



**WORLDSEC LIMITED**

**Annual Report for the year ended 31 December 2021**

# **CORPORATE INFORMATION**

## **Board of Directors**

### **Non-Executive Chairman**

Alastair GUNN-FORBES\*

### **Executive Directors**

Henry Ying Chew CHEONG (Deputy Chairman)

Ernest Chiu Shun SHE

### **Non-Executive Directors**

Mark Chung FONG\*

Martyn Stuart WELLS\*

Stephen Lister d'Anyers WILLIS\*

*\* independent*

### **Company Secretary**

Vistra Company Secretaries Limited

First Floor, Templeback, 10 Temple Back, Bristol, BS1 6FL, United Kingdom

### **Assistant Company Secretary**

Ocorian Services (Bermuda) Limited

Victoria Place, 5<sup>th</sup> Floor, 31 Victoria Street, Hamilton HM 10, Bermuda

### **Registered Office Address**

Victoria Place, 5<sup>th</sup> Floor, 31 Victoria Street, Hamilton HM 10, Bermuda

### **Registration Number**

EC21466 Bermuda

### **Principal Bankers**

The Hongkong and Shanghai Banking Corporation Limited

1 Queen's Road, Central, Hong Kong

### **External Auditor**

BDO Limited

25th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong

### **Principal Share Registrar and Transfer Office**

Ocorian Management (Bermuda) Limited

Victoria Place, 5<sup>th</sup> Floor, 31 Victoria Street, Hamilton HM 10, Bermuda

### **International Branch Registrar**

Link Market Services (Jersey) Limited

12 Castle Street, St Helier, JE2 3RT, Jersey, Channel Islands

### **United Kingdom Transfer Agent**

Link Group

10<sup>th</sup> Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL, United Kingdom

### **Investor Relations**

For further information about Worldsec Limited, please contact:

Henry Ying Chew CHEONG

Executive Director, Worldsec Group

Unit 607, 6th Floor, FWD Financial Centre, 308 Des Voeux Road Central, Sheung Wan, Hong Kong

[enquiry@worldsec.com](mailto:enquiry@worldsec.com)

### **Company's Website**

<http://www.worldsec.com>

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## Chairman's Statement

### RESULTS AND REVIEW

I am pleased to report that, for the year ended 31 December 2021, Worldsec Limited (the "Company") and its subsidiaries (together the "Group") achieved an audited consolidated profit of US\$636,000, compared with a profit of US\$944,000 in 2020. Earnings per share were US0.75 cent (2020: US1.10 cents). Net asset value per share was US7.4 cents (2020: US6.7 cents). Detailed discussion of the results and financial position of the Group is set out in the directors' report on pages 3 to 20.

During the year under review and subsequent to the year end, the Group has been active in rebalancing, expanding and diversifying its investment portfolio.

As mentioned in the Company's 2021 Interim Report, in March 2021, the Group made a new investment, through the acquisition of the Class B Ordinary Shares (the "Cambium Class B Shares") of Cambium Grove Growth Opps IV Limited ("Cambium Opps"), in Cambium Opps, the sole underlying investment asset of which is an equity interest in a fresh produce and grocery on-demand e-commerce operator, Dingdong (Cayman) Limited ("Dingdong").

Furthermore, in March and July 2021, the Group redeemed certain of its holdings in the Unicorn Equity Investment Portfolio Class D Shares (the "Homaer Class D Shares") of the Homaer Asset Management Master Fund SPC (the "Homaer Fund") and converted the rest of such holdings into the Class A Shares of the restructured Homaer Fund. Following such redemptions, the Group has recouped almost all of its initial cost of investment in the Homaer Class D Shares that were acquired not much more than two years ago.

Subsequent to the year end, the Group made two other new investments consisting of:

- an investment through the subscription of the Class A Participating Shares (the "VS Class A Shares") of VS SPC Limited ("VS") established by LQ Pacific Partners Limited, in VS, the sole underlying investment asset of which is an equity interest in Animoca Brands Corporation Limited ("Animoca"). The Animoca group is principally engaged in the development and publication of blockchain games and traditional games; and
- an investment through the subscription of the Class A Participating Shares (the "Hermitage Class A Shares") of the Hermitage Galaxy Fund SPC attributable to the Hermitage Fund Twelve SP (the "Hermitage Fund Twelve") established by Hermitage Capital HK Limited, in the Hermitage Fund Twelve, the sole underlying investment asset of which is an equity interest in Innovusion Holdings Ltd ("Innovusion"). The Innovusion group is principally engaged in the development of image-grade light detection and ranging ("LiDAR") sensor systems for the autonomous vehicle and advance driver-assistance system market.

With the three new investments acquired during the year under review and subsequent to the year end, the Group has expanded its investment portfolio with an emphasis on the technology sector with a view to capturing the growth opportunities that are expected to arise in the digital era.

## PROSPECTS

In response to the outbreak of COVID-19 pandemic, governments around the world chose to institute lockdowns as a means to contain and suppress the spread of the coronavirus, while at the same time putting in both monetary and fiscal stimulus financial packages of unprecedented scale in order to stabilise economic activities which were hugely disrupted by the lockdown measures. Tremendous efforts were focused on developing safe and effective vaccines to slow and control the rapidly spreading disease. Two years on, despite the approval of vaccines by the World Health Organisation and the remarkable progress in vaccination campaigns, the rampant spread of the coronavirus variants remains a threat to the health of mankind.

The lockdown measures saw huge disruptions in the global supply chain network, which coupled with the launch of the colossal financial stimulus packages by governments at a time of low interest rates, have resulted in the increase in the prices of commodities, food, healthcare, housing and many other daily necessary items. It is therefore no surprise to see the recent jump in inflation. To add to the woes, the Russia-Ukraine war and the resulting sanctions imposed on Russia have added pressure to the world's supply chain environment especially in oil and gas industry. The sanctions will undoubtedly have a negative impact on Russia's economy and financial system, but it will also adversely affect the energy sector particularly in the European continent. Apart from the moves towards higher interest rates to dampen inflation, the near future will be nothing but uncertainty.

In the long term, however, the secular and structural trends towards digitalisation and Internet of things, accelerated and reinforced by the COVID-19 pandemic and the consequent lockdowns, are unstoppable and irreversible and have seismic economic and societal implications. The underlying assets of the Group's three newly acquired investments as mentioned earlier, namely Dingdong, Innovusion and Animoca, are technology-based companies with products aiming to enhance in one way or another the quality of life of the consumers in the digital era. The Group will continue to explore opportunities under the changing megatrends and will make progress in expanding and refining its investment portfolio in accordance with the Company's investment objectives.

## NOTE OF APPRECIATION

I wish to thank my fellow directors and staff for their efforts and contributions made during the year ended 31 December 2021. I would also like to extend a note of appreciation to shareholders for their continued support of the Company.

Alastair Gunn-Forbes  
Non-Executive Chairman  
26 April 2022

## DIRECTORS' REPORT

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The directors submit the annual report of the Company and the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2021.

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The Company and its subsidiaries are principally engaged in investment in unlisted companies in the Greater China and South East Asian region.

### RESULTS AND FINANCIAL POSITION

The audited consolidated profit of the Company and its subsidiaries for the year ended 31 December 2021 was US\$636,000, compared with a profit of US\$944,000 in 2020. Earnings per share were US0.75 cent (2020: US1.10 cents). The profit was contributed by the gains realised from the redemptions of certain of the Group's holdings in the Homaer Class D Shares, the positive change in the fair value of its remaining holdings in the Class A Shares of the restructured Homaer Fund as a result of the increase in the valuation of the underlying investment in ByteDance and the positive change in the fair value of the Group's stock market investment portfolio. Furthermore, in addition to the annual dividend contribution of US\$96,000 received from the Group's Investment in the ICBC Specialised Ship Leasing Investment Fund (the "ICBC Shipping Fund"), there were dividends aggregated from its stock market investment portfolio amounting to US\$49,000, thus generating total dividend income of US\$145,000.

As at 31 December 2021, the net assets of the Group amounted to US\$6.3 million (2020: US\$5.6 million), equivalent to US7.4 cents per share (2020: US6.7 cents). Non-current financial assets at fair value through profit or loss remained almost unchanged at US\$3.8m as the redemptions of certain of the Group's holdings in the Homaer Class D Shares and the impairment in the carrying value of its investment in Velocity Mobile Limited ("Velocity") (as discussed below) were offset by the positive change in the fair value of the Group's remaining holdings in the Class A Shares of the restructured Homaer Fund and by the acquisition of the Cambium Class B Shares (as discussed below).

Further details of the Group's results and financial position are set out in the consolidated statement of profit or loss and other comprehensive income on page 27, the consolidated statement of financial position on page 28 and notes to the consolidated financial statements on pages 32 to 71.

The Board does not propose to declare any dividend for the year ended 31 December 2021 (2020: nil).

### REVIEW

The Company is a closed-ended investment company with a premium listing under Chapter 15 of the Listing Rules of the Financial Conduct Authority in the United Kingdom. In accordance with the Company's investment policy, a copy of which is set out on page 72, the investment strategy of the Group focuses on investing in small to medium sized trading companies based mainly in the Greater China and South East Asian region with a view to building a diversified portfolio of minority investments in such companies. The investment objective of the Company is to achieve attractive investment returns through capital appreciation on a medium to long term horizon. To spread the investment risk of the Group, none of the Group's investments at the time when made exceeded 20% of its gross assets.

As at the date of this report, the investment portfolio of the Group, including the two new investments acquired subsequent to the year end, comprises a total of nine investments and investee companies.

## DIRECTORS' REPORT (CONTINUED)

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### ICBC Shipping Fund

The Group's investment in the ICBC Shipping Fund, which is involved in marine vessel leasing, continued to provide a stable contribution through dividend income generating revenue amounting to US\$96,000

### ByteDance through the Homaer Fund

The Group holds an investment in the Class A Shares of the restructured Homaer Fund, the sole underlying investment asset of which is an equity interest in ByteDance.

ByteDance is an unlisted holding company of a technology group that operates a series of mobile application platforms powered by artificial intelligence across cultures and geographies. The ByteDance group has a portfolio of products that are available in over 150 markets and 75 languages and that include Douyin, Toutiao, TikTok, Xigua Video, Helo, Lark and Volcano Engine (or known as BytePlus for overseas markets).

As a leading technology group with dominant market positions across a number of content platform segments, the ByteDance group, along with other Chinese technology giants, has been facing increasing regulatory pressure from both the Chinese and foreign governments. Notwithstanding the challenging and at times inimical environment, the ByteDance group continued to achieve strong growth with revenue reported to have grown in the region of 70% outperforming its major competitors during 2021. The ByteDance group also made a series of acquisitions of companies and assets operating in a broad range of activities in the technology sector that includes, amongst others, cloud computing, gaming and virtualisation. This reflects the continued efforts on the part of the ByteDance group to diversify its product base from Douyin and TikTok and to expand its source of revenue. Meantime, as reported by Reuters, based on an internal memorandum issued by the chief executive officer, Mr. Liang Rubo, the business activities of the ByteDance group would be reorganised under six operating units:

- **Douyin** - The news aggregator Toutiao, Xigua Video and the search engine Baike would be merged with Douyin, the short-form video platform which is the Chinese version of TikTok.
- **TikTok** - TikTok would remain a separate unit and support cross-border e-commerce. It has more than 1 billion users around the globe. TikTok was the most downloaded mobile application in 2021 with 656 million downloads, according to the statistics compiled by Apptopia. As the world is recovering from the COVID-19 pandemic, people across the globe have increasingly been consuming content at home. This has been a particularly timely boon to TikTok which has been facing serious geopolitical challenges in recent years.
- **Lark and Volcano Engine** - Lark and Volcano Engine would be the core of two separate units that offer virtual workspace and recommendation algorithms to corporate clients. In December 2021, Volcano Engine launched 78 cloud-based services, ranging from cloud infrastructure, video and content distribution, data platform, development platform to artificial intelligence.
- **Dali Education** - Following the introduction of new sweeping rules on private tutoring by the Chinese regulators, Dali Education has officially ceased the operations of its four major platforms, namely, GoGoKid, NPY, Qingbei and Tangyuan English. Instead, it has been building a platform for teachers, Tan Shuiyuan, that provides training and teaching materials and knowledge sharing. While companies in the K-12 tutoring sector were forced to restructure as non-profit entities, cut back on operating hours and remove foreign investments, the vocational education sector has received the blessing from the Chinese regulators and its development has been encouraged. The employee development department would also be transformed into a vocational education centre and would be merged into Dali Education.
- **Nuverse** - Nuverse would be responsible for the research and development of new games.

## **DIRECTORS' REPORT (CONTINUED)**

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As mentioned in the Company's 2021 Interim Report, on 31 March 2021, the Group redeemed 15% of its initial investment in the Homaer Class D Shares for US\$400,000. In July 2021, in response to the proposals offered under a restructure of the Homaer Fund, the Group submitted a redemption and conversion notice for the redemption of another 16% of its initial investment in the Homaer Class D Shares for US\$577,000 and the conversion of the rest of such investment valued at US\$2,500,000 into the Class A Shares of the restructured Homaer Fund. Upon the completion of such redemptions, the Group has recouped almost all of its initial cost of investment in the Homaer Class D Shares that were acquired not much more than two years ago.

### **Dingdong through Cambium Opps**

Through the Cambium Class B Shares, the Group holds an investment in Cambium Opps, the sole underlying investment asset of which is an equity interest in Dingdong.

Listed on the New York Stock Exchange, Dingdong is the holding company of an on-demand e-commerce group that operates a mobile application platform, Dingdong Fresh, providing users with fresh produce, meat and seafood and other daily necessities supported by a self-operated frontline fulfillment grid. Since its inception in 2017, the Dingdong group has expanded its business to cover 36 cities throughout China including Beijing, Shanghai, Shenzhen, and Guangzhou.

According to the financial data published by Dingdong, the revenue of the Dingdong group grew over 70% during 2021. The strong revenue growth, driven by a proactive pricing strategy to boost user purchase frequency, user retention and user penetration in newly expanded cities, was to a certain extent achieved at the cost of rising losses. Net loss amounted to RMB1.94 billion and RMB2.01 billion for the second and third quarters of 2021 respectively. Towards the latter part of the year, however, the Dingdong group proactively adjusted its strategic focus shifting to focus on building private label and in-house brands, developing and improving product capabilities, upgrading product qualities and optimising operation efficiency. Net loss for the fourth quarter of 2021 was cut to RMB1.10 billion with non-GAAP net loss margin narrowing significantly from the previous levels of over 30% to less than 13% by December 2021.

During the year, Dingdong completed the Series D and D+ rounds of financing and the initial public offering of its American depositary shares on the New York Stock Exchange, raising a total in excess of US\$1 billion. With cash reserves of RMB5.23 billion as at the end of 2021, the Dingdong group would have the financial flexibility to pursue continued business development.

Meantime, under the increasing regulatory headwinds on the technology sector in China, Chinese Internet-based companies have in general experienced substantial repricing. The repricing effect on Chinese issuers listed in the United States of America (the "US") has been further exacerbated by the dispute on audit matters between China and the US. Notwithstanding the encouraging financial performance of the Dingdong group as reflected by the strong growth in revenue and the sharp narrowing in non-GAAP net loss margin, the price of the American depositary shares of Dingdong has been no exception. Accordingly, an impairment in the carrying value of the Group's investment in Cambium Opps has been recognised for the year ended 31 December 2021.

