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**NATIONAL UNITED RESOURCES HOLDINGS LIMITED**

**國家聯合資源控股有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 254)**

**ANNOUNCEMENT OF ANNUAL RESULTS  
FOR THE YEAR ENDED 31 DECEMBER 2020**

**ANNUAL RESULTS**

The board (the “**Board**”) of directors (the “**Director(s)**”) of National United Resources Holdings Limited (the “**Company**”) hereby announces the consolidated results of the Company and its subsidiaries (collectively, the “**Group**”) for the year ended 31 December 2020, which have been reviewed by the audit committee of the Company (the “**Audit Committee**”), together with the comparative figures for the year ended 31 December 2019 as follows:

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS

*For the year ended 31 December 2020*

	<i>Notes</i>	<b>2020</b>	2019
		<b><i>HK\$'000</i></b>	<i>HK\$'000</i>
<b>Revenue</b>	3	<b>134,527</b>	97,767
Cost of revenue		<u>(103,568)</u>	<u>(44,955)</u>
Gross profit		<b>30,959</b>	52,812
Other income		<b>69,472</b>	500
Administrative and other operating expenses		<u>(33,229)</u>	<u>(42,961)</u>
<b>Profit from operations</b>		<b>67,202</b>	10,351
Finance cost	5	<b>(23,943)</b>	(38,299)
(Loss)/gain on disposal of subsidiaries		<u>(1,101)</u>	<u>100,212</u>
<b>Profit before tax</b>		<b>42,158</b>	72,264
Income tax expense	6	<u>(2,147)</u>	<u>(2,899)</u>
<b>Profit for the year</b>	7	<b><u>40,011</u></b>	<b><u>69,365</u></b>
<b>Attributable to:</b>			
Owners of the Company		<b>36,726</b>	61,556
Non-controlling interests		<u>3,285</u>	<u>7,809</u>
		<b><u>40,011</u></b>	<b><u>69,365</u></b>
<b>Earnings per share attributable to owners of the Company</b>	8		
Basic ( <i>HK cents per share</i> )		<u>0.57</u>	<u>0.96</u>
Diluted ( <i>HK cents per share</i> )		<u>0.57</u>	<u>0.96</u>

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2020

		2020	2019
	<i>Notes</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
<b>Profit for the year</b>	7	<b>40,011</b>	69,365
<b>Other comprehensive income:</b>			
<i>Items that may be reclassified to profit or loss:</i>			
Exchange differences on translation of foreign operations		<b>(3,176)</b>	727
Exchange differences reclassified to profit or loss on disposal of subsidiaries		<u>1,258</u>	<u>724</u>
<b>Total comprehensive income for the year</b>		<b><u>38,093</u></b>	<b><u>70,816</u></b>
<b>Total comprehensive income for the year attributable to:</b>			
Owners of the Company		<b>36,438</b>	63,783
Non-controlling interests		<u>1,655</u>	<u>7,033</u>
		<b><u>38,093</u></b>	<b><u>70,816</u></b>

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

*As at 31 December 2020*

	<i>Notes</i>	<b>2020</b>	2019
		<b><i>HK\$'000</i></b>	<i>HK\$'000</i>
<b>Non-current assets</b>			
Property, plant and equipment		<b>109,804</b>	120,866
Right-of-use assets		<b>88,987</b>	88,951
Deferred tax asset		<b>6,859</b>	8,448
Intangible assets		<b>238</b>	335
Goodwill		<b>36,547</b>	34,265
		<hr/> <b>242,435</b>	<hr/> 252,865
<b>Current assets</b>			
Trade receivables	<i>9</i>	<b>52,912</b>	41,847
Prepayments, deposits and other receivables		<b>27,453</b>	83,929
Bank and cash balances		<b>4,567</b>	3,309
		<hr/> <b>84,932</b>	<hr/> 129,085
<b>Current liabilities</b>			
Trade payables	<i>10</i>	–	320
Other payables and accruals		<b>171,360</b>	246,666
Borrowings	<i>11</i>	<b>160,476</b>	166,367
Convertible bonds	<i>12</i>	<b>259,693</b>	253,802
Non-convertible bonds		<b>90,500</b>	90,500
Lease liabilities		<b>154,644</b>	139,400
Tax payable		<b>5,333</b>	6,861
		<hr/> <b>842,006</b>	<hr/> 903,916
<b>Net current liabilities</b>		<hr/> <b>(757,074)</b>	<hr/> (774,831)
<b>Total assets less current liabilities</b>		<hr/> <b>(514,639)</b>	<hr/> (521,966)

	2020 <i>HK\$'000</i>	2019 <i>HK\$'000</i>
<b>Non-current liabilities</b>		
Lease liabilities	<u>10,772</u>	<u>41,808</u>
	<u>10,772</u>	<u>41,808</u>
<b>NET LIABILITIES</b>	<b><u>(525,411)</u></b>	<b><u>(563,774)</u></b>
<b>Capital and reserves</b>		
Share capital	3,178,754	3,178,754
Reserves	<u>(3,677,937)</u>	<u>(3,714,375)</u>
Equity attributable to owners of the Company	(499,183)	(535,621)
Non-controlling interests	<u>(26,228)</u>	<u>(28,153)</u>
<b>TOTAL EQUITY</b>	<b><u>(525,411)</u></b>	<b><u>(563,774)</u></b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

*For the year ended 31 December 2020*

## 1. BASIS OF PREPARATION

The financial information relating to the years ended 31 December 2020 and 2019 included in this preliminary announcement of annual results does not constitute the Company's statutory annual consolidated financial statements for those years but is derived from those consolidated financial statements. Further information relating to these statutory financial statements required to be disclosed in accordance with section 436 of the Hong Kong Companies Ordinance is as follows:

The Company has delivered the financial statements for the year ended 31 December 2019 to the Registrar of Companies as required by section 662(3) of, and Part 3 of Schedule 6 to, the Hong Kong Companies Ordinance and will deliver the financial statements for the year ended 31 December 2020 in due course. ZHONGHUI ANDA CPA Limited has reported on those financial statements of the Group for the years ended 31 December 2019 and 2020. The auditor disclaimed their opinion in the auditor's reports both dated 13 July 2020 and 26 March 2021; did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying its report; did not contain a statement under section 406(2) of the Hong Kong Companies Ordinance; and contained a statement under sections 407(2) and 407(3) of the Hong Kong Companies Ordinance.

