



Golden Rock  
Global

# **Golden Rock Global plc**

(Incorporated and registered in Jersey under the Companies (Jersey) Law 1991 with registered number 121560)

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## **Financial Statements 31 December 2018**



## CHAIRMAN'S STATEMENT

It is a pleasure to announce the annual results for the Company for the year ended 31 December 2018.

The Company's shares were listed on the Standard List of the Main UK Stock Market approximately 2.5 years ago and in that time the Board has been looking for suitable acquisition opportunities.

We continue to review acquisition opportunities and are hopeful of progressing a transaction, although there is no certainty at this stage that a transaction will be concluded in the foreseeable future.

The Annual General Meeting will be held at 11am local time on 07 June 2019 at the InterContinental Prague, Pařížská 30, 110 00 Staré Město, Czechia and I look forward to welcoming all shareholders.

Ross Andrews

Chairman

17 April 2019

## CORPORATE GOVERNANCE REPORT

### Introduction

There is no applicable regime of corporate governance to which the directors of a Jersey company must adhere over and above the general fiduciary duties and duties of care, skill and diligence imposed on such directors under Jersey law. As a Jersey company and a company with a Standard Listing, the Company is not required to comply with the provisions of the UK Corporate Governance Code. Nevertheless, the Directors are committed to maintaining high standards of corporate governance and, so far as is practicable given the Company's size and nature, have voluntarily adopted and comply with the Quoted Companies Alliance Code ("QCA Code").

The Board has established two committees: an Audit committee and a Remuneration and Nominations committee. John Croft chairs the Audit committee whilst Ross Andrews chairs the Remuneration and Nominations committee. Both committee members were elected in 2016. In addition the Company entered into a relationship agreement on 25 October 2016 with shareholders who in aggregate account for 74% of the issued share capital, to ensure the independence and management of the Company in relation to the day-to-day management, affairs and governance of the Company.

### Leadership

The terms and conditions of appointment of the non-executive directors are available for inspection at the Company's registered office.

### Role of the Board

The Board sets the Company's strategy, ensuring that the necessary resources are in place to achieve the agreed strategic priorities, and reviews management and financial performance. It is accountable to shareholders for the creation and delivery of strong, sustainable financial performance and monitoring the Company's affairs within a framework of controls which enable risk to be assessed and managed effectively. The Board also has responsibility for setting the Company's core values and standards of business conduct and for ensuring that these, together with the Company's obligations to its stakeholders, are widely understood throughout the Company. The Board has a formal schedule of matters reserved which is detailed later in this report.

### Board Meetings

The core activities of the Board are carried out in scheduled meetings of the Board and its Committees. These meetings are timed to link to key events in the Company's corporate calendar. Outside the scheduled meetings of the Board, the Directors maintain frequent contact with each other to keep them fully briefed on the Company's operations. In the period under review the Board met on 3 occasions.

### Matters reserved specifically for Board

The Board has a formal schedule of matters reserved that can only be decided by the Board. The key matters reserved are the consideration and approval of;

- The Company's overall strategy;
- Financial statements and dividend policy;
- Management structure including succession planning, appointments and remuneration (supported by the Remuneration Committee);
- Material acquisitions and disposals, material contracts, major capital expenditure projects and budgets;
- Capital structure, debt and equity financing and other matters;
- Risk management and internal controls (supported by the Audit committee);
- The Company's corporate governance and compliance arrangements; and
- Corporate policies.

## CORPORATE GOVERNANCE REPORT (Continued)

### Summary of the Board's work in the period

During the period under review, the Board considered all relevant matters within its remit.

The Chairman sets the Board Agenda and ensures adequate time for discussion.

The Non-executive Directors bring a broad range of business and commercial experience to the Company and have a particular responsibility to challenge independently and constructively the performance of the Executive management (where appointed) and to monitor the performance of the management team in the delivery of the agreed objectives and targets. The Board considers Ross Andrews and John Croft to be independent in character and judgement.

Non-executive Directors are initially appointed for a term of two years, which may, subject to satisfactory performance and re-election by shareholders, be extended by mutual agreement.

### Other governance matters

All the Directors are aware that independent professional advice is available to each Director in order to properly discharge their duties as a Director.

