded in sufficient details the matters considered by the Board and decisions reached, including any concerns raised by Directors or the representatives of the relevant parties of dissenting views expressed. Draft and final versions of minutes of the Board and the Three Committees meetings had been sent to all Directors and the representatives of the relevant parties involved in the meetings through electronic means for their comments and records respectively, in both cases within a reasonable time after the meetings were held.

Apart from regular Board meetings, the Chairman also held a meeting with the INEDs without the presence of other Directors during the year ended 31 December 2023.

CORPORATE GOVERNANCE REPORT (CONTINUED)

CONTINUOUS PROFESSIONAL DEVELOPMENT

Pursuant to Code Provision C.1.4 of the Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant. Each newly appointed Director receives comprehensive, formal and tailored induction at time around the first occasion of his/her appointment, so as to ensure that he/she has appropriate understanding of the Group structure, Board and Board committee meetings procedures, business, management and operations of the Group, etc. and that he/she is fully aware of his responsibilities and obligations under the Listing Rules and applicable regulatory requirements. During the reporting period, each of the Directors has participated in continuous professional development by reading materials relevant to the Director's duties and responsibilities and rules updates so as to develop and refresh their knowledge and skills, and to ensure that their contribution to the Board remains informed and relevant. In addition to the above, Ms. PENG Zhihong, Datin CHONG Lee Hui and Datin Sri LIM Mooi Lang also attended seminars organised by professional organisations. The Company Secretary is responsible for keeping records of training taken by each Director.

Name of Directors	Nature of continuous professional development programmes
Executive Directors	
Tan Sri Dato' KOO Yuen Kim P.S.M., D.P.T.J. J.P	A
Ms. XIE Yue	A
Dr. HSU Jing-Sheng (resigned on 29 February 2024)	A
Mr. LI Zheng	A
Mr. SIM Tze Jye (resigned on 13 April 2023)	A
Ms. Peng Zhihong (appointed on 14 April 2023)	A and B
Datin CHONG Lee Hui (appointed on 29 February 2024)	A and B
Independent non-executive directors	
Datin Sri LIM Mooi Lang	A and B
Mr. KIM Wooryang	A
Mr. CHAN Tin Kwan, Bobby (passed away in late January 2023)	A
Ms. PENG Wenting (appointed on 2 February 2023)	A

A: reading seminar materials and updates relating to the latest development of the Listing Rules and other applicable regulatory requirements.

B: seminars organised by professional organisations.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Chairman and the CEO have different roles. The Chairman is responsible for the operation of the Board and the CEO is responsible for managing the operations of the Group. Their functions have been clearly divided to ensure a balanced distribution of power and authority not concentrating on a single individual.

During the year, Tan Sri Dato' KOO Yuen Kim P.S.M., D.P.T.J. J.P was the Chairman and Ms. XIE Yue and Dr. HSU Jing-Sheng were the co-CEO. Dr. HSU resigned as an executive Director, an alternate Director to Tan Sri Dato' KOO Yuen Kim P.S.M., D.P.T.J. J.P and co-chief executive officer of the Company, all with effect from 29 February 2024.

CORPORATE GOVERNANCE REPORT (CONTINUED)

INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company entered a letter of appointment with each of the INEDs for a term of three years. Please refer to page 43 for further details.

The Board comprises at least one-third of the directors who are independent non-executive directors and the Company has complied with the requirement prescribed under Rule 3.10A of the Listing Rules.

SECURITIES TRANSACTIONS OF THE DIRECTORS AND RELEVANT EMPLOYEES

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) set out in Appendix C3 (formerly known as Appendix 10) to the Listing Rules as the code of conduct regarding securities transactions by the Directors. All Directors have confirmed in writing that, in respect of the year ended 31 December 2023, they have complied with the required standard as set out in the Model Code.

The Group also adopted the Model Code for certain employees (“Relevant Employees”) who, because of their office in the Company, may from time to time encounter Inside Information (as defined in the Securities and Futures Ordinance (Cap. 571)). The Group have received confirmations from all Relevant Employees that they complied with the Model Code throughout the period under review.

REMUNERATION COMMITTEE (“RC”)

Remuneration Committee functions

The RC was established to formulate remuneration policy for the Board’s approval. It has adopted the terms of reference, which are in line with the Code Provisions set out in the Code.

The terms of reference of the RC were revised on 31 December 2015 and 14 April 2022. The majority of members of RC shall be INEDs and the Chairman of the Board (unless he is an INED) shall not be a member of the RC.

The principal functions of the RC include reviewing and recommending to the Board specific remuneration packages for each Director and senior management by reference to corporate goals and objectives, assessing performance of EDs and approving the terms of their service contracts. The RC also ensured that no Director or senior management member determined his own remuneration.

The RC is to make recommendations to the Board on the remuneration packages of individual ED and senior management. This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment.

Remuneration Committee composition

As at the date of this report, the RC comprised two INEDs namely, Mr. Kim Wooryang and Ms. Peng Wenting, and one ED namely, Ms. Xie Yue. Mr. Kim Wooryang was appointed as the Chairman of the RC.

CORPORATE GOVERNANCE REPORT (CONTINUED)

Remuneration Committee meetings

During the year ended 31 December 2023, the RC had met one time to discuss the remuneration of Directors. The details of the number of the RC meetings held during the year of 2023 and the relevant record of individual attendance of the members of the RC, on a named basis, are shown in the table under the heading “Board, Board committees and general meetings” on page 28 of this corporate governance report.

The Directors are remunerated with reference to their respective duties and responsibilities with the Company, the Company’s performance and current market situation.

NOMINATION COMMITTEE (“NC”)

Nomination Committee functions

The NC was established on 30 March 2012 to formulate nomination policy for consideration of the Board and to implement the nomination policy laid down by the Board. It has adopted the terms of reference, which are in line with the Code.

The terms of reference of the NC were revised on 31 December 2018 and 14 April 2022. The majority of the members of NC shall be INEDs. The Chairman of the Board shall not chair the NC when it is dealing with the matters of his own appointment and succession to the chairmanship.

The NC has developed a formal, consistent and transparent procedure for the appointment of new Directors to the Board. There would be plans in place for orderly succession for appointments to the Board. All Directors would be subject to re-election at regular intervals. When a potential candidate for Director (whether to fill a casual vacancy or as an addition) has been identified whether through internal promotion, re-designation, referral by or recommendation from existing Directors or management of the Company, the Company Secretary of the Company, on behalf of the Nomination Committee, will request the candidate to provide his/her biographical details and other information relating to the proposed appointment such as information relating to his relationship with any directors, senior management or substantial or controlling shareholders of the Company, his/her interests in the securities of the Company, his/her academic or professional qualifications, together with corresponding supporting documents. In selecting and evaluating candidate(s) for directorship(s), the NC will consider the skills and expertise of the candidates as well as personal ethics, integrity and the willingness to commit time to the affairs of the Group. All candidates must be able to meet the standards set out in the Listing Rules. A candidate who is to be appointed as INED should also meet the independence criteria set out in Rule 3.13 of the Listing Rules. The Nomination Committee will then make recommendations for the Board’s consideration and approval. The above principal duties are regarded as the key nomination criteria and principles for the nomination of Directors, which also form part of the nomination policy of the Company.

CORPORATE GOVERNANCE REPORT (CONTINUED)

Board Diversity Policy

Since 1 September 2013, the Board has adopted a board diversity policy, which was revised on 14 April 2022. The Company seeks to achieve board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

Selection of candidates is based on a range of diversity perspectives, including but not limited to gender, age, cultural background and ethnicity, in addition to educational background, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

As at the date of this report, the Board comprises eight Directors comprising five female Directors and three male Directors and as such gender diversity has been achieved in respect of the Board, as opposed to a single-gender board. While the Board recognises that gender diversity at the Board level can be further enhanced, the Company will continue to apply the principles of employment with reference to the board diversity policy. For succession planning to maintain gender diversity on the Board, the Board will ensure, by upholding an open, fair, just and reasonable human resource policy with equal opportunities for talent attraction and promotion regardless of gender, that a diverse pipeline of candidates is available to take up leadership positions when any vacancy arises. The Company has also taken and continues to take steps to promote diversity at all levels of its workforce. The Directors are of diverse educational background and possess a wide spectrum of professional qualifications and business experience. The Board is of significant diversity, whether considered in terms of professional and educational background and skills. As at the date of this report, for the gender ratio in the workforce, 86.2% are male and 13.8% are female. Our approach for talent recruitment and retention is to employ a diverse team that works together collaboratively and encourage differences and individuality in employees with respect to equal opportunities, diversity and anti-discrimination. Notwithstanding the fact that, with a view to enhancing efficiency, we have not set a measurable objective for achieving gender diversity at the workforce level, the Company is determined to commit to the meritocratic and diverse approach which provides equal consideration and opportunities to all qualified candidates regardless of gender in terms of hiring and promotion process. During the year ended 31 December 2023, the Board reviewed the implementation and effectiveness of the Board Diversity Policy and the results were satisfactory.

Nomination Committee composition

As at the date of this report, the NC comprised two INEDs namely, Ms. Peng Wenting and Mr. Kim Wooryang and one ED namely Datin Chong Lee Hui. Ms. Peng Wenting was appointed as the chairman of the NC.

Nomination Committee meetings

During the year ended 31 December 2023, the NC had met one time to discuss the structure, size, and composition of the Board; and the appointment of senior management to the Group. The details of the number of the NC meetings held during the year ended 31 December 2023 and the relevant record of individual attendance of the members of the NC, on a named basis, are shown in the table under the heading "Board, Board committees and general meetings" on page 28 of this corporate governance report.

CORPORATE GOVERNANCE REPORT (CONTINUED)

AUDIT COMMITTEE (“AC”)

Audit Committee functions

The AC was established on 12 November 2008. It has adopted the terms of reference, which are in line with the Code Provisions set out in the Code.

The terms of reference of the AC were revised on 31 December 2018 and 14 April 2022. The majority of the members of the AC shall be INEDs and at least one of whom must have appropriate professional qualifications or accounting or related financial management expertise.

The primary duties of AC are, inter alia, to review and supervise the financial reporting process and internal control system of the Group, to review the financial statements focusing particularly on any changes in accounting policies and practices of the Group; the compliance with accounting standards; and the compliance with the legal requirements, as well as to review the Company’s annual reports and interim reports.

Audit Committee composition

As at the date of this report, the AC comprised three INEDs namely, Datin Sri Lim Mooi Lang, Mr. Kim Wooryang and Ms. Peng Wenting. Datin Sri Lim Mooi Lang, who is a qualified accountant with appropriate professional qualification and experience in financial matters, was appointed as the chairman of the AC. None of the AC members is a member of the former or existing auditors of the Company.

Audit Committee meetings

During the year ended 31 December 2023, the AC had met three times to discuss the following matters:

- to review the final results of the Group for the year ended 31 December 2022 prior to recommending them to the Board for approval;
- to review the interim results of the Group for the half year ended 30 June 2023 prior to recommending them to the Board for approval;
- to review the selection and re-appointment of the external auditor of the Company for the year ended 31 December 2023 prior to recommending them to the Board for approval and the Board had agreed with the AC’s view on this matter;
- to discuss with our external auditor the scope of their audit work and respective major findings in interim and annual financial statements and key audit matters included in the independent auditor’s report; and
- to discuss with the management the system of internal control and ensure that management has discharged its duty to have an effective internal control system.

The details of the number of the AC meetings held during the year ended 31 December 2023 and the relevant record of individual attendance of the members of the AC, on a named basis, are shown in the table under the heading “Board, Board committees and general meetings” on page 28 of this corporate governance report.

CORPORATE GOVERNANCE REPORT (CONTINUED)

As at the date of this corporate governance report, the AC has reviewed with management the accounting principles and practices adopted by the Group and has discussed auditing, internal control and financial reporting matters including the review of audited consolidated financial statements of the Group for the year ended 31 December 2022 in conjunction with the Group's external auditor.

AUDITOR'S REMUNERATION

During the year ended 31 December 2023, the Company engaged Deloitte Touche Tohmatsu in Hong Kong as the external auditor of the Company to perform audit and non-audit services. The audit service fee charged for the consolidated financial statements of the Group was approximately HK\$2,210,000 and non-audit service fee charged, mainly for the work related to the Group's preliminary results announcement, annual review of the Group's continuing connected transactions and review of the Group's interim condensed consolidated financial statements, was approximately HK\$520,000 in aggregate for the year ended 31 December 2023. In addition, Deloitte Touche Tohmatsu in Australia also provided audit and non-audit services (mainly related to tax advisory service) to a joint venture of the Group with service fee charged at approximately HK\$759,000 and HK\$182,000, respectively. The AC was satisfied that the auditor's independence and objectivity were not in any way impaired by the provision of these non-audit services.

COMPANY SECRETARY

The company secretary is a full time employee of the Company and has day-to-day knowledge of the Company's affairs. The company secretary reports to the Board and the CEO. From time to time, the company secretary advises the Board on governance matters and ensures the board procedures, applicable laws, rules and regulations are followed. Mr. Hung Yuk Miu, the company secretary of the Company, has confirmed that he has taken no less than 15 hours of relevant professional training for the year ended 31 December 2023. For his professional qualifications, please refer to the section headed "Biographical Details of Directors and Senior Management" in this annual report. He complied with all the required qualifications, experiences and training requirements under the Listing Rules.

ACCOUNTABILITY AND AUDIT

The Directors acknowledge their responsibility for preparing all information and representations contained in the consolidated financial statements for the year ended 31 December 2023 as disclosed in this annual report. The Directors consider that the consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Listing Rules and the Hong Kong Companies Ordinance, and reflect amounts that are based on the best estimates and reasonable, informed and prudent judgment of the Board and management with an appropriate consideration to materiality. As at 31 December 2023, the Directors, having made appropriate enquiries, are not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Group's and the Company's ability to continue as a going concern. Accordingly, the Directors have prepared the consolidated financial statements on a going concern basis. The statement of the auditors of the Company regarding their responsibilities on the consolidated financial statements is set out in the Independent Auditor's Report on pages 52 to 56 of this annual report.

CORPORATE GOVERNANCE REPORT (CONTINUED)

INTERNAL CONTROL AND RISK MANAGEMENT

Risk management and internal control

The Board is accountable for overseeing the Group's risk management and internal control systems and reviewing its effectiveness, while the management and other personnel are responsible for implementing and maintaining the internal controls systems that covers governance, compliance, risk management, financial and operational controls to safeguard the Group's assets and stakeholders' interests. The system is 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 financial year ended 31 December 2023, the Company has identified, evaluated and managed significant risks via the following process:

- reviewing the organizational objectives;
- assessing the risk management philosophy to determine the risk tolerant level of the Group; and
- performing an entity-level risk assessment.

A. Risk Management and Internal Control Systems Review

To review the effectiveness of the risk management and internal control systems of the Group and to resolve (if any) material internal control defects of the Group for the year ended 31 December 2023, the Company adopted a COSO ERM – Integrated Framework (2004) which is issued by the Committee of Sponsoring Organizations (“COSO”) of The Treadway Commission to perform the risk assessment (the “Review”) on the Group for the year ended 31 December 2023. The Review is designed to enhance the risk management of the Group through a holistic and integrated framework so that all material risks faced by the Group are identified and appropriately managed to:

- i. promote consistent risk identification, measurement, reporting and mitigation;
- ii. set a common risk language to avoid any conflicting terminology or confusion in risk reporting;
- iii. develop and communicate policies on risk management and controls aligned with the business strategy; and
- iv. enhance reporting to provide transparency of risks across the Group.

During the Review, the Company conducted the following procedures:

- interviewing with department head and management to identify the risks over the Company business units;
- quantifying the risks by financial data and market searches; and
- prioritizing the identified risks as high, medium and low risk.

The Company will perform the ongoing assessment to update the entity-level risk factors and report to the Board on a regular basis.

CORPORATE GOVERNANCE REPORT (CONTINUED)

B. Group Risk Report

In 2023, the Company conducted an annual Groupwide review based on the Group's ERM Framework to assess the risks relevant to the existing businesses of the Group. The Group Risk Report for 2023 was compiled to cover: (i) the top risks of the Group; and (ii) associated action plans and controls designed to mitigate the top risks, where applicable, at appropriate levels.