### **Going concern**

As at 31 December 2020, the Group had net current liabilities of approximately HK\$757,074,000 and net liabilities of approximately HK\$525,411,000. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. Therefore, the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

Trading in the shares of the Company (the "**Shares**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") was suspended with effect from 1 August 2016.

The consolidated financial statements have been prepared on a going concern basis on the basis that the restructuring of the Group will be successfully completed, and that, following the restructuring, the Group will continue to meet in full its financial obligations as they fall due in the foreseeable future.

## Deconsolidation of subsidiaries

The consolidated financial statements have been prepared based on the books and records currently maintained by the Group. However, due to the loss of contact with former directors of the Company, the Directors considered that the control over the following subsidiaries has been lost from 1 January 2016. The results, assets and liabilities and cash flows of these subsidiaries were deconsolidated from the consolidated financial statements of the Group from 1 January 2016 and were disposed of or had its business licence revoked during the year ended 31 December 2019:

山東耀齊經貿有限公司  
深圳市星星雨傳媒有限公司  
北京創先智尚資產管理有限公司  
北京市潮順信息諮詢有限公司  
北京巨屏傳媒廣告有限公司  
國合源融資租賃有限公司  
山東國源國際貿易有限公司  
蘊翰(上海)投資管理有限公司  
北京凱大瑞馳投資管理有限公司  
昌吉州寧常鋁業有限公司  
遐興(上海)投資管理有限公司  
北京凱大駿博科技有限公司  
深圳市臻輝文化發展有限公司

## 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants that are relevant to its operations and effective for its accounting period beginning on 1 January 2020. HKFRSs comprise Hong Kong Financial Reporting Standards; Hong Kong Accounting Standards; and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group’s accounting policies, presentation of the Group’s consolidated financial statements and amounts reported for the current and prior years.

The Group has not applied the new HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a material impact on its results of operations and financial position.

### 3. REVENUE

The principal activities of the Group are provision of car rental and shuttle bus services. All revenue generated by the Group were derived from the People's Republic of China ("PRC") and recognised at a point in time.

Revenue represents the amounts received and receivable by the Group from business income, services rendered to customers, net of discounts, returns and sales related taxes are as follows:

	<b>2020</b>	2019
	<b><i>HK\$'000</i></b>	<i>HK\$'000</i>
Car rental and shuttle bus service income	<u><b>134,527</b></u>	<u>97,767</u>

### 4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has one reportable operating segment of car rental and shuttle bus services for the years ended 31 December 2020 and 2019.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is a measure of adjusted profit/(loss) before tax. The adjusted profit/(loss) before tax is measured consistently with the Group's profit/(loss) before tax except that interest and other income, finance costs and unallocated corporate expenses.

Segment assets exclude cash and cash equivalents and other unallocated corporate assets as these assets are managed on a group basis.

Segment liabilities exclude borrowings, tax payable and other unallocated corporate liabilities as these liabilities are managed on a group basis.

During the years ended 31 December 2020 and 2019, there were no inter-segment sales.



- (a) Information about reportable segment profit or loss, assets and liabilities are summarised as follow:

	<b>Car rental and shuttle bus service HK\$'000</b>
<b>Year ended 31 December 2020</b>	
Revenue from external customers	<u>134,527</u>
Segment result	16,884
Interest income on bank deposit	15
Other income	69,457
Unallocated expenses	<u>(19,154)</u>
Profit from operations	67,202
Finance cost	(23,943)
Loss on disposal of subsidiaries	<u>(1,101)</u>
Profit before tax	42,158
Income tax expense	<u>(2,147)</u>
Profit for the year	<u>40,011</u>
Depreciation and amortisation	<u>27,270</u>
<b>As at 31 December 2020</b>	
Segment assets	319,745
Unallocated assets	<u>7,622</u>
	<u>327,367</u>
Segment liabilities	(280,701)
Unallocated liabilities	<u>(572,077)</u>
	<u>(852,778)</u>

Car rental and  
shuttle bus  
service  
HK\$'000

**Year ended 31 December 2019**

Revenue from external customers	<u>97,767</u>
Segment result	42,245
Interest income on bank deposit	151
Other income	349
Unallocated expenses	<u>(32,394)</u>
Profit from operations	10,351
Finance cost	(38,299)
Gain on disposal of subsidiaries	<u>100,212</u>
Profit before tax	72,264
Income tax expense	<u>(2,899)</u>
Profit for the year	<u><u>69,365</u></u>
Depreciation and amortisation	18,081
Capital expenditure	<u><u>12,555</u></u>

**As at 31 December 2019**

Segment assets	342,866
Unallocated assets	<u>39,084</u>
	<u><u>381,950</u></u>
Segment liabilities	(392,278)
Unallocated liabilities	<u>(553,446)</u>
	<u><u>(945,724)</u></u>

**(b) Geographical information:**

The Group's revenue analysed by geographical location and information about its non-current assets by geographical location are detailed below:

	Revenue		Non-current assets	
	Year ended 31 December		As at 31 December	
	2020	2019	2020	2019
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Hong Kong	–	–	581	649
PRC	<u>134,527</u>	<u>97,767</u>	<u>241,854</u>	<u>252,216</u>
	<u><u>134,527</u></u>	<u><u>97,767</u></u>	<u><u>242,435</u></u>	<u><u>252,865</u></u>

In presenting the geographical information, revenue is based on the locations of the customers.