Subsequent to the year end, the American depositary shares of Dingdong held through Cambium Opps have been distributed to the Group following the expiry of the lock-up period associated with Dingdong's initial public offering.

### **Velocity**

Velocity, an unlisted investee company of the Group, is the holding company of a technology group that operates a lifestyle mobile e-commerce platform targeting premium consumers with services focusing on the sectors of high-end travel, experiences and luxury goods.



## **DIRECTORS' REPORT (CONTINUED)**

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Having been able to meaningfully contain the early shock and negative impact of the COVID-19 pandemic, the Velocity group resumed its growth path during 2021. With premium consumers looking for luxury lifestyle activities and experiences that were sorely lacking under the lockdown restrictions, there was a notable resurgence in the demand for the services of the Velocity group. This led to a reacceleration in customer transactional spend. Coupled with a growing user base of its mobile e-commerce platform, the Velocity group saw a renewed growth in revenue that surpassed the pre-pandemic levels. Gravity, a proprietary concierge automation software developed in-house, continued to drive productivity gains that helped contribute to a second consecutive year of positive cash flow from operations. In spite of the market environment that remained challenging, Velocity for Business, a white-label product designed for enterprise clients, managed to secure new contracts that had previously been put on hold because of the uncertainty surrounding the COVID-19 pandemic.

Notwithstanding the robust financial performance of the Velocity group, an impairment in the carrying value of the Group's investment in Velocity has been recognised for the year ended 31 December 2021 based on an independent valuation that involves a change in the significant input parameters in the absence of recent market transaction price of Velocity shares.

### **Oasis Education Group Limited ("Oasis Education")**

Oasis Education is a 50% joint venture of the Group. The operating subsidiary of Oasis Education, Oasis Education Consulting (Shenzhen) Company Limited (奧偉詩教育諮詢(深圳)有限公司, "Oasis Shenzhen"), provides consulting and support services to the Huizhou Kindergarten in the Guangdong Province in China.

Following the graduation of 87 pupils in the summer of 2021, the Huizhou Kindergarten enrolled 91 new pupils for the academic term that commenced in September 2021 and another 21 new pupils for the academic term that commenced in February 2022, thus bringing its total pupil enrolment to 266. The Huizhou Kindergarten has also launched extra-curricular activities including weiqi, basketball and dancing in cooperation with after-school training institutions.

In order to meet the status of a non-profit universally-benefit kindergarten, the Huizhou Kindergarten has reorganised its operations. Certain operating costs have been cut and charges on certain ancillary items have been raised to accommodate the reduction in tuition fees. The launch of extra-curricular activities has also provided an additional source of income. The net effect on revenue has therefore been insignificant and the operations of the Huizhou Kindergarten managed to remain cash flow positive for the academic term that commenced in September 2021.

In December 2021, the Huizhou Kindergarten made a repayment of RMB400,000 to Oasis Shenzhen to retire part of its borrowings which were related to the set-up costs incurred at the time when the kindergarten was established.

### **Agrios Global Holdings Ltd ("Agrios")**

Agrios, an investee company of the Group previously listed on the Canadian Securities Exchange, used to be the holding company of a data analytics driven agriculture technology and service group that owned, leased and managed properties and equipment for eco-sustainable agronomy and provided advisory services for aeroponic cultivation to the cannabis industry.

As mentioned in the Company's 2020 Annual Report, a cease trade order in Agrios shares was issued by the British Columbia Securities Commission (the "BCSC") in October 2020 following Agrios' failure to file certain regulatory disclosures and Agrios shares were subsequently delisted from the Canadian Securities Exchange in February 2021 after Agrios' failed to meet certain interest payment obligations. At around the time of the delisting, all directors and officers resigned from the Agrios group leaving no members of the management to be engaged at its operations.

## **DIRECTORS' REPORT (CONTINUED)**

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In January 2022, a group of Asian-based Agrios shareholders applied to a Canadian court to appoint three new directors to Agrios (the “New Agrios Directors”). The New Agrios Directors have instructed a Canadian law firm to write to and notify the BCSC that there might have been misconduct on the part of the previous Agrios board. In response having taken into account of the situation, the BCSC has indicated that consideration may be given to the re-listing of Agrios shares on the Canadian Securities Exchange depending on the outcome of any further development.

Investigations into the affairs of the Agrios group by the New Agrios Directors and the group of Asian-based Agrios shareholders suggested that the previous Agrios board might have improperly transferred almost all of the Agrios group’s assets to the former chief executive officer of Agrios leaving the Agrios group in a dire financial position. Depending on the availability of funding, the New Agrios Directors are looking into the possibility of taking legal action and seeking criminal recourse in the US with a view to recovering the assets from the former Agrios chief executive officer.

The Group’s investment in Agrios had been completely written off in the financial statements for the year ended 31 December 2020.

### **ayondo Ltd (“Ayondo”)**

Ayondo, an investee company of the Group previously listed on the Catalist of the Singapore Exchange, used to be the holding company of a financial technology group that focused on social trading activity.

Despite multiple extensions, Ayondo had repeatedly failed to meet the deadlines for the submission of a proposal in connection with the resumption in the trading of its shares. In September 2021, it received a notification of delisting from the Catalist of the Singapore Exchange and a subsequent appeal in October 2021 against the delisting was turned down on the basis of a lack of new or extenuating reasons in support of such appeal. On 24 December 2021, Ayondo shares were delisted from the catalist of the Singapore Exchange. Subsequent to the delisting, the directors of Ayondo filed an application with the High Court of the Republic of Singapore to wind up Ayondo and liquidators were appointed on 28 January 2022 to pursue the winding up proceedings. According to the notice issued by the liquidators on 24 February 2022, the assets of Ayondo were insufficient to repay liabilities and as such there would not be any surplus assets available for Ayondo shareholders.

The Group’s investment in Ayondo had been completely written off in the financial statements for the year ended 31 December 2020.

In addition to the seven foregoing investments and investee companies, the Group expanded its investment portfolio through the acquisition of two new investments subsequent to the year end.

### **Animoca through VS**

Through the subscription of the VS Class A Shares, the Group invested US\$250,000 in VS, which was established by LQ Pacific Partners Limited with the sole underlying investment asset being an equity interest in Animoca.

Previously listed on the Australian Securities Exchange until March 2020 and headquartered in Hong Kong, Animoca is the holding company of a technology group that is principally engaged in the development and publication of blockchain games, traditional games and other products that include non-fungible tokens (“NFTs”). It is also an active investor in NFT-related companies and decentralised projects.

## **DIRECTORS' REPORT (CONTINUED)**

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Since the late 2010s, the core business model of the Animoca group has been undergoing a period of rapid transition from the development and marketing of traditional mobile and console games to the development and publication of blockchain games. Over the past several years, the Animoca group has successfully developed and published a broad portfolio of novel products. These include original games such as The Sandbox, Crazy Kings, and Crazy Defense Heroes, the SAND tokens and the REVV tokens and products that utilise popular intellectual properties such as Disney, WWE, Snoop Dogg, The Walking Dead, Power Rangers, MotoGP™ and Formula E. In addition, the Animoca group has a growing portfolio of more than 150 investments in NFT-related companies and decentralised projects that are contributing to building the open metaverse and that include Axie Infinity, OpenSea, Dapper Labs (NBA Top Shot), Yield Guild Games, Harmony, Alien Worlds, Star Atlas and many others.

Amongst the original games developed and published by the Animoca group, The Sandbox has received special attention not only from private equity investors but also major enterprises in the real economy. PricewaterhouseCoppers Hong Kong and a unit of HSBC have both acquired virtual real estate in the Sandbox Metaverse. Under the megatrend of digital transformation, and with the participation of such heavyweights from the commercial sector, the integration of the real economy and the virtual economy is expected to accelerate.

Over the past several years, Animoca raised a total of about US\$800 million in funding from metaverse venture capital specialist, Liberty City Ventures, as well as high-profile names including Winklevoss Capital, Soros Fund Management and Sequoia China. In addition, in around February 2022, it raised another US\$360 million at a valuation of over US\$5 billion.

Animoca was a winner in the 2021 Deloitte Hong Kong Fast 20 and was ranked in the list of Asia-Pacific High-Growth Companies 2021 compiled by the Financial Times, Nikkei Asia and Statista. At the same time, Statista also identified Animoca as one of Australia's Fastest Growing Companies 2021.

### **Innovusion through the Hermitage Fund Twelve**

Through the subscription of the Hermitage Class A Shares, the Group invested US\$500,000 in the Hermitage Fund Twelve, which was established by Hermitage Capital HK Limited with the sole underlying investment asset being an equity interest in Innovusion.

Innovusion is an unlisted holding company of a technology group that is principally engaged in the development of image grade LiDAR sensor systems for the autonomous vehicle and advance driver-assistance system markets.

Over the years since founding in 2016, the Innovusion group has successfully developed a portfolio of LiDAR products that includes Falcon. A robust LiDAR with long-distance capability of a detecting range of 500 metres, high angular resolution and ease of customerisation and integration, Falcon has been selected by Nio Inc, one of Innovusion shareholders, as the standard configuration for its new smart electric flagship sedan, ET7. Delivery of the first batch of ET7s has recently commenced, providing the opportunity for the Innovusion group to showcase the technology of Falcon being the first long-range LiDAR to be used on a consumer vehicle.

As a leading developer of LiDAR sensor systems, the Innovusion group has also been actively cooperating with a number of major leading enterprises, including notably Baidu Inc on the Baidu Apollo project, in the fields of smart transportation, rail transit and industrial automation.

During the year, Innovusion completed two rounds of financing, raising a total of US\$130 million to boost production capabilities and make further investments in research and development.

## DIRECTORS' REPORT (CONTINUED)

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### PROSPECTS

At the beginning of 2022, there were expectations that the global economy would continue to achieve robust above-trend growth and that the rise in inflation would only be transitory. The outbreak of the Russia-Ukraine war has however changed these perceptions. Following the sanctions imposed by the US, the European Union and a few other countries on Russia, the world's supply chain problems experienced under the COVID-19 pandemic have amplified, causing extra volatilities especially in the energy and commodity markets. Rising inflation and higher interest rates will undoubtedly slow down economic growth across the globe, but the main challenge facing the governments of the Western advanced economies is how to put an end to the Russia-Ukraine war. The longer the geopolitical conflict remains unresolved, the bigger will be the collateral damage to the economy of the world. This would not be a scenario favourable to the business sector and could have adverse implications on investment valuation.

In China, the "Common Prosperity" agenda, which aims to achieve a more equitable distribution of wealth, will have a positive impact on domestic consumption. This is in line with the policy to rebalance the structure of the Chinese economy reducing its dependence on exports. The successful implementation of the "Common Prosperity" agenda will gradually build up sustainable domestic demand in support of the economic growth in China. In the Government Work Report delivered to the National People's Congress in March 2022, Premier Li Keqiang highlighted the efforts of developing the digital economy, expanding digital information infrastructure, applying 5G technology on a large scale and advancing digitalisation of industries and commerce.

In the Group's investment portfolio, three of its underlying investment assets, namely, ByteDance, Dingdong and Innovusion would stand to benefit from increasing domestic consumption as their operations are China-focused. Moreover, being a technological leader in their respective fields, these technology companies are well placed to capture the growth opportunities as China enters the era of digitalisation.

The outlook for another of the Group's underlying investment asset, Animoca, appears equally positive. Since the rebranding of Facebook to Meta, metaverse has become a buzzword. Likewise, NFTs have generated a great deal of media buzz. According to various forecasts, the metaverse market and the NFT market are projected to have rapid growth and development. Being a front-runner in the blockchain game industry and a leading promoter of the concepts of metaverse and NFTs, the Animoca group has established a distinct early mover advantage in what could be two of the fastest growing segments in the fast growing technology sector.

### DIRECTORS

The directors during the year under review and up to the date of this report were and are:

Non-Executive Chairman  
Alastair Gunn-Forbes\*

Executive Directors  
Henry Ying Chew Cheong  
Ernest Chiu Shun She

Non-Executive Directors  
Mark Chung Fong\*  
Martyn Stuart Wells\*  
Stephen Lister d'Anyers Willis\*

\* *independent*

**DIRECTORS' REPORT (CONTINUED)**

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Brief biographical notes of the directors serving at the date of this report are set out on pages 73 to 75.

Save as disclosed in this report and in note 26 to the consolidated financial statements on page 70, none of the directors had during the year under review or at the end of the year a material interest, directly or indirectly, in any contract of significance with the Company or any of its subsidiaries.

Messrs Alastair Gunn-Forbes and Mark Chung Fong have served on the Board for more than nine years. (In accordance with Provision 21 of the UK Corporate Governance Code on corporate governance published in July 2018 by the Financial Reporting Council of the United Kingdom (the "Code"), both Messrs Alastair Gunn-Forbes and Mark Chung Fong retired by rotation and were re-elected to office by separate resolutions passed at the Annual General Meeting held on 26 November 2021) During the past nine year period, however, neither of them has had any major interest in the issued share capital of the Company, has been an employee or involved in the daily management of any of the Group companies, or has had any material relationship with any of the Group companies or any of the major shareholders or managers of any such companies other than being a member of the Board. Accordingly, and in accordance with Provision 10 of the Code, the Board has determined that their independence and objectivity have not been impaired and that they will therefore be able to continue to act independently in character and judgement.

At the Annual General Meeting held on 29 September 2014, shareholders approved the inclusion of the Group's non-executive directors as eligible participants of the Worldsec Employee Share Option Scheme 1997 (the "Scheme"). As explained in the 2014 annual report of the Company, the reason for such inclusion was to enable the Group to reward its non-executive directors for their commitments to the Company beyond the nominal annual fees that the Group could afford to pay during its development stage. Accordingly, and in accordance with Provision 10 of the Code, given such circumstances that have remained unchanged, the Board has determined that the participation of Messrs Alastair Gunn-Forbes, Mark Chung Fong, Martyn Stuart Wells and Stephen Lister d'Anyers Willis in the Scheme will not affect their ability to act independently in character and judgement.

**DIRECTORS' INTERESTS**

The interests of the individuals who were directors during the year under review in the issued share capital of the Company, including the interests of persons connected with a director (within the meaning of Sections 252, 253 to 255 of the United Kingdom Companies Act 2006 as if the Company were incorporated in England), the existence of which was known to, or could with reasonable diligence be ascertained by, that director, whether or not held through another party, were as follows:

	<b>At 1 January 2021</b>	<b>At 31 December 2021</b>
	<b><u>No. of shares</u></b>	<b><u>No. of shares</u></b>
Alastair Gunn-Forbes	45,000	45,000
Henry Ying Chew Cheong (Note i)	11,722,620	11,722,620
Mark Chung Fong	Nil	Nil
Ernest Chiu Shun She	550,095	550,095
Martyn Stuart Wells	Nil	Nil
Stephen Lister d'Anyers Willis	16,000	16,000

**DIRECTORS' REPORT (CONTINUED)**

Notes: (i) Mr Henry Ying Chew Cheong ("Mr Cheong") wholly owns HC Investment Holdings Limited ("HCIH"). HCIH beneficially owned 20,000,000 ordinary shares of US\$0.001 each in the Company at 1 January 2021 and 31 December 2021, respectively.