### Appointments

The Board is responsible for reviewing the structure, size and composition of the Board and making recommendations to the Board with regards to any required changes.

### Commitments

All Directors have disclosed any significant commitments to the Board and confirmed that they have sufficient time to discharge their duties.

### Induction

All new Directors receive an induction as soon as practical on joining the Board.

### Conflict of interest

A Director has a duty to avoid a situation in which he or she has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company. The Board had satisfied itself that there is no compromise to the independence of those Directors who have appointments on the Boards of, or relationships with, companies outside the Company. The Board requires Directors to declare all appointments and other situations which could result in a possible conflict of interest.

### Board performance and evaluation

The Company has a policy of appraising Board performance annually. The Company has concluded that for a company of its current scale, an internal process administered by the Board is most appropriate at this stage.

### Accountability

The Board is committed to providing shareholders with a clear assessment of the Company's position and prospects. This is achieved through this report and as required other periodic financial and trading statements.

Going concern - The Company was formed to seek acquisition opportunities in the Fintech sector.

The Directors, having made due and careful enquiry, are of the opinion that the Company has adequate working capital to execute its operations and has the ability to access additional financing, if required, over the next 12 months. The Directors, therefore, have made an informed judgement, at the time of approving the financial statements, that there is a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. As a result, the Directors have continued to adopt the going concern basis of accounting in preparing the annual financial statements.

Internal controls - The Board of Directors reviews the effectiveness of the Company's system of internal controls in line with the requirements of the QCA Code. The internal control system is designed to manage the risk of failure to achieve

## CORPORATE GOVERNANCE REPORT (Continued)

its business objectives. This covers internal financial and operational controls, compliances and risk management. The Company had necessary procedures in place for the period under review and up to the date of approval of the Annual Report and Accounts. The Directors acknowledge their responsibility for the Company's system of internal controls and for reviewing its effectiveness. The Board confirms the need for an ongoing process for identification, evaluation and management of significant risks faced by the Company. A risk assessment for each project is carried out by the Directors before making any commitments.

The Audit Committee has responsibility for monitoring the Company's financial reporting. Given the size of the Company and the relative simplicity of the systems, the Board considers that there is no current requirement for an internal audit function. The procedures that have been established to provide internal financial controls are considered appropriate for a company of its size and include controls over expenditure, regular reconciliations and management accounts.

Provision of non-audit services is considered by the Audit Committee. The Audit Committee has considered the use of external accounting service providers for non-audit services, and all the current providers have been retained and considered appropriate.

During the year the auditors received fees set out in Note 9 to the Financial Statements. Acting as auditors, they received fees of £18,000.

The Remuneration and Nominations Committee has responsibility for agreeing the remuneration policy for senior executives and for the review of the composition and balance of the Board.

### **Model Code**

The Directors have voluntarily adopted the Model Code for directors' dealings contained in the Listing Rules of the UK Listing Authority. The Board will be responsible for taking all proper and reasonable steps to ensure compliance with the Model Code by the Directors.

Compliance with the Model Code is being undertaken on a voluntary basis and the FCA will not have the authority to (and will not) monitor the Company's voluntary compliance with the Model Code, nor to impose sanctions in respect of any failure by the Company to so comply.

### **Shareholder relations, communication and dialogue**

Open and transparent communication with shareholders is given high priority and the Directors are available to meet with shareholders who have specific interests or concerns. The Company issues its results to shareholders and publishes them on the Company's website.

### **Annual General Meeting**

At every AGM individual shareholders are given the opportunity to put questions to the Chairman and to other members of the Board that may be present. Notice of the AGM is sent to shareholders before the meeting. Details of proxy votes for and against each resolution, together with the votes withheld are announced to the London Stock Exchange and are published on the Company's website as soon as practical after the meeting.

Ross M Andrews,  
Chairman,  
17 April 2019

## COMPANY INFORMATION

### Directors

Wei Chen  
Feng Chen  
John Croft  
Ross Andrews  
Bin Shi

**Company number** 121560

**Registered Office** 11 Bath Street, St Helier, JE2 4ST, Jersey

**Auditors** BDO LLP, 150 Aldersgate Street, London. EC1A 4AB

The Company's auditors are BDO LLP, following the appointment in the prior period of Moore Stephens LLP, which merged with BDO LLP on 1 February 2019.