**(c) Information about major customers**

Revenue from major customers, each of whom accounted for 10% or more of the total revenue is set out below:

	2020	2019
	<i>HK\$'000</i>	<i>HK\$'000</i>
Customer A	–	25,346
Customer B	<u>19,379</u>	<u>N/A*</u>
	<u><u>19,379</u></u>	<u><u>25,346</u></u>

\* *Customer did not contribute more than 10% of the total consolidated revenue of the Group for the year.*

## 5. FINANCE COST

	2020 <i>HK\$'000</i>	2019 <i>HK\$'000</i>
Bank charges	164	9
Interest expenses on borrowings		
– interest on convertible bonds	5,891	21,251
– interest on non-convertible bonds	5,430	5,430
– interest on lease liabilities	11,710	11,142
– interest on other borrowings	310	130
– interest on bank borrowings	438	337
	<u>23,943</u>	<u>38,299</u>

## 6. INCOME TAX EXPENSE

	2020 <i>HK\$'000</i>	2019 <i>HK\$'000</i>
Current tax – Hong Kong Profits Tax		
Provision for the year	–	–
Current tax – the PRC Enterprise Income Tax		
Provision for the year	116	2,899
Deferred tax	2,031	–
	<u>2,147</u>	<u>2,899</u>

Hong Kong Profits Tax is calculated at the rate of 16.5% (2019: 16.5%) on the estimated assessable profits arising in Hong Kong during the year.

Under the Law of the PRC on Enterprise Income Tax, the applicable income tax rate of the Group's subsidiaries in the PRC is 25% (2019: 25%).

The reconciliation between the income tax and profit before tax multiplied by the Hong Kong profits tax rate is as follows:

	<b>2020</b>	2019
	<b>HK\$'000</b>	HK\$'000
Profit before tax	<u>42,158</u>	<u>72,264</u>
Tax at the domestic income tax rate of 16.5% (2019: 16.5%)	<b>6,956</b>	11,924
Effect of different tax rates of subsidiaries operating in the PRC	<b>2,086</b>	2,556
Income not subject to tax	–	(18,114)
Expenses not deductible for tax	–	6,028
Tax effect of utilisation of tax losses not recognised	<b>(10,398)</b>	–
Tax losses not recognised	<u>3,503</u>	<u>505</u>
	<u><b>2,147</b></u>	<u>2,899</u>

## 7. PROFIT FOR THE YEAR

The Group's profit for the year is stated after charging the following:

	<b>2020</b>	2019
	<b>HK\$'000</b>	HK\$'000
Depreciation	<b>17,516</b>	10,295
Auditor's remuneration	<b>800</b>	800
Depreciation of right-of-use assets	<b>9,754</b>	7,786
Staff costs (including Directors' remuneration):		
– salaries, bonuses and allowances	<b>9,715</b>	9,631
– retirement benefits scheme contributions	<b>441</b>	205
	<u><b>10,156</b></u>	<u>9,836</u>

## 8. EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

### Basic earnings per share

The calculation of basic earnings per share attributable to owners of the Company is based on the profit for the year attributable to owners of the Company of approximately HK\$36,726,000 (2019: profit for the year of approximately HK\$61,556,000) and the weighted average number of ordinary shares of 6,411,770,500 (2019: 6,411,770,500) in issue during the year.

### Diluted earnings per share

No diluted earnings per share for the years ended 31 December 2020 and 2019 is presented as the effect of all convertible bonds are anti-dilutive for the years.

## 9. TRADE RECEIVABLES

The aging analysis of trade receivables, based on the invoice date, is as follows:

	2020 <i>HK\$'000</i>	2019 <i>HK\$'000</i>
Within 30 days	10,271	9,710
31-90 days	11,932	12,471
91-365 days	24,842	19,666
Over 1 year	8,527	1,286
Less: Impairments	<u>(2,660)</u>	<u>(1,286)</u>
	<u><u>52,912</u></u>	<u><u>41,847</u></u>

## 10. TRADE PAYABLES

The aging analysis of trade payables, based on the invoice date, is as follows:

	2020 <i>HK\$'000</i>	2019 <i>HK\$'000</i>
Over 1 year	<u><u>–</u></u>	<u><u>320</u></u>

## 11. BORROWINGS

		2020 <i>HK\$'000</i>	2019 <i>HK\$'000</i>
Bank loans	(a)	6,888	9,498
Other loans	(b)	<u>153,588</u>	<u>156,869</u>
		<u>160,476</u>	<u>166,367</u>

(a) Bank loans are secured, bear an interest rate of 6.175% and are repayable on demand or within one year.

(b) Other loans are unsecured, interest free and are repayable on demand or within one year.

## 12. CONVERTIBLE BONDS

On 27 October 2015, the Company issued a convertible bonds in the principal amount of HK\$65,735,900 which bear interest rate of 4.5% per annum. (the “**2015CB**”). The 2015CB are convertible into ordinary shares of the Company within 24 months from the date of issue at a conversion price of HK\$0.265 per conversion share (subject to adjustment), and a maximum of 248,060,000 conversion shares can be issued. At 31 December 2020, the outstanding principal amount is HK\$26,500,000.

On 10 November 2015, the Company issued a zero-coupon convertible bonds in the principal amount of HK\$120,000,000 (the “**QDCB1**”) as part of the consideration for the acquisition of 70% equity interest in the entire issued share capital of Million Fortune International Investment Limited. The QDCB1 are convertible into ordinary shares of the Company at any time between the date of issue and its maturity date at a conversion price of HK\$0.40 per conversion share (subject to adjustment), and a maximum of 300,000,000 conversion shares can be issued (All the QDCB1 shall be redeemed by the Company at par on 9 November 2018). At 31 December 2020, the outstanding principal amount is HK\$55,580,000.

On 31 March 2017, the Company issued a zero-coupon convertible bonds in the principal amount of HK\$13,220,018 (the “**QDCB2**”) as part of the consideration for the acquisition of 70% equity interest in the entire issued share capital of Million Fortune International Investment Limited. The QDCB2 are convertible into ordinary shares of the Company at any time between the date of issue and its maturity date at a conversion price of HK\$0.40 per conversion share (subject to adjustment), and a maximum of 33,050,045 conversion shares can be issued. All the QDCB2 shall be redeemed by the Company at par on 30 March 2020. At 31 December 2020, the outstanding principal amount is HK\$13,220,018.

On 31 August 2016, the Company issued a convertible bonds in the principal amount of HK\$140,000,000 (the “**TMCB1**”) which bear interest rate of 3% per annum as part of the consideration for the acquisition of 100% equity interest in the entire issued share capital of Gear World Development Limited. The TMCB1 are convertible into ordinary shares of the Company at any time between the date of issue and its maturity date on 31 August 2019 at a conversion price of HK\$0.30 per conversion share (subject to adjustment), and a maximum of 466,666,666 conversion shares can be issued. At 31 December 2020, the outstanding principal amount is HK\$140,000,000.