In total, Mr Cheong and his associates were the legal and beneficial owners of 31,722,620 ordinary shares of US\$0.001 each in the Company, representing 37.3% of the Company's issued share capital, at 1 January 2021 and 31 December 2021, respectively. The Company and Mr Cheong entered into a relationship agreement on 2 August 2013 (the "Relationship Agreement"). Pursuant to the Relationship Agreement, Mr Cheong has agreed to exercise his rights as a shareholder at all times, and to procure that his associates exercise their rights, so as to ensure that the Company is capable of carrying on its business independently of Mr Cheong or any control which Mr Cheong or his associates may otherwise be able to exercise over the Company. Moreover, Mr Cheong has undertaken to ensure, so far as he is able to, that all transactions, relationships and agreements between Mr Cheong or his associates and the Company or any of its subsidiaries are on arms' length terms on a normal commercial basis. Mr Cheong and the Company have also agreed, amongst other things, that he will not participate in the deliberations of the Board in relation to any proposal to enter into any commercial arrangements with Mr Cheong or his associates.

	<b>At 1 January 2021</b>	<b>At 31 December 2021</b>
	<b><u>No. of share options (Note)</u></b>	<b><u>No. of share options (Note)</u></b>
Alastair Gunn-Forbes	850,000	850,000
Henry Ying Chew Cheong	850,000	850,000
Mark Chung Fong	850,000	850,000
Ernest Chiu Shun She	850,000	850,000
Martyn Stuart Wells	850,000	850,000
Stephen Lister d'Anyers Willis	Nil	Nil

Note: 500,000 of the share options granted on 1 December 2015 entitle the holders to subscribe on a one for one basis new ordinary shares of US\$0.001 each in the Company at an exercise price of US\$0.122 per share. These share options vested six months from the date of grant and were then exercisable within a period of 9.5 years. 350,000 of the share options granted on 29 May 2019 entitle the holders to subscribe on a one for one basis new ordinary shares of US\$0.001 each in the Company at an exercise price of US\$0.034 per share. These share options vested six months from the date of grant and were then exercisable within a period of 9.5 years.

Save as disclosed above, none of the above-named directors had an interest, whether beneficial or non-beneficial, in any shares or debentures of any Group companies at the beginning or at the end of the year under review. Save as disclosed above, none of the above-named directors, or members of their immediate families, held, exercised or were awarded any right to subscribe for any shares or debentures of any Group companies during the year.

The Board confirms that (i) the Company has complied with the independence provisions set out in the Relationship Agreement since it was entered into; and (ii) so far as the Company is aware, Mr Cheong and his associates have complied with the independence provisions set out in the Relationship Agreement since it was entered into.

**DIRECTORS' REMUNERATION**

The remuneration of the directors for the year ended 31 December 2021 was as follows:

	<b>Fees</b>	<b>Share-based</b>	<b>Other</b>	<b>Total</b>
	<b>US\$'000</b>	<b>payment expenses</b>	<b>emoluments</b>	<b>US\$'000</b>
	<b>US\$'000</b>	<b>US\$'000</b>	<b>US\$'000</b>	<b>US\$'000</b>
Alastair Gunn-Forbes	13.5	-	-	13.5
Henry Ying Chew Cheong	13.5	-	-	13.5
Mark Chung Fong	13.5	-	-	13.5
Ernest Chiu Shun She	13.5	-	-	13.5
Martyn Stuart Wells	13.5	-	-	13.5
Stephen Lister d'Anyers Willis	13.5	-	-	13.5
	<b>81.0</b>	<b>-</b>	<b>-</b>	<b>81.0</b>

**DIRECTORS' REPORT (CONTINUED)**

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**PROVIDENT FUND AND PENSION CONTRIBUTION FOR DIRECTORS**

During the year under review, there was no provident fund and pension contribution for the directors.

**LETTERS OF APPOINTMENT/ SERVICE CONTRACTS**

Messrs Alastair Gunn-Forbes, Mark Chung Fong and Martyn Stuart Wells, each has entered into a letter of appointment with the Company dated 28 November 2017, and Mr Stephen Lister d'Anyers Willis has entered into a letter of appointment with the Company dated 3 June 2019, to serve as non-executive director. Each of them is entitled to a fee of £10,000 per annum. The appointment may be terminated on one month notice in writing.

Messrs Henry Ying Chew Cheong and Ernest Chiu Shun She, each has entered into a letter of appointment with the Company dated 2 August 2013 to serve as executive director. Each of them is entitled to a fee of £10,000 per annum. The appointment may be terminated on not less than six month notice in writing.

All directors are eligible to participate in the Group's bonus arrangements under which bonuses may be granted at the discretion of the Remuneration Committee and the Board. No bonus was recommended for the year ended 31 December 2021.

Save as disclosed above, there are no existing or proposed letters of appointment or service contracts between any of the directors and the Company or any of its subsidiaries which cannot be determined without payment of compensation (other than any statutory compensation) within one year.

**MAJOR INTERESTS IN SHARES**

At 3 March 2022, the Company was aware of the following direct or indirect interests representing 5% or more of the Company's issued share capital:

	<b><u>No. of shares</u></b>	<b><u>Percentage of issued share capital</u></b>
HC Investment Holdings Limited (Note i)	20,000,000	23.5%
Yue Wai Keung	4,837,500	5.7%
Luis Chi Leung Tong	5,000,000	5.9%
Henry Ying Chew Cheong	11,722,620	13.8%
Aurora Nominees Limited (Note ii)	18,750,000	22.0%
Vidacos Nominees Limited (Note ii)	5,500,000	6.5%

Notes: (i) Mr Cheong is the legal and beneficial owner of the entire issued share capital of HCIH.

(ii) Aurora Nominees Limited and Vidacos Nominees Limited act as custodians for their customers, to whom they effectively pass all rights and entitlements, including voting rights.

## **DIRECTORS' REPORT (CONTINUED)**

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### **INTERNAL CONTROL, RISK MANAGEMENT AND FINANCIAL REPORTING**

The Board is responsible for establishing and maintaining appropriate systems of internal control and risk management to safeguard the Group's interests and assets. The control measures that have been put in place cover key areas of operations, finance and compliance and aim to manage rather than eliminate risks that are inherent in the running of the business of the Group. Accordingly, the Group's systems of internal control and risk management are expected to provide reasonable but not absolute assurance against material misstatements, loss or fraud.

Amongst the control measures, the key steps that have been put in place include:

- the setting of the investment strategy and the approval of significant investment decisions of the Group by the Board to ensure consistency with the investment objective and compliance with the investment policy of the Company;
- the segregation of duties between the investment management and accounting functions of the Group;
- the adoption of written procedures in relation to the operations of the bank accounts of the Group;
- the adoption of written procedures to deal with conflicts of interests and related party transactions;
- the maintenance of proper accounting records providing with reasonable accuracy at any time information on the financial position of the Group;
- the review by the Board of the management accounts of the Group on a regular basis; and
- the engagement of external professionals to carry out company secretarial works for the Company and to assist the Group on compliance issues.

The Board considers the identification, evaluation and management of the principal risks faced by the Group under the changing environment to be an ongoing process and has kept under regular review the effectiveness of the Group's systems of internal control and risk management. The Board is satisfied that the arrangements that have been put in place represent an appropriate framework to meet the internal control and risk management requirements of the Group.

### **PRINCIPAL RISKS AND UNCERTAINTIES**

The Board considers that the principal risks and uncertainties that are relevant to the Group include:

#### **Target market risk**

Under the investment policy of the Company, the Group focuses on investing in small to medium sized trading companies based mainly in the Greater China and South East Asian region. Consequently, a sharp or prolonged downturn in the economic environment or a heightened uncertainty in the political environment in these target markets could adversely and seriously affect the underlying investments of the Group. This is clearly a risk factor beyond the Group's control. Nevertheless, in line with the investment policy of the Company, the Board will seek to invest in and maintain a diversified portfolio in order to spread the investment risk of the Group.

#### **Investment opportunity risk**

Even though the ultra-low interest rate era appears to be drawing to a close, liquidity remains abundant and the private equity space continues to be awash with investment capital and dry powder. Under such an environment, competition for quality deals has persistently been intense and aggressive, thus limiting the availability of investment opportunities for the Group. With the approval from shareholders, however, the Company has adopted a broadened investment policy. This offers greater flexibility for the Group to make investment choices from a broader range of opportunities to achieve the Company's investment objective.



## **DIRECTORS' REPORT (CONTINUED)**

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### **Key person risk**

As the Group does not engage any external investment manager, the Board is responsible for overseeing the Group's investment management activities with frontline management duties delegated to the executive directors. The Group is therefore heavily dependent on the executive directors' abilities to identify and evaluate investment targets, execute and implement investment decisions, monitor investment performance and execute and implement exit decisions. Both of the executive directors, Messrs Henry Ying Chew Cheong and Ernest Chiu Shun She, have entered into a letter of appointment with the Company with a termination clause of not less than six month notice. Moreover, Mr Cheong is also the deputy chairman and a major shareholder beneficially holding a substantial interest in the Company's issued share capital.

### **Operational risks**

The Group is exposed to various operational risks that are inherent in the running of its business, including, amongst others, the failure to comply with the investment policy of the Company, the failure to prevent misstatements, loss or fraud due to inadequacies in the Group's internal operational processes, and the failure to comply with applicable rules and regulations by the Group. As mitigating measures, the Board has established and maintained systems of internal control and risk management to safeguard the Group's interests and assets, details of which are set out in the section headed "Internal Control, Risk Management and Financial Reporting" on pages 13.

### **Financial risks**

The Group is exposed to a variety of financial risks, including market risks, credit risk and liquidity risk, which arise from its operating and investment management activities. The Group's management of such risks is coordinated at the office of Worldsec Investment (Hong Kong) Limited, the principal operating subsidiary of the Group, in close cooperation with the Board. Details of the Group's approach on financial risk management are described in note 5(b) to the consolidated financial statements on pages 51 to 55.

### **COVID-19 pandemic risk**

More than two years since the outbreak, the COVID-19 pandemic continues to have a disruptive impact on the economic and business activities across the globe. The emergence of coronavirus variants that are more infectious and the recurrence of new waves of infection have been delaying the timeline in bringing an end to the disruptions caused by health crisis. As an investment holding company, the Company has through its subsidiaries invested in various business sectors in different regional markets and certain of the investee companies and investments of the Group have been adversely affected under the pandemic environment. Nevertheless, with the substantial and effective implementation of the mass vaccination campaigns that has led to the gradual easing of the lockdown measures, the economic and business environment is expected to gradually normalise and the risk associated with the COVID-19 pandemic would eventually subside.

## **VIABILITY STATEMENT**

The directors have assessed the viability of the Company for the three years to 31 December 2024.

The directors consider that, for the purposes of this viability statement, a three year period is appropriate taking into account the Group's investment horizon under its investment strategy. Besides, there should unlikely be any significant change to most if not all of the principal risks and uncertainties facing the Group over the timeframe selected for the assessment.

## **DIRECTORS' REPORT (CONTINUED)**

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In assessing the viability of the Company and its ability to meet liabilities as they fall due, the directors have taken into consideration, amongst others:

- the investment strategy of the Group;
- the current position including the existing financial status and cost structure of the Group;
- the prospects of and the industry outlook for the Group;
- the economic and political environment of the Greater China and South East Asian region, the primary target markets in which the Group focuses its investment; and
- the potential adverse impact of the principal risks and uncertainties facing the Group and the effectiveness of the mitigating measures that have been put in place, details of which are described in the section headed "Principal Risks and Uncertainties" on pages 13 to 14.

The directors note, in particular, that the Group:

- has a liquid amount of unrestricted cash and bank balances;
- does not have any borrowings;
- does not have any commitments other than certain leases with modest outstanding rental payments; and
- has low operating expenses with a small but stable team under stringent cost control.

Accordingly, the directors are confident that the Company will be able to continue in operation and meet its liabilities as they fall due over the assessment period.

### **GOING CONCERN**

After making careful enquiries, the directors have formed a judgement, at the time of approving the consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2021, that there was a reasonable expectation that the Group would have adequate resources to carry out its operations for a period of at least twelve months from the date of approving the consolidated financial statements. For this reason, the directors have adopted the going concern basis in preparing the consolidated financial statements.

### **CORPORATE GOVERNANCE**

As a company with a premium listing on the Main Market of the London Stock Exchange, its business is subject to the principles contained in the Code, a copy of which is available on the website of the Financial Reporting Council of the United Kingdom. The Board confirms that, throughout the accounting period from 1 January to 31 December 2021, the Group complied with the relevant provisions of the Code, apart from certain exceptions set out and explained below.

The Board, comprising a non-executive chairman, three non-executive directors and two executive directors, is committed to maintaining a high standard of corporate governance. All non-executive directors are considered by the Board to be independent of management and free from any business or other relationship which could materially interfere with the exercise of their independent judgement. All directors are able to take independent professional advice in furtherance of their duties, if necessary.

The Board is responsible for establishing strategic directions and setting objectives for the Company and making significant investment decisions and monitoring the performance of the Group. The management is responsible for the day to day running of the Group's operations.

**DIRECTORS' REPORT (CONTINUED)**

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**BOARD MEETING**

The Board held three meetings during the year under review and the table below gives the attendance record.

<b><u>Director</u></b>	<b><u>Board Meeting</u></b>
Alastair Gunn-Forbes	3/3
Henry Ying Chew Cheong	3/3
Ernest Chiu Shun She	3/3
Mark Chung Fong	3/3
Martyn Stuart Wells	3/3
Stephen Lister d'Anyers Willis	3/3

Although the Board notes the requirement for a Nomination Committee (Provision 17 of the Code) to make recommendations to the Board on all new board appointments and to reassure shareholders of the suitability of a chosen director, the Board considers that, due to its small size and limited level of activities, it is not necessary to establish such a committee. The Board as a whole remains responsible for ensuring that a transparent, formal and rigorous process would be followed for any future board appointments, which would be made following a full review of the Board's balance of skills, experience, independence and knowledge. Any future recruitment process would also provide an opportunity to improve the diversity of the Board. The Board is satisfied that appropriate succession planning is in place for appointments to both the Board and senior management.

Again, due to its small size and limited level of activities, the Board has not appointed a senior independent director and did not consider an annual self-evaluation to be required during the year under review. The responsibilities normally rested with a senior independent director have been reverted to the Board as a whole. These decisions will be re-considered annually by the Board.

The Board established both an Audit Committee and a Remuneration Committee upon the re-activation of the Group's business in 2013. Details of these committees are set out below.

**AUDIT COMMITTEE**

The Audit Committee held two meetings during the year under review and the table below gives the attendance record.

<b><u>Director</u></b>	<b><u>Audit Committee Meeting</u></b>
Mark Chung Fong	2/2
Martyn Stuart Wells	2/2
Stephen Lister d'Anyers Willis	2/2

The Audit Committee is chaired by Mr Mark Chung Fong and its other current members are Messrs Martyn Stuart Wells and Stephen Lister d'Anyers Willis. The Audit Committee is appointed by the Board and the committee's membership is comprised wholly of non-executive directors.

The terms of reference of the Audit Committee (copies of which are available at the Company's registered office and the Company's website) generally follow, where applicable, those stated in the provisions of the Code.

**DIRECTORS' REPORT (CONTINUED)**

The Audit Committee meets a minimum of two times a year and may be convened at other times if required. The responsibilities of the Audit Committee include, amongst others, the examination and review of the Group's risk management, internal financial controls and financial and accounting policies and practices, as well as overseeing and reviewing the work of the Company's external auditor, their independence and the fees paid to them.