## DIRECTORS' REPORT

The directors present their report together with the audited financial statements for the year ended 31 December 2018. The Company is incorporated in Jersey.

### Results and dividends

The results for the period are shown on page 10. The directors do not recommend the payment of a dividend for the period (2017: Nil).

### Principal activity and future developments

The principal activity of the Company is to seek acquisition opportunities, initially focusing on the financial and technology sector.

The directors expect to continue with the Company's principal activity for the coming year.

### Directors' Confirmation

Each of the directors who are a director at the time when the report is approved confirms that:

- (a) so far as each director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- (b) each director has taken all the steps that ought to have been taken as a director, in order to be aware of any information needed by the Company's auditors in connection with preparing their report and to establish that the Company's auditors are aware of that information.

By Order of the Board

Wei Chen  
Director

## STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations.

Jersey Company law requires the directors to prepare financial statements for each financial period. Under that law the directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards as adopted by the European Union ("IFRS"). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these 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 financial statements have been prepared in accordance with IFRS as adopted by the European Union; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies (Jersey) Law 1991. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.



## INDEPENDENT AUDITOR'S REPORT

### Opinion

We have audited the financial statements of Golden Rock Global plc (the "Company") for the year ended 31 December 2018 which comprise the Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity, Statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of Companies (Jersey) Law 1991.

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

### Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. We have determined that there are no key audit matters to communicate in our report.

## INDEPENDENT AUDITOR'S REPORT (Continued)

### **Our application of materiality**

We apply the concept of materiality both in planning and performing our audit, and in evaluating the effect of misstatements. For planning, we consider materiality to be the magnitude by which misstatements, including omissions, could influence the economic decisions of reasonable users that are taken on the basis of the financial statements. In order to reduce to an appropriately low level the probability that any misstatements exceed materiality, we use a lower materiality, performance materiality, to determine the extent of testing needed. Importantly, misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements as a whole.

We determined the overall materiality for the financial statements to be £11,349. This is based on 5% of the loss before taxation and deemed appropriate in light of the Company's limited activity in the year ended 31 December 2018.

Performance materiality was determined as a percentage of materiality for the financial statements as a whole, in the range of 45% - 65% depending on our assessment of risk.

We agreed with the Audit Committee that we would report all audit differences in excess of £567, as well as differences below that threshold that in our view warranted reporting on qualitative grounds.

### **An overview of the scope of our audit**

We considered the risk of the financial statements being misstated and/or not being prepared in accordance with the underlying legislation. We then directed our work towards areas of the financial statements which could contain material misstatements. We selected a sample of those transactions or balances for examination. The level of testing carried out was based on our assessment of risk.

We also documented and reviewed the Company's accounting systems, to identify the controls operated to ensure the completeness and accuracy of the data. This included consideration of service organisations used by the Company, and their impact on the Company's accounting systems.

We utilised a substantive approach using sampling techniques and analytical procedures to the extent necessary to provide us with a reasonable basis to draw conclusions. These procedures gave us the evidence required for our opinion on the Company's financial statements as a whole.

### **Other information**

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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.

## INDEPENDENT AUDTIOR'S REPORT (Continued)

### **Responsibilities of directors**

As explained more fully in the statement of directors' responsibilities set out on page 6, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company'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 Company or to cease operations, or have no realistic alternative but to do so.

### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the 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.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) 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 financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

### **Use of our report**

This report is made solely to the Company's members, as a body, in accordance with Article 113A of the Companies (Jersey) Law 1991. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Mark Ayres  
For and on behalf of BDO LLP  
Chartered Accountants  
London, UK

Date: 17 April 2019

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Golden Rock Global plc  
Financial statements for the year ended 31 December 2018

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**STATEMENT OF COMPREHENSIVE INCOME**  
**For the year ended 31 December 2018**

	Note	Year Ended 31/12/2018 £	Year Ended 31/12/2017 £
Revenue		-	-
Administrative expenses			
- Professional fees		(123,878)	(120,434)
- Directorship fees	8	(100,000)	(100,000)
- Foreign exchange gain/(loss)		32,959	(109,890)
- Other expenses		(37,321)	(35,635)
<b>Operating loss</b>		<u>(228,240)</u>	<u>(365,959)</u>
Finance income		267	114
<b>Loss before taxation</b>		<u>(227,973)</u>	<u>(365,845)</u>
Taxation	10	<u>-</u>	<u>-</u>
<b>Total comprehensive loss for the year</b>		<u>(227,973)</u>	<u>(365,845)</u>
Loss per share – basic and diluted (pence per share)	11	1.42	2.29

The notes on pages 14 to 20 form an integral part of these financial statements.