The liability component of convertible bonds recognised at the end of the reporting period is analysed as follows:

	<b>2015CB</b> <i>HK\$'000</i>	<b>QDCB1</b> <i>HK\$'000</i>	<b>QDCB2</b> <i>HK\$'000</i>	<b>TMCB1</b> <i>HK\$'000</i>	<b>Total</b> <i>HK\$'000</i>
Liability component					
At 1 January 2019	30,293	55,581	10,917	135,760	232,551
Interest charged	<u>1,193</u>	<u>–</u>	<u>1,804</u>	<u>18,254</u>	<u>21,251</u>
At 31 December 2019 and 1 January 2020	31,486	55,581	12,721	154,014	253,802
Interest charged	<u>1,193</u>	<u>–</u>	<u>499</u>	<u>4,199</u>	<u>5,891</u>
Liability component at 31 December 2020	32,679	55,581	13,220	158,213	259,693
Portion classified as current liabilities	<u>(32,679)</u>	<u>(55,581)</u>	<u>(13,220)</u>	<u>(158,213)</u>	<u>(259,693)</u>
Non-current portion	<u><u>–</u></u>	<u><u>–</u></u>	<u><u>–</u></u>	<u><u>–</u></u>	<u><u>–</u></u>

The interest charged for the year of 2015CB, QDCB1, QDCB2 and TMCB1 are calculated by applying an effective interest rate of 4.5%, 0%, 3.97% and 3% to the liability component respectively.

### 13. DIVIDENDS

The Directors do not recommend the payment of any dividend in respect of the years ended 31 December 2020 and 2019.



#### 14. CONTINGENT LIABILITIES

At the end of the reporting period, contingent liabilities not provided for in the financial statements were as follows:

	<b>2020</b>	2019
	<b><i>HK\$'000</i></b>	<i>HK\$'000</i>
Indemnity related to a former subsidiary	<u><b>7,271</b></u>	<u>6,817</u>

At the end of the reporting period, the Directors do not consider it probable that a claim will be made against the Group under the above possible claim.

## **EXTRACT OF INDEPENDENT AUDITOR’S REPORT**

The following is an extract of the independent auditor’s report on the Company’s consolidated financial statements for the year ended 31 December 2020. The report includes particulars of the disclaimer of opinion:

### **Disclaimer of Opinion**

We were engaged to audit the consolidated financial statements of National United Resources Holdings Limited (the “**Company**”) and its subsidiaries (together, the “**Group**”) set out on the 2020 annual report, which comprise the consolidated statement of financial position as at 31 December 2020, and the consolidated statement of profit or loss, consolidated statement of comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

We do not express an opinion on the consolidated financial statements of the Group. Because of the significance of the matters described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements. In all other respects, in our opinion, the consolidated financial statements have been properly prepared in compliance with the Hong Kong Companies Ordinance.

## **Basis for Disclaimer of Opinion**

### **1. *Limited accounting books and records of two subsidiaries – First Concept Industrial Group Limited and iFrontier LLC***

Due to the insufficiency of supporting documentation and explanations for accounting books and records in respect of the First Concept Industrial Group Limited and iFrontier LLC for the year ended 31 December 2019, we were unable to carry out audit procedures to satisfy ourselves as to whether the income and expenses for the year ended 31 December 2019 and the segment information and other related disclosure notes in relation to the Group, as included in the consolidated financial statements of the Group, have been accurately recorded and properly accounted for in the consolidated financial statements. These two subsidiaries were disposed of during the year ended 31 December 2019. Due to the insufficiency of supporting documentation and explanations for accounting books and records, we were unable to carry out audit procedures to satisfy ourselves whether the gain on disposal of subsidiaries of approximately HK\$100,212,000 for the year ended 31 December 2019 have been accurately recorded and properly accounted for in the consolidated financial statements.

### **2. *Loss on deconsolidation of the subsidiaries***

As explained in note 2 to the consolidated financial statements, certain subsidiaries of the Company have been deconsolidated from the Group since 1 January 2016. No sufficient evidence has been provided to satisfy ourselves as to whether the Company had lost control of the aforesaid certain subsidiaries on 1 January 2016 and throughout the year ended 31 December 2019. Accordingly we were unable to satisfy ourselves to the deconsolidated subsidiaries, as to the completeness of the transactions of the Group for the year ended 31 December 2019.

### **3. *Borrowings***

No sufficient evidence has been provided to satisfy ourselves, in relation to the existence, rights and obligations and valuation of the borrowings of approximately HK\$42,257,000 and HK\$40,025,000 as at 31 December 2020 and 2019 respectively.

#### **4. *Going Concern***

We draw attention to note 2 to the consolidated financial statements which mentions that as at 31 December 2020 the Group has net current liabilities and net liabilities of approximately HK\$757,074,000 and HK\$525,411,000 respectively. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. The consolidated financial statements have been prepared on a going concern basis on the assumption that the proposed restructuring of the Company will be successfully completed, and that, following the restructuring, the Group will continue to meet in full its financial obligations as they fall due in the foreseeable future. The consolidated financial statements do not include any adjustments that would result from a failure to complete the restructuring. We consider that the disclosures are adequate. However, in view of the extent of the uncertainty relating to the completion of the restructuring, we disclaim our opinion in respect of the material uncertainty relating to the going concern basis.

Any adjustments to the figures as described from points 1 to 4 above might have a significant consequential effect on the Group's results and cash flows for the years ended 31 December 2020 and 2019 and the financial positions of the Group as at 31 December 2020 and 2019, and the related disclosures thereof in the consolidated financial statements.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **RESUMPTION OF SHARE TRADING**

Trading in the Shares on the Stock Exchange has been suspended since 1 August 2016.