C. Internal Audit Function

The Company does not have an internal audit function and the Board has entrusted the Audit Committee with the responsibility to oversee the risk management and internal control systems of the Group on an on-going basis and to review the effectiveness of the systems annually. The review covered all material controls, including financial, operational and compliance controls. Under the Company's risk management and internal control structure, the management is responsible for the design, implementation and maintenance of risk management and internal control systems to ensure, amongst others, (i) appropriate policies and control procedures have been designed and established to safeguard the Group's assets against improper use or disposal; (ii) relevant laws, rules and regulations are adhered to and complied with; and (iii) reliable financial and accounting records are maintained in accordance with relevant accounting standards and regulatory reporting requirements.

D. Management's confirmation on risk management

Based on the risk management mechanism and internal audit review activities mentioned in the aforementioned paragraphs, the management of the Group has confirmed to the Board that the Group had maintained an effective and adequate risk management mechanism and internal control system during the financial year ended 31 December 2023.

Handling and Dissemination of Inside Information

The Inside Information Policy sets out the procedures and internal controls for handling and dissemination of inside information in a timely manner in such a way to avoid placing any person in a privileged dealing position. The Inside Information Policy also provides guidelines to employees of the Group to ensure proper safeguards exist to prevent the Company from breaching the statutory and listing rule disclosure requirements. The Company has appropriate internal control and reporting systems to identify and assess potential inside information. Dissemination of inside information of the Company shall be conducted by publishing the relevant information on the websites of the Stock Exchange and the Company, according to the requirements of the Listing Rules.

COMPLIANCE COMMITTEE

The Board has assigned a compliance committee (the "CC") comprising the company secretary and led by an executive Director to monitor and oversee all transactions in relation to the Listing Rules. The CC is also responsible for performing the functions set out in Code provision A.2.1. The CC will meet to develop, review and monitor the Company's corporate governance policies and practices, to review and monitor training and continuous professional development of Directors and senior management, to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements, to develop, review and monitor the code of conduct and compliance manual applicable to employees and Directors and to review the compliance of the Company and the disclosure in the corporate governance report.

CORPORATE GOVERNANCE REPORT (CONTINUED)

During the year ended 31 December 2023, in relation to the corporate governance functions, the CC has held a meeting and has reviewed the Company's compliance with the Code and the regulatory and statutory requirements, and the disclosure in the corporate governance report.

DIVIDEND POLICY

Policy on payment of dividend of the Company is in place setting out the factors in determination of dividend payment of the Company, including the Group's financial result; cash flow situation; future operation and earnings; general business conditions and strategies; capital requirements and expenditure; interests of shareholders; statutory and regulatory restrictions and other factors that the Board deems appropriate. The policy shall be reviewed periodically and submitted to the Board for approval if amendments are required.

SHAREHOLDERS' RIGHTS

Right to Convene General Meeting

Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) 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.

Right to Put Forward Proposals at General Meetings

There are no provisions allowing shareholders to propose new resolutions at general meetings under the Cayman Islands Companies Act (as revised from time to time) or the articles of association of the Company. Shareholders who wish to propose a resolution may request the Company to convene an extraordinary general meeting following the procedures set out in the preceding paragraph.

Right to Put Enquiries to the Board

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

Suites 2202-04, 22/F, Tower 6, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong

Fax: (852) 3709 9106

Email: jason.hung@green-technology.com.hk

The company secretary shall forward the shareholders' enquiries and concerns to the Board and/or relevant committees of the Board to answer the shareholders' questions where appropriate.

CORPORATE GOVERNANCE REPORT (CONTINUED)

Communication with Shareholders and Investor Relations

The Board recognizes the importance of maintaining ongoing communications with shareholders and investors for the performance of the Company and establishes different communication channels. These include the publication of interim and annual reports and/or dispatching circular, notices and other announcements and notifications; conducting annual general meeting or extraordinary general meeting which provides a forum for Shareholders of the Company to raise comments and exchange views with the Board; and updating the websites with the corporate information, achievements and new development of the Group.

To strengthen the investors' relationship, the Company provides different ways for investors to access the soft and hard copies of the Company's information. The printed Shareholders can obtain corporate communications both English and Chinese language from the following websites:

- (a) www.hkexnews.hk
- (b) www.green-technology.com.hk

CONSTITUTION

During the year ended 31 December 2023, there had been no change in the constitutional documents of the Company.

An up-to-date version of the articles of association of the Company is available on both the websites of the Stock Exchange and the Company.

CORPORATE GOVERNANCE REPORT (CONTINUED)

OTHER RELATED MATTERS

The Company has adopted the following measures to align with the changes to the Code which took effect on 1 January 2022:

(1) Anti-corruption policy (“Anti-Corruption Policy”)

The Board has adopted the anti-corruption policy (the “Anti-Corruption Policy”) which sets out the principles and guidelines for the Company to promote and support anti-corruption laws and regulations. The Anti-Corruption Policy sets out the basic standard of conduct which applies to all directors, officers and employees of the Company and its wholly owned subsidiaries (collectively known as “employees”) and external parties doing business with the Company and those acting in an agency or fiduciary capacity on behalf of the Company (e.g. agents, consultants and contractors) (“Other Stakeholders”). It also provides guidance to all employees on acceptance of advantage and handling of conflict of interest when dealing with the Company’s business. The Company also encourages and expects Other Stakeholders to abide by the principles of the Anti-Corruption Policy. Since 14 April 2022, the Anti-Corruption Policy has become effective.

(2) Whistleblowing policy (“Whistleblowing Policy”)

The Board has adopted the Whistleblowing Policy which sets out, among other matters, the reporting and investigation procedures for the employees of the Group and those who deal with the Company to raise concerns about possible improprieties in matters related to the Group. Since 14 April 2022, the Whistleblowing Policy has become effective.

(3) Policy in relation to independent views available to the Board (“Independent View Policy”)

The Board has adopted the Independent View Policy which sets out the principles and guidelines for the Company to ensure independent view and input to be available to the Board, including but not limited to the requirements in relation to the independent non-executive directors. Since 14 April 2022, the Independent View Policy has become effective.

(4) Shareholders’ communication policy

The Board has updated the shareholders’ communication policy (“Updated Shareholders Communication Policy”) since 14 April 2022. With the objective of ensuring that the Shareholders and potential investors are provided with timely access to information about the Company, the Company has established several channels to communicate with the Shareholders and solicit and understand the views of Shareholders.

The Company reviewed the implementation and effectiveness of the Updated Shareholders Communication Policy and considered the policy to be effective for the year ended 31 December 2023 after reviewing the Shareholder and investor communication activities conducted in the reporting period.

DIRECTORS' REPORT

The Board herein presents the annual report and the audited consolidated financial statements (the "Consolidated Financial Statements") of the Group for the year ended 31 December 2023.

PRINCIPAL ACTIVITIES

The principal activities of the Company are investment holding and providing corporate management services to its subsidiaries. The principal activities of the major subsidiaries of the Company are exploration, development and mining of tin and copper bearing ores in Australia through a joint operation. Details of the principal activities and other particulars of the subsidiaries are set out in note 41 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2023 are set out in the consolidated statement of profit or loss and other comprehensive income on page 57. The directors do not recommend the payment of a dividend for the year ended 31 December 2023. An analysis of the principal risks and uncertainties facing the Group is set out in the Management Discussion and Analysis on Page 7 of this Annual Report.

BUSINESS REVIEW

A review of the business of the Group during the year and a discussion on the Group's future business development are set out in the Chairman Statement as well as the Management Discussion and Analysis on pages 3 to 4 and pages 5 to 23 of this Annual Report. An analysis of the Group's performance during the year using financial key performance indicators is set out in the Group's Five-year Financial Summary on page 114 of this Annual Report.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year ended 31 December 2023 are set out in note 16 to the consolidated financial statements.

SHARE CAPITAL AND SHARE OPTIONS

There was no movement in the share capital of the Company during the year ended 31 December 2023. The movement of the outstanding share options of the Company is set out in the Management Discussion and Analysis on Page 11 to 13 of this Annual Report.

EQUITY-LINKED AGREEMENTS

Save for the New Share Option Scheme, no equity-linked agreement will or may result in the Company issuing Shares or that require the Company to enter into any agreements that will or may result in the Company issuing Shares, were entered into by the Company for the year ended 31 December 2023 or subsisted at the end of the year 31 December 2023.

DIRECTORS' REPORT (CONTINUED)

DISTRIBUTABLE RESERVE OF THE COMPANY

As at 31 December 2023, the Company's reserves available for distribution to shareholders were as follows:

	HK\$'000
Share premium	950,427
Accumulated losses	(204,348)
Translation reserve	(167,578)
	578,501

Under the Companies Act of the Cayman Islands (as revised from time to time), the share premium account is distributable to the shareholders of the Company provided that immediately following the date on which any dividend is proposed to be distributed, the Company will be able to pay its debts as they fall due in the ordinary course of business.

TAXATION OF HOLDERS OF SHARES

(a) Hong Kong

Dealings in shares registered on the Company's Hong Kong branch register of members will be subject to Hong Kong stamp duty. The duty is charged at the current rate of 0.1% of the consideration or, if higher, the fair value of the shares being sold or transferred (the buyer and seller each paying half of such stamp duty). In addition, a fixed duty of HK\$5 is currently payable on any instrument of transfer of shares. Profits from dealings in the shares arising in or derived from Hong Kong may also be subject to Hong Kong profit tax.

(b) Cayman Islands

Under the present laws of the Cayman Islands, transfer or other dispositions of shares are exempted from Cayman Islands stamp duty.

(c) Professional tax advice recommended

Intending holders of shares of the Company are recommended to consult their professional advisers if they are in doubt as to the taxation implications of subscribing for, purchasing, holding or disposing of or dealing in the shares.

DIRECTORS' REPORT (CONTINUED)

DIRECTORS

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

Executive Directors

Tan Sri Dato' KOO Yuen Kim P.S.M., D.P.T.J. J.P
(*Dr. HSU Jing-Sheng as his alternate*) (*Chairman*)
Ms. XIE Yue (*Chief Executive Officer*)
Dr. HSU Jing-Sheng (resigned on 29 February 2024)
Mr. LI Zheng
Mr. SIM Tze Jye (resigned on 13 April 2023)
Ms. PENG Zhihong (appointed on 14 April 2023)
Datin CHONG Lee Hui (appointed on 29 February 2024)

Independent Non-executive Directors

Datin Sri LIM Mooi Lang
Mr. KIM Wooryang
Ms. PENG Wenting (appointed on 2 February 2023)
Mr. CHAN Tin Kwan, Bobby (passed away in late January 2023)

Dr. HSU Jing-Sheng, an executive Director, an alternative Director to Tan Sri Dato' KOO Yuen Kim P.S.M., D.P.T.J. J.P and co-Chief Executive Officer, resigned on 29 February 2024. Datin CHONG Lee Hui was appointed as an executive Director on 29 February 2024. For details, please refer to the announcement of the Company dated 29 February 2024.

DIRECTORS' SERVICE CONTRACTS

Tan Sri Dato' Koo Yuen Kim P.S.M., D.P.T.J. J.P, Dr. Hsu Jing-Sheng (resigned on 29 February 2024), Datin Sri Lim Mooi Lang and Mr. Kim Wooryang has entered into a service contract with the Company for a term of 3 years commencing from 14 April 2023 until terminated by not less than three months' notice in writing serviced by either party on the other.

Ms. Xie Yue has entered into a service contract with the Company for a term of 3 years commencing from 1 November 2023 until terminated by not less than three months' notice in writing serviced by either party on the other.

Mr. Li Zheng has entered into a service contract with the Company for a term of 3 years commencing from 23 December 2021 until terminated by not less than three months' notice in writing serviced by either party on the other.

Ms. Peng Wenting has entered into a letter of appointment with the Company for a term of 3 years commencing from 2 February 2023 until terminated by not less than three months' notice in writing serviced by either party on the other.

Ms. Peng Zhihong has entered into a service contract with the Company for a term of 3 years commencing from 14 April 2023 until terminated by not less than three months' notice in writing serviced by either party on the other.

Datin Chong Lee Hui as entered into a service contract with the Company for a term of 3 years commencing from 29 February 2024 until terminated by not less than three months' notice in writing serviced by either party on the other.

None of the Directors 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' REPORT (CONTINUED)

PERMITTED INDEMNITY PROVISION

Article 167(1) of the Company's Articles of Association provide that every Director or other officer of the Company shall be indemnified and secured harmless out of the assets and profits of the Company against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty provided that the indemnity shall not be extended to any matter in respect of any fraud or dishonesty which may be attached to any of the relevant Director or officer of the Company. The Company has purchased and maintained Directors' liability insurance during the year ended 31 December 2023 and as at the date of this Annual Report, which provides appropriate cover for the Directors.

DIRECTORS' AND CHIEF EXECUTIVE'S INTEREST AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

Save as disclosed below, as at 31 December 2023, none of the Directors and chief executive of the Company had any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), which were required to be recorded in the register to be kept pursuant to section 352 of the SFO or as otherwise required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she was taken or deemed to have under such provisions of the SFO) or pursuant to the Model Code.

Long Position in the shares of the Company

Name of Director	Capacity	No. of ordinary shares held in the Company (long position) (after the Share Consolidation)	Interest in underlying Shares (after the Share Consolidation) as at 31 December 2023	approximate % of issued share capital of the Company
Tan Sri Dato' Koo Yuen Kim P.S.M., D.P.T.J. J.P	Beneficial owner	242,732,353	–	17.77%
	Security interest (note 1)	160,000,000	–	11.71%
				29.48%
Ms. Xie Yue	Beneficial owner (note 2)	–	13,660,000	1%
Dr. Hsu Jing-Sheng (resigned on 29 February 2024)	Beneficial owner (note 2)	–	13,660,000	1%
Ms. Peng Zhihong	Beneficial owner	3,740,000	–	0.27%

DIRECTORS' REPORT (CONTINUED)

Note 1: On 17 July 2020, (a) Tan Sri Dato' Koo Yuen Kim P.S.M., D.P.T.J. J.P and Ms. Fu Jingqi entered into a sale and purchase agreement ("Sale and Purchase Agreement") to (i) transfer the then existing 800,000,000 ordinary shares of the Company to Ms. Fu Jingqi at the consideration of HK\$160,000,000, which was satisfied by a promissory note issued by Ms. Fu Jingqi; and (ii) impose obligations and restrictions on Ms. Fu Jingqi to her use, retention and/or disposal of the said 800,000,000 shares; and (b) Ms. Fu Jingqi executed a legal charge over, among others, the said 800,000,000 shares in favour of Tan Sri Dato' Koo Yuen Kim P.S.M., D.P.T.J. J.P as security. After the Share Consolidation becoming effective on 27 June 2022, the said 800,000,000 shares charged in favour of Tan Sri Dato' Koo Yuen Kim P.S.M., D.P.T.J. J.P as security were adjusted to 160,000,000 Consolidated Shares.

Note 2: These interests in underlying shares represent interests in options granted on 14 April 2022 under the New Share Option Scheme. Please refer to note 43 to the consolidated financial statements for further details of the share option granted.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

Save as disclosed below, as at 31 December 2023, so far as the Directors were aware, no other persons (other than the Directors or chief executive of the Company) or entities had any interests or short positions in the Shares or underlying Shares of the Company, which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO, or as recorded in the register required to be kept by the Company under section 336 of the SFO.