Golden Rock Global plc  
Financial statements for the year ended 31 December 2018

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**STATEMENT OF FINANCIAL POSITION  
AS AT 31 DECEMBER 2018**

	Note	31/12/2018 £	31/12/2017 £
<b>Assets</b>			
<b>Current assets</b>			
Prepayments		17,619	24,775
Cash and cash equivalents	12	<u>719,147</u>	<u>960,858</u>
<b>Total current assets</b>		<u>736,766</u>	<u>985,633</u>
<b>Total assets</b>		<u>736,766</u>	<u>985,633</u>
<b>Equity and liabilities</b>			
<b>Capital and reserves</b>			
Ordinary shares	14	160,000	160,000
Share premium	14	1,439,100	1,439,100
Accumulated losses		<u>(934,140)</u>	<u>(706,167)</u>
<b>Total equity</b>		<u>664,960</u>	<u>892,933</u>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Accruals		71,806	75,875
Amounts due to shareholders	13	<u>-</u>	<u>16,825</u>
<b>Total current liabilities</b>		<u>71,806</u>	<u>92,700</u>
<b>Total equity and liabilities</b>		<u>736,766</u>	<u>985,633</u>

These financial statements were approved by the Board of Directors for issue on ..... and signed on behalf by:

WEI CHEN  
Executive Director

The notes on pages 14 to 20 form an integral part of these financial statements.

**Golden Rock Global plc**  
**Financial statements for the year ended 31 December 2018**

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**STATEMENT OF CHANGES IN EQUITY**  
**FOR THE YEAR ENDED 31 DECEMBER 2018**

Note	Share capital £	Share premium £	Accumulated losses £	Total equity £
<b>Balance at 01 January 2017</b>	160,000	1,439,100	(340,322)	1,258,778
Total comprehensive loss for the financial year	-	-	(365,845)	(365,845)
<b>Balance at 31 December 2017</b>	160,000	1,439,100	(706,167)	892,933
Total comprehensive loss for the financial year	-	-	(227,973)	(227,973)
<b>Balance at 31 December 2018</b>	160,000	1,439,100	(934,140)	664,960

The notes on pages 14 to 20 form an integral part of these financial statements.

Golden Rock Global plc  
Financial statements for the year ended 31 December 2018

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**STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED 31 DECEMBER 2018**

	30/12/2018	30/12/2017
	£	£
<b>Cash flows from operating activities</b>		
Operating loss	(228,240)	(365,959)
Foreign exchange (gains)/ losses	(32,959)	109,890
Decrease/(Increase) in prepayments	7,156	(22,820)
(Decrease)/Increase in payables	(4,069)	29,250
<b>Net cash used in operating activities</b>	<u>(258,112)</u>	<u>(249,639)</u>
<b>Cash flows from investing activities</b>		
Interest received	267	114
<b>Net cash generated from investing activities</b>	<u>267</u>	<u>114</u>
<b>Cash flows from financing activities</b>		
Proceeds from borrowings	-	4,628
Repayment of borrowings	(16,825)	(138,438)
<b>Net cash used in financing activities</b>	<u>(16,825)</u>	<u>(133,810)</u>
<b>Net decrease in cash, cash equivalents</b>	(274,670)	(383,335)
Cash, cash equivalents at beginning of the year	960,858	1,454,083
Exchange gains/(losses)	32,959	(109,890)
<b>Cash, cash equivalents at end of the year</b>	<u>719,147</u>	<u>960,858</u>

The notes on pages 14 to 20 form an integral part of these financial statements.