On 19 June 2019 and 30 July 2019, the Company submitted the resumption proposal to the Stock Exchange. Key terms of the resumption proposal include the following elements:

- (a) Subscription – subscription of new shares by Mr. Ji and Mr. Guo, both being executive Directors to provide new equity capital to the Company;

- (b) Open Offer – to provide existing Shareholders pre-emptive right to subscribe new shares at the same price of the Subscription should they so wish to provide new equity capital to the Company; and
- (c) Debt Restructuring – debt restructuring plan agreed with creditors to significantly reduce liabilities of the Company.

On 26 August 2019, the Listing Department of the Stock Exchange informed the Company that it would recommend the Listing Committee to cancel the listing of the Company under Rule 6.01A(2)(b)(ii). On 3 September 2019, the Company received a letter from the Stock Exchange informing the Company that the Listing Committee decided to cancel the Company's listing under Rule 6.01A(2).

The Company made a review request against the Listing Committee's decision on 16 September 2019 and the hearing of the Listing Review Committee was held on 15 January 2020. Further to the Listing Review Committee hearing, the Listing Review Committee requested the Company to provide further information and invited the Company for a further hearing. On 9 September 2020, the further hearing was held.

Afterwards, the Listing Review Committee overturned the Listing Committee's decision on 16 September 2020.

The Company and its professional advisers are currently finalising the announcement and the circular in relation to the proposed restructuring contemplated under the Resumption Proposal, which are subject to vetting by the regulators. Further announcement(s) will be made to keep the Shareholders informed as and when appropriate.

## **BUSINESS REVIEW**

### **Car Rental and Shuttle Bus Services Business**

For the year ended 31 December 2020, the Group has engaged in car rental and shuttle bus services business through 北京天馬通馳汽車租賃有限公司 (Beijing Tian Ma Tong Chi Car Rental Co., Ltd\*) (“**TMTC Rental**”) and 北京天馬通馳旅遊客運有限公司 (Beijing Tian Ma Tong Chi Travel Transportation Co., Ltd\*) (“**TMTC Travel**”, together with TMTC Rental, the “**TMTC Group**”). The TMTC Group has electric buses and fuel buses over 800 vehicles in total with capacity of 5 to 59 seats. The car rental and shuttle bus services business serves with particular capacity requirements, type of vehicles, point to point services, contracted tailor-made services, routes/commute served with specified timetable to (i) employees/students of institutional customers between the working places/schools to different residential communities; (ii) car rental without chauffeur; and (iii) car rental with chauffeur for trip on business, leisure and various government grand events purposes.

In response to environmental friendly expectation from public and domestic government, since 2016, the TMTC Group purchased battery electronic vehicles (“**BEV**”) for its operations. Up to the date of this announcement, the TMTC Group maintains a relatively high portion of BEV for meeting customers request. Being much more environmental friendly, therefore BEV is especially welcome and required by international schools contracts. Many renowned international educational institutions, multinational cooperations and government bureaus in Beijing are key customers of the TMTC Group.

## **FINANCIAL REVIEW**

### **Revenue, Cost and Gross Profit**

Commencing on 1 September 2019, the financial results of TMTC Travel has been consolidated into Group's account pursuant to HKFRS 10 and a shareholder control agreement entered into between the Group and the shareholder holding 51% equity interest in TMTC Travel. Therefore, the whole year financial performance of TMTC Travel, revenue and gross profit in particular, has embedded in the Group's consolidated figures for the year ended 31 December 2020.

The Group's revenue generated from the car rental and shuttle bus services business amounted to approximately HK\$134,527,000 for the year 2020, representing an increase of approximately HK\$36,760,000 or 37.6% compared to the year 2019 which was approximately HK\$97,767,000.

The cost of revenue of the Group for the year 2020 of approximately HK\$103,568,000 was increased by approximately HK\$58,613,000 or 130.4%, compared to the cost of revenue of the Group for the year 2019 of approximately HK\$44,955,000, which was resulted from the consolidation of TMTC Travel into the Group since September 2019. Before consolidating TMTC Travel, the costs incurred were mainly depreciation of vehicles from TMTC Rental. After consolidating TMTC Travel, the costs incurred mainly comprise the operation entity in TMTC Group's shuttle bus service, direct costs for the business including salaries of drivers, depreciation of vehicles, car parking expenses, fuel and electricity and repair and maintenance which were now reflected in the Group's account.

As a result, gross profit for the year 2020 was approximately HK\$30,959,000. When compared to the year 2019 of a gross profit of approximately HK\$52,812,000, a gross profit margin of 23% for the year 2020 reflected a more comprehensive picture over the performance with the shuttle bus business for the year.

## **Other Income**

Other income for the year 2020 and 2019 amounted to approximately HK\$69,472,000 and HK\$500,000 respectively. Other income mainly includes bank interest income, reversal of impairment in trade receivables and collected other receivables over carrying amount, gain on other payable written off and sundry income. Trade receivables would be impaired after management review if outstanding over 12 months and irrecoverable within reasonable period after reporting period. Previously impaired trade receivables of approximately HK\$8,123,000 were received and credited to other income during the year 2020. The aggregate amount collected over carrying amount approximately of HK\$48,352,000 was recorded as other income during the year of 2020. Details were stated in the section of “Update of a Litigation”.

## **Administrative and other operating expense**

Administrative and other operating expenses for the year 2020 and 2019 were approximately HK\$33,229,000 and HK\$42,961,000 respectively, representing a decrease of approximately HK\$9,732,000 or 22.7%. The administrative expenses comprised auditor’s remuneration, depreciation of property, plant and equipment, impairment of trade receivables, legal and professional fees incurred for resumption, minimum lease payments under operating lease, staff costs with Directors emoluments and other administrative expenses.

## **Finance Cost**

Finance cost of the Group for the year 2020 and 2019 amounted to approximately HK\$23,943,000 and HK\$38,299,000 respectively. The finance cost comprises interest expenses on convertible bonds, non-convertible bonds, lease liabilities, bank borrowings, other borrowings and bank charges. The decrease in finance cost mainly due to the decrease in interest on convertible bonds incurred.