As at 31 December 2023, so far as was known to the Directors, the following persons (other than the Directors or chief executive of the Company) and entities had interests or short positions in the Shares and underlying Shares of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO, or as recorded in the register required to be kept by the Company under section 336 of the SFO:

Interests in shares in the Company

Name of Shareholder	Capacity	No. of ordinary shares held (after the Share Consolidation) (Note 1)	approximate % of issued share capital of the Company
Ren Ming Hong (Note 2)	Interest of controlled corporation	340,000,000(L)	24.89%
Amazing Express International Limited (Note 2)	Interest of controlled corporation	340,000,000(L)	24.89%
Excel Jumbo International Limited (Note 2)	Interest of controlled corporation	340,000,000(L)	24.89%
Yu Tao (Note 3)	Interest of controlled corporation	340,000,000(L)	24.89%
新余銘沃投資管理中心 (Notes 3 and 4)	Interest of controlled corporation	340,000,000(L)	24.89%
上海港美信息科技中心 (Notes 3 and 4)	Interest of controlled corporation	340,000,000(L)	24.89%
杭州賽旭通投資管理有限公司 (Note 4)	Interest of controlled corporation	340,000,000(L)	24.89%
北京賽伯樂綠科投資管理有限公司 (Note 4)	Interest of controlled corporation	340,000,000(L)	24.89%
賽伯樂綠科 (上海) 投資管理有限公司 (Note 4)	Interest of controlled corporation	340,000,000(L)	24.89%
賽伯樂綠科 (深圳) 投資管理有限公司 (Note 4)	Interest of controlled corporation	340,000,000(L)	24.89%
Zhu Min (Note 4)	Interest of controlled corporation	340,000,000(L)	24.89%
杭州悠然科技有限公司 (Note 4)	Interest of controlled corporation	340,000,000(L)	24.89%
賽伯樂投資集團有限公司 (Note 4)	Interest of controlled corporation	340,000,000(L)	24.89%
Cybernaut Greentech Investment Holding (HK) Limited (i.e. Cybernaut) (Notes 2, 3 and 4)	Beneficial owner	340,000,000(L)	24.89%
Fu Jingqi (Note 5)	Beneficial owner	160,000,000(L)	11.71%
		160,000,000(S)	11.71%

DIRECTORS' REPORT (CONTINUED)

Notes:

- (1) The letter "L" denotes the long position in the shares of the Company and the letter "S" denotes the short position in the shares of the Company.
- (2) Ren Ming Hong controlled 100% of the equity interest in Amazing Express International Limited, which controlled 100% of the equity interest in Excel Jumbo International Limited. Excel Jumbo International Limited controlled 50% of the equity interest in Cybernaut. Therefore, Ren Ming Hong, Amazing Express International Limited and Excel Jumbo International Limited were deemed to be interested in 1,700,000,000 shares in the Company held by Cybernaut.
- (3) Yu Tao controlled 99% of the equity interest in 新余銘沃投資管理中心, which controlled 99% of the equity interest in 上海港美信息科技中心. 上海港美信息科技中心 controlled 50% of the equity interests in Cybernaut. Therefore, Yu Tao, 新余銘沃投資管理中心 and 上海港美信息科技中心 were deemed to be interested in 1,700,000,000 shares in the Company held by Cybernaut.
- (4) Zhu Min controlled 90% of the equity interest in 杭州悠然科技有限公司, which controlled 91% of the equity interest in 賽伯樂投資集團有限公司. 賽伯樂投資集團有限公司 controlled 75% of the equity interest in 北京賽伯樂綠科投資管理有限公司. 北京賽伯樂綠科投資管理有限公司 controls 95% of the equity interest in 賽伯樂綠科(上海)投資管理有限公司, which controlled 50% of the equity interest in 杭州賽旭通投資管理有限公司, 杭州賽旭通投資管理有限公司 controlled 1% of the equity interest in 上海港美信息科技中心. Furthermore, 北京賽伯樂綠科投資管理有限公司 controlled 95% of the equity interest in 賽伯樂綠科(深圳)投資管理有限公司, which held 1% of the equity interest in 新余銘沃投資管理中心. 新余銘沃投資管理中心 controlled 99% of the equity interest in 上海港美信息科技中心. 上海港美信息科技中心 controlled 50% of the equity interests in Cybernaut. Therefore, Zhu Min, 杭州悠然科技有限公司, 賽伯樂投資集團有限公司, 北京賽伯樂綠科投資管理有限公司, 賽伯樂綠科(上海)投資管理有限公司, 杭州賽旭通投資管理有限公司 and 賽伯樂綠科(深圳)投資管理有限公司 were deemed to be interested in 1,700,000,000 shares in the Company held by Cybernaut.
- (5) The then existing 800,000,000 shares of the Company are charged by Ms. Fu Jingqi in favour of Tan Sri Dato' Koo Yuen Kim P.S.M., D.P.T.J. J.P as security for the performance by Ms. Fu Jingqi of her obligations under the Sale and Purchase Agreement. After the Share Consolidation became effective on 27 June 2022, the said 800,000,000 shares charged in favour of Tan Sri Dato' Koo Yuen Kim P.S.M., D.P.T.J. J.P as security were adjusted to 160,000,000 Consolidated Shares.

As the Share Consolidation had taken effect on 27 June 2022, adjustments were made to the number of shares of the Company falling to be issued in respect of the outstanding share options in accordance with the terms and conditions of the New Share Option Scheme and the Listing Rules. As at 31 December 2023, there were 340,000,000 shares of the Company (after the Share Consolidation) held by Cybernaut.

DIRECTORS' INTEREST AND CONTROLLING SHAREHOLDERS' INTEREST IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS OF SIGNIFICANCE

Save as disclosed in note 39 to the consolidated financial statements, there were no transaction, arrangement, or contract of significance in relation to the Group's business to which the Company or any of its subsidiaries, its fellow subsidiaries or its holding companies was a party and in which any Director or any entities connected with a Director, the controlling shareholder of the Company, the substantial Shareholders had a material interest, whether directly or indirectly, subsisted at the end of or at any time during the year ended 31 December 2023.

DIRECTORS' REPORT (CONTINUED)

MANAGEMENT CONTRACTS

No contract, other than employment contracts, concerning management and administration of the whole or any substantial part of the Company's business was entered into or existed during the year ended 31 December 2023.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the year ended 31 December 2023 was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

CHANGE IN DIRECTORS' AND CHIEF EXECUTIVE'S INFORMATION

Save as disclosed in the section headed "Directors and Senior Management" in this report, no change in information of Directors and chief executive is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year ended 31 December 2023, none of the Directors had any interest in a business which competed with or might compete with the business of the Group.

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2023, the percentages of sales attributable to the Group's largest customer was 100%. The percentages of purchases from the Group's largest supplier and the five largest suppliers were approximately 6.0% and 25.3%, respectively.

During the year ended 31 December 2023, none of the Directors or any of their close 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 any of the Group's five largest suppliers or customers.

DIRECTORS' REPORT (CONTINUED)

CONTINUING CONNECTED TRANSACTIONS

The following transactions of the Group constituted non-exempt continuing connected transactions for the Company for the year ended 31 December 2023 and are subject to the reporting, announcement and annual review requirements but exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

(a) Tin concentrates supply

On 31 January 2019, YTPAH entered into the tin supply contract with YTATR, pursuant to which YTPAH agreed to supply tin concentrates (the "Tin Supply Contract") to YTATR for the period from 1 February 2019 to 31 January 2022. YTPAH is a wholly-owned subsidiary of Yunnan Tin Hong Kong (Holding) Group Company Limited ("YTHK"), which is owned as to 82% by the Company and 18% by Yunnan Tin PRC. Yunnan Tin PRC indirectly holds 100% equity interest in YTATR. As such, YTATR is a connected person of the Company by virtue of being a subsidiary of the substantial shareholder of YTHK. Accordingly, the transaction contemplated under the Tin Supply Contract constitutes continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

The annual caps for the transactions contemplated under the Tin Supply Contract are approximately HK\$480 million from 1 February 2019 to 31 December 2019, HK\$633 million for the year ended 31 December 2020, HK\$765 million for the year ended 31 December 2021 and HK\$77 million from 1 January 2022 to 31 January 2022. On 19 October 2021, the Company has revised the annual cap for the year ending 31 December 2021 and for the one month ended 31 January 2022 to HK\$1.2 billion and HK\$140 million respectively. The price of tin concentrates per dry metric ton was agreed by the parties to the Tin Supply Contract after taking into account that (i) the LME cash settlement average price of tin metal; (ii) the treatment charge per dry metric ton; (iii) deduction based on the final tin content; and (iv) penalty for impurity. It was agreed that the YTATR pays 85% of the provisional value of each lot within three working days after the YTATR receives all shipment documents and the remaining part will be settled within 10 working days after the final analysis and weights of tin concentrates confirmed by both YTPAH and YTATR.

On 23 December 2021, YTPAH entered into a new tin supply contract with YTATR, pursuant to which YTPAH agreed to supply tin concentrates (the "New Tin Supply Contract") to YTATR for the period from 1 February 2022 to 31 January 2025.

The annual caps for the transactions contemplated under the New Tin Supply Contract are approximately HK\$1.8 billion from 1 February 2022 to 31 December 2022, HK\$2 billion for the year ended 31 December 2023, HK\$2 billion for the year ending 31 December 2024 and HK\$180 million from 1 January 2025 to 31 January 2025.

The revenue under the New Tin Supply Contract for the year ended 31 December 2023 amounted to approximately HK\$820,875,000.

For details, please refer to the announcements of the Company dated 31 January 2019, 19 October 2021 and 23 December 2021.

DIRECTORS' REPORT (CONTINUED)

(b) Annual review

The INEDs have reviewed and confirmed that the continuing connected transactions contemplated under the Tin Supply Contract were entered into (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms or better; and (iii) in accordance with the relevant agreement governing such transactions on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole. Pursuant to 14A.56 of the Listing Rules, the Company has engaged the Company's external auditor to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 (Revised) "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued an unqualified assurance report containing the conclusions in respect of the continuing connected transactions as disclosed by the Group in pages 48 to 49 in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided to the Company. The Company confirms that they have complied with the disclosure requirements with respect to those continuing connected transactions in accordance with Chapter 14A of the Listing Rules.

RELATED PARTY TRANSACTIONS

Details of the information in relation to the related party transactions of the Group during the year are set out in note 39 to the consolidated financial statements. Save as disclosed in the section headed "Continuing Connected Transactions" above, there were no other related party transactions during the year which fall under the definition of "connected transaction" or "continuing connected transaction" in Chapter 14A of the Listing Rules and the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

EMOLUMENT POLICY

The Group mainly determines staff remuneration in accordance with market terms and individual qualifications.

The emoluments of the Directors will be decided by the Board based on the recommendation of the remuneration committee of the Company having regard to the Group's operating results, individual performance and comparable market statistics.

The Company also adopted the New Share Option Scheme for the purpose of providing incentives to eligible participants.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the listed securities of the Company during the year ended 31 December 2023.

DIRECTORS' REPORT (CONTINUED)

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association, or laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

RETIREMENT BENEFIT SCHEMES

Other than operating a Hong Kong Mandatory Provident Fund Scheme and participating in the state-managed retirement benefit scheme in Australia, the PRC and Vietnam, the Group has not operated any other retirement benefit schemes for the Group's employees. Particulars of the retirement benefit schemes are set out in note 37 to the consolidated financial statements.

CORPORATE GOVERNANCE CODE

In the opinion of the Directors, the Company has complied with the Corporate Governance Code as set out in Appendix C1 (formerly known as Appendix 14) to the Listing Rules during the year ended 31 December 2023.

During the year ended 31 December 2023, the Company has applied the principles in the Corporate Governance Code. The corporate governance principles of the Company highlights an effective Board with a high level of integrity, sound internal controls, and a high degree of transparency and accountability, which enhances corporate value for Shareholders and protects the long-term sustainability of the Group.

EVENT AFTER THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

There has been no other significant event affecting the Group after the financial year ended 31 December 2023 and up to the date of this report.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix C3 (formerly known as Appendix 10) to the Listing Rules as its own code of conduct regarding Directors' securities transactions. Having made specific enquiry of all Directors, all Directors confirmed that they had complied with the required standard set out in the Model Code during the year ended 31 December 2023.

INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the INEDs an annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the INEDs to be independent.

DIRECTORS' REPORT (CONTINUED)

AUDIT COMMITTEE

The audit committee of the Company meets with the Group's senior management and external auditors regularly to review the effectiveness of the internal control systems and the interim and annual reports of the Group and reports directly to the Board.

The Group's consolidated financial statements for the year ended 31 December 2023 have been reviewed by the audit committee of the Company, who are of the opinion that such statements comply with the applicable accounting standards and legal requirements, and that adequate disclosures have been made.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirm that the Company has maintained a sufficient public float as required under the Listing Rules during the year ended 31 December 2023 and as at the latest practicable date prior to the issue of this report.

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on page 114.

AUDITOR

The Company has not changed its auditor in any of the preceding three years.

A resolution will be submitted to the annual general meeting to re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company.

On behalf of the Board

Xie Yue
Executive Director

27 March 2024

INDEPENDENT AUDITOR'S REPORT

Deloitte.

德勤

TO THE SHAREHOLDERS OF GREENTECH TECHNOLOGY INTERNATIONAL LIMITED

(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Greentech Technology International Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 57 to 113, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

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INDEPENDENT AUDITOR'S REPORT (CONTINUED)

KEY AUDIT MATTERS

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

Key audit matter	How our audit addressed the key audit matter
<p><i>Impairment assessment on mining related property, plant and equipment, right-of-use assets and exploration and evaluation assets</i></p> <p>We identified the impairment assessment on mining related property, plant and equipment, right-of-use assets and exploration and evaluation assets as a key audit matter due to significant judgement and estimates involved by the management of the Group in determining the recoverable amount of the cash-generating unit during the value in use assessment.</p> <p>For the impairment assessment of the Group's mining related property, plant and equipment (which mainly include the mine properties and developments, owned properties, construction in progress and machineries for the mine operation), right-of-use assets and exploration and evaluation assets, the recoverable amount of the cash-generating unit was determined based on the value in use which is based on discounted cash flow method taking into account a suitable discount rate. Significant change in inputs in the discounted cash flow method, may result in impairment on the mining assets.</p> <p>The Group has mining related property, plant and equipment, right-of-use assets and exploration and evaluation assets of HK\$1,207,018,000 as at 31 December 2023. There are no impairment recognised against the carrying amount of these assets during the year ended 31 December 2023. Further details of the impairment assessment on the Group's mining related property, plant and equipment, right-of-use assets and exploration and evaluation assets are outlined in note 16 to the consolidated financial statements.</p>	<p>Our procedures in relation to the impairment assessment on mining related property, plant and equipment, right-of-use assets and exploration and evaluation assets included:</p> <ul style="list-style-type: none">• obtaining an understanding of management's process of reviewing the impairment assessment on mining related property, plant and equipment, right-of-use assets and exploration and evaluation assets;• evaluating the appropriateness of the method used by the management to determine the recoverable amount of the cash-generating unit;• evaluating the reasonableness of the method by comparing to historical performance of the cash-generating unit; and• assessing the reasonableness of the key inputs (including the future market price of tin concentrate, the United States Dollars against Australian Dollars exchange rates and the discount rate) used in the method against available market data.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE 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 HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion 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. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

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

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

The engagement partner on the audit resulting in the independent auditor's report is Lam Shu Lung.