During the year under review, the activities undertaken by the Audit Committee in discharge of its duties and functions included (i) the review and recommendation to the Board of the reappointment of BDO Limited as the Company's external auditor; (ii) the review and recommendation to the Board for approval of the annual report of the Company and the consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2020; and (iii) the review and recommendation to the Board for approval of the interim report of the Company and the unaudited consolidated financial statements of the Company and its subsidiaries for the six months ended 30 June 2021. In recommending the reappointment of BDO Limited, the Audit Committee has taken into consideration, amongst others, BDO Limited's independence, objectivity and terms of engagement.

Subsequent to the year end, the activities that have been undertaken by the Audit Committee in relation to 2021 included (i) the review and recommendation to the Board of the annual report of the Company and the consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2021; (ii) the monitoring of the effectiveness of the Group's risk management and internal financial controls; and (iii) the assessment of the effectiveness of the external audit process through feedback from the management involved in the audit and through interactions with and observations and review of the level of audit services provided.

As the scale of the operations of the Group remains relatively insubstantial, the Board has decided and the Audit Committee concurs that it would not be necessary or cost-effective to set up an internal audit function.

In connection with the review of the consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2021, the Audit Committee has identified and reviewed two issues which it considered significant and details on these matters are set out in the table below.

<b><u>Significant Reporting Issue</u></b>	<b><u>Review and Assessment</u></b>
Impairment review of the Group's interests in respect of its 50% owned joint venture, Oasis Education – At 31 December 2021, the Group had an equity interest of US\$100,000 in and an amount of US\$257,000 due from Oasis Education. These carrying amounts were significant in the Group's context and their valuation was subject to judgements, estimation uncertainties and assumptions.	The Audit Committee has (i) reviewed the operational and financial performance and the latest development of Oasis Education and its subsidiary; and (ii) assessed the assumptions underlying the cash flow projection for Oasis Education and its subsidiary as well as the reliability of such projection by comparing relevant historic budgets with actual results.
Valuation of investments classified as financial assets at fair value through profit or loss ("FVTPL") categorised within level 3 of the fair value hierarchy – At 31 December 2021, the Group had interests in the ICBC Shipping Fund, Velocity, Ayondo, Agrios and the Homaer Fund, all of which were accounted for as financial assets at FVTPL categorised within the level 3 of the fair value hierarchy, totalling US\$3,709,000 and carried at fair value. These carrying amounts were significant in the Group's context and their valuation was subject to judgements and estimation uncertainties.	The Audit Committee has (i) reviewed the operational and financial performance and the latest development of the financial assets at FVTPL categorised within level 3 of the fair value hierarchy; and (ii) reviewed the valuation findings prepared by the management and in the case of Velocity by an independent valuer and discussed with the management and the independent valuer the methodologies, assumptions and input parameters used in relation to such valuation.

**DIRECTORS' REPORT (CONTINUED)**

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BDO Limited was appointed as the external auditor of the Company in February 2015, since when audit services have not been tendered competitively. The Audit Committee has concluded that a competitive tender of audit services is not necessary at this time, but acknowledges that circumstances could arise where a competitive tender for audit services may be desirable. The performance of BDO Limited as the Company's external auditor will be kept under annual review, and if satisfactory, BDO Limited will be recommended by the Audit Committee for reappointment. There are, however, no contractual obligations that would restrict the Audit Committee's choice of external auditor for the Company.

As advised by the Audit Committee and concurred with by the Board, the annual report of the Company and the audited consolidated financial statements for the year ended 31 December 2021, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's position and performance, business model and strategy.

**REMUNERATION COMMITTEE**

In accordance with Provision 32 of the Code, the Company has set up a Remuneration Committee. The Remuneration Committee held one meeting during the year under review and the table below gives the attendance record.

<b><u>Director</u></b>	<b><u>Remuneration Committee Meeting</u></b>
Martyn Stuart Wells	1/1
Alastair Gunn-Forbes	1/1
Mark Chung Fong	1/1
Stephen Lister d'Anyers Willis	1/1

The Remuneration Committee is chaired by Mr Martyn Stuart Wells and its other current members are Messrs Alastair Gunn-Forbes, Mark Chung Fong and Stephen Lister d'Anyers Willis. The Remuneration Committee is appointed by the Board and the committee's membership is comprised wholly of non-executive directors.

The terms of reference of the Remuneration Committee (copies of which are available at the Company's registered office and the Company's website) generally follow, where applicable, those stated in the provisions of the Code. They provide for the Remuneration Committee to meet at least two times a year. However, as the Group has a very small and stable workforce, the Remuneration Committee did not consider it meaningful or necessary to hold more than one meeting during the year under review.

The Remuneration Committee's responsibilities include, amongst others, the evaluation of the performance of the executive directors and senior staff, and the comparison of the Group's remuneration policy with similar organisations in the market to form the basis for the recommendations to the Board to determine the remuneration packages, which may include the grant of share options under the Scheme, for individual staff and director members.

In accordance with the Main Principle of Provision Q of the Code, no director has been involved in deciding his own remuneration.

During the year under review, the activities undertaken by the Remuneration Committee in discharge of its duties and functions included the review of and recommendation to the Board to retain the Group's previous remuneration arrangements.

**DIRECTORS' REPORT (CONTINUED)****WORLDSEC EMPLOYEE SHARE OPTION SCHEME 1997**

The following table discloses the movements of the outstanding share options under the Scheme during the year under review.

Grantee	Exercisable period	Number of options					Balance at 31 December 2021	Exercise price per share (US\$)
		Balance at 1 January 2021	Granted during the year	Exercised during the year	Forfeited during the year	Lapsed during the year		
Directors	29 November 2019 to 28 May 2020	1,750,000	-	-	-	-	1,750,000	0.034
	1 June 2016 to 30 November 2020	2,500,000	-	-	-	-	2,500,000	0.122
	29 November 2019 to 28 May 2020	300,000	-	-	-	-	300,000	0.034
	1 June 2016 to 30 November 2020	450,000	-	-	-	-	450,000	0.122
Employees	29 November 2019 to 28 May 2020	300,000	-	-	-	-	300,000	0.034
	1 June 2016 to 30 November 2020	450,000	-	-	-	-	450,000	0.122
	29 November 2019 to 28 May 2020	300,000	-	-	-	-	300,000	0.034
	1 June 2016 to 30 November 2020	450,000	-	-	-	-	450,000	0.122
		<u>5,000,000</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>5,000,000</u>	

Further details relating to the granting of the share options are set out in note 25 to the consolidated financial statements on pages 68 to 70.

**RELATION WITH SHAREHOLDERS**

Communication with shareholders is given high priority. Information about the Group's activities is provided in the annual report and the interim report of the Company which are sent to shareholders each year and are available on the website of the Company. All shareholders are encouraged to attend the Annual General Meeting at which directors are introduced and available for questions\*. Enquiries are dealt with in an informative and timely manner. Directors, including non-executive directors, are also available to meet with major shareholders on request.

*\* For the 2021 Annual General Meeting (the "2021 AGM"), because of the COVID-19 restriction measures, arrangements were put in place to enable shareholders to vote on the 2021 AGM resolutions by appointing the Chair of the 2021 AGM as a proxy and to raise questions to which the Company would respond in writing on its website*

**DIRECTORS' REPORT (CONTINUED)**

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**EXTERNAL AUDITOR**

The consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2021 have been audited by BDO Limited.

A resolution will be submitted to the next Annual General Meeting to reappoint BDO Limited as the Company's external auditor.

On behalf of the Board

**Henry Ying Chew Cheong**  
Executive Director  
26 April 2022

## **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

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The directors are required under the Bermuda Companies Act 1981 to prepare consolidated financial statements for each financial year. The directors acknowledge responsibility for the preparation of the consolidated financial statements for the year ended 31 December 2021, which give a true and fair view of the financial position of the Group as at the end of that financial year and of the financial performance of the Group for that year and which provide the necessary information for shareholders to assess the business activities and performance of the Group during that year. In preparing these consolidated financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether the consolidated financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union; and
- prepare the consolidated financial statements on a going concern basis unless it is inappropriate to presume that the Group will continue in business.

The directors confirm that the above requirements have been met.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Group. They are also responsible for the Group's system of internal financial controls, for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of frauds and other irregularities.

The directors further confirm that, to the best of their knowledge and understanding, the chairman's statements on pages 1 to 2 and the directors' report on pages 3 to 20 include a fair review of the development and performance of the business and the position of the Company and its subsidiaries taken as a whole together with a description of the principal risks and uncertainties that they face.

On behalf of the Board

**Henry Ying Chew Cheong**  
Executive Director  
26 April 2022



## **INDEPENDENT AUDITOR'S REPORT**

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### **TO THE MEMBERS OF WORLDSEC LIMITED** *(incorporated in Bermuda with limited liability)*

### **REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS**

#### **OPINION**

We have audited the consolidated financial statements of Worldsec Limited (the “Company”) and its subsidiaries (together the “Group”) set out on pages 27 to 71, which comprise the consolidated statement of financial position as at 31 December 2021, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2021, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

#### **BASIS FOR OPINION**

We conducted our audit in accordance with International Standards on Auditing (“ISAs”). 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 International Ethics Standards Board for Accountants’ Code of Ethics for Professional Accountants (the “IESBA Code”), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **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.

### **IMPAIRMENT ASSESSMENT OF INTEREST IN A JOINT VENTURE AND AMOUNT DUE FROM A JOINT VENTURE**

*Refer to note 17 to the consolidated financial statements*

The Group owns a 50% interest in a joint venture, Oasis Education Group Limited (“Oasis Education”), which is accounted for using the equity method less any impairment loss. The interest in this joint venture amounted to approximately US\$100,000 as at 31 December 2021 and the Group’s share of its losses amounted to approximately US\$8,000 for the year then ended.

In addition, the Group has advanced an amount of approximately US\$257,000 to Oasis Education as at 31 December 2021, which is subject to an impairment assessment by management.

The impairment assessment of investment in, and amount due from, Oasis Education is considered by us as a key audit matter due to significant judgement made by management over the assumptions on the future cash flows to be generated from the operation of Oasis Education.

**INDEPENDENT AUDITOR'S REPORT (CONTINUED)**

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**TO THE MEMBERS OF WORLDSEC LIMITED**  
*(incorporated in Bermuda with limited liability)*

**KEY AUDIT MATTERS (CONTINUED)**

**IMPAIRMENT ASSESSMENT OF INTEREST IN A JOINT VENTURE AND AMOUNT DUE FROM A JOINT VENTURE (CONTINUED)**

**Our response:**

Our audit procedures in relation to this matter included:

- Obtaining an update of the latest development of Oasis Education's operation;
- Assessing the financial performance of Oasis Education based on information provided by management;
- Evaluating management's considerations of the impairment indicators of the investment in, and the amount due from, Oasis Education;
- Assessing the appropriateness of the management's assumptions concerning the future cash flows to be generated from the operation of Oasis Education; and
- Assessing reliability of the joint venture's forecast by comparing historical budget to actual performance and obtaining explanations from management on any significant variances identified.

**FAIR VALUE MEASUREMENT OF INVESTMENTS CLASSIFIED AS FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS ("FVTPL") CATEGORISED WITHIN LEVEL 3 OF THE FAIR VALUE HIERARCHY**

*Refer to notes 5(c)(iii) and 18 to the consolidated financial statements*

As at 31 December 2021, the Group held a number of financial assets at fair value through profit or loss, with measurement categorised within the level 3 of the fair value hierarchy, totalling approximately US\$3,709,000.

The fair value determination of these financial assets at the end of the reporting period involves the determination of appropriate valuation models as well as the selection of inputs and assumptions made by management. Different valuation models, as well as inputs and assumptions applied may lead to a significant change in the fair value of these financial assets.

We identified fair value determination of these financial assets as a key audit matter because it involves a high degree of estimation uncertainty and judgement; and their aggregate carrying value is material to the Group's consolidated financial statements taken as a whole.

**INDEPENDENT AUDITOR'S REPORT (CONTINUED)**

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**TO THE MEMBERS OF WORLDSEC LIMITED**  
*(incorporated in Bermuda with limited liability)*

**KEY AUDIT MATTERS (CONTINUED)**

**FAIR VALUE MEASUREMENT OF INVESTMENTS CLASSIFIED AS FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS CATEGORISED WITHIN LEVEL 3 OF THE FAIR VALUE HIERARCHY (CONTINUED)**

**Our response:**

Our audit procedures in relation to this matter included:

- Assessing the appropriateness of valuation methodologies applied on the fair value determination of these financial assets;
- Evaluating the reasonableness and relevance of key inputs and assumptions used in the fair value determination; and
- Involving an auditor's expert to assist our assessment on the appropriateness of the valuation methodologies and reasonableness of key inputs and assumptions used in the fair value determination.

**OTHER INFORMATION IN THE ANNUAL REPORT**

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

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.

**DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS**

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the European Union, 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.

The directors are also responsible for overseeing the Group's financial reporting process. The audit committee of the Company (the "Audit Committee") assists the directors in discharging their responsibility in this regard.

**INDEPENDENT AUDITOR'S REPORT (CONTINUED)**

**TO THE MEMBERS OF WORLDSEC LIMITED**  
*(incorporated in Bermuda with limited liability)*

**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. This report is made solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act 1981, 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 ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs, 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.

WORLDSEC LIMITED

**INDEPENDENT AUDITOR'S REPORT (CONTINUED)**

**TO THE MEMBERS OF WORLDSEC LIMITED**  
*(incorporated in Bermuda with limited liability)*

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

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

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

From the matters communicated with the directors, 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.

**REPORT ON OTHER REGULATORY REQUIREMENTS**

Under the listing rules of the Financial Conduct Authority in the United Kingdom (the "Listing Rules"), we are required to review the part of the Corporate Governance Statement relating to the Company's compliance with the provisions of the UK Corporate Governance Code specified for our review in accordance with Listing Rule 9.8.10R(2). We have nothing to report arising from our review.

BDO Limited  
Certified Public Accountants  
**Tang Tak Wah**  
Practising Certificate Number P06262  
Hong Kong, 26 April 2022

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER  
COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 31 DECEMBER 2021**

		Year ended 31 December	
	<u>Notes</u>	<u>2021</u>	<u>2020</u>
		US\$'000	US\$'000
Revenue	7	145	96
Other income, gains and losses, net	9	1,075	1,400
Staff costs	10	(298)	(286)
Other expenses		(270)	(252)
Finance costs	11	(8)	(4)
Share of losses of a joint venture	17	(8)	(10)
Profit before income tax expense	12	636	944
Income tax expense	13	-	-
Profit for the year		636	944
Other comprehensive income, net of income tax			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Share of other comprehensive income of a joint venture	17	11	20
Other comprehensive income for the year, net of income tax		11	20
Total comprehensive income for the year		647	964
Profit for the year attributable to:			
Owners of the Company		636	944
Total comprehensive income for the year attributable to:			
Owners of the Company		647	964
Earnings per share – basic and diluted	14	US 0.75 cent	US 1.10 cents

The accompanying notes form an integral part of these consolidated financial statements.