## **Profit attributable to the owners of the Company**

TMTC Group, the Company's core business entity, recorded a profit after tax amounted to HK\$23,538,000 in the year 2020. Throughout the year, the Group was conducting its Resumption Proposal process. As a result, legal and professional fees incurred for resumption maintained at a high level. Besides, before completing the proposed debt restructuring which is part of the Resumption Proposal, finance costs in associated with liabilities in the proposed debt restructuring plan could nevertheless still be accrued, but will be written back, if and when, the proposed debt restructuring being completed. As such, when (i) one-off, non-operational and non-recurring expenses for resumption; and (ii) finance costs associated with liabilities in the proposed debt restructuring plan, as well as non-operational one-off item in other income all being excluded, the profit for the year and profit attributable to the owners of the Company for the year 2020 were approximately HK\$3,498,000 and HK\$213,000 respectively.

When without excluding non-operational and one-off items, the profit for the year and profit attributable to the owners of the Company as reported in the consolidated statement of profit or loss for the year 2020 were approximately HK\$40,011,000 and HK\$36,726,000 respectively. The profit for the year and profit attributable to the owners of the Company for the year ended 31 December 2019 were approximately HK\$69,365,000 and HK\$61,556,000 respectively.

## **Non-current assets**

The non-current assets were decreased by approximately HK\$10,430,000 from HK\$252,865,000 as at 31 December of 2019 to HK\$242,435,000 as at 31 December 2020. The decrease in non-current assets was mainly attributable to the depreciation of property, plant and equipment.

## **Current assets**

The current assets of the Group decreased from approximately HK\$129,085,000 as at 31 December 2019 to approximately HK\$84,932,000 as at 31 December 2020. The decrease in current assets is mainly due to the decrease in amount due from SGS (as defined below) and settlement part of lease liabilities from deposits.

## **Liabilities**

The total of non-current and current liabilities of the Group decreased from approximately HK\$945,724,000 as at 31 December 2019 to approximately HK\$852,778,000 as at 31 December 2020 which was mainly due to the settlement part of borrowings and lease liabilities and other payable written off during the year of 2020.

## **Net liabilities**

As consequences, the Group recorded a decrease in net current liabilities from approximately HK\$774,831,000 as at 31 December 2019 to approximately HK\$757,074,000 as at 31 December 2020, and a decrease in net liabilities from approximately HK\$563,774,000 as at 31 December 2019 to approximately HK\$525,411,000 as at 31 December 2020.

## **CAPITAL STRUCTURE, LIQUIDITY AND FINANCIAL RESOURCES**

As at 31 December 2020, the issued share capital of the Company was HK\$3,178,754,000 divided into 6,411,770,500 Shares. During the year ended 31 December 2020, the Group finances its operations by cash flow from operating activities. As at 31 December 2020, the cash and bank balances of the Group amounted to approximately HK\$4,567,000 (31 December 2019: HK\$3,309,000).

As at 31 December 2020, the Group had current assets of approximately HK\$84,932,000 (31 December 2019: HK\$129,085,000), while its current liabilities were approximately HK\$842,006,000 (31 December 2019: HK\$903,916,000). The current ratio of the Group was approximately 0.10 times (31 December 2019: 0.14 times) and gearing ratio (debts/total assets) was 206.5% (31 December 2019: 184.6%).

## **MATERIAL ACQUISITION, DISPOSAL AND SIGNIFICANT INVESTMENTS HELD**

### **Disposal of Subsidiaries**

In order to minimise the operation costs, on 21 December 2020, Dengyi Investments Limited, a wholly-owned subsidiary of the Company, as vendor, entered into a sale and purchase agreement (“**Sale Agreement**”) with an independent third party to dispose of its entire equity interest in Million Fortune International Investment Limited (“**Million Fortune**”), representing 70% equity interest of Million Fortune, at consideration of HK\$1 (the “**Disposal**”).

Million Fortune, together with its subsidiaries, formed the precious online trading platform segment of the Group, recorded net liabilities of approximately HK\$427,000 at the time of disposal and generated no turnover since year 2018. The Disposal did not constitute any notifiable transaction of the Company under Chapter 14 of the Listing Rules, which was completed on 21 December 2020.

### **FOREIGN EXCHANGE EXPOSURE**

During the year ended 31 December 2020, the majority of the Group’s income and expenses were denominated in Renminbi and Hong Kong dollars. Up to 31 December 2020, the management of the Company was of the opinion that the Group has insignificant exposure to foreign exchange risk. The Group did not use any financial instruments for hedging against fluctuation in foreign exchange for the year ended 31 December 2020. Nevertheless, the management of the Company will closely monitor and from time to time reassess the exchange risk exposures of the Group and enter into non-speculative hedging arrangements if considered necessary.

## EMPLOYEE INFORMATION

As at 31 December 2020, the Group had 637 employees (including the Directors) in Hong Kong and the PRC (31 December 2019: 697 employees). The Group continues to provide remuneration packages to employees according to market practices, their experience and performance. Remuneration policy is basically determined with reference to individual performance as well as the financial results of the Group. Remuneration to staff will be reviewed from time to time when warranted considering the performances of staff. Other benefits include medical insurance scheme and contribution of statutory mandatory provident fund for the employees. The Group also adopted a share option scheme whereby qualified participants may be granted options to acquire Shares. There has been no major change in staff remuneration policies during the year ended 31 December 2020.

## UPDATE OF A LITIGATION

On 24 June 2015, First Concept Industrial Group Limited (“**First Concept**”), the then wholly-owned subsidiary of the Company served a notice of arbitration (the “**Notice**”) on SouthGobi Sands LLC (“**SGS**”), being a subsidiary of SouthGobi Resources Ltd. In the Notice, First Concept sought the advanced payment from SGS, according to a coal supply agreement dated 19 May 2014 between First Concept and SGS, representing the prepayment amount advanced by First Concept for the supply of coking coal by SGS to First Concept under such agreement. The arbitral proceedings are deemed to have commenced on 24 June 2015, as the date when the respondent received the Notice. As at the date of this report, the arbitral proceedings are in closing stage.

First Concept paid in advance to SGS for purchasing coals from SGS. However, SGS supplied and First Concept collected zero tonne of coal in the contracted period and SGS refused to repay the advanced payment to First Concept. It was justified for First Concept to recover the advanced payment from SGS by legal action, and First Concept proceeded accordingly as mentioned above.