Deloitte Touche Tohmatsu

Certified Public Accountants

Hong Kong

27 March 2024

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2023

	Notes	2023 HK\$'000	2022 HK\$'000
Continuing operations			
Revenue	5	820,875	931,380
Cost of sales		(524,835)	(523,847)
Gross profit		296,040	407,533
Other income	7	4,770	3,010
Administrative expenses		(58,709)	(50,117)
Other expenses	8	(11,215)	(5,898)
Other gains and losses	9	(9,300)	44,384
Finance costs	10	(5,223)	(4,553)
Impairment on financial investment at amortised cost		(26,257)	(1,252)
Share of results of an associate	20	(1,025)	–
Profit before taxation		189,081	393,107
Taxation	12	(86,283)	(129,597)
Profit for the year	13	102,798	263,510
Discontinued operation			
Loss for the year from discontinued operation	32	–	(635)
Profit for the year		102,798	262,875
Profit (loss) for the year attributable to owners of the Company			
– from continuing operations		68,390	216,750
– from discontinued operation		–	(635)
Profit for the year attributable to owners of the Company		68,390	216,115
Profit for the year attributable to non-controlling interests			
from continuing operations		34,408	46,760
		102,798	262,875
Earnings per share			
From continuing and discontinued operations	14		
Basic (HK cents)		5.0	15.8
Diluted (HK cents)		5.0	15.8
From continuing operations			
Basic (HK cents)		5.0	15.9
Diluted (HK cents)		5.0	15.9

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED)

For the year ended 31 December 2023

	2023 HK\$'000	2022 HK\$'000
Profit for the year	102,798	262,875
Other comprehensive income (expense) for the year:		
<i>Item that will not be reclassified to profit or loss:</i>		
Exchange differences on translation from functional currency to presentation currency	3,322	(55,426)
<i>Items that may be reclassified subsequently to profit or loss:</i>		
Exchange differences arising on translation of foreign operations	61	6
Reclassification of cumulative translation reserve upon disposal of foreign operation	–	(23)
Other comprehensive income (expense) for the year	3,383	(55,443)
Total comprehensive income for the year	106,181	207,432
Total comprehensive income for the year attributable to:		
Owners of the Company	71,112	163,215
Non-controlling interests	35,069	44,217
	106,181	207,432
Total comprehensive income (expense) attributable to:		
Owners of the Company		
– from continuing operations	71,112	163,873
– from discontinued operation	–	(658)
Non-controlling interests		
– from continuing operations	35,069	44,217
	106,181	207,432

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2023

	Notes	2023 HK\$'000	2022 HK\$'000
Non-current assets			
Property, plant and equipment	16	773,829	554,990
Right-of-use assets	17	52,894	26,796
Exploration and evaluation assets	18	396,033	408,177
Financial investment at amortised cost	23	23,806	–
Deposits	19	21,771	21,315
Investment in an associate	20	–	64
		1,268,333	1,011,342
Current assets			
Inventories	21	114,143	68,129
Trade receivables	22	55,002	20,540
Financial investment at amortised cost	23	–	49,414
Other receivables, prepayments and deposits	24	25,732	23,843
Equity security at fair value through profit or loss (“FVTPL”)		–	6
Tax recoverable		–	31,852
Cash and cash equivalents	25	201,253	189,779
		396,130	383,563
Current liabilities			
Trade payables	26	71,182	48,419
Other payables and accruals	27	133,456	108,882
Lease liabilities	28	21,707	14,662
Tax payable		87,173	–
Dividend payable to a non-controlling shareholder of a subsidiary		–	14,123
		313,518	186,086
Net current assets		82,612	197,477
Total assets less current liabilities		1,350,945	1,208,819

**CONSOLIDATED STATEMENT OF
FINANCIAL POSITION (CONTINUED)**

As at 31 December 2023

	Notes	2023 HK\$'000	2022 HK\$'000
Capital and reserves			
Share capital	29	34,150	34,150
Reserves		970,571	895,154
Equity attributable to owners of the Company		1,004,721	929,304
Non-controlling interests		86,788	51,719
Total equity		1,091,509	981,023
Non-current liabilities			
Lease liabilities	28	25,871	10,893
Deferred tax liabilities	30	90,899	142,289
Provision for rehabilitation	31	142,666	74,614
		259,436	227,796
		1,350,945	1,208,819

The consolidated financial statements on pages 57 to 113 were approved and authorised for issue by the Board of Directors on 27 March 2024 and are signed on its behalf by:

XIE YUE
DIRECTOR

LI ZHENG
DIRECTOR

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2023

	Attributable to owners of the Company									
	Share capital	Share premium	Translation reserve	Special reserve	Share-based payments reserve	Other reserve	Accumulated (losses)/ profits	Sub-total	Non-controlling interests	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000 (Note a)	HK\$'000	HK\$'000 (Note b)	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 January 2022	34,150	950,427	(136,252)	7,800	-	(1,280)	(92,608)	762,237	35,749	797,986
Profit for the year	-	-	-	-	-	-	216,115	216,115	46,760	262,875
Exchange differences on translation from functional currency to presentation currency	-	-	(52,883)	-	-	-	-	(52,883)	(2,543)	(55,426)
Exchange differences arising on translation of foreign operations	-	-	6	-	-	-	-	6	-	6
Reclassification of cumulative translation reserve upon disposal of foreign operation (Note 32)	-	-	(23)	-	-	-	-	(23)	-	(23)
Total comprehensive (expense) income for the year	-	-	(52,900)	-	-	-	216,115	163,215	44,217	207,432
Dividend declared to non-controlling shareholder of a subsidiary	-	-	-	-	-	-	-	-	(28,247)	(28,247)
Recognition of equity-settled share-based payments	-	-	-	-	3,852	-	-	3,852	-	3,852
At 31 December 2022	34,150	950,427	(189,152)	7,800	3,852	(1,280)	123,507	929,304	51,719	981,023
Profit for the year	-	-	-	-	-	-	68,390	68,390	34,408	102,798
Exchange differences on translation from functional currency to presentation currency	-	-	2,661	-	-	-	-	2,661	661	3,322
Exchange differences arising on translation of foreign operations	-	-	61	-	-	-	-	61	-	61
Total comprehensive income for the year	-	-	2,722	-	-	-	68,390	71,112	35,069	106,181
Recognition of equity-settled share-based payments	-	-	-	-	4,305	-	-	4,305	-	4,305
At 31 December 2023	34,150	950,427	(186,430)	7,800	8,157	(1,280)	191,897	1,004,721	86,788	1,091,509

Note a: Special reserve is arisen from the reorganisation in preparation for the listing of the Company's shares on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

Note b: Other reserve represents the difference between the considerations paid for acquisition of additional interest in a subsidiary in prior years and the carrying amount of non-controlling interests (being the proportionate share of the carrying amount of the net assets of that subsidiary).

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2023

	Note	2023 HK\$'000	2022 HK\$'000
OPERATING ACTIVITIES			
Profit before taxation from continuing operations		189,081	393,107
Loss before taxation from discontinued operation	32	-	(703)
Adjustments for:			
Interest income		(4,751)	(2,916)
Finance costs		5,223	16,246
Share of results of an associate		1,025	-
Loss on disposal of property, plant and equipment		329	96
Impairment loss on investment in an associate		6,155	1,175
Gain on disposals of subsidiaries	32	-	(465)
Impairment loss under expected credit loss ("ECL") model on financial investment at amortised cost		26,257	1,252
Depreciation of property, plant and equipment		49,589	37,018
Depreciation of right-of-use assets		13,067	12,060
Fair value loss of equity security at FVTPL		-	1
Fair value gain on derivative financial instruments		-	(23,036)
Adjustments on provision for rehabilitation		10,678	(3,213)
Share-based payment expenses		4,305	3,852
Operating cash flows before movements in working capital		300,958	434,474
Increase in inventories		(45,147)	(164,774)
(Increase) decrease in trade receivables		(33,766)	59,099
(Increase) decrease in other receivables, prepayments and deposits		(9,836)	85
Increase in trade payables		22,357	12,329
Increase in other payables and accruals		24,231	8,954
Net settlement of derivative financial instruments		-	22,101
Cash generated from operations		258,797	372,268
Australian Company Tax paid		(19,908)	(183,314)
NET CASH FROM OPERATING ACTIVITIES		238,889	188,954
INVESTING ACTIVITIES			
Purchase of property, plant and equipment		(173,975)	(200,750)
Payment for financial investment at amortised cost		-	(48,440)
Payments for exploration and evaluation assets		(21,228)	(12,827)
Payment of rental deposit		(484)	(1,748)
Investment in an associate		(7,116)	(1,239)
Net cash inflow on disposal of a subsidiary	32	-	687
Interest received		4,105	656
Deposit refunded (paid) to a broker for trading of derivative financial instruments		7,808	(7,900)
Proceeds on disposal of equity security at FVTPL		6	-
Proceeds on disposal of property, plant and equipment		369	-
NET CASH USED IN INVESTING ACTIVITIES		(190,515)	(271,561)

CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

For the year ended 31 December 2023

	2023 HK\$'000	2022 HK\$'000
FINANCING ACTIVITIES		
Shareholder's borrowing raised	–	234,396
Repayment of shareholder's borrowing	–	(119,831)
Dividends paid to a non-controlling shareholder of a subsidiary	(13,804)	(45,688)
Repayment of lease liabilities	(20,623)	(13,281)
Interest paid	(4,527)	(35,814)
NET CASH (USED IN) FROM FINANCING ACTIVITIES	(38,954)	19,782
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	9,420	(62,825)
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	2,054	(14,447)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	189,779	267,051
CASH AND CASH EQUIVALENTS AT END OF THE YEAR, represented by Bank balances and cash	201,253	189,779

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

1. GENERAL INFORMATION

Greentech Technology International Limited (the “Company”) was incorporated as an exempted company and registered in the Cayman Islands with limited liability under the Companies Law, Cap 22 (Laws of 1961, as consolidated and revised) of the Cayman Islands on 22 January 2008. The shares of the Company are listed on the Stock Exchange). The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information section of the annual report.

The Company acts as an investment holding company and provides corporate management services to its subsidiaries. The principal activities of major subsidiaries of the Company are exploration, development and mining of tin and copper bearing ores in the Rension underground mine in Australia (“Mining Operations”) through a joint operation with details set out in notes 15 and 41. The principal activities of other subsidiaries are set out in note 41.

The Company’s functional currency is Australian Dollars (“AUD”). The consolidated financial statements are presented in Hong Kong Dollars (“HK\$”) as the directors of the Company consider that HK\$ is the appropriate presentation currency for the convenience of the users of the consolidated financial statements.

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

New and amendments to HKFRSs that are effective for the current year

In the current year, the Company and its subsidiaries (the “Group”) have applied the following new and amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the Group’s annual period beginning on 1 January 2023 for the preparation of the consolidated financial statements:

HKFRS 17	Insurance Contracts
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to HKAS 12	International Tax Reform – Pillar Two Model Rules
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies

The application of the new and amendments to HKFRSs in the current year has had no material impact on the Group’s financial positions and performance for the current and prior years.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

Amendments to HKFRSs in issue but not yet effective

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

Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ¹
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback ²
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ²
Amendments to HKAS 1	Non-current Liabilities with Covenants ²
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements ²
Amendments to HKAS 21	Lack of Exchangeability ³

¹ Effective for annual periods beginning on or after a date to be determined

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

³ Effective for annual periods beginning on or after 1 January 2025

The directors of the Company anticipate that the application of amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”) and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies 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 when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Basis of consolidation (Continued)

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year 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 item of other comprehensive income 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.

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

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

Interest in a joint operation

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The Group accounts for the assets, liabilities, revenues and expenses relating to its interest in a joint operation in accordance with the HKFRSs applicable to the particular assets, liabilities, revenues and expenses.

Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods underlying the particular performance obligation is transferred to the customer. A performance obligation represents goods that is distinct or a series of distinct goods or services that are substantially the same. Revenue from the sales of goods (i.e. tin or copper concentrate and mineral products) is recognised at a point in time when the goods are delivered and control of the goods is transferred to the customer.

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or for administrative purposes (other than construction in progress as described below). Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Property, plant and equipment (Continued)

Construction in progress for production and supply of goods are carried at cost, less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management, including costs of testing whether the related assets is functioning properly. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation is recognised so as to write off the cost of property, plant and equipment (other than construction in progress and mine properties and developments) less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values 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.

Mine properties and developments (including the main and auxiliary mine shafts, underground tunnels and open-pit platforms) are depreciated using the unit of production method over the remaining life of the mine. The life of mine is based on the total estimated proven and probable reserves of the ore mines.

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.

Impairment on non-current assets of Mining Operations

At the end of the reporting period, the Group reviews the carrying amounts of its non-current assets of Mining Operations (other than exploration and evaluation assets) as a cash-generating unit to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

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 (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. In allocating the impairment loss, the impairment loss is allocated to individual assets on pro-rata basis based on the carrying amount of each asset in the cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less cost 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 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 cash-generating unit) 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 cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Exploration and evaluation assets

Exploration and evaluation assets are recognised at cost on initial recognition. Subsequent to initial recognition, exploration and evaluation assets are stated at cost less impairment.

Exploration and evaluation assets include the cost of exploration rights and the expenditures incurred in the search for mineral resources as well as the determination of the technical feasibility and commercial viability of extracting those resources. Exploration and evaluation assets are assessed for impairment when facts and circumstances suggest that the carrying amount of an exploration and evaluation assets as set may exceed its recoverable amount. An impairment loss is recognised in profit or loss.

When the technical feasibility and commercial viability of extracting natural resources become demonstrable, previously recognised exploration and evaluation assets are reclassified as mine properties and developments. These assets are assessed for impairment before reclassification.

Exploration and evaluation assets are assessed for impairment when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed are recoverable amount. When one of the following events or changes in circumstances, which is not exhaustive, indicate that the carrying amount may not be recoverable has occurred:

- the period for which the Group has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed.
- substantive expenditure on further exploration for and evaluation of natural resources in the specific area is neither budgeted nor planned.
- exploration for and evaluation of natural resources in the specific area have not led to the discovery of commercially viable quantities of natural resources and the Group has decided to discontinue such activities in the specific area.
- sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

When there is indication of impairment, the Group performs impairment test as explained in the policy above for impairment of non-current assets.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Leases

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

Right-of-use assets

The cost of right-of-use assets includes the amount of the initial measurement of the lease liability and any lease payments made at the commencement date, less any lease incentives received.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

When the Group obtains ownership of the underlying leased assets at the end of the lease term, upon exercise of purchase options, the cost of the relevant right-of-use assets and the related accumulated depreciation and impairment loss are transferred to property, plant and equipment.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date as the interest rate implicit in the lease is not readily determinable.

The lease payments are the fixed payments (including in-substance fixed payments) less any lease incentives receivable. After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

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 recognised 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 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.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. HK\$) using exchange rates prevailing at the end of the reporting period. Income and expenses items are translated at the average exchange rates for the period. Exchange differences arising are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributed to non-controlling interests as appropriate). Such exchange differences accumulated in the translation reserve are not reclassified to profit or loss subsequently.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Retirement benefit costs

Payments to state-managed retirement benefit schemes in Australia (superannuation fund), Vietnam (state-sponsored employee's social insurance scheme) and the People's Republic of China (the "PRC") and the Mandatory Provident Fund Scheme in Hong Kong are recognised as expenses when employees have rendered service entitling them to the contributions.

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries) after deducting any amount already paid.

Taxation

Income tax expense represents the sum of current and deferred tax expense.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before taxation' 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 the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases 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 differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit and at the time of the transaction does not give rise to equal taxable and deductible temporary differences.

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 rates (and tax laws) that have been enacted or substantively enacted by the end of the 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 the reporting period, to recover or settle the carrying amount of its assets and liabilities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Taxation (Continued)

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 to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated cost of completion and costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

Financial instruments

Financial assets and financial liabilities are recognised 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. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets at FVTPL) are added to or deducted from the fair value 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.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and 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 asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. 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 from the next reporting period.

Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost, which include trade receivables and equity security at FVTPL, are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the “other gains and losses” line item.

Impairment of financial assets

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including other receivables, deposits, financial investments at amortised cost and bank balances) which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessments are done 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 conditions at the reporting date as well as the forecast of future conditions.

The Group measures the loss allowance equal to 12m ECL, unless there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

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 significant financial difficulty of the issuer or the borrower or a breach of contract, such as a default or past due event or 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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

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 and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

The ECL is 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 effective interest rate determined at initial recognition. The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount.

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 entity. 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.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments 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.

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 the Company are recognised at the proceeds received, net of direct issue costs.

Financial liabilities at amortised cost

Financial liabilities at amortised cost including trade payables, other payables and dividend payable to a non-controlling shareholder of a subsidiary are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Provision for rehabilitation cost

Provision for rehabilitation cost is recognised when the Group has a present obligation as a result of exploration, development and production activities undertaken, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the provision can be measured reliably. The estimated future obligations include the costs of removing facilities, abandoning sites and restoring the affected areas.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Provision for rehabilitation cost (Continued)

The provision for rehabilitation cost is the best estimate of the present value of the expenditure required to settle the restoration obligation at the end of the reporting period, based on current legal and other requirements and technology. Future restoration costs are reviewed annually and any changes in the estimate are reflected in the present value of the provision at the end of the reporting period.