WORLDSEC LIMITED

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION  
AS AT 31 DECEMBER 2021**

	<u>Notes</u>	<u>2021</u> US\$'000	<u>2020</u> US\$'000
<b>Non-current assets</b>			
Property, plant and equipment	16	-	-
Interest in a joint venture	17	100	97
Financial assets at fair value through profit or loss	18	3,849	3,854
Right-of-use asset	19	111	175
		<u>4,060</u>	<u>4,126</u>
<b>Current assets</b>			
Other receivables		114	282
Deposits and prepayments		26	30
Financial assets at fair value through profit or loss	18	624	103
Amount due from a joint venture	17	257	257
Cash and cash equivalents	21	1,513	1,194
		<u>2,534</u>	<u>1,866</u>
<b>Current liabilities</b>			
Other payables and accruals	22	163	147
Lease liabilities	19	64	61
		<u>227</u>	<u>208</u>
<b>Net current assets</b>		<u>2,307</u>	<u>1,658</u>
<b>Non-current liabilities</b>			
Lease liabilities	19	55	119
<b>Net assets</b>		<u><u>6,312</u></u>	<u><u>5,665</u></u>

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)**  
**AS AT 31 DECEMBER 2021**

	<u>Notes</u>	<b><u>2021</u></b> US\$'000	<b><u>2020</u></b> US\$'000
<b>Capital and reserves</b>			
Share capital	23	<b>85</b>	85
Reserves	24	<b><u>6,227</u></b>	<u>5,580</u>
<b>Total equity</b>		<b><u><u>6,312</u></u></b>	<u><u>5,665</u></u>

The consolidated financial statements on pages 27 to 71 were approved and authorised for issue by the Board of Directors on 26 April 2022 and signed on its behalf by:

**Alastair Gunn-Forbes**  
 Director

**Henry Ying Chew Cheong**  
 Director

The accompanying notes form an integral part of these consolidated financial statements.



WORLDSEC LIMITED

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2021**

	Equity attributable to owners of the Company							
	Share capital	Share premium	Contri- buted surplus	Share option reserve	Foreign currency translation reserve	Special reserve	Accumulated losses	Total
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
	(note 23)	(note 24)	(note 24)	(note 24)	(note 24)	(note 24)	(note 24)	
Balance at 1 January 2020	85	7,524	9,646	249	(37)	625	(13,391)	4,701
Profit for the year	-	-	-	-	-	-	944	944
Other comprehensive income for the year								
Share of other comprehensive income of a joint venture (note 17)	-	-	-	-	20	-	-	20
Total comprehensive income for the year	-	-	-	-	20	-	944	964
Balance as at 31 December 2020 and 1 January 2021	85	7,524	9,646	249	(17)	625	(12,447)	5,665
Profit for the year	-	-	-	-	-	-	636	636
Other comprehensive income for the year								
Share of other comprehensive income of a joint venture (note 17)	-	-	-	-	11	-	-	11
Total comprehensive income for the year	-	-	-	-	11	-	636	647
<b>Balance at 31 December 2021</b>	<b>85</b>	<b>7,524</b>	<b>9,646</b>	<b>249</b>	<b>(6)</b>	<b>625</b>	<b>(11,811)</b>	<b>6,312</b>

The accompanying notes form an integral part of these consolidated financial statements.

**CONSOLIDATED STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED 31 DECEMBER 2021**

	Year ended 31 December	
	<u>2021</u>	<u>2020</u>
	US\$'000	US\$'000
<b>Cash flows from operating activities</b>		
Profit before income tax expense	636	944
Adjustments for:		
Bank interest income	(1)	(1)
Depreciation of right-of-use asset	64	74
Interest on lease liabilities	8	4
Share of losses of a joint venture	8	10
Net realised and unrealised gain on financial assets at fair value through profit or loss	(1,080)	(1,377)
<b>Operating loss before working capital changes</b>	<b>(365)</b>	<b>(346)</b>
Decrease/(increase) in deposits and prepayments	4	(2)
Decrease in other receivables	168	111
Increase in other payables and accruals	16	2
<b>Net cash used in operating activities</b>	<b>(177)</b>	<b>(235)</b>
<b>Cash flows from investing activities</b>		
Investment in financial assets at fair value through profit or loss	(971)	(527)
Proceeds from disposal of financial assets at fair value through profit or loss	1,535	417
Bank interest income received	1	1
<b>Net cash generated from/(used in) investing activities</b>	<b>565</b>	<b>(109)</b>
<b>Cash flows from financing activities</b>		
Repayment of principal portion of lease liabilities	(61)	(70)
Repayment of interest portion of lease liabilities	(8)	(4)
<b>Net cash used in financing activities</b>	<b>(69)</b>	<b>(74)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>319</b>	<b>(418)</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>1,194</b>	<b>1,612</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>1,513</b>	<b>1,194</b>

The accompanying notes form an integral part of these consolidated financial statements.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**

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**1. GENERAL INFORMATION**

Worldsec Limited (the “Company”) is a public listed company incorporated in Bermuda and its shares are listed on the Main Market of the London Stock Exchange. The address of the registered office of the Company is Victoria Place, 5<sup>th</sup> Floor, 31 Victoria Street, Hamilton HM 10, Bermuda. Its principal place of business is Unit 607, 6th Floor, FWD Financial Centre, 308 Des Voeux Road Central, Sheung Wan, Hong Kong.

The principal activity of the Company is investment holding. The principal activities of the Company’s subsidiaries are set out in note 20 to the consolidated financial statements.

The functional currency of the Company is Hong Kong Dollars (“HK\$”). The consolidated financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) are presented in United States Dollars (“US\$” or “USD”).

The consolidated financial statements have been prepared in accordance with all applicable International Financial Reporting Standards (“IFRS”), International Accounting Standards (“IAS”) and Interpretations adopted by the European Union (“EU”) (collectively referred to as “IFRSs”).

**2. APPLICATION OF NEW AND REVISED IFRSs**

**2.1 New and revised IFRSs applied**

The following amendments to IFRSs have been applied by the Group in the current year.

Amendment to IFRS 16	Covid-19 - Related Rent Concessions
Amendment to IFRS 16	Covid-19 - Related Rent Concessions beyond 30 June 2021
Amendments to IFRS 9, IAS 39, IFRS 7 and IFRS 16	Interest Rate Benchmark Reform – Phase 2

Other than the amendment to IFRS 16 - Covid-19 - Related Rent Concessions beyond 30 June 2021, the Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

The application of the amendments had no impact on the consolidated financial statements in the current year.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

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### 2. APPLICATION OF NEW AND REVISED IFRSs (CONTINUED)

#### 2.2 New and revised IFRSs in issue but not yet effective

The Group has not applied the following new and revised IFRSs, potentially relevant to the Group's financial statements that have been issued but are not yet effective. Certain new or revised IFRSs have yet been endorsed by the EU.

Amendments to IFRS Standards	Annual Improvements to IFRS Standards 2018–2020 <sup>1</sup>
Amendments to IFRS 3	Reference to the conceptual framework <sup>1</sup>
Amendments to IAS 16	Proceeds before intended use <sup>1</sup>
Amendments to IAS 37	Onerous contracts — cost of fulfilling a contract <sup>1</sup>
Amendments to IAS 1	Classification of Liabilities as Current or Non-current <sup>2</sup>
Amendments to IAS 1 and IFRS Practice Statement 2	Disclosure of Accounting Policies <sup>2</sup>
Amendments to IAS 8	Definition of Accounting Estimates <sup>2</sup>
Amendments to IAS 12	Deferred tax related to assets and liabilities arising from a single transaction <sup>2</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2022

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2023

#### Amendments to IFRS Standards, Annual Improvements to IFRS Standards 2018–2020

The annual improvements amend a number of standards, including:

- IFRS 1, First-time Adoption of Hong Kong Financial Reporting Standards, which permit a subsidiary that applies paragraph D16(a) of IFRS 1 to measure cumulative translation differences using the amounts reported by its parent, based on the parent's date of transition to IFRSs.
- IFRS 9, Financial Instruments, which clarify the fees included in the '10 per cent' test in paragraph B3.3.6 of IFRS 9 in assessing whether to derecognise a financial liability, explaining that only fees paid or received between the entity and the lender, including fees paid or received by either the entity or the lender on other's behalf are included.
- IFRS 16, Leases, which amend Illustrative Example 13 to remove the illustration of reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives are illustrated in that example.

The directors are currently assessing the impact that the application of the amendments will have on the Group's consolidated financial statements.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**

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**2. APPLICATION OF NEW AND REVISED IFRSs (CONTINUED)**

**2.2 New and revised IFRSs in issue but not yet effective (Continued)**

Amendments to IFRS 3, Reference to the conceptual framework

The amendments update IFRS 3 so that it refers to the 2018 Conceptual Framework instead of the 1989 Framework. They also add to IFRS 3 a requirement that, for obligations within the scope of IAS 37, an acquirer applies IAS 37 to determine whether at the acquisition date a present obligation exists as a result of past events. For a levy that would be within the scope of IFRIC 21 Levies, the acquirer applies IFRIC 21 to determine whether the obligating event that gives rise to a liability to pay the levy has occurred by the acquisition date.

Finally, the amendments add an explicit statement that an acquirer does not recognise contingent assets acquired in a business combination.

The directors are currently assessing the impact that the application of the amendments will have on the Group's consolidated financial statements.

Amendments to IAS 16, Proceeds before Intended Use

The amendments prohibit a company from deducting from the cost of property, plant and equipment any proceeds received from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, the proceeds from selling such items and the cost of producing those items are recognised in profit or loss.

The directors are currently assessing the impact that the application of the amendments will have on the Group's consolidated financial statements.

Amendments to IAS 37, Onerous Contracts – Cost of Fulfilling a Contract

The amendments specify that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (e.g. direct labour and materials) or an allocation of other costs that relate directly to fulfilling that contract (e.g. the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling that contract).

The directors are currently assessing the impact that the application of the amendments will have on the Group's consolidated financial statements.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**

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**2. APPLICATION OF NEW AND REVISED IFRSs (CONTINUED)**

**2.3 New and revised IFRSs in issue but not yet effective (Continued)**

Amendments to IAS 1, Classification of Liabilities as Current or Non-current

The amendments clarify that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period, specify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability and explain that rights are in existence if covenants are complied with at the end of the reporting period. The amendments also introduce a definition of ‘settlement’ to make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

The directors are currently assessing the impact that the application of the amendments will have on the Group’s consolidated financial statements.

Amendments to IAS 1 and IFRS Practice Statement 2, Disclosure of Accounting Policies

The amendments seek to promote improved accounting policy disclosures that provide more useful information to investors and other primary users of the financial statements. Apart from clarifying that entities are required to disclose their “material” rather than “significant” accounting policy, the amendments provide guidance on applying the concept of materiality to accounting policy disclosures.

The directors are currently assessing the impact that the application of the amendments will have on the Group’s consolidated financial statements.

Amendments to IAS 8, Definition of Accounting Estimates

The amendments clarify the distinction between changes in accounting policies and changes in accounting estimates. Amongst other things, the amendments now define accounting estimates as monetary amounts in financial statements that are subject to measurement uncertainty, and clarify that the effects of a change in an input or a measurement technique used to develop an accounting estimate are changes in accounting estimates unless they result from the correction of prior period errors.

The directors are currently assessing the impact that the application of the amendments will have on the Group’s consolidated financial statements.

Amendments to IAS 12, Deferred tax related to assets and liabilities arising from a single transaction

The amendments narrow the scope of the recognition exemption in paragraphs 15 and 24 of IAS 12 so that it does not apply to such transactions as leases and decommissioning provisions that, on initial recognition, give rise to equal taxable and deductible temporary differences. Consequently, entities will need to recognise a deferred tax asset and a deferred tax liability for temporary differences arising on these transactions.

The directors are currently assessing the impact that the application of the amendments will have on the Group’s consolidated financial statements.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**

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**3. SIGNIFICANT ACCOUNTING POLICIES**

**Statement of compliance**

The consolidated financial statements of the Group have been prepared in accordance with all applicable IFRSs.

**Basis of preparation**

The consolidated financial statements have been prepared under the historical cost basis except for financial assets at fair value through profit or loss (“FVTPL”), which are measured at fair value as explained in the accounting policies set out below.

**Basis of consolidation**

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

**Subsidiaries**

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: (i) power over the investee, (ii) exposure, or rights, to variable returns from the investee, and (iii) the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**

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**3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Joint arrangements**

The Group is a party to a joint arrangement where there is a contractual arrangement that confers joint control over the relevant activities of the arrangement to the Group and at least one other party. Joint control is assessed under the same principles as control over subsidiaries.

The Group classifies its interests in joint arrangements as either:

- Joint venture: where the Group has rights to only the net assets of the joint arrangement; or
- Joint operation: where the Group has both the rights to assets and obligations for the liabilities of the joint arrangement.

In assessing the classification of interests in joint arrangements, the Group considers:

- the structure of the joint arrangement;
- the legal form of the joint arrangement structured through a separate vehicle;
- the contractual terms of the joint arrangement agreement; and
- any other facts and circumstances (including any other contractual arrangements).

Joint ventures are accounted for using the equity method whereby they are initially recognised at cost and thereafter, their carrying amounts are adjusted for the Group's share of the post-acquisition change in the relevant joint venture's net assets except that losses in excess of the Group's interest in that joint venture are not recognised unless there is a legal and constructive obligation to make good those losses.

Profits and losses arising on transactions between the Group and its joint ventures are recognised only to the extent of unrelated investors' interests in the joint ventures. The investors' share in a joint venture's profits and losses resulting from such transactions is eliminated against the carrying value of the joint venture.

Any premium paid for an investment in a joint venture above the fair value of the Group's share of the identifiable assets, liabilities and contingent liabilities acquired is capitalised and included in the carrying amount of the investment in the joint venture. Where there is objective evidence that the investment in a joint venture has been impaired, the carrying amount of the investment is tested for impairment in the same way as other non-financial assets.

The Group accounts for its interests in joint operations by recognising its share of assets, liabilities, revenues and expenses in accordance with its contractually conferred rights and obligations.



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**

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**3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Property, plant and equipment**

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. The cost of property, plant and equipment includes their purchase price and the costs directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of a replaced part is derecognised. All other repairs and maintenance are recognised as an expense in profit or loss during the financial period in which they are incurred.

Property, plant and equipment are depreciated so as to write off their cost net of expected residual value over their estimated useful lives on a straight-line basis. The useful lives, residual value and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period. The useful lives are as follows:

Leasehold improvements	over the lease terms
------------------------	----------------------

An asset is written down immediately to its recoverable amount if its carrying amount is higher than the asset's estimated recoverable amount.

The gain or loss on disposal of an item of property, plant and equipment is the difference between the net sale proceeds and its carrying amount, and is recognised in profit or loss on disposal.

**Revenue recognition**

Dividend income is recognised when the right to receive payment is established.

Interest income is accrued on a time basis on the principal outstanding at the applicable interest rate.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**

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**3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Leasing**

All leases (irrespective of whether they are operating leases or finance leases) are required to be capitalised in the statement of financial position as right-of-use assets and lease liabilities, but accounting policy choices exist for an entity to choose not to capitalise (i) leases which are short-term leases and/or (ii) leases for which the underlying asset is of low-value. The Group has elected not to recognise right-of-use assets and lease liabilities for low-value assets and leases which at the commencement date have a lease term less than 12 months. The lease payments associated with those leases are expensed on a straight-line basis over the lease term.

**Right-of-use assets**

Right-of-use assets are recognised at cost and would comprise: (i) the amount of the initial measurement of the lease liability (see below for the accounting policy to account for lease liabilities); (ii) any lease payments made at or before the commencement date, less any lease incentives received; (iii) any initial direct costs incurred by the lessee; and (iv) an estimate of the costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. The Group measures the right-of-use assets applying a cost model. Under the cost model, the Group measures the right-to-use at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of the lease liability.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**

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**3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Leasing (Continued)**

Lease liabilities

Lease liabilities are recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses the Group's incremental borrowing rate.