SGS has been ordered to pay the sum of approximately HK\$89,700,000 (US\$11.5 million) (which SGS had received as a prepayment for the purchase of coal) together with interest accrued to First Concept pursuant to a partial arbitration award dated 4 January 2018 (“**Partial Award**”).

First Concept and SGS entered into a deed of settlement on 16 November 2018 (“**Settlement Deed**”), pursuant to which First Concept has agreed to accept the sum of approximately HK\$111,400,146 (US\$14,282,070) as full and final satisfaction of the sums payable according to the Partial Award. Under the Settlement Deed, SGS shall pay the sum of US\$14,282,070 to First Concept in 12 monthly instalments with the last instalment payable on or before 30 September 2019. However, SGS was in default according to the Settlement Deed as it failed to follow the repayment schedule as agreed in the Settlement Deed. SGS had only paid First Concept approximately HK\$69,420,000 (US\$8,900,000) by 30 September 2019.

After that, First Concept continued to proceed legal actions in Mongolia to recover debts due from SGS. First Concept succeeded to freeze bank accounts of SGS in Mongolia and recovered approximately HK\$6,240,000 (US\$800,000). Finally, a final settlement agreement (“**Last Agreement**”) were entered into between First Concept and SGS and compromised the remaining balance of debt and compensation to First Concept for its cost incurred in the arbitration against SGS. According to the Last Agreement, SGS paid a final settlement sum of approximately HK\$62,400,000 (US\$8,000,000) to First Concept during the year 2020. Thereon, all claims, obligations, liabilities and demands between First Concept and SGS were released and discharged.

First Concept was disposed in the year 2019. First Concept had transferred all sums recovered from SGS to the Group in year 2020 as obligated in the disposal of First Concept.

## **BORROWINGS AND CHARGES ON THE GROUP'S ASSETS**

As at 31 December 2020, the Group recorded the borrowings of approximately HK\$160,476,000 (31 December 2019: HK\$166,367,000) in which of approximately HK\$6,888,000 (31 December 2019: HK\$9,498,000) represents loan from bank and bear interest rate 6.175% per annum with motor vehicles in carrying amount of approximately HK\$10,416,000 (31 December 2019: approximately HK\$11,869,000) being pledged to secure the bank loan. All borrowings are repayable on demand or within the year.

## **CAPITAL COMMITMENTS**

The Group had no significant capital commitments outstanding as at 31 December 2020 and 2019.

## **CONTINGENT LIABILITIES**

Details of contingent liabilities were disclosed in note 14 to the consolidated financial statements on this announcement.

## **EVENTS AFTER THE REPORTING PERIOD**

There are no significant events after the reporting period and up to the date of this announcement.

## OUTLOOK

The COVID-19 outbreak has calmed down in Beijing on the second half of the year 2020, while people's daily life and economic activities start to recover right after. Now the key topic in the whole world is how people shall live during a pandemic and when there may be a next pandemic potentially. Social distance and transportation safety are the key concerns in highly populated cities, especially in Beijing. Well before COVID-19, managements of TMTG Group has already encountered the SARS outbreak in 2003 and gained valuable experience in formulating its shuttle bus services which are focused on (i) unique vehicles for unique customers; (ii) robust hygiene standards in vehicle management; and (iii) strict passenger identification and on-board control. All these are the core service values in making TMTG Group developing from initially 7 shuttle buses to over 800 shuttle buses now. Fortune 500 MNCs, e-commerce unicorn and especially top-ranked international schools in Beijing are all attracted and then adapted to our supreme shuttle bus services. Although COVID-19 has affected TMTG Group in 2020, we see this a valuable opportunity to capture bigger market share by such increasing demand in higher hygiene and safety concerns in commuting, and while some competitors had failed to survive in the pandemic as well.

In June 2020, TMTG Group has commenced rendering shuttle bus services to the Beijing Customs District (北京海關) situated at Beijing Daxing International Airport (北京大興國際機場). In July 2020, TMTG Group has entered into a strategic cooperation agreement (the “**Agreement**”) with Beijing Chaotianlun Tourism Co., Ltd.\* (北京朝天輪旅遊觀光 有限責任公司) (“**Beijing Chaotianlun**”). Beijing Chaotianlun is the operator of the Chaotianlun project that providing an integrated tourist attraction, including dining, entertainment and arts in a tourism park of Beijing. TMTG Group is also a long-term shuttle bus service provider for a number of the highest ranked international schools in Beijing, including International School of Beijing, Dulwich College Beijing International School and Yew Chung International School of Beijing.

The Group considered the adverse effect by COVID-19 over our business operation in 2020 was not substantial. However, inevitably the adverse effect by COVID-19 over the world economy was catastrophic. It remained high challenging and uncertain for the road ahead in the industry. We hope, and believe, soon recovery of economic activities can be happened in middle or late 2021 after vaccine injection in majorities being achieved.

## **Actions taken by the Company to address relevant disclaimer of opinion**

The auditors of the Company, ZHONGHUI ANDA CPA Limited (“**Auditor**”), had disclaimed their opinion on the consolidated financial statements of the Group for the years ended 31 December 2020. The Company has taken actions to address the relevant audit qualifications. Actions taken by the Company to address relevant disclaimer of opinion in the consolidated financial statements of the Group for the year ended 31 December 2020 are set out below:

### **1. *Limited accounting books and records of two subsidiaries– First Concept Industrial Group Limited and iFrontier LLC***

Due to the insufficiency of supporting documentation and explanations for accounting books and records in respect of the First Concept Industrial Group Limited and iFrontier LLC for the years ended 31 December 2019, auditor were unable to carry out audit procedures to satisfy themselves as to whether the following income and expenses for the years ended 31 December 2019 and the assets and liabilities as at 31 December 2019, and the segment information and other related disclosure notes in relation to the Group, as included in the consolidated financial statements of the Group, have been accurately recorded and properly accounted for in the consolidated financial statements.

Pursuant to the announcement of the Company dated 26 July 2019, First Concept and iFrontier were disposed to independent third parties of the Company. As such, this disclaimer will be removed in the year ending 31 December 2021.