The initial estimate of the rehabilitation provision relating to development and production facilities is capitalised into the cost of the related asset and depreciated together with the related asset.

Changes in the estimation of the rehabilitation provision that result from changes in the estimated timing or amount of cash flows, including the effects of revisions to estimated cost, or a change in the discount rate, are added to, or deducted from, the cost of the related asset in the period it occurred. The discount rate is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability and does not reflect risks for which future cash flow estimates have been adjusted. If a decrease in liability exceeds the carrying amount of the asset, the excess is recognised immediately in profit or loss. Unwinding of the effect of discounting on the provision is recognised as finance cost.

Share-based payments

Equity-settled share-based payment transactions

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share-based payments reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share-based payments reserve.

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgement, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying 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 on-going 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.

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Impairment assessment of mining related property, plant and equipment, right-of-use assets and exploration and evaluation assets

Determining whether mining-related property, plant and equipment (which mainly includes the mine properties and developments, owned properties, construction in progress and machineries for the mine operation), right-of-use assets and exploration and evaluation assets are impaired requires an estimation of the value in use of the cash-generating unit to which these assets have been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit (i.e. estimation of the total proven and probable reserves of the ore mines, future price of tin concentrate and AUD/United States Dollars (“USD”) forward exchange rate) and a suitable discount rate in order to calculate the present value of the estimated future cash flows. Where the actual future cash flows are different from expected, an impairment loss may arise. As at 31 December 2023, the carrying amount of mining related property, plant and equipment, right-of-use assets and exploration and evaluation assets was HK\$1,207,018,000 (2022: HK\$978,823,000). Details of impairment assessment are disclosed in note 16.

Depreciation on mine properties and developments included in property, plant and equipment

Mine properties and developments are depreciated using the unit of production method based on the actual production volume over the estimated total proven and probable reserves of the ore mines. The process of estimating quantities of reserves is inherently uncertain and complex. It requires significant judgments and decisions based on available geological, geophysical, engineering and economic data. These estimates may change substantially as additional data becomes available from ongoing development activities. The reserve estimates are updated quarterly taking into account recent production and technical information about the mine. If the quantities of reserves are different from current estimates, it will result in changes to depreciation expenses of mine properties and developments. The carrying amounts of the mine properties and developments as at 31 December 2023 and 2022 are disclosed in note 16.

5. REVENUE

Revenue represents the net amounts received and receivable for tin concentrate sold in the normal course of business, net of sales related taxes. All of the Group’s revenue is recognised at a point in time when the goods has been delivered. Following the delivery, the customer has full discretion over the manner of distribution and bears the risk of obsolescence and loss in relation to the goods.

The Group has provisionally priced sales where the contract terms for the Group’s tin concentrate sales allow for a price adjustment based on a final assay of the goods determined after discharge. The period between provisional invoicing and quotation period completion is approximately 45 days for tin concentrate. The Group re-estimates the fair value of the final sales price adjustment with reference to forward market prices. Any adjustments to the final price are recognised as revenue.

The Group recognises revenue at an amount representing the Group’s best estimate for the expected final consideration based on the most recently determined estimate of product assays. Based on the past experiences on the quantity and quality delivered, the Group assesses the likelihood of significant reversals to ensure revenue is only recognised to the extent that it is highly probable that significant reversal will not occur.

The performance obligation of all contracts with customers have an original expected duration of one year or less, therefore the Group applies the practical expedient of HKFRS 15 which allows the Group not to disclose the information of the transaction price allocated to the remaining performance obligation for contracts with customers.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

6. SEGMENT INFORMATION

The executive directors of the Company have been identified as the chief operating decision makers. As set out in note 32, the Group has discontinued the trading of mineral products operation during the year ended 31 December 2022, accordingly, the executive directors consider the Mining Operations held under the joint operation (set out in note 15) is the principal operation of the Group and represents one single segment. Segment information is no longer reported to the executive directors of the Company for resources allocation.

The executive directors of the Company focuses on the operating results of the Group as a whole as the Group's resources are integrated and no discrete operating segment financial information is reviewed. Accordingly, no operating segment information is presented. Segment revenue and results from continuing operations are therefore the same as those presented in the consolidated statement of profit or loss and other comprehensive income.

Geographical information

Information about the Group's revenue from external customers is presented based on the location of the operations. Information about the Group's non-current assets (excluding financial assets) is presented based on the geographical location of the assets.

	Revenue from external customers from continuing operations		Non-current assets as at	
	Year ended		31 December	
	31 December		31 December	
	2023	2022	2023	2022
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Australia	820,875	931,380	1,211,115	978,823
Hong Kong	–	–	11,641	11,204
	820,875	931,380	1,222,756	990,027

Information about major customer

	Year ended	
	31 December	
	2023	2022
	HK\$'000	HK\$'000
Continuing operations		
Yunnan Tin Australia TDK Resources Pty Limited ("YTATR") ¹	820,875	931,380

¹ Revenue generated from sales of tin concentrate in the Mining Operations. YTATR is a subsidiary of the non-controlling shareholder of a subsidiary of the Company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

7. OTHER INCOME

	2023 HK\$'000	2022 HK\$'000
Continuing operations		
Interest income	4,751	2,914
Government grants	–	96
Others	19	–
	4,770	3,010

8. OTHER EXPENSES

The amount comprises legal and professional fees of HK\$11,215,000 (2022: HK\$5,898,000) for the year ended 31 December 2023.

9. OTHER GAINS AND LOSSES

	2023 HK\$'000	2022 HK\$'000
Continuing operations		
Fair value gain of derivative financial instruments	–	23,036
Fair value loss of equity security at FVTPL	–	(1)
Impairment on investment in an associate	(6,155)	(1,175)
Loss on disposal of property, plant and equipment	(329)	(96)
Net foreign exchange (loss) gain	(2,816)	20,690
Others	–	1,930
	(9,300)	44,384

10. FINANCE COSTS

	2023 HK\$'000	2022 HK\$'000
Continuing operations		
Interests on lease liabilities	4,527	1,267
Unwinding of discount on provision for rehabilitation (Note 31)	696	838
Interests on shareholders' borrowings	–	2,448
	5,223	4,553

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

11. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

Directors' and chief executive's emoluments

The emoluments paid or payable to each of the ten (2022: eight) directors of the Company were as follows:

	Executive Directors (Note (i))					Independent Non-Executive Directors (Note (ii))					Total
	Tan Sri Dato' Koo Yuen Kim		Sim Tze	Peng	Dr. Hsu	Datin Sri		Kim	Peng	Chan Tin	
	Xie	P.S.M.,				Li	Lim Mooi				
	Yue	D.P.T.J. J.P	Jye	Zhihong	Jing-Sheng	Zheng	Lang	Wooryang	Wenting	Bobby	
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
			(Note (iii))	(Note (iv))	(Note (vii))				(Note (v))	(Note (vi))	
For the year ended 31 December 2023											
Fees	360	360	103	257	360	360	240	240	220	20	2,520
Salaries and allowances	1,592	-	-	-	1,640	-	-	-	-	-	3,232
Contributions to retirement benefit scheme	18	-	-	-	-	-	-	-	-	-	18
Equity-settled share-based payments	2,054	-	-	-	2,054	-	-	-	-	-	4,108
Total	4,024	360	103	257	4,054	360	240	240	220	20	9,878

	Executive Directors (Note (i))					Independent Non-Executive Directors (Note (ii))				Total
	Tan Sri Dato' Koo Yuen Kim		Sim Tze	Dr. Hsu	Li	Datin Sri		Chan Tin		
	Xie	P.S.M.,				Lim Mooi	Kim		Kwan	
	Yue	D.P.T.J. J.P	Jye	Jing-Sheng	Zheng	Lang	Wooryang	Bobby		
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
For the year ended 31 December 2022										
Fees	360	360	360	360	360	240	240	240		2,520
Salaries and allowances	1,634	-	-	1,640	-	-	-	-		3,274
Contributions to retirement benefit scheme	18	-	-	-	-	-	-	-		18
Equity-settled share-based payments	1,839	-	-	1,839	-	-	-	-		3,678
Total	3,851	360	360	3,839	360	240	240	240		9,490

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

11. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

Directors' and chief executive's emoluments (Continued)

Notes:

- (i) The executive directors' emoluments shown above were paid for the services in connection with the management of the affairs of the Company and the Group.
- (ii) The independent non-executive directors' emoluments shown above were paid for the services as directors of the Company.
- (iii) Sim Tze Jye resigned as an executive director with effect from 14 April 2023.
- (iv) Peng Zhihong was appointed as an executive director with effect from 14 April 2023.
- (v) Peng Wenting was appointed as an independent non-executive director with effect from 2 February 2023.
- (vi) Chan Tin Kwan Bobby passed away in late January 2023.
- (vii) Dr. Hsu Jing-Sheng resigned as an executive director with effect from 29 February 2024.

Employees' emoluments

Of the five individuals with the highest emoluments in the Group, two (2022: two) were directors of the Company, details of whose emoluments are included above. The emoluments of the remaining three (2022: three) individuals were as follows:

	2023 HK\$'000	2022 HK\$'000
Salaries and allowances	5,289	5,208
Contributions to retirement benefit scheme	247	358
Performance related bonuses	587	1,224
Equity-settled share-based payments	197	174
	6,320	6,964

The emoluments of the remaining three (2022: three) individuals (including one (2022: one) senior management staff) for the year was within the following bands:

	2023 Number of employees	2022 Number of employees
HK\$1,500,001 to HK\$2,000,000	2	1
HK\$2,000,001 to HK\$2,500,000	–	1
HK\$2,500,001 to HK\$3,000,000	1	–
HK\$3,000,001 to HK\$3,500,000	–	1

During the year, no emoluments were paid by the Group to other directors, chief executive or the five individuals with the highest emoluments in the Group as an inducement to join or upon joining the Group or as compensation for loss of office and no directors or chief executive of the Company waived or agreed to waive any emoluments.

**NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (CONTINUED)**

For the year ended 31 December 2023

12. TAXATION

	2023 HK\$'000	2022 HK\$'000
Continuing operations		
Current tax charge		
– Australian Company Tax	136,373	89,994
Deferred tax (credit) charge (Note 30)	(50,090)	39,603
	86,283	129,597

Under Australian tax law, the tax rate used for the year is 30% (2022: 30%) on taxable profits on Australian incorporated entities.

Taxation for the year is reconciled to profit before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

	2023 HK\$'000	2022 HK\$'000
Continuing operations		
Profit before taxation	189,081	393,107
Tax at Australian Company Tax rate of 30% (2022: 30%)	56,724	117,932
Tax effect of expenses not deductible for tax purpose	30,178	15,818
Tax effect of income not taxable for tax purpose	(619)	(4,153)
Taxation for the year	86,283	129,597

**NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (CONTINUED)**

For the year ended 31 December 2023

13. PROFIT FOR THE YEAR

	2023 HK\$'000	2022 HK\$'000
Continuing operations		
Profit for the year has been arrived at after charging:		
Auditor's remuneration	2,210	2,210
Cost of inventories recognised as an expense	524,835	523,847
Depreciation of property, plant and equipment	49,589	37,018
Depreciation of right-of-use assets	13,067	12,060
Staff costs (including directors' emoluments (as disclosed in note 11))		
– Salaries and other benefits	160,484	154,605
– Contributions to retirement benefit schemes	13,373	12,804
– Share-based payment expenses	4,305	3,852
	178,162	171,261

14. EARNINGS PER SHARE

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

	2023 HK\$'000	2022 HK\$'000
Earnings (loss) for the purpose of basic and diluted earnings (loss) per share from:		
Continuing operations		
– Profit for the year attributable to the owners of the Company from continuing operations	68,390	216,750
Discontinued operation		
– Loss for the year attributable to the owners of the Company from discontinued operation	–	(635)
Continuing and discontinued operations		
– Profit for the year attributable to the owners of the Company	68,390	216,115
	2023	2022
	'000	'000
Number of shares		
Number of ordinary shares for the purpose of basic and diluted earnings per share	1,366,000	1,366,000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

14. EARNINGS PER SHARE (Continued)

The computation of diluted earnings per share does not assume the exercise of all of the Company's share options as the exercise price of those options was higher than the average market price for both years.

Basic and diluted loss per share for the discontinued operation for the year ended 31 December 2022 is HK0.1 cent per share.

15. JOINT ARRANGEMENTS

Joint operation

In July 2010, Gallop Pioneer Limited ("GPL"), as the purchaser, a wholly owned subsidiary of the Company, and Mr. Chan Kon Fung (an independent third party) as the vendor ("Mr. Chan" or "Vendor"), signed a sale and purchase agreement ("Parksong S&P Agreement") in relation to the acquisition of 100% interest in Parksong Mining and Resource Recycling Limited ("Parksong"). The completion of the acquisition of Parksong took place on 4 March 2011 (the "Date of Completion"). Parksong held 82% interest in Yunnan Tin Hong Kong (Holding) Group Co., Limited ("YTHK") and its subsidiaries (including YT Parksong Australia Holding Pty Limited ("YTPAH")) as at the Date of Completion.

YTPAH and Bluestone Mines Tasmania Pty Ltd. ("BMT"), an independent third party, entered into a joint venture agreement (the "JV Agreement") that an unincorporated joint venture was established by YTPAH and BMT to jointly manage certain mining projects ("JV Projects") located in Tasmania, Australia which comprises of (i) the Renison underground mine, concentrator and infrastructure, (ii) the Mount Bischoff open cut tin project ("Mount Bischoff") and (iii) the Retails tailing retreatment projects (hereinafter collectively referred to as the "Mining Assets"). According to the JV Agreement, YTPAH and BMT severally owned 50% interests of the Mining Assets and obliged to 50% of the corresponding liabilities. Each of YTPAH and BMT is entitled to 50% of the output from the operation of the Mining Assets and is responsible for 50% of the expenses incurred.

Pursuant to the Parksong S&P Agreement, other than the assets and liabilities relating to the JV Projects, the Vendor is entitled to receive and is obliged to pay cash in respect of the receivables and payables of Parksong and its subsidiaries at the Date of Completion. As such, at the Date of Completion, the Group recognised a net payable to the Vendor, representing the excess of receivables over payables that the Vendor is entitled to receive and the Group is obliged to pay to Vendor in cash, as other payables and such payable is outstanding at the end of the reporting period (see note 27).

The JV Projects are managed by a management committee ("Management Committee") of Bluestone Mines Tasmania Joint Venture Pty Limited ("BMTJV"). Each of YTPAH and BMT is entitled to appoint three representatives to the Management Committee. Under the JV Agreement, certain key decisions on relevant activities, including but not limited to strategic financial and operating policies of those JV Projects, require the unanimous consent from both YTPAH and BMT. Other operational decisions, which are not relevant activities, made by the Management Committee require a simple majority vote. Hence, YTPAH is able to exercise joint control over the JV Projects and the assets and liabilities of the JV Projects which were acquired by the Group are accounted for as joint operation. The Group's share of the assets, liabilities, revenue and expenses in relation to the JV Projects are reflected in the consolidated financial information of YTHK and its subsidiary, i.e. YTPAH, as disclosed in note 41.