The following payments for the right-to-use the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be lease payments: (i) fixed payments less any lease incentives receivable; (ii) variable lease payments that depend on an index or a rate, initially measured using the index or the rate as at the commencement date; (iii) amounts expected to be payable by the lessee under residual value guarantees; (iv) the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and (v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Subsequent to the commencement date, the Group measures lease liabilities by: (i) increasing the carrying amount to reflect interest on the lease liability; (ii) reducing the carrying amount to reflect the lease payments made; and (iii) remeasuring the carrying amount to reflect any reassessment or lease modifications, e.g., a change in future lease payments arising from a change in an index or a rate, a change in the lease term, a change in the in substance fixed lease payments or a change in assessment to purchase the underlying asset.

**Government grants**

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

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
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**3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Foreign currencies**

Transactions entered into by the group entities in currencies other than the currency of the primary economic environment in which they operate are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of the reporting period. 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 translation of monetary items, are recognised in profit or loss in the period in which they arise.

On consolidation, income and expense items of foreign operations are translated into the presentation currency of the Group (i.e. US\$) at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case the rates approximating to those ruling when the transactions took place are used. All assets and liabilities of foreign operations are translated at the rate ruling at the end of the reporting period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity as foreign currency translation reserve (attributed to minority interests as appropriate). Exchange differences recognised in profit or loss of group entities' separate financial statements on the translation of long-term monetary items forming part of the Group's net investment in the foreign operation concerned are reclassified to other comprehensive income and accumulated in equity as foreign currency translation reserve.

On disposal of a foreign operation, the cumulative exchange differences recognised in the foreign currency translation reserve relating to that operation up to the date of disposal are reclassified to profit or loss as part of the profit or loss on disposal.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of the reporting period. Exchange differences arising are recognised in the foreign currency translation reserve.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
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**3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Share-based payments**

The Group operates equity-settled share-based compensation plans and the share options are awarded to employees and directors providing services to the Group.

All services received in exchange for the grant of any share-based compensation are measured at their fair value. These are indirectly determined by reference to the equity instruments awarded. Their value is appraised at the grant date and excludes the impact of any non-market vesting conditions.

All share-based compensation is recognised as an expense in profit or loss over the vesting period if vesting conditions apply, or recognised as an expense in full at the grant date when the equity instruments granted vest immediately unless the compensation qualifies for recognition as an asset, with a corresponding increase in the share option reserve in equity. If vesting conditions apply, the expense is recognised over the vesting period, based on the best available estimate of the number of equity instruments expected to vest. Non-market vesting conditions are included in assumptions about the number of equity instruments that are expected to vest. Estimates are subsequently revised, if there is any indication that the number of equity instruments expected to vest differs from previous estimates.

At the time when the share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium. After the vesting date, when the vested share options are forfeited or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to retained profits.

**Taxation**

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

**Current tax**

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

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**

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**3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Taxation (Continued)**

Deferred tax

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 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. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

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 assets 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 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 amounts of its assets and liabilities.

**Provisions**

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and that the amount of the receivable can be measured reliably.

**Cash and cash equivalents**

For the purposes of the consolidated statement of cash flows, cash and cash equivalents included cash on hand and in banks.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
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**3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Financial instruments**

**(i) Financial assets**

A financial asset (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of the assets within the period generally established by regulation or convention in the market place.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

**Debt instruments**

Subsequent measurement of debt instruments depends on the Group's business model for managing the assets and the cash flow characteristics of the assets. There are two measurement categories into which the Group classifies its debt instruments:

**Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets at amortised cost are subsequently measured using the effective interest rate method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

**FVTPL:** Financial assets at FVTPL include financial assets held for trading, financial assets designated upon initial recognition at FVTPL, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at FVTPL, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through other comprehensive income ("FVOCI"), as described above, debt instruments may be designated at FVTPL on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**

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**3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Financial instruments (Continued)**

**(i) Financial assets (Continued)**

**Equity instruments**

On initial recognition of an equity investment that is not held for trading, the Group could irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. This election is made on an investment-by-investment basis. Equity investments at FVOCI are measured at fair value. Dividend income are recognised in profit or loss unless the dividend income clearly represents a recovery of part of the cost of the investments. Other net gains and losses are recognised in other comprehensive income and are not reclassified to profit or loss. All other equity instruments are classified as FVTPL, whereby changes in fair value, dividends and interest income are recognised in profit or loss.

**(ii) Impairment loss on financial assets**

The Group recognises loss allowances for expected credit losses ("ECLs") on financial assets measured at amortised cost. The ECLs are measured on either of the following bases: (1) 12-month ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date; and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the asset's original effective interest rate.

For debt financial assets, the ECLs are based on the 12-month ECLs. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**

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**3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Financial instruments (Continued)**

**(ii) Impairment loss on financial assets (Continued)**

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if (1) it has a low risk of default; (2) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term; and (3) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group considers a financial asset to be in default when: (1) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (2) the financial asset is more than 90 days past due.

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

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

Interest income on a credit-impaired financial asset is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non credit-impaired financial assets, interest income is calculated based on the gross carrying amount.

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amount subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**

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**3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Financial instruments (Continued)**

**(iii) Financial liabilities**

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at FVTPL are initially measured at fair value and financial liabilities at amortised cost are initially measured at fair value, net of directly attributable costs incurred.

Financial liabilities at amortised cost

Financial liabilities at amortised cost including other payables and accruals and lease liabilities are subsequently measured at amortised cost, using the effective interest method. The related interest expenses are recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

**(iv) Effective interest method**

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expenses over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

**(v) Equity instruments**

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

**(vi) Derecognition**

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with IFRS 9.

Financial liabilities are derecognised when the obligations specified in the relevant contract are discharged, cancelled or expire.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
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**3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Impairment of other assets**

At the end of each reporting period, the Group reviews the carrying amounts of the following assets to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment; and
- interest in a joint venture

If the recoverable amount (i.e. the greater of fair value less costs to disposal and value in use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset 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 in prior years.

A reversal of an impairment loss is recognised in profit or loss immediately.

Value in use is based on the estimated future cash flows expected to be derived from the asset or cash generating unit, discounted to its 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 the cash generating unit.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
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**3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Related parties**

- (a) A person or a close member of that person's family is related to the Group if that person:
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of key management personnel of the Group or the Company's parent.
- (b) An entity is related to the Group if any of the following conditions apply:
  - (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
  - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
  - (iii) Both entities are joint ventures of the same third party;
  - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) The entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group;
  - (vi) The entity is controlled or jointly controlled by a person identified in (a); or
  - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity).
  - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Company's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in his dealings with the entity and include:

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**

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**4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY**

In the application of the Group's accounting policies, which are described in note 3 to the consolidated financial statements, management is required to make judgements, 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 ongoing basis. Revisions to an accounting estimate 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.

**Key sources of estimation uncertainty**

The key sources of estimation uncertainty that have a significant risk of resulting in material adjustments to the carrying amounts of assets and liabilities within the next financial year are as follows:

- (i) Impairment of financial assets (including amount due from a joint venture)

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses its judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

- (ii) Impairment of non-financial assets (including interest in a joint venture)

The Group assesses whether there are any indications of impairment for all non-financial assets at each reporting date. Non-financial assets are tested for impairment when there are indications that the carrying amount may not be recoverable.

- (iii) Fair value measurement of investments classified as FVTPL categorised within level 3 of the Fair Value Hierarchy (as defined in note 5(c))

The fair value of investments that are not traded in an active market is determined using valuation techniques. The Group uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period. Details of the key assumptions used and the impact of changes to these assumptions are disclosed in note 5(c) to the consolidated financial statements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

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## 5. FINANCIAL INSTRUMENTS

### (a) Categories of financial instruments

	<u>2021</u> US\$'000	<u>2020</u> US\$'000
<u>Financial assets</u>		
Financial assets at FVTPL	4,473	3,957
Financial assets at amortised cost	<u>1,909</u>	<u>1,761</u>
	<u>6,382</u>	<u>5,718</u>
<u>Financial liabilities</u>		
Financial liabilities at amortised cost	<u>282</u>	<u>327</u>

### (b) Financial risk management objectives

Management monitors and manages the financial risks relating to the operations of the Group through internal risk reports which analyse exposures by degree and magnitude of risks. These risks include market risks (including foreign currency risk, interest rate risk and price risk), credit risk and liquidity risk. The policies on how the Group mitigates these risks are set out below. The Group does not enter into or trade derivative financial instruments for speculative purposes.

#### Market risks

The Group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates, interest rates and price risk.

There has been no change to the Group's exposure to market risks or the manner in which these risks are managed and measured.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**


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**5. FINANCIAL INSTRUMENTS (CONTINUED)**
**(b) Financial risk management objectives (Continued)**
Market risks (Continued)
*(i) Foreign currency risk*

Certain financial assets and financial liabilities of the Group are denominated in foreign currencies other than the functional currency of the relevant group entities, which exposes the Group to foreign currency risk. The Group currently does not have a foreign currency hedging policy. However, management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise. Under the Linked Exchange Rate System in Hong Kong, HK\$ is currently pegged to the USD within a narrow range, the directors therefore consider that there is no significant foreign exchange risk with respect to the USD.

The currency giving rise to this risk was primarily British Pound Sterling (“GBP”). The carrying amounts of the Group’s foreign currency denominated monetary assets and monetary liabilities at the end of reporting period were as follows:

	<u>Liabilities</u>		<u>Assets</u>	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
	US\$’000	US\$’000	US\$’000	US\$’000
GBP	<u>91</u>	<u>91</u>	<u>1</u>	<u>1</u>

The following table details the Group’s sensitivity to a 10% (2020: 10%) increase and decrease in USD against the relevant foreign currency. 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 the relevant foreign exchange rate. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts its translation as at year end for a 10% (2020: 10%) change in the relevant foreign currency rate. A positive number below indicates an increase in profit for the year and a decrease in accumulated losses had USD strengthened 10% (2020: 10%) against the relevant foreign currency. For a 10% (2020: 10%) weakening of USD against the relevant foreign currency, there would have been an equal and opposite impact on profit for the year and on accumulated losses.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

## 5. FINANCIAL INSTRUMENTS (CONTINUED)

### (b) Financial risk management objectives (Continued)

#### Market risks (Continued)

##### (i) Foreign currency risk (Continued)

		<u>2021</u>	<u>2020</u>
		US\$'000	US\$'000
<b>Change in post-tax profit or loss for the year</b>			
GBP appreciated	(USD depreciated 10%)	(9)	(9)
GBP depreciated	(USD appreciated 10%)	<u>9</u>	<u>9</u>

##### (ii) Interest rate risk

The Group's exposure to changes in interest rates is mainly attributable to its bank deposits at variable interest rates. Bank deposits at variable rates expose the Group to cash flow interest rate risk.

The directors consider that the exposure to cash flow interest rate risk was insignificant. Hence, no sensitivity analysis on the exposure to the Group's cash flow interest rate risk is presented.

##### (iii) Price risk

Price risk is the risk that the value of a financial instrument will fluctuate as a result of changes in market prices (other than those arising from foreign currency risk), whether caused by factors specific to an individual investment or its issuer, or factors affecting all instruments.

All of the Group's unlisted investments are held for long term strategic purposes. Their performance is assessed at least annually against performance of any similar listed entities, based on the limited information available to the Group, together with an assessment of their relevance to the Group's long term strategic plans.

#### Sensitivity analysis

The sensitivity analysis on price risk includes the Group's financial instruments, the fair value or future cash flows of which will fluctuate because of changes in their corresponding equity prices. If the prices of the Group's equity instruments had been 5% (2020: 5%) higher/lower, profit for the year would have increased/decreased by approximately US\$52,000 (2020: US\$35,000).



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**

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**5. FINANCIAL INSTRUMENTS (CONTINUED)**

**(b) Financial risk management objectives (Continued)**

Credit risk

The Group's maximum exposure to credit risk which could cause a financial loss to the Group due to failure to discharge an obligation by the counterparties arises from the carrying amounts of the respective recognised financial assets as stated in the consolidated statement of financial position.

The credit risk on liquid funds is limited because the major counterparties are banks with high credit ratings assigned by international credit-rating agencies. As at 31 December 2021, approximately 100% (2020: 99%) of the bank balances were deposited with a bank with a high credit rating. Other than concentration of credit risk on liquid funds deposited with that bank, the Group did not have any other significant concentration of credit risk.

For other receivables, deposits and amount due from a joint venture, management makes periodic individual assessment on the recoverability based on historical settlement records, past experience and also available reasonable and supportive forward-looking information. Management believes that there was no material credit risk inherent in the Group's outstanding balances of other receivables, deposits and amount due from a joint venture. None of these receivables have been subject to a significant increase in credit risk since initial recognition and the expected credit loss was insignificant based on the risk of default of those counterparties under 12-month ECLs approach as at 31 December 2021 and 31 December 2020. Thus, no loss allowance was recognised as at 31 December 2021 and 31 December 2020.

Liquidity risk

Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has established an appropriate liquidity risk management framework to meet the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, by regularly monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
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**5. FINANCIAL INSTRUMENTS (CONTINUED)**
**(b) Financial risk management objectives (Continued)**
*Liquidity risk (Continued)*

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

	Within 1 year or on demand US\$'000	More than 1 year but less than 5 years US\$'000	Total contractual undiscounted cash flows US\$'000	Carrying amount US\$'000
As at 31 December 2021				
Other payables and accruals	163	-	163	163
Lease liabilities	69	56	125	119
	<u>232</u>	<u>56</u>	<u>288</u>	<u>282</u>

	Within 1 year or on demand US\$'000	More than 1 year but less than 5 years US\$'000	Total contractual undiscounted cash flows US\$'000	Carrying amount US\$'000
As at 31 December 2020				
Other payables and accruals	147	-	147	147
Lease liabilities	69	125	194	180
	<u>216</u>	<u>125</u>	<u>341</u>	<u>327</u>

**(c) Fair value of financial instruments**

The fair value measurement of the Group's financial and non-financial assets and liabilities utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the "Fair Value Hierarchy"):

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: Inputs other than quoted prices included within level 1 that are observable for the assets or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
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**5. FINANCIAL INSTRUMENTS (CONTINUED)**

**(c) Fair value of financial instruments (Continued)**

**(i) Financial instruments not measured at fair value**

Financial instruments not measured at fair value include cash and cash equivalents, other receivables, deposits, amount due from a joint venture, other payables and accruals and lease liabilities.

Due to their short term nature, the carrying value of cash and cash equivalents, other receivables, deposits, amount due from a joint venture, other payables and accruals and lease liabilities approximated fair value.

**(ii) Financial instruments measured at fair value**

Financial assets at FVTPL included in the consolidated financial statements require measurement at, and disclosure of, fair value.

The fair value of financial instruments with standard terms and conditions and traded on active liquid markets is determined with reference to quoted market prices.

The valuation techniques and significant unobservable inputs used in determining the fair value measurement of level 3 financial instruments as well as the relationship between key observable inputs and fair value are set out in note (iii) below.

**(iii) Information about level 3 fair value measurement**

The fair value of the Group's level 3 equity investments in Velocity Mobile Limited ("Velocity") was estimated using market approach with the significant inputs being the enterprise value to sales ratio ("EV/Sales") and the recent market transaction prices of comparable instruments at a discount due to the lack of marketability. A 5% increase/decrease in EV/Sales with all other variables held constant would have increased/decreased the carrying amount of the Group's level 3 equity investment in Velocity by approximately US\$20,000/US\$20,000 respectively.