### **2. *Loss on deconsolidation of the subsidiaries***

As explained in note 2 (please refer to note 1 on this result announcement) to the consolidated financial statements for the year ended 31 December 2020, certain subsidiaries of the Company have been deconsolidated from the Group since 1 January 2016. Auditor has regarded as no sufficient evidence being provided to satisfy themselves whether the Company had lost control of the aforesaid certain subsidiaries on 1 January 2016 and throughout the years ended 31 December 2019. Accordingly we were unable to satisfy the Auditor to the deconsolidated subsidiaries, as to the completeness of the transactions of the Group for the years ended 31 December 2019.



Pursuant to the announcement of the Company dated 26 July 2019, these subsidiaries with limited books and records have been disposed to independent third parties of the Company. As such this disclaimer will be removed in the year ending 31 December 2021.

### **3. Borrowings**

There was no sufficient evidence provided to satisfy the Auditor, in relation to the existence, rights and obligations and valuation of the borrowings of approximately HK\$42,257,000 and HK\$40,025,000 as at 31 December 2020 and 2019 respectively.

Upon completion of proposed subscription and proposed open offer, such debt can be repaid after this debt obligation is verified and if no agreement can be achieved. This disclaimer will be removed upon settlement occurred.

### **4. Going Concern**

As at 31 December 2020, the Group had net current liabilities and net liabilities of approximately HK\$757,074,000 and HK\$525,411,000 respectively. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern.

The consolidated financial statements for the year ended 31 December 2020 have been prepared on a going concern basis on the assumption that the proposed debt restructuring of the Company will be successfully completed, and that, following the debt restructuring, the Group will continue to meet in full its financial obligations as they fall due in the foreseeable future.

The Company will undergo (i) proposed subscription; (ii) proposed open offer; and (iii) proposed debt restructuring, to reduce debt and raise capital for expansion and for working capital. Upon completion of the forgoing transactions, the disclaimer on going concern will be removed.

## CORPORATE GOVERNANCE PRACTICES

The Board and the management are committed to maintaining and ensuring high standards of corporate governance as good corporate governance can safeguard the interests of all Shareholders and enhance corporate value. The Company has adopted the Corporate Governance Code (“**CG Code**”) as set out in Appendix 14 to Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) as its own code of corporate governance. During the year ended 31 December 2020, the Company was in compliance with the relevant code provisions set out in the CG Code except for the deviations explained below.

<b>The code provisions</b>	<b>Reasons for the non-compliance and improvement actions took or to be taken</b>
A.1.8	As it took time for the Company to solicit a suitable insurer at reasonable commercial terms and conditions, the Company did not arrange appropriate insurance cover in respect of legal action against its Directors for the year ended 31 December 2020.
A.2.1	The Company has not appointed a chief executive officer and role and functions of chief executive officer have been performed by all the executive Directors collectively. The Board believes that this arrangement enables the Company to make and implement decisions promptly, and thus achieve the Company’s objectives effectively and efficiently in response to the changing environment. The Board will continuously assess whether any changes are necessary.

## **MODEL CODE FOR SECURITIES TRANSACTIONS**

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix 10 to the Listing Rules as the code of conduct for securities transactions by the Directors. Having made specific enquiry of the Directors, all the Directors confirmed that they had complied with the required standard as set out in the Model Code throughout the year ended 31 December 2020.

The Company has also adopted the Model Code as the code of conduct for securities transactions by employees of the Company who are likely to be in possession of unpublished inside information of the Company. No incident of non-compliance of the Model Code by the relevant employees of the Company was noted by the Company during the year ended 31 December 2020.

## **FINAL DIVIDEND**

The Board does not recommend the payment of a final dividend for the year ended 31 December 2020 (2019: nil).

## **PURCHASE, SALE OR REDEMPTION OF THE COMPANY’S LISTED SECURITIES**

There was no purchase, sale or redemption by the Company or any of its subsidiaries, of the Company’s listed securities during the ended 31 December 2020.

## **AUDIT COMMITTEE**

The Audit Committee was established with written terms of reference in compliance with the Listing Rules and the CG Code. The Audit Committee currently comprises three independent non-executive Directors, namely Mr. Li Wen (as the chairman of the Audit Committee), Mr. Qiu Ke and Ms. Chen Yen Yung, and one non-executive Director, namely Mr. An Jingwen.

The principal duties of the Audit Committee include the review and supervision of the Group’s financial reporting process, risk management and internal control systems, and review of the Group’s financial information. The Audit Committee has reviewed the annual results of the Group for the year ended 31 December 2020.

## **SCOPE OF WORK OF ZHONGHUI ANDA CPA LIMITED**

The figures in respect of the preliminary announcement of the Group's results for the year ended 31 December 2020 have been agreed by the Group's auditor, ZHONGHUI ANDA CPA Limited, to the amounts set out in the Group's audited consolidated financial statements for the year ended 31 December 2020. The work performed by ZHONGHUI ANDA CPA Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently no assurance has been expressed by ZHONGHUI ANDA CPA Limited on the preliminary announcement.

## **PUBLICATION ON ANNUAL RESULTS AND ANNUAL REPORT**

This annual results announcement is available for viewing on the website of the Stock Exchange at [www.hkex.com.hk](http://www.hkex.com.hk) and on the website of the Company at [www.irasia.com/listco/hk/nur](http://www.irasia.com/listco/hk/nur). The annual report of the Company for the year ended 31 December 2020 will be dispatched to the Shareholders by end of April 2021, and will be made available for viewing at the aforesaid websites.

## **CONTINUED SUSPENSION OF TRADING OF THE SHARES**

Trading in the Shares on the Stock Exchange, which was suspended with effect from 9:00 a.m. on 1 August 2016, remains suspended and will continue to be so until further notice.

By Order of the Board  
**National United Resources Holdings Limited**  
**Ji Kaiping**  
*Chairman*

Hong Kong, 26 March 2021

*As at the date of this announcement, the executive Directors are Mr. Ji Kaiping (Chairman) and Mr. Guo Peiyuan, the non-executive Director is Mr. An Jingwen, and the independent non-executive Directors are Mr. Li Wen, Mr. Qiu Ke and Ms. Chen Yen Yung.*

\* *For identification purpose only*