BMTJV has no asset and liability as at 31 December 2023 and 2022 and no income and expenses incurred during the years ended 31 December 2023 and 2022.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

16. PROPERTY, PLANT AND EQUIPMENT

	Owned properties	Mine properties and developments	Leasehold improvement	Construction in progress	Furniture and fixtures	Plant, machinery and equipment	Motor vehicles	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
COST								
At 1 January 2022	39,459	1,013,193	5,559	130,266	3,873	275,490	10,338	1,478,178
Exchange adjustment	(2,855)	(62,140)	-	(10,046)	-	(14,960)	(553)	(90,554)
Additions	815	59,687	1,550	133,114	2,468	2,588	528	200,750
Disposals	-	-	-	(70)	-	(4,165)	-	(4,235)
Transfer from exploration and evaluation assets (Note 18)	-	1,757	-	-	-	-	-	1,757
Transfer from right-of-use assets	-	-	-	-	-	1,788	-	1,788
Transfer upon completion	21,923	-	-	(24,455)	-	2,070	462	-
At 31 December 2022	59,342	1,012,497	7,109	228,809	6,341	262,811	10,775	1,587,684
Exchange adjustment	1,858	3,039	-	(2,968)	-	816	101	2,846
Additions	1,022	132,594	900	80,119	3,073	7,099	4,525	229,332
Disposals	-	-	-	(420)	(43)	(12,218)	(183)	(12,864)
Transfer from exploration and evaluation assets (Note 18)	-	32,843	-	-	-	-	-	32,843
Transfer from right-of-use assets	-	-	-	-	-	14,909	359	15,268
Transfer upon completion	89,481	65,631	-	(200,959)	-	45,178	669	-
At 31 December 2023	151,703	1,246,604	8,009	104,581	9,371	318,595	16,246	1,855,109
ACCUMULATED DEPRECIATION								
At 1 January 2022	15,727	862,051	5,559	-	3,873	166,022	7,647	1,060,879
Exchange adjustment	(994)	(50,724)	-	-	-	(9,909)	(450)	(62,077)
Provided for the year	2,378	17,618	375	-	286	15,268	1,093	37,018
Eliminated on disposals	-	-	-	-	-	(4,139)	-	(4,139)
Transfer from right-of-use assets	-	-	-	-	-	1,013	-	1,013
At 31 December 2022	17,111	828,945	5,934	-	4,159	168,255	8,290	1,032,694
Exchange adjustment	92	(772)	-	-	-	117	13	(550)
Provided for the year	5,499	23,012	1,187	-	849	17,834	1,208	49,589
Eliminated on disposals	-	-	-	-	(2)	(12,055)	(109)	(12,166)
Transfer from right-of-use assets	-	-	-	-	-	11,503	210	11,713
At 31 December 2023	22,702	851,185	7,121	-	5,006	185,654	9,612	1,081,280
CARRYING VALUES								
At 31 December 2023	129,001	395,419	888	104,581	4,365	132,941	6,634	773,829
At 31 December 2022	42,231	183,552	1,175	228,809	2,182	94,556	2,485	554,990

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

16. PROPERTY, PLANT AND EQUIPMENT (Continued)

Other than construction in progress and mine properties and developments, the above items of property, plant and equipment are depreciated using the straight-line basis over the following term or at the following rates per annum:

Owned properties	4%–20%
Leasehold improvement	Over the term of the lease
Furniture and fixtures	20%
Plant, machinery and equipment	10%–33%
Motor vehicles	12.5%–25%

Depreciation on mine properties and developments is provided to write off the cost of the mine properties and developments using the unit of production method over the remaining life of the mine based on the proven and probable reserves. The life of mine is based on the total estimated proven and probable reserves of the ore mines. The term of the lease of such mines granted by the Mineral and Resources Department of Tasmania to the Group will expire on 1 August 2031. Effective depreciation rate for the year ended 31 December 2023 is 10.9% (2022: 9.2%).

Impairment assessment on the cash-generating unit of the Renison underground mine

For the purposes of impairment assessment, mining-related property, plant and equipment (which mainly include the mine properties and developments, owned properties, construction in progress, machineries for the mine operation), right-of-use assets for the mine operation and exploration and evaluation assets have been considered as one cash-generating unit (“CGU of the Mining Operation”) as these assets are related to the Renison underground mine.

The Group’s management applied discounted cash flow method to assess the recoverable amount of the CGU of the Mining Operation. The discounted cash flow method was based on a discount rate of 21.0% (2022: 23.1%) or a pre-tax discount rate of 29.3% (2022: 32.3%) and cash flow projection prepared from financial forecasts approved by the directors of the Company covering the expected mine life period until the mine resources run out based on proven and probable reserves and applied a probability on the indicated resources. The discount rate was estimated by using the capital asset pricing model. Other inputs for the calculation related to the estimation of cash inflows/outflows include AUD/USD forward exchange rate ranging from 1:0.625 to 1:0.684 (2022: 1:0.606 to 1:0.687), future market price of tin concentrate from USD22,046 to USD26,191 (2022: USD24,670 to USD29,057) per tonne, which is benchmarked to analyst consensus forecast or research institution forecast.

As at 31 December 2023 and 2022, no impairment on the CGU of the Mining Operation is recognised as the recoverable amount of the CGU exceeded its carrying value.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

17. RIGHT-OF-USE ASSETS

	Leased properties HK\$'000	Machinery HK\$'000	Motor vehicles HK\$'000	Total HK\$'000
As at 31 December 2023				
Carrying amounts	9,138	23,191	20,565	52,894
As at 31 December 2022				
Carrying amounts	7,254	15,213	4,329	26,796
For the year ended 31 December 2023				
Depreciation	6,103	5,146	1,818	13,067
For the year ended 31 December 2022				
Depreciation	3,203	8,704	153	12,060
			For the year ended 31 December	
			2023	2022
			HK\$'000	HK\$'000
Total cash outflow for leases			25,150	14,548
Additions to right-of use assets			42,180	17,422

The Group leases various motor vehicles, properties, machinery and equipment for its operations. Lease contracts are entered into for fixed term of two to four years. Certain leases of equipment with carrying amount of HK\$43,756,000 (2022: HK\$19,542,000) were pledged as at 31 December 2023 and carried interest ranged from 2.7% to 7.7% (2022: 2.7% to 6.4%) per annum. Lease terms are negotiated on an individual basis and contain different terms and conditions.

As at 31 December 2023, lease liabilities of HK\$37,681,000 (2022: HK\$17,684,000) with related right-of-use assets of HK\$43,757,000 (2022: HK\$19,743,000) are under hire purchase arrangements where the Group will obtain the title of the underlying assets at end of the lease term. In addition, lease liabilities of HK\$9,897,000 are recognised with related right-of-use assets of HK\$9,137,000 as at 31 December 2023 (2022: lease liabilities of HK\$7,871,000 and related right-of-use assets of HK\$7,053,000) in relation to leased properties. This constitute the major non-cash transaction. These lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

**NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (CONTINUED)**

For the year ended 31 December 2023

18. EXPLORATION AND EVALUATION ASSETS

	HK\$'000
CARRYING AMOUNT	
At 1 January 2022	422,711
Additions	12,827
Transfer to property, plant and equipment (Note 16)	(1,757)
Exchange adjustment	(25,604)
At 31 December 2022	408,177
Additions	21,228
Transfer to property, plant and equipment (Note 16)	(32,843)
Exchange adjustment	(529)
At 31 December 2023	396,033

Impairment assessment on the carrying amount of mining operation cash-generating unit, including the exploration and evaluation assets, has been disclosed in note 16.

19. DEPOSITS

Included in the deposits, deposits with the carrying amount of HK\$19,483,000 (2022: HK\$19,514,000) as at 31 December 2023 represent deposits paid by the Group to the Mineral and Resources Department of Tasmania as a deposit for operating in the mining industry in Tasmania, Australia. The deposits are refundable upon the cessation of mining activities or closure of mines and the environmental rehabilitation work of relevant mines meets government's requirements.

20. INVESTMENT IN AN ASSOCIATE

	2023 HK\$'000	2022 HK\$'000
Cost of investment	8,355	1,239
Less: Impairment recognised	(7,330)	(1,175)
Share of post-acquisition loss	(1,025)	–
	–	64

**NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (CONTINUED)**

For the year ended 31 December 2023

20. INVESTMENT IN AN ASSOCIATE (Continued)

Particulars of the Group's associate at 31 December 2023 and 2022 are as follows:

Name of associate	Place of incorporation	Proportion of nominal value of issued ordinary share capital held by the Group		Principal activity
		2023	2022	
Alyson Holdings Limited	British Virgin Islands	33%	33%	Investment holding*

* The subsidiary of Alyson Holdings Limited is a licensed corporation for the Type 1 (Dealing in securities), Type 4 (Advising on securities) and Type 9 (Asset Management) activities under the Hong Kong Securities and Futures Ordinance. It is engaged in the provision of dealing in securities and asset management services.

As at 31 December 2023 and 2022, the Group's management assesses the recoverable amount of the investment in an associate, which is lower than its carrying value. Accordingly, impairment amounting to HK\$7,330,000 (2022: HK\$1,175,000) is recognised as at 31 December 2023.

Summarised financial information of the associate is set out below:

	2023 HK\$'000	2022 HK\$'000
Current assets	3,986	201
Non-current assets	220	5
Current liabilities	(7,656)	(549)
Loss and total comprehensive expense for the year	(3,107)	(1,382)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

21. INVENTORIES

	2023 HK\$'000	2022 HK\$'000
Tin concentrates	46,510	16,604
Ore stocks	13,264	8,234
Work-in-progress	3,806	3,484
Spare parts	50,002	39,179
Others	561	628
	114,143	68,129

22. TRADE RECEIVABLES

Trade receivables arose from sales of tin concentrate. Trade receivables as at 1 January 2022 amounted to HK\$83,368,000.

For sales of tin concentrate, the Group allows a credit period of 3 working days for 85% of the provisional value upon the delivery of goods (at the point when control of goods is transferred to customer) and issue of provisional invoices. For the remaining 15%, the Group allows a credit period of 10 working days after the issue of final invoice, which is derived based on the mutual agreement on grade and weights of tin concentrates with the customer and the adjustments on the final sales prices based on the market price of tin. It normally takes around 1 to 2 months after delivery of goods for the issue of final invoice. The Group's trade receivables are aged 0-30 days based on invoice date at the end of the reporting period.

As at 31 December 2023, the Group did not hold any collateral or other credit enhancements to cover its credit risks associated with the trade receivables classified as financial assets at FVTPL. Accordingly, its carrying amount of HK\$55,002,000 (2022: HK\$20,540,000) represents the maximum exposure to credit risk at 31 December 2023.

As at 31 December 2023 and 2022, the carrying amounts of the Group's trade receivables were all denominated in USD, currency other than the functional currency of the respective group entity. Details of fair value measurement are set out in note 34(c).

23. FINANCIAL INVESTMENT AT AMORTISED COST

During the year ended 31 December 2022, the Group invested into a private fund at cost of approximately USD6,200,000 (equivalent to HK\$48,406,000). A fixed return on the investment at 6% per annum is agreed with the fund and the fund is required to be redeemed in its entirety at the end of twelve months from the date of investment. Details of impairment assessment of fund investment at amortised cost for the year ended 31 December 2023 are set out in note 34(b). During the year ended 31 December 2023, interest income of HK\$646,000 (2022: HK\$2,260,000) was recognised in profit or loss. As at 31 December 2023, the fund investment at amortised cost amounting to HK\$23,806,000 (2022: HK\$49,414,000) (net of impairment losses under expected credit model of HK\$27,509,000 (2022: HK\$1,252,000)) is expected to be recovered after more than one year (2022: within one year) and accordingly is classified as non-current assets (2022: current assets).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

24. OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS

	2023 HK\$'000	2022 HK\$'000
Prepaid insurance expenses	5,029	2,168
Deposits placed with a securities broker	–	7,808
Goods services tax recoverable	4,277	3,900
Rental deposit	586	560
Prepaid legal expenses	7,792	253
Other prepayments	4,189	4,324
Other receivables	3,859	4,830
	25,732	23,843

25. CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise demand deposits and bank deposits held by the Group with an original maturity of three months or less and cash balances. The bank deposits carried effective interest rates ranging from 0.2% to 5.25% (2022: 0.01% to 0.635%) per annum.

The Group's cash and cash equivalents, that are denominated in currencies other than the functional currency of the respective group entities are set out below:

	2023 HK\$'000	2022 HK\$'000
USD	115,504	121,926
HK\$	8,730	6,545

26. TRADE PAYABLES

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

	2023 HK\$'000	2022 HK\$'000
0-30 days	43,889	48,419
31-60 days	26,918	–
61-90 days	375	–
	71,182	48,419

The average credit period granted by creditors is 30 days. The Group has financial risk management policies in place to ensure that all payables are within the credit timeframe.

**NOTES TO THE CONSOLIDATED
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For the year ended 31 December 2023

27. OTHER PAYABLES AND ACCRUALS

	2023 HK\$'000	2022 HK\$'000
Net payables to the Vendor (Note)	65,669	65,784
Construction cost payables	3,516	–
Accrued staff costs	47,700	38,541
Accrued royalty	11,841	2,604
Other payables	4,730	1,953
	133,456	108,882

Note: As detailed in note 15, the amount arose from the acquisition of Parksong represented the net payables to the Vendor based on the financial information of Parksong and its subsidiaries other than the joint operations as at Date of Completion. The amount should be settled net by cash. Details of dispute with the Vendor on these payables are also disclosed in note 36. GPL and Parksong are wholly-owned subsidiaries of the Company.

28. LEASE LIABILITIES

	2023 HK\$'000	2022 HK\$'000
Lease liabilities payable:		
Within a period not exceeding one year	21,707	14,662
More than one year but not exceeding two years	16,325	7,722
More than two years but not exceeding five years	9,546	3,171
	47,578	25,555
Less: Amount due for settlement with 12 months shown under current liabilities	(21,707)	(14,662)
Amount due for settlement after 12 months shown under non-current liabilities	25,871	10,893

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

29. SHARE CAPITAL

	Number of shares	Share capital HK\$'000
Ordinary shares		
Authorised:		
At 1 January 2022 (HK\$0.005 each)	20,000,000,000	100,000
Share consolidation (Note)	(16,000,000,000)	–
At 31 December 2022 and 31 December 2023 (HK\$0.025 each)	4,000,000,000	100,000
Issued and fully paid:		
At 1 January 2022	6,830,000,000	34,150
Share consolidation (Note)	(5,464,000,000)	–
At 31 December 2022 and 31 December 2023	1,366,000,000	34,150

Note: On 27 June 2022, the Company passed a special resolution for every five issued and unissued ordinary shares of par value of HK\$0.005 each in the share capital of the Group (the “Existing Shares”) be consolidated into one ordinary share of par value of HK\$0.025 each (the “Consolidated Shares”) (the “Share Consolidation”), such Consolidated Share(s) shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the constitutional documents of the Group. Upon the completion of the Share Consolidation the authorised share capital of the Group changed from HK\$100,000,000 divided into 20,000,000,000 Existing Shares of par value of HK\$0.005 each to HK\$100,000,000 divided into 4,000,000,000 Consolidated Shares of par value of HK\$0.025 each.

30. DEFERRED TAXATION

For the purpose of presentation in the consolidated statement of financial position, deferred tax assets and liabilities have been offset. The following is the major deferred tax assets (liabilities) recognised by the Group and movements thereon, during the current and prior years:

	Accelerated tax depreciation HK\$'000	Provisions and accrued charges HK\$'000	Fair value adjustment on mine properties and developments and exploration and evaluation assets HK\$'000	Total HK\$'000
At 1 January 2022	–	30,649	(140,873)	(110,224)
(Charge) credit to profit or loss (Note 12)	(43,289)	1,689	1,997	(39,603)
Exchange adjustment	(1,960)	931	8,567	7,538
At 31 December 2022	(45,249)	33,269	(130,309)	(142,289)
Credit to profit or loss (Note 12)	26,514	21,651	1,925	50,090
Exchange adjustment	523	529	248	1,300
At 31 December 2023	(18,212)	55,449	(128,136)	(90,899)

Accelerated tax depreciation represents the timing differences between accounting depreciation and tax deductions for certain capital expenditures under the applicable tax laws in Australia and is measured based on the tax consequences in which the Group expects at the end of each reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

31. PROVISION FOR REHABILITATION

	HK\$'000
At 1 January 2023	74,614
Adjustments on provision for rehabilitation	66,035
Unwinding of discount (Note 10)	696
Exchange adjustment	1,321
	<hr/>
At 31 December 2023	142,666

The provision for rehabilitation represents the estimated cost of decommission and rehabilitation of mines and processing sites of the mining projects of the joint operation to be carried out at the end of their producing lives. As at 31 December 2023, the discount rate used in determination the provision for rehabilitation is 4.19% (2022: 3.57%) per annum, which is the 10-year government bond yield in Australia.