The fair value of the Group's level 3 equity investments in ayondo Ltd and Agrios Global Holdings Ltd. ("Agrios") was estimated using market approach with the significant inputs being the recent market transaction prices of similar instruments at a discount due to the lack of marketability.

The fair value of the Group's level 3 investments in the ICBC Specialised Ship Leasing Investment Fund was estimated using income approach with reference to their net asset value which was a significant unobservable input.

The fair value of the Group's level 3 investments in the Homaer Asset Management Master Fund SPC (the "Homaer Fund") was estimated using market approach with the significant inputs being the recent market transaction prices of the underlying investment of the Homaer Fund.

There were no changes in these valuation techniques during the year ended 31 December 2021.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**
**5. FINANCIAL INSTRUMENTS (CONTINUED)**
**(c) Fair value of financial instruments (Continued)**

The following table provides an analysis of the Group's financial instruments carried at fair value by level of Fair Value Hierarchy:

	<b>2021</b>			
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
	<b>US\$'000</b>	<b>US\$'000</b>	<b>US\$'000</b>	<b>US\$'000</b>
Listed investments	764	-	-	764
Unlisted investments	-	-	3,709	3,709
	<u>764</u>	<u>-</u>	<u>3,709</u>	<u>4,473</u>

Reconciliation for level 3 financial assets at FVTPL carried at fair value based on significant unobservable inputs are as follows:

	<b><u>2021</u></b>	<b><u>2020</u></b>
	<b>US\$'000</b>	<b>US\$'000</b>
At 1 January	<b>3,854</b>	2,388
Purchases	<b>200</b>	-
Disposal	<b>(796)</b>	-
Transfer to level 1	<b>(331)</b>	-
Transfer to level 3	<b>-</b>	82
Fair value adjustment	<b>782</b>	1,384
At 31 December	<b><u>3,709</u></b>	<b><u>3,854</u></b>

The Group transferred its investment in Cambium Grove Growth Opps IV Limited of approximately US\$331,000 during the year ended 31 December 2021 from level 3 to level 1 as the quoted market prices of the underlying investment became available upon the listing of the American depositary shares of Dingdong (Cayman) Limited on the New York Stock Exchange.

The Group transferred its equity investment in Agrios of approximately US\$82,000 during the year ended 31 December 2020 from level 1 to level 3 as the quoted market prices of Agrios became unavailable upon the suspension of its share trading on the Canadian Securities Exchange.

Fair value adjustment of financial assets at FVTPL was recognised in the line item 'other income, gains and losses, net' on the face of the consolidated statement of profit or loss and other comprehensive income.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

### 6. CAPITAL RISK MANAGEMENT

The Group's objective of managing capital is to safeguard its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce cost of capital.

In order to maintain or adjust the capital structure, the Group may return capital to shareholders, issue new shares or sell assets to reduce debts.

The capital structure of the Group consists only of equity attributable to owners of the Company, comprising share capital and reserves.

The gearing ratio at the end of the reporting period was as follows:

	Year ended 31 December	
	<u>2021</u>	<u>2020</u>
	US\$'000	US\$'000
Debt	282	327
Cash and cash equivalents	<u>(1,513)</u>	<u>(1,194)</u>
	<u>(1,231)</u>	<u>(867)</u>
Equity attributable to owners of the Company	<u>6,312</u>	<u>5,665</u>
Net debt to equity ratio	N/A	N/A

### 7. REVENUE

The Group had no revenue from contracts with customers as defined under IFRS 15. An analysis of the Group's revenue from other sources is as follows:

	Year ended 31 December	
	<u>2021</u>	<u>2020</u>
	US\$'000	US\$'000
Dividend income from financial assets at FVTPL	<u>145</u>	<u>96</u>

### 8. SEGMENT INFORMATION

An operating segment is a component of the Group that is engaged in business activities from which the Group may earn revenue and incur expenses, and is identified on the basis of the internal management reporting information that is provided to and regularly reviewed by the Group's chief operating decision makers in order to allocate resources and assess performance of the segment. For the years ended 31 December 2021 and 2020, the executive directors, who were the chief operating decision makers for the purpose of resource allocation and assessment of performance, have determined that the Group had only one single business component / reportable segment as the Group was only engaged in investment holding. The executive directors allocated resources and assessed performance on an aggregated basis. Accordingly, no operating segment is presented.

The major operations and the revenue of the Group arise from Hong Kong. The Board of Directors considers that most of the non-current assets (other than the financial instruments) of the Group are located in Hong Kong.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**


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**9. OTHER INCOME, GAINS AND LOSSES, NET**

	Year ended 31 December	
	<u>2021</u>	<u>2020</u>
	US\$'000	US\$'000
Bank interest income	1	1
Net realised and unrealised gains on financial assets at FVTPL	1,080	1,377
Foreign exchange loss, net	(6)	2
Others	-	20
	<u>1,075</u>	<u>1,400</u>

**10. STAFF COSTS**

The aggregate staff costs (including directors' remuneration) of the Group were as follows:

	Year ended 31 December	
	<u>2021</u>	<u>2020</u>
	US\$'000	US\$'000
Wages and salaries	291	279
Contributions to pension and provident fund	7	7
	<u>298</u>	<u>286</u>

Compensation of key management personnel was as follows:

	Year ended 31 December	
	<u>2021</u>	<u>2020</u>
	US\$'000	US\$'000
Directors' fees	81	81
Other remuneration including contributions to pension and provident fund	-	-
	<u>81</u>	<u>81</u>

**11. FINANCE COSTS**

	Year ended 31 December	
	<u>2021</u>	<u>2020</u>
	US\$'000	US\$'000
Interest on lease liabilities	<u>8</u>	<u>4</u>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**


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**12. PROFIT BEFORE INCOME TAX EXPENSE**

Profit before income tax expense has been arrived at after charging:

	Year ended 31 December	
	<u>2021</u>	<u>2020</u>
	US\$'000	US\$'000
Auditor's remuneration	50	40
Depreciation of right-of-use asset	<u>64</u>	<u>74</u>

**13. INCOME TAX EXPENSE**

No provision for taxation has been made as the Group did not generate any assessable profits that were subject to United Kingdom Corporation Tax, Hong Kong Profits Tax or tax in other jurisdictions.

The tax charge for 2021 and 2020 can be reconciled to the profit before income tax expense per the consolidated statement of profit or loss and other comprehensive income as follows:

	Year ended 31 December	
	<u>2021</u>	<u>2020</u>
	US\$'000	US\$'000
Profit before income tax expense	<u>636</u>	<u>944</u>
Profit before tax calculated at Hong Kong Profits		
Tax rate of 16.5% (2020: 16.5%)	105	156
Tax effect of non-deductible expenses	41	39
Tax effect of non-taxable income	(196)	(247)
Tax effect of share of losses of a joint venture	1	2
Tax effect of estimated tax losses not recognised	<u>49</u>	<u>50</u>
Tax charge for the year	<u>-</u>	<u>-</u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

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### 13. INCOME TAX EXPENSE (CONTINUED)

As at 31 December 2021, the Group had estimated tax losses arising in Hong Kong of approximately US\$1,179,000 (2020: US\$882,000) that can be carried forward indefinitely. No deferred tax asset has been recognised in respect of the unused tax losses due to the unpredictability of future profit streams. No deferred tax asset has been recognised in relation to the deductible temporary differences of approximately US\$47,000 (2020: US\$62,000) as it is not probable that taxable profits will be available against which the deductible temporary differences can be utilised. The deductible temporary differences can be carried forward indefinitely.

### 14. EARNINGS PER SHARE

The earnings and weighted average number of ordinary shares used in the calculation of basic and diluted earnings per share were as follows.

	Year ended 31 December	
	<u>2021</u>	<u>2020</u>
Earnings for the year attributable to owners of the Company (US\$'000)	<u>636</u>	<u>944</u>
<b>Number of shares</b>		
Weighted average number of ordinary shares for the purposes of basic and diluted earnings per share	<u>85,101,870</u>	<u>85,101,870</u>
Earnings per share – basic and diluted	<u>US0.75 cent</u>	<u>US1.10 cents</u>

Diluted earnings per share were the same as basic earnings per share for the years ended 31 December 2021 and 2020 as there were no potential dilutive ordinary shares outstanding at the end of both years.

### 15. DIVIDENDS

No dividend was paid or proposed during the year ended 31 December 2021, nor has any dividend been proposed since the end of the reporting period (2020: nil).



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

## 16. PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvements US\$'000
<b>Cost</b>	
At 1 January 2020, 1 January 2021 and 31 December 2021	69
<b>Accumulated depreciation</b>	
At 1 January 2020, 1 January 2021 and 31 December 2021	69
<b>Carrying amount</b>	
At 31 December 2020	-
At 31 December 2021	-

## 17. INTEREST IN A JOINT VENTURE

	<u>2021</u> US\$'000	<u>2020</u> US\$'000
Unlisted investment, at cost	257	257
Accumulated share of post-acquisition losses of the joint venture	(151)	(143)
Accumulated share of post-acquisition other comprehensive income of the joint venture	(6)	(17)
Share of net assets of the joint venture	100	97
Amount due from the joint venture	257	257

The amount due from the joint venture was unsecured, interest-free and repayable on demand.

Details of the joint venture at 31 December 2021 were as follows:

Name	Country of incorporation and operation	Proportion of ownership interest		Paid-up registered capital	Principal activities
		Direct	Indirect		
Oasis Education Group Limited 奧偉詩教育集團有限公司 ("Oasis Education")	Hong Kong	50%	-	HK\$4,000,000	Investment holding
奧偉詩教育諮詢(深圳)有限公司	The People's Republic of China (the "PRC")	-	50%	HK\$5,000,000	Provision of education consulting and support services to kindergartens in the PRC

The contractual arrangement provides the Group with only the rights to the net assets of the joint arrangement, with the rights to the assets and obligations for the liabilities of the joint arrangement resting primarily with Oasis Education. Under IFRS 11, this joint arrangement was classified as a joint venture and has been included in the consolidated financial statements using the equity method.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**
**17. INTEREST IN A JOINT VENTURE (CONTINUED)**

The aggregate amounts related to the joint venture that have been included in the consolidated financial statements of the Group as extracted from the financial statements of the joint venture, adjusted to reflect adjustments made by the Group when applying the equity method of accounting, are set out below:

	<u>2021</u> US\$'000	<u>2020</u> US\$'000
<b>Results of the joint venture for the year</b>		
Revenue	-	-
Other income	-	-
Expenses	(16)	(21)
<b>Loss for the year</b>	(16)	(21)
<b>Other comprehensive income for the year</b>	22	42
<b>Total comprehensive income for the year</b>	<u>6</u>	<u>21</u>
 <b>Share of losses of the joint venture for the year</b>	 <u>(8)</u>	 <u>(10)</u>
 <b>Share of other comprehensive income of the joint venture for the year</b>	 <u>11</u>	 <u>20</u>
 <b>Accumulated share of results of the joint venture</b>	 <u>(151)</u>	 <u>(143)</u>
 <b>Assets and liabilities of the joint venture at 31 December</b>		
	<u>2021</u> US\$'000	<u>2020</u> US\$'000
Non-current assets	-	-
Current assets	806	797
Non-current liabilities	-	-
Current liabilities	(606)	(603)
<b>Net assets</b>	<u>200</u>	<u>194</u>
 <b>Included in the above amounts were:</b>		
Cash and cash equivalents	102	41
Depreciation and amortisation	-	-
Interest income	-	-
Interest expenses	-	-
Current financial liabilities (excluding trade and other payables)	<u>606</u>	<u>603</u>
 Percentage of equity interest attributable to the Group	 50%	 50%
<b>Share of net assets of the joint venture</b>	<u>100</u>	<u>97</u>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**

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**18. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS**

	<u>2021</u>	<u>2020</u>
	US\$'000	US\$'000
<b>Financial assets at FVTPL</b>		
Listed investments, at fair value	764	103
Unlisted investments, at fair value	<u>3,709</u>	<u>3,854</u>
	<u><b>4,473</b></u>	<u><b>3,957</b></u>
Less: Current portion	<u>(624)</u>	<u>(103)</u>
Non-current portion (Note)	<u><b>3,849</b></u>	<u><b>3,854</b></u>

**Note:**

The directors had no intention to dispose of the financial assets at FVTPL classified as non-current assets at the end of the reporting period.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**
**19. RIGHT-OF-USE ASSET AND LEASE LIABILITIES**

The Group leased an office premise with a lease term of 3 years at a fixed rate. The weighted average lessee's incremental borrowing rate applied to lease liabilities recognised in the consolidated statement of financial position was 5%. The carrying amounts of the Group's right-of-use asset and lease liabilities were as follows:

	<b>Office premises</b>	
	<b>Right-of-use asset US\$'000</b>	<b>Lease liabilities US\$'000</b>
<b>As at 1 January 2020</b>	59	60
Addition	190	190
Lease payments	-	(74)
Depreciation charge	(74)	-
Interest expenses	-	4
<b>As at 31 December 2020</b>	175	180
Lease payments	-	(69)
Depreciation charge	(64)	-
Interest expenses	-	8
<b>As at 31 December 2021</b>	<u>111</u>	<u>119</u>

Future lease payments are due as follows:

<b>As at 31 December 2021</b>	<b>Minimum lease payments US\$'000</b>	<b>Interest US\$'000</b>	<b>Present value US\$'000</b>
Not later than one year	69	(5)	64
Later than one year and not later than five years	<u>56</u>	<u>(1)</u>	<u>55</u>
	<u>125</u>	<u>(6)</u>	<u>119</u>
<b>As at 31 December 2020</b>	<b>Minimum lease payments US\$'000</b>	<b>Interest US\$'000</b>	<b>Present value US\$'000</b>
Not later than one year	69	(8)	61
Later than one year and not later than five years	<u>125</u>	<u>(6)</u>	<u>119</u>
	<u>194</u>	<u>(14)</u>	<u>180</u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

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### 20. SUBSIDIARIES

Details of the subsidiaries of the Company as at 31 December 2021 were as follows:

Name	Country of incorporation	Proportion of ownership interest		Proportion of voting power held		Principal activities
		2021	2020	2021	2020	
Worldsec Financial Services Limited	The British Virgin Islands	100%	100%	100%	100%	Investment holding
Worldsec Corporate Finance Limited	The British Virgin Islands	100%*	100%*	100%*	100%*	Inactive
Worldsec Investment (Hong Kong) Limited	Hong Kong	100%*	100%*	100%*	100%*	Investment holding
Worldsec Investment (China) Limited	The British Virgin Islands	100%*	100%*	100%*	100%*	Investment holding

\* Indirectly held subsidiaries

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**


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**21. CASH AND CASH EQUIVALENTS**

	<u>2021</u> US\$'000	<u>2020</u> US\$'000
Bank balances	1,512	1,193
Cash balances	<u>1</u>	<u>1</u>
	<u><u>1,513</u></u>	<u><u>1,194</u></u>

Bank balances bore interest at the then prevailing market rates ranging from 0.001% to 0.01% (2020: 0.001% to 0.01%) per annum and had original maturities of three months or less.