The provision for rehabilitation cost has been estimated by the management based on current regulatory requirements and is discounted to present value. However, significant changes in the regulatory requirements, timing of performance of reclamation activities or discount rate will result in changes to the amount of provision from period to period.

During the year ended 31 December 2023, there were discussions with external consultants and regulatory authorities relating to the closure plans of Renison underground mine. As a result, an additional provision for rehabilitation of HK\$55,357,000 arose from the revised closure plan of Renison underground mine. The additional provision made in relation to the revised closure plan was capitalised during the year ended 31 December 2023. The additional provision for rehabilitation mainly included the preliminarily estimated total costs for implementing the revised closure plan. As at 31 December 2023, the provision for rehabilitation of Renison underground mine is HK\$86,392,000 (2022: HK\$29,177,000).

32. DISPOSAL OF A SUBSIDIARY

On 31 December 2022, the Group completed the disposal of the entire issued share capital in Greentech Technology International Development Limited ("Greentech Development"), the then wholly-owned subsidiary of the Company, at a cash consideration of HK\$3,200,000.

The loss for the year from the discontinued trading of mineral products operation are set out below.

	2022 HK\$'000
Loss for the year from the discontinued trading of mineral products operation	(1,100)
Gain on disposal of trading of mineral products operation	465
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	(635)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

32. DISPOSAL OF A SUBSIDIARY (Continued)

The result of Greentech Development for the year ended 31 December 2022 is as follows:

	2022 HK\$'000
Revenue	606,440
Cost of sales	(595,996)
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Gross profit	10,444
Other income	2
Administrative expenses	(67)
Other expenses	(139)
Other gains and losses	285
Finance costs	(11,693)
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Loss before taxation	(1,168)
Taxation credit	68
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Loss and total comprehensive expense for the year	(1,100)
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Loss for the year from discontinued operation include the following:	
Auditor's remuneration (Note)	–
Cost of inventories recognised as an expense	(595,996)
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Note: The auditor's remuneration was borne by the ultimate holding company.

During the year ended 31 December 2022, Greentech Development paid approximately HK\$162,000 to the Group's net operating cash flows and received approximately HK\$160,000 in respect of investing activities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

32. DISPOSAL OF A SUBSIDIARY (Continued)

The major classes of assets and liabilities of Greentech Development as at the date of disposal are as follows:

	HK\$'000
Inventories	160,792
Cash and cash equivalents	2,513
Tax payable	(675)
Shareholder's borrowing	(160,041)
Others	169
Net assets disposed of	2,758
Gain on disposal	
Cash consideration	3,200
Net assets disposed of	(2,758)
Translation reserve released	23
	465
Net cash inflow arising on disposal	
Cash consideration	3,200
Less: cash and cash equivalents disposed of	(2,513)
	687

33. CAPITAL RISK MANAGEMENT

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

The capital structure of the Group consists of net debt, which includes lease liabilities disclosed in note 28, net of cash and cash equivalents, and equity attributable to owners of the Company, comprising issued share capital and reserves. The management of the Group reviews the capital structure on a continuous basis taking into account the cost of capital and the risk associated with the capital. The Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as issuance of new debts or redemption of existing debts.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

34. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

	2023 HK\$'000	2022 HK\$'000
Financial assets		
Amortised cost	247,664	274,655
FVTPL	55,002	20,546
Financial liabilities		
Amortised cost	140,567	128,824

(b) Financial risk management objectives and policies

The Group's major financial instruments include trade receivables, financial investment at amortised cost, other receivables and deposits, cash and cash equivalents, trade payables, other payables and dividend payable to a non-controlling shareholder of a subsidiary. Details of these financial instruments are disclosed in respective notes. The risk associated with these financial instruments include market risk (currency risk, interest rate risk and commodity price 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.

Market risk

Currency risk

Several group entities have cash and cash equivalents, trade receivables, other payables, other receivables and deposits, sales and purchases denominated in foreign currencies of respective group entities and inter-group balances, which expose the Group to foreign currency risk. The management of the Group monitors foreign exchange exposure and will consider hedging further significant foreign currency exposure should the need arise.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities and intra-group balances at the end of the reporting period:

	Assets		Liabilities	
	2023 HK\$'000	2022 HK\$'000	2023 HK\$'000	2022 HK\$'000
USD	225,696	211,400	–	14,123
HK\$	31,027	21,112	30,010	14,923
Intra-group balances				
HK\$	25,360	14,495	1,622	1,622

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

34. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

Currency risk (Continued)

Sensitivity analysis

If USD and HK\$ appreciates against the functional currency of each group entity by 10% (2022: 10%), the Group's post-tax profit for the year will increase by HK\$15,799,000 and HK\$1,733,000 (2022: HK\$13,809,000 and HK\$1,334,000), respectively, and vice versa. 10% (2022: 10%) 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 monetary items which are denominated in relevant foreign currencies of respective group entities and adjusts its translation at the end of the reporting period for a 10% (2022: 10%) change in the relevant foreign currencies exchange rates.

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure does not reflect the exposure during the year.

Interest rate risk

As at 31 December 2023, the Group is exposed to fair value interest rate risk in relation to fixed-rate financial investment at amortised cost, bank deposits and lease liabilities (see notes 23, 25 and 28 for details).

The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank balances as at 31 December 2023 and 2022 (see note 25 for details). The Group cash flow interest rate risk is mainly concentrated on the fluctuation of interest rates on bank balances. The Group manages its interest rate exposures by assessing the potential impact arising from any interest rate movements based on interest rate level and outlook.

The Group's bank balances have exposure to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on bank balances. The directors of the Company consider the Group's exposure of the bank balances to interest rate risk is not significant.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

34. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

Commodity price risk

The Group's commodity price risk is mainly the exposure to fluctuations in the London Metal Exchange cash settlement average price of tin which are the major commodities produced and sold by the Group. To minimise this risk, the Group will consider entering into tin future and forward contracts to manage the Group's exposure in relation to forecasted sales of tin concentrate should the need arises.

Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to deposits, other receivables, bank balances and financial investment at amortised cost. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

In order to minimise the credit risk, the management of the Group is responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the expected credit losses of each individual debt at the end of the reporting period.

Bank balances with gross carrying amount of HK\$201,232,000 (2022: HK\$189,768,000) are placed in various authorised financial institutions and the directors of the Company consider the credit risk of such authorised financial institutions is low. The balances were assessed individually based on 12m ECL.

The management of the Group considers the credit risks of the refundable deposits with gross carrying amount of HK\$21,771,000 (2022: HK\$21,315,000) that are paid to the Mineral and Resources Department of Tasmania or the landlord are low. The management of the Group considers the probability of default is low and the balance was assessed individually based on 12m ECL.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

34. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

As at 31 December 2023, the fund has not been redeemed for interest payments and principal. Therefore, the management of the Group considers the financial investment at amortised cost with gross carrying amount of HK\$51,315,000 (2022: HK\$50,666,000) is credit-impaired. In measuring the lifetime expected credit loss, the Group considers the expectation on the amount and timing of cash flows which take into account the realisable value of the assets held by the counterparty and accordingly, impairment loss of HK\$26,257,000 (2022: HK\$1,252,000) was recognised in profit or loss.

For other receivables and deposits with gross carrying amount of HK\$834,000 (2022: HK\$14,147,000), the management makes periodic individual assessment on the recoverability of other receivables and deposits based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportable forward-looking information. The management believes that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL. For the years ended 31 December 2023 and 2022, the Group assessed the ECL for other receivables and deposits are insignificant and thus no loss allowance is recognised.

The movement in the impairment in respect of the financial investments at amortised cost during the year was follows:

	12m ECL HK\$'000	Lifetime ECL (credit-impaired) HK\$'000
At 1 January 2022	–	–
New financial assets originated	1,252	–
At 31 December 2022	1,252	–
Change due to financial assets recognised at 1 January 2023:		
– Transfer to lifetime ECL (credit-impaired)	(1,252)	1,252
– Impairment loss recognised	–	26,257
At 31 December 2023	–	27,509

**NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (CONTINUED)**

For the year ended 31 December 2023

34. FINANCIAL INSTRUMENTS (Continued)**(b) Financial risk management objectives and policies (Continued)****Liquidity risk**

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, that includes both principal and interest cash flows, based on the earliest date on which the Group can be required to pay. The maturity dates for non-derivative financial liabilities and lease liabilities are based on the agreed repayment dates.

	Weighted average effective interest rate %	On demand or less than 3 months HK\$'000	3 months to 1 year HK\$'000	Between 1 to 5 years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amount HK\$'000
31 December 2023						
Trade payables	N/A	71,182	-	-	71,182	71,182
Other payables	N/A	69,385	-	-	69,385	69,385
Lease liabilities	7.0	6,900	17,470	27,492	51,862	47,578
		147,467	17,470	27,492	192,429	188,145
31 December 2022						
Trade payables	N/A	48,419	-	-	48,419	48,419
Other payables	N/A	66,282	-	-	66,282	66,282
Lease liabilities	5.5	4,364	11,351	11,386	27,101	25,555
Dividend payable to a non-controlling shareholder of a subsidiary	N/A	14,123	-	-	14,123	14,123
		133,188	11,351	11,386	155,925	154,379

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

34. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurements of financial instruments

The vice president of the Company is responsible to determine the appropriate valuation techniques and inputs for fair value measurements and shall report to the board of directors of the Company semi-annually to explain the cause of fluctuation in the fair value. There has been no change from the valuation technique used in the prior year. In estimating the fair value of an asset, the Group uses market-observable data to the extent it is available.

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

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

Information about the valuation techniques and inputs used in determining the fair value of financial assets at FVTPL are disclosed below.

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

	Fair value		Fair value hierarchy	Valuation technique and key input(s)
	2023 HK\$'000	2022 HK\$'000		
Financial assets:				
Equity security at FVTPL	-	6	Level 1	Quoted bid price in an active market
Trade receivables (Note 22)	55,002	20,540	Level 2	Derived from the quoted forward tin price

There was no transfer between different levels of the fair value hierarchy during both years.

(ii) Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis

The management of the Group estimates the fair value of its financial assets and financial liabilities measured at amortised cost using the discounted cash flows analysis.

The management of the Group considers that the carrying amounts of financial assets and financial liabilities recorded in the consolidated statement of financial position approximate their fair values.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

35. CAPITAL COMMITMENTS

At the end of the reporting period, the Group's share of capital commitments of the JV Projects are as follows:

	2023 HK\$'000	2022 HK\$'000
Capital expenditure contracted for but not provided in the consolidated financial statements in respect of property, plant and equipment of JV Projects	32,875	51,910
Commitments on mineral tenement	13,157	12,982

As at 31 December 2023 and 2022, YTPAH has provided a guarantee and indemnity to a lessor relating to the Group's lease liabilities. This guarantee and indemnity is given to a finance lessor jointly and severally with BMT.

36. LITIGATION

HCA 1357/2011

The legal proceedings involves the disputes regarding the Parksong S&P Agreement in relation to the sale and purchase of the entire issued share capital of Parksong signed between Mr. Chan as the vendor, GPL as the purchaser and the Company being GPL's parent company as the guarantor. The completion of the acquisition of Parksong took place on 4 March 2011 ("Completion Date").

GPL and the Company were named as 1st Defendant and 2nd Defendant in a writ of summons with a statement of claim dated 11 August 2011 filed by Mr. Chan under High Court Action number 1357 of 2011 ("HCA 1357 Action") (which was subsequently amended).

Under the statement of claim, Mr. Chan alleged that GPL and the Company have breached the Parksong S&P Agreement by failing to make payment of AUD15,143,422 (equivalent to approximately HK\$78,340,180 at 31 December 2023), being the alleged amount of the "Receivables" which Mr. Chan alleged is entitled under the Parksong S&P Agreement ("Mr. Chan's Claim").

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

36. LITIGATION (Continued)

HCA 1357/2011 (Continued)

GPL and the Company denied Mr. Chan's Claim and have made counterclaim against Mr. Chan for his breach of the respective terms and/or guarantees and/or warranties in the Parksong S&P Agreement. GPL and the Company filed their defence and counterclaim on 11 October 2011 which has subsequently been amended ("GPL and the Company D&C"). Under GPL and the Company D&C, GPL and the Company sought to, amongst others, claim against Mr. Chan by way of counterclaim and set-off and stated that GPL has suffered loss and damage by reason of the following: (1) Mr. Chan has failed to make a payment to GPL in settlement of payables under the Parksong S&P Agreement ("Payables") (apart from the amount of AUD476,393 under (2) below); (2) GPL and the Company are disputing that Mr. Chan is entitled to claim the amount of AUD3,048,387 forming part of the Receivables and claim Mr. Chan for the sum of AUD476,393 forming part of the Payables in respect of cut-off of called cash payment as at the Completion Date ("Called Sum Issue"); (3) Mr. Chan has prepared 3 sets of documents which showed a conflicting picture as to who was the owner of an advanced sum of AUD16.3 million ("AUD16.3 Million Issue") to YTHK, a majority-owned subsidiary of Parksong, before the completion of the acquisition; and/or further the said advanced sum of AUD16.3 million may be an amount owed to one of its shareholder, Yunnan Tin Group (Holding) Company Limited ("Yunnan Tin PRC"), by YTHK which is not recorded in the relevant accounts (and thus amounting to an additional amount under the Payables (as defined above)) which Mr. Chan is liable to compensate GPL for the said advanced sum of AUD16.3 million; (4) Mr. Chan unilaterally caused an Australian subsidiary of YTHK, YTPAH, to enter into a tin concentrate package purchase underwriting agreement and a management agreement with YTATR for the period of the life of the mine on 1 December 2010, without the consent of GPL ("December Agreement Issue"); and (5) the claimed sum of AUD5,496,266 due to production shortfall of contained tin in concentrate from the mine in Australia for the first anniversary after the Completion Date and compensation for each of the second and third anniversaries ("Production Shortfall Issue"). On 23 December 2021, GPL and the Company gave notice to Mr. Chan that GPL shall discontinue its counterclaim on the December Agreement Issue. On 30 January 2024, GPL and the Company agreed with Mr. Chan that GPL and the Company shall abandon the Called Sum Issue, the Production Shortfall Issue and the Payables (other than AUD16.3 Million Issue and the sum of AUD3,244,520 stated under the following paragraph which Mr. Chan disputes liability but does not dispute its amount). Therefore, the present claims of GPL and the Company are the respective sums of AUD3,244,520, AUD16,300,000, totaling AUD19,544,520 (approximately of HK\$101,078,317 in total at 31 December 2023) and damages etc.

Save and except that Mr. Chan has admitted in his reply and defence to counterclaim dated 9 December 2011 and subsequently amended ("R&DC") that, amongst others, (1) the third set of documents as pleaded in GPL and the Company D&C reflected the correct position and understanding of Mr. Chan, GPL and the Company in making the Parksong S&P Agreement, and (2) that the Payables due under the Parksong S&P Agreement was at the sum of AUD3,244,520 (but Mr. Chan disputes he is liable for it), Mr. Chan has denied the claims made in GPL and the Company D&C.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

36. LITIGATION (Continued)

HCA 1357/2011 (Continued)

For the AUD16.3 Million Issue, an application for joinder of parties to engage Yunnan Tin PRC and YTHK was made in July 2014. By a court order dated 19 December 2017, Yunnan Tin PRC and YTHK were joined into the HCA1357 Action as 3rd Defendant and 4th Defendant. Subsequently on 19 March 2018, Yunnan Tin PRC served its defence and counterclaim (which was amended on 26 July 2018) in HCA 1357 Action (“Yunnan Tin PRC D&C”) under which Yunnan Tin PRC counterclaims against each of Mr. Chan, Parksong, YTHK and GPL for damages and/or the sum of AUD16.3 million and/or to join in a re-assignment of the sum of AUD16.3 million to Yunnan Tin PRC and/or rectification of accounts of YTHK to recognise the sum of AUD16.3 million as being due to Yunnan Tin PRC. From May 2018 to March 2019, Mr. Chan, Parksong, YTHK and GPL also filed its respective defence(s) to Yunnan Tin PRC’s counterclaim; Parksong, YTHK and GPL also made further counterclaims against Mr. Chan.

Further, an application for expert evidence on the AUD16.3 Million Issue was made by GPL and the Company in August 2014. Expert evidence on AUD16.3 Million Issue was made by GPL and the Company and Mr. Chan. Yunnan Tin PRC also prepared expert report on AUD16.3 Million Issue in September 2020. Joint Report/Statement by the experts were also made in respect of these issues in April 2021.

A hearing of case management conference took place on 18 October 2021 and a direction was made to set the case down for trial with 41 days reserved which shall commence on 6 May 2024. A pre trial review hearing took place on 6 March 2024.

Mr. Chan and GPL and the Company attended a mediation on 16 August 2012 in relation to the disputes in the legal proceedings. In or about December 2021, GPL and the Company attempted mediation with Mr. Chan but Mr. Chan indicated that he did not wish to do mediation again at that moment and might re-consider the same should there be change of circumstances. At present, no settlement has been reached by the parties. The parties are proceeding with the legal proceedings.

HCA 3132/2016

A writ of summons with general endorsements under High Court Action number 3132/2016 (“HCA 3132 Action”) was issued by Yunnan Tin PRC against Parksong, YTHK and Mr. Chan on 30 November 2016. Under HCA 3132 Action, Yunnan Tin PRC has made various claims which relates to the AUD16.3 Million Issue. The writ of summons was eventually served in November 2017. At the hearing on 19 December 2017 under HCA 1357 Action, both Mr. Chan and Yunnan Tin PRC indicated their understanding that the matters under HCA 3132 Action shall be more conveniently dealt with under HCA 1357 Action and it indicated that HCA 3132 Action should be discontinued in due course. On 10 April 2019, order was given by the Court that HCA 3132 Action be stayed pending the determination of all the disputes in HCA 1357 Action.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

36. LITIGATION (Continued)

HCA 492/2017

By an amended writ of summons dated 3 March 2017, the Company, GPL, Parksong and YTHK as 4 plaintiffs have issued the writ with general endorsements under High Court Action number 492 of 2017 (“HCA 492 Action”) under which, amongst others, GPL and the Company made various claims against Mr. Chan as defendant including a declaration that Mr. Chan shall indemnify GPL and the Company for damages and loss suffered as a consequence of the claims of Yunnan Tin PRC under HCA 3132 Action and for the sum of AUD16.3 million for breach of the Parksong S&P Agreement. Under HCA 492 Action, Parksong and YTHK have also, without prejudice to any defence or counterclaim they may have against Yunnan Tin PRC, made claims against Mr. Chan as defendant for breach of fiduciary duty/director’s duty while Mr. Chan was acting as a director of Parksong and YTHK for, amongst others, matters arising from HCA 3132 Action. On 13 March 2018, Mr. Chan’s legal advisor acknowledged service to the amended writ of summons of HCA 492 Action. In March 2018, the plaintiffs made an application for extension to file a full statement of claim and the matter has been adjourned to be heard for directions at the hearing on 10 April 2019. It is intended that the matters under HCA 492 Action shall be dealt with under HCA 1357 Action. On 10 April 2019, order was given by the Court that HCA 492 Action be stayed pending the determination of all the disputes in HCA 1357 Action.

37. RETIREMENT BENEFIT SCHEMES

The Group operates a Mandatory Provident Fund (“MPF”) Scheme under rules and regulations of MPF Schemes Ordinance for all qualifying employees in Hong Kong. All the employees of the Group in Hong Kong are required to join the MPF Scheme. Contributions are made based on a percentage of the employees’ salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund.

The employees for mining operation are employed by BMTJV on behalf of YTPAH and BMT. These employees are members of a state-managed retirement benefit scheme in Australia (superannuation fund). The Group is required to contribute a certain percentage of their payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

The Group’s employer contributions vest fully with the employees when contributed into these retirement benefit scheme. No forfeited contribution is available to reduce the contribution payable in the future years as at 31 December 2023 and 2022.

During the year ended 31 December 2023, the Group’s total contributions to the retirement benefit schemes is approximately HK\$13,373,000 (2022: HK\$12,804,000).

**NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS (CONTINUED)**

For the year ended 31 December 2023

38. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

	Lease liabilities (Note 28) HK\$'000	Shareholder's borrowing HK\$'000	Dividend payable to a non-controlling shareholder of a subsidiary HK\$'000
At 1 January 2022	22,584	66,078	31,564
Financing cash flows	(14,548)	80,018	(45,688)
Exchange adjustment	(1,170)	(196)	–
New leases entered	17,422	–	–
Interest expenses	1,267	14,141	–
Dividend declared to non-controlling shareholder of a subsidiary	–	–	28,247
Disposal of a subsidiary	–	(160,041)	–
At 31 December 2022	25,555	–	14,123
Financing cash flows	(25,150)	–	(13,804)
Exchange adjustment	466	–	(319)
New leases entered	42,180	–	–
Interest expenses	4,527	–	–
At 31 December 2023	47,578	–	–

39. RELATED PARTY TRANSACTIONS

During the year, the Group has entered into the following transactions with related parties:

	For the year ended 31 December	
	2023 HK\$'000	2022 HK\$'000
Sales of tin concentrate to YTATR (Notes a & b)	820,875	931,380
Interest expense on shareholder's borrowing from Cybernaut Greentech Investment Holding (HK) Limited	–	2,448
Interest expense on shareholder's borrowing from Tan Sri Dato' Koo Yuen Kim P.S.M., D.P.T.J. J.P	–	11,693
Consultancy fee expense to an associate	1,000	–
Additions of property, plant and equipment from Yunnan Tin PRC	3,110	–

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

39. RELATED PARTY TRANSACTIONS (Continued)

	As at 31 December	
	2023 HK\$'000	2022 HK\$'000
Amount due from YTATR included in trade receivables (Note c)	55,002	20,540

Notes:

- (a) The price of tin concentrates per dry metric ton was agreed between the Group and YTATR after taking into account the factors:
- (i) the London Metal Exchange cash settlement average price of tin/copper metal;
 - (ii) the treatment charge per dry metric ton;
 - (iii) deduction based on the final tin/copper content; and
 - (iv) penalty for impurity.
- The sales of tin concentrate to YTATR constitute continuing connected transactions under the Listing Rules.
- (b) The transactions represent the revenue from sales of tin concentrate to YTATR, a company which invests in Australia mineral resource projects located in Australia, and is a subsidiary of the non-controlling shareholder who has significant influence on a subsidiary of the Company.
- (c) Details of trade receivables with the related party are set out in note 22.

Compensation of key management personnel

The remuneration of members of key management including directors of the Company during the year was as follows:

	2023 HK\$'000	2022 HK\$'000
Short-term benefits	7,641	7,684
Contributions to retirement benefit scheme	36	36
Equity-settled share-based payments	4,305	3,852
	11,982	11,572

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

40. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	2023 HK\$'000	2022 HK\$'000
Non-current assets		
Investments in subsidiaries	166,558	164,805
Amounts due from subsidiaries	694,075	679,370
Financial investment at amortised cost	23,806	–
Property, plant and equipment	5,349	3,425
Deposit	2,234	–
Right-of-use assets	5,531	5,603
	897,553	853,203
Current assets		
Financial investment at amortised cost	–	49,414
Other receivables and prepayments	7,781	2,791
Cash and cash equivalents	12,881	43,417
	20,662	95,622
Current liabilities		
Other payables and accruals	1,823	1,153
Lease liabilities	4,791	2,608
Amounts due to subsidiaries	289,616	240,713
	296,230	244,474
Net current liabilities	(275,568)	(148,852)
Total assets less current liabilities	621,985	704,351
Capital and reserves		
Share capital	34,150	34,150
Reserves	586,658	666,634
Total equity	620,808	700,784
Non-current liability		
Lease liabilities	1,177	3,567
	621,985	704,351

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

40. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Movements of reserves of the Company

	Share premium HK\$'000	Translation reserve HK\$'000	Share- based payments reserve HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 1 January 2022	950,427	(156,809)	–	(90,128)	703,490
Loss for the year	–	–	–	(30,196)	(30,196)
Exchange difference arising on translation of presentation currency	–	(10,512)	–	–	(10,512)
Total comprehensive expense for the year	–	(10,512)	–	(30,196)	(40,708)
Recognition of equity-settled share-based payments	–	–	3,852	–	3,852
At 31 December 2022	950,427	(167,321)	3,852	(120,324)	666,634
Loss for the year	–	–	–	(84,024)	(84,024)
Exchange difference arising on translation of presentation currency	–	(257)	–	–	(257)
Total comprehensive expense for the year	–	(257)	–	(84,024)	(84,281)
Recognition of equity-settled share-based payments	–	–	4,305	–	4,305
At 31 December 2023	950,427	(167,578)	8,157	(204,348)	586,658

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

41. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

The table below lists the principal subsidiaries of the Company:

Name of subsidiaries	Place of incorporation/ operation	Issued and fully paid share capital/ registered capital		Proportion of ownership interest held by the Company				Principal activities
		2023	2022	Directly 2023	2022	Indirectly 2023	2022	
GPL	The BVI/Hong Kong	USD100	USD100	100%	100%	-	-	Investment holding
Parksong	Hong Kong	HK\$10,000	HK\$10,000	-	-	100%	100%	Investment holding
YTHK	Hong Kong	HK\$10,000	HK\$10,000	-	-	82%	82%	Investment holding
YTPAH	Australia	AUD1	AUD1	-	-	82%	82%	Exploration, development and mining of tin and copper bearing ores in Australia

The directors of the Company are of the opinion that a complete list of all subsidiaries and their particulars will be of excessive length.

None of the subsidiaries had issued any debt securities at the end of the year or during both years.

The table below shows details of non-wholly owned subsidiaries of the Group that has material non-controlling interests:

Name of subsidiaries	Place of incorporation and principal place of business	Proportion of ownership interests and voting rights held by non-controlling interests		Profit for the year allocated to non-controlling interests		Accumulated non-controlling interests	
		As at 31 December		For the year ended 31 December		As at 31 December	
		2023	2022	2023	2022	2023	2022
				HK\$'000	HK\$'000	HK\$'000	HK\$'000
YTHK and its subsidiary (YTPAH)	Hong Kong/Australia	18%	18%	34,408	46,760	86,788	51,719

YTPAH engages in exploration, development and mining of tin and copper bearing ores in Australia through a joint operation (see note 15 for details).

Summarised financial information in respect of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

41. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued)

YTHK and its subsidiary (YTPAH)

	2023 HK\$'000	2022 HK\$'000
Non-current assets	1,226,503	998,337
Current assets	357,192	278,706
Total assets	1,583,695	1,277,043
Non-current liabilities	(256,042)	(217,111)
Current liabilities	(845,498)	(772,602)
Total liabilities	(1,101,540)	(989,713)
Net assets	482,155	287,330
	2023 HK\$'000	2022 HK\$'000
Revenue	820,875	931,380
Expenses	(629,722)	(671,603)
Profit for the year	191,153	259,777
Other comprehensive income (expense) for the year	3,672	(14,125)
Total comprehensive income for the year	194,825	245,652
Profit for the year attributable to		
– owners of the Company	156,745	213,017
– non-controlling interests of YTHK	34,408	46,760
Profit for the year	191,153	259,777

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

41. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued)

YTHK and its subsidiary (YTPAH) (Continued)

	2023 HK\$'000	2022 HK\$'000
Other comprehensive income (expense) for the year attributable to		
– owners of the Company	3,011	(11,582)
– non-controlling interests of YTHK	661	(2,543)
Other comprehensive income (expense) for the year	3,672	(14,125)
Total comprehensive income for the year attributable to		
– owners of the Company	159,756	201,435
– non-controlling interests of YTHK	35,069	44,217
Total comprehensive income for the year	194,825	245,652
Dividends declared to		
– owners of the Company	–	128,681
– non-controlling interests of YTHK	–	28,247
	–	156,928
Net cash inflow from operating activities	245,304	280,369
Net cash outflow from investing activities	(187,132)	(209,073)
Net cash outflow from financing activities	(32,231)	(185,960)
Net cash inflow (outflow)	25,941	(114,664)

42. DIVIDENDS

No dividend was paid or proposed for ordinary shareholders of the Company during the year ended 31 December 2023 (2022: nil) nor has any dividend been proposed by the directors of the Company since the end of the reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

43. SHARE-BASED PAYMENT TRANSACTIONS

The shareholders of the Company passed a resolution at the extraordinary general meeting on 16 June 2021 to adopt a share option scheme (the "Scheme") for the purpose of granting options to the eligible participants as incentives or rewards for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group. The eligible participants include any eligible employee (whether full time or part time, including any executive director but excluding any non-executive director) of the Company or any of its subsidiaries and any non-executive director (including independent non-executive directors) of the Company or any of its subsidiaries.

As at 31 December 2023, the number of shares in respect of which options had been granted and remained outstanding under the Scheme was 28,686,000 (2022: 28,686,000) (adjusted for share consolidation), representing 2.1% (2022: 2.1%) of the shares of the Company in issue at that date.

Options granted must be taken up within 3 days of the date of grant, upon payment of HK\$1 per option. Options may be exercised from the date of grant of the share option to the 10th anniversary of the date of grant in accordance with the vesting schedule. The exercise price is determined by the directors of the Company, and will not be less than the higher of (i) the closing price of the Company's shares on the date of grant, (ii) the average closing price of the shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's share.

Details of specific categories of options are as follows:

Date of grant	Vesting date	Exercise period	Number of share option (after share consolidation)	Exercise price (after share consolidation) HK\$
14 April 2022	14 April 2023	14 April 2023 to 13 April 2032	2,868,600	0.935
14 April 2022	14 April 2025	14 April 2025 to 13 April 2032	8,605,800	0.935
14 April 2022	14 April 2026	14 April 2026 to 13 April 2032	8,605,800	0.935
14 April 2022	14 April 2027	14 April 2027 to 13 April 2032	8,605,800	0.935

The following table discloses movements of the Scheme during the year:

	Outstanding at 1 January 2022	Granted during the year	Effect of share consolidation	Outstanding at 31 December 2022 and 31 December 2023
Directors	-	136,600,000	(109,280,000)	27,320,000
Employee	-	6,830,000	(5,464,000)	1,366,000
	-	143,430,000	(114,744,000)	28,686,000
Exercisable at				
31 December 2023				2,868,600
31 December 2022				-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2023

43. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

The estimated fair value of the options granted on 14 April 2022 was HK\$16,416,000 and the inputs of the model were as follows. The closing price for the immediately preceding the date of grant is HK\$0.1808 (before share consolidation) per share.

Share price (adjusted for share consolidation)	HK\$0.935
Exercise price (adjusted for share consolidation)	HK\$0.935
Expected volatility	57.17%
Expected life	10 years
Risk-free rate	2.52%
Expected dividend yield	0%

Expected volatility was determined by using the historical volatility of the share price of comparable companies in the market over the previous 10 years. Risk-free rate adopted is the Hong Kong dollar sovereign curve. The variables and assumptions used in computing the fair value of the share options are based on the management's best estimate. The value of an option varies with different variables of a number of subjective assumptions. Any change in the variables so adopted may materially affect the estimation of the fair value of an option.

The Group recognised the total expenses of HK\$4,305,000 (2022: HK\$3,852,000) for the year ended 31 December 2023 in relation to share options granted by the Company.

FIVE-YEAR FINANCIAL SUMMARY

RESULTS

	For the year ended 31 December				
	2019 HK\$'000	2020 HK\$'000	2021 HK\$'000	2022 HK\$'000	2023 HK\$'000
Revenue from continuing operations	443,661	664,300	979,884	931,380	820,875
(Loss) profit attributable to owners of the Company from continuing operations	(61,589)	(25,663)	345,017	216,750	68,390

ASSETS AND LIABILITIES

	As at 31 December				
	2019 HK\$'000	2020 HK\$'000	2021 HK\$'000	2022 HK\$'000	2023 HK\$'000
Total assets	745,836	1,050,744	1,321,424	1,394,905	1,664,463
Total liabilities	(325,287)	(608,121)	(523,438)	(413,882)	(572,954)
Total equity	420,549	442,623	797,986	981,023	1,091,509