**22. OTHER PAYABLES AND ACCRUALS**

	<u>2021</u> US\$'000	<u>2020</u> US\$'000
Other payables and accruals	<u>163</u>	<u>147</u>

**23. SHARE CAPITAL**

	Number of shares	Total US\$'000
<b>Authorised:</b>		
Ordinary shares of US\$0.001 each		
At 1 January 2020, 1 January 2021 and 31 December 2021	<u>60,000,000,000</u>	<u>60,000</u>
<b>Called up, issued and fully paid:</b>		
Ordinary shares of US\$0.001 each		
At 1 January 2020, 1 January 2021 and 31 December 2021	<u>85,101,870</u>	<u>85</u>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**

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**24. RESERVES**

- (a) The share premium account represents the premium arising from the issue of shares of the Company at a premium.
- (b) The contributed surplus represents the amount arising from the reduction in the nominal value of the authorised and issued shares of the Company and the reduction in the share premium account pursuant to an ordinary resolution passed on 23 July 2003.
- (c) Share option reserve comprises the fair value of the Company's share options which have been granted but which have yet to be exercised, as further explained in the accounting policy for share-based payment transactions in note 3 to the consolidated financial statements. The amount will either be transferred to the issued capital account and the share premium account when the related options are exercised, or be transferred to accumulated losses should the related options expire or be forfeited.
- (d) Exchange differences relating to the translation of the net assets of the Group's foreign operations (including a joint venture) from their functional currencies to the Group's presentation currency were recognised directly in other comprehensive income and accumulated in the foreign currency translation reserve. Such exchange differences accumulated in the foreign currency translation reserve will be reclassified to profit or loss on the disposal of the foreign operations.
- (e) The special reserve represents the amount arising from the difference between the nominal value of the issued share capital of each subsidiary and the nominal value of the issued share capital of the Company along with the surplus arising in a subsidiary on group reorganisation completed on 26 February 2007.
- (f) Accumulated losses represent accumulated net gains and losses recognised in the profit or loss of the Group.

**25. SHARE-BASED PAYMENTS**

The Company operates an equity-settled share-based remuneration scheme for the employees and directors.

On 1 December 2015, the Company granted to certain eligible persons a total of 2,950,000 share options to subscribe for new ordinary shares of US\$0.001 each in the share capital of the Company under the Worldsec Employee Share Option Scheme 1997 (the "Scheme") which was revised on 24 September 2014. The options vested six months from the date of grant and were then exercisable within a period of 9.5 years.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

## 25. SHARE-BASED PAYMENTS (CONTINUED)

On 29 May 2019, the Company granted to certain eligible persons a total of 2,050,000 share options to subscribe for new ordinary shares of US\$0.001 each in the share capital of the Company under the Scheme. The options vested six months from the date of grant and were then exercisable within a period of 9.5 years.

The following table discloses the movements of the outstanding share options under the Scheme during the years ended 31 December 2021 and 2020.

Grantee	Exercisable period	Number of options					Balance at 31 December 2021	Exercise price per share (US\$)
		Balance at 1 January 2021	Granted during the year	Exercised during the year	Forfeited during the year	Lapsed during the year		
Directors	29 November 2019 to 28 May 2029	1,750,000	-	-	-	-	1,750,000	0.034
	1 June 2016 to 30 November 2025	2,500,000	-	-	-	-	2,500,000	0.122
Employees	29 November 2019 to 28 May 2029	300,000	-	-	-	-	300,000	0.034
	1 June 2016 to 30 November 2025	450,000	-	-	-	-	450,000	0.122
		<u>5,000,000</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>5,000,000</u>	

Grantee	Exercisable period	Number of options					Balance at 31 December 2020	Exercise price per share (US\$)
		Balance at 1 January 2020	Granted during the year	Exercised during the year	Forfeited during the year	Lapsed during the year		
Directors	29 November 2019 to 28 May 2029	1,750,000	-	-	-	-	1,750,000	0.034
	1 June 2016 to 30 November 2025	2,500,000	-	-	-	-	2,500,000	0.122
Employees	29 November 2019 to 28 May 2029	300,000	-	-	-	-	300,000	0.034
	1 June 2016 to 30 November 2025	450,000	-	-	-	-	450,000	0.122
		<u>5,000,000</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>5,000,000</u>	



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**

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**25. SHARE-BASED PAYMENTS (CONTINUED)**

Of the total number of share options outstanding at the end of the year, all (2020: all) had vested and were exercisable at the end of the year.

No share option was exercised during the years ended 31 December 2021 and 2020.

The weighted average remaining contractual life for the share options outstanding at the end of the reporting period was 5.4 years (2020: 6.4 years)

**26. RELATED PARTY TRANSACTIONS**

Other than the compensation of key management personnel as disclosed below, the Group did not have any related party transactions during the years ended 31 December 2021 and 2020.

**Compensation of key management personnel**

Key management personnel are the directors only. The remuneration of directors is set out in note 10 to the consolidated financial statements.

**27. CONTINGENT LIABILITIES**

The Group had no material contingent liabilities at 31 December 2021 (2020: nil).

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**


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**28. NOTES SUPPORTING STATEMENT OF CASH FLOWS****(a) Cash and cash equivalents comprise:**

	<b>2021</b>	<b>2020</b>
	<b>US\$'000</b>	<b>US\$'000</b>
Cash available on demand	<u>1,513</u>	<u>1,194</u>

**(b) Reconciliation of liabilities arising from financing activities:**

	<b>Lease liabilities (note 19) US\$'000</b>
At 1 January 2020	60
Changes from cash flows:	
Repayment of principal portion of lease liabilities	(70)
Repayment of interest portion of lease liabilities	<u>(4)</u>
Total changes from financing cash flows	(74)
Other changes:	
Interest on lease liabilities	4
Addition on lease liabilities	<u>190</u>
	194
At 1 January 2021	<u>180</u>
Changes from cash flows:	
Repayment of principal portion of lease liabilities	(61)
Repayment of interest portion of lease liabilities	<u>(8)</u>
Total changes from financing cash flows	(69)
Other changes:	
Interest on lease liabilities	<u>8</u>
	8
At 31 December 2021	<u><u>119</u></u>

## INVESTMENT POLICY

The Company will invest in small to medium sized trading companies, being companies, both start-up/early stage growth and established, with a turnover typically up to US\$20 million, based mainly in the Greater China and South East Asian region, and thereby create a portfolio of minority investments in such companies.

The Company's investment objective is to achieve attractive investment returns through capital appreciation on a medium to long term horizon. The Directors consider between 2 to 4 years to be medium term and long term to be over 4 years. The Directors intend to build an investment portfolio of small to medium sized companies based mainly in the Greater China and South East Asian regions. The Company may also take advantage of opportunities to invest in companies in other jurisdictions, such as the United Kingdom, which have close trading links with Greater China and South East Asia. Investments will normally be in equity or preferred equity but if appropriate convertible loans or preference shares may be utilised.

The Company has no intention to employ gearing, but reserves the right to gear the Company to a maximum level of 25 per cent. of the last published net asset value of the Group should circumstances arise where, in the opinion of the Directors, the use of debt would be to the advantage of the Company and the Shareholders as a whole.

The investment portfolio will consist primarily of unlisted companies but the Directors will also consider investing in undervalued listed companies, if and when such an opportunity arises. Where suitable opportunities are identified, investment in companies considering a stock market listing at the pre-initial public offering stage will be considered.

No more than 20 per cent. of the gross assets of the Group will be invested in any single investment. The Directors consider that opportunities will arise to invest in investee companies by the issue of new ordinary shares of the Company at a discount of no more than 10 per cent. of the mid market price at the time of agreement of their issue in exchange for new equity, preferred equity or convertible instrument in the investee company. Target sectors are financial services, consumer retail distribution, natural resources and infrastructure but the Company will seek to take advantage of opportunities in other sectors if these arise.

The Company's portfolio in due course will comprise at least five different investee companies, thereby reducing the potential impact of poor performance by any individual investment.

The Company does not intend to take majority interests in any investee company, save in circumstances where the Company exercises any rights granted under legal agreements governing its investment. Each investment by the Company will be made on terms individually negotiated with each investee company, and the Company will seek to be able to exercise control over the affairs of any investee company in the event of a default by the investee company or its management of their respective obligations under the legal agreements governing each investment. Where appropriate, the Company will seek representation on the board of companies in which it invests. Where board representation is secured in an investee company, remuneration for such appointment will be paid to the benefit of the Company thereby enhancing returns on the investment. There will be no intention to be involved in the day to day management of the investee company but the skills and connections of the board representative will be applied in assisting the development of the investee company, with the intention of enhancing shareholder value. The Company will arrange no cross funding between investee companies and neither will any common treasury function operate for any investee company; each investee company will operate independently of each other investee company.

Where the Company has cash awaiting investment, it will seek to maximise the return on such sums through investment in floating rate notes or similar instruments with banks or other financial institutions with an investment grade rating or investment in equity securities issued by companies which have paid dividends for each of the previous three years.

Any material change to the Investment Policy may only be made with the prior approval of the Shareholders.

## **BIOGRAPHICAL NOTES OF THE DIRECTORS**

The Board of Directors has ultimate responsibility for the Group's affairs.

Brief biographical notes of the directors are set out below:

### ***Alastair Gunn-Forbes - Non-Executive Chairman - aged 77***

Mr Gunn-Forbes has been associated with Asian regional stock markets since 1973 when he was a fund manager at Brown Shipley Ltd. Subsequently, he was a director of W I Carr, Sons & Co. (Overseas) Ltd until 1985, since when he held directorships with other Asian securities firms in the United Kingdom prior to joining the Group in 1993. Mr Gunn-Forbes is the Chairman of Opera Holdings Limited, a recruitment company.

### ***Henry Ying Chew Cheong - Executive Director and Deputy Chairman - aged 74***

Mr Cheong holds a Bachelor of Science (Mathematics) degree from Chelsea College, University of London and a Master of Science (Operational Research and Management) degree from Imperial College, University of London.

Mr Cheong has over 40 years of experience in the securities industry. Mr Cheong and The Mitsubishi Bank in Japan (now known as The Bank of Tokyo-Mitsubishi UFJ Ltd) founded the Worldsec Group in 1991. In late 2002, Worldsec Group sold certain securities businesses to UOB Kay Hian Holdings Limited and following that Mr Cheong became the Chief Executive Officer of UOB Asia (Hong Kong) Ltd until early 2005. Prior to the formation of the Worldsec Group, Mr Cheong was a director of James Capel (Far East) Ltd for five years with overall responsibility for Far East Sales. His earlier professional experience includes 11 years with Vickers da Costa Limited in Hong Kong, latterly as Managing Director.

Mr Cheong was a member of the Securities and Futures Appeals Tribunal and a member of the Advisory Committee of the Securities and Futures Commission in Hong Kong ("SFC") (from 2009-2015). Mr Cheong was previously a member of Disciplinary Panel A of Hong Kong Institute of Certified Public Accountants (from 2005-2011). He was a member of the Corporate Advisory Council of the Hong Kong Securities Institute (from 2002-2009), a member of the Advisory Committee to the SFC (from 1993-1999), a member of the board of directors of the Hong Kong Future Exchange Limited (from 1994-2000), a member of GEM Listing Committee and Main Board Listing Committee of Hong Kong Exchange and Clearing Limited ("HKEX") (from May 2002-May 2006), a member of Derivatives Market Consultative Panel of HKEX (from April 2000-May 2006), a member of the Process Review Panel for the SFC (from November 2000-October 2006) and a member of the Committee on Real Estate Investment Trust of the SFC (from September 2003-August 2006).

Mr Cheong is an Independent Non-Executive Director of CK Asset Holdings Limited, CK Infrastructure Holdings Limited, New World Department Store China Limited, and Skyworth Digital Holdings Limited, all being listed companies in Hong Kong. Mr Cheong is also an Independent Director of BTS Group Holdings Public Company Limited, being listed in Thailand. He was previously an Independent Non-Executive Director of CNNC International Limited, Greenland Hong Kong Holdings Limited, Hutchison Telecommunications Hong Kong Holdings Limited and TOM Group Limited, all being listed companies in Hong Kong.

**BIOGRAPHICAL NOTES OF THE DIRECTORS (CONTINUED)**

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**Ernest Chiu Shun She - *Executive Director – aged 61***

Mr She is an investment banker with extensive experience in the field of corporate finance. In his executive management roles at various investment banks and financial institutions, including notably Worldsec Corporate Finance Limited where he had a long and committed stint, Mr She has covered a broad and diverse range of financial advisory and fund raising activities in the Asian regional equity markets.

Since rejoining the Group to assist in the reactivation of its business operations in 2013, Mr She has been an Executive Director of the Company working on private equity investments.

Mr She has a deep-rooted and long-standing connection with the Worldsec group of companies being one of the co-founding team members at the time when the entities were established in the early 1990s. For more than a decade that followed and until the disposal by the Group of certain securities businesses to UOB Kay Hian Holdings Limited in 2002, Mr She held senior management positions at Worldsec Corporate Finance Limited and Worldsec International Limited with the main responsibility of developing and overseeing the Group's corporate finance activities.

Prior to his tenure at the Worldsec group of companies, Mr She was an Investment Analyst and an Associate Director at James Capel (Far East) Limited where he was primarily responsible for equity research in the real estate sector.

Mr She graduated from the University of Toronto with a Bachelor of Applied Science degree in Industrial Engineering and obtained from the Imperial College of Science and Technology a Master of Science degree in Management Science specialising in Operational Research. Mr She is a Chartered Financial Analyst and a fellow of the Hong Kong Securities and Investment Institute.

From 2004 to 2010, Mr She served as an Independent Non-Executive Director and the Chairman of the Audit Committee of New Island Printing Holdings Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited.

**Mark Chung Fong - *Non-Executive Director - aged 70***

Mr Fong was an Executive Director for China development of Grant Thornton International Ltd, a corporation incorporated in England and had retired from Grant Thornton effective from 1 January 2014. He has more than 40 years' experience in the accounting profession. Mr Fong obtained a bachelor's degree in science from the University College, London in August 1972 and a Master's degree in science from the University of Surrey in December 1973. He has been a Fellow of the Institute of Chartered Accountants in England and Wales since January 1983 and a Fellow of the Hong Kong Institute of Certified Public Accountants ("HKICPA") since March 1986. He was the President of the HKICPA in 2007. He has been appointed as the Chairman of the Audit Committee of HKICPA from 2016 to January 2019 and has also served on the Council of the Institute of Chartered Accountants in England and Wales from 2016 to 2018.

**BIOGRAPHICAL NOTES OF THE DIRECTORS (CONTINUED)**

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**Martyn Stuart Wells - *Non-Executive Director – aged 77***

Mr Wells was formerly an Executive Director of Citicorp International Limited and has over 30 years' experience in the securities industry. In 1969 he joined Vickers da Costa, international stockbrokers. He was involved in the fund management industry for 20 years and participated in the launch of several country funds investing in the Asian region, serving as a director or as a member of the investment advisory councils of several of those funds. He lived in Hong Kong for almost 28 years and since 2000 has resided in England.

**Stephen Lister d'Anyers Willis - *Non-Executive Director – aged 67***

Mr Willis is a financial services professional specialising in Asia and global investing. He has been involved with Asia for over 35 years firstly with Standard Chartered Bank and subsequently with the Asian specialist stockbroker, Vickers da Costa and a number of other investment banking firms. In 2011, Mr Willis founded Stelisdan Research Services to provide equity research to high net worth investors whose assets are managed by Private Wealth Managers. This covers all aspects of investment strategy, economics and individual company research.