# Golden Rock Global plc

## Financial statements for the year ended 31 December 2018

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

#### 1. GENERAL INFORMATION

The Company was incorporated and registered in Jersey as a public company limited by shares on 17 June 2016 under the Companies (Jersey) Law 1991, as amended, with the name Golden Rock Global plc, and registered number 121560.

The Company's registered office is located at 11 Bath Street, St Helier, JE2 4ST, Jersey.

#### 2. PRINCIPAL ACTIVITIES

The principal activity of the Company is to seek acquisition opportunities, initially focusing on the Financial and Technology sector.

#### 3. RECENT ACCOUNTING PRONOUNCEMENT

##### a) New interpretations and revised standards effective for the year ended 31 December 2018

The Company has adopted the new interpretations and revised standards effective for the year ended 31 December 2018, such as IFRS 9 "Financial Instruments" which was issued on 24 July 2014 and is effective for annual periods beginning on or after 1 January 2018. The adoption of these interpretations and revised standards had no material impact on the disclosures and presentation of the financial statements.

##### b) Standards and interpretations in issue but not yet effective

A number of new standards and amendments to existing standards have been issued, but are not effective for the year ended 31 December 2018. The Directors do not anticipate that the adoption of these revised standards and interpretations will have a significant impact on the figures included in the financial statements in the period of initial application other than the following:

##### IFRS 16: Leases

The changes for lessors, and for lessees under current finance leases, will be limited, but the standard will significantly affect the treatment by lessees of what are currently treated as operating leases. With some exceptions, lessees under current operating leases will be required to record a liability for the payments under the lease, discounted at the rate implicit in the lease (or if not known, the lessee's incremental borrowing rate), and record a corresponding right of use asset (amounting to the liability plus the present value of any restoration costs and any incremental costs incurred in entering the lease, as well as any lease payments made prior to commencement of lease, minus any lease incentives already received).

The standard is effective for periods beginning on or after 1 January 2019. The Company has no leases as at period end but will assess any impact on the financial statements should there be a lease in the future.



# Golden Rock Global plc

## Financial statements for the year ended 31 December 2018

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

#### 4. ACCOUNTING POLICIES

##### a) Basis of preparation

The financial information has been prepared in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union and prepared on a going concern basis, under the historic cost convention.

The financial information is presented in Pounds Sterling (£), which is the Company's functional and presentation currency.

##### b) Foreign currency translation

The financial statements of the Company are presented in the currency of the primary environment in which the Company operates (its functional currency).

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains or losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

##### c) Financial instruments

Financial assets and financial liabilities are recognised in the Statement of Financial Position when the Company becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value.

Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

##### Impairment of financial assets

Impairment provisions for receivables from related parties and loans to related parties are recognised based on a forward looking expected credit loss model. The methodology used to determine the amount of the provision is based on whether there has been a significant increase in credit risk since initial recognition of the financial asset.

##### Financial liabilities

The Company's financial liabilities include amounts due to shareholders and other payables and accruals. Financial liabilities are recognised when the Company becomes a party to the contractual provision of the instrument. All financial liabilities are recognised initially at their fair value, net of transaction costs, and subsequently measured at amortised cost, using the effective interest method, unless the effect of discounting would be insignificant, in which case they are stated at cost.

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

# Golden Rock Global plc

## Financial statements for the year ended 31 December 2018

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

#### 4. ACCOUNTING POLICIES (CONT'D)

##### d) Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held on call with banks and other short term (having maturity within 3 months) highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

##### e) Earnings per share

Basic earnings per share is computed using the weighted average number of shares outstanding during the period.

#### 5. ACCOUNTING ESTIMATES AND JUDGEMENTS

Preparation of financial information in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying values of assets and liabilities that are not readily apparent from other sources.

It is the Directors' view that there are no significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have significant effect on the amount recognised in the financial information for the period.

#### 6. FINANCIAL RISK MANAGEMENT

##### a) Categories of financial instruments

The carrying amounts of the Company's financial assets and liabilities as at the end of the reporting year are as follows:

	2018 £	2017 £
<b>Financial assets</b>		
Loans and receivables (including cash and cash equivalent)	<u>719,147</u>	<u>960,858</u>
<b>Financial liabilities</b>		
Financial liabilities at amortised cost	<u>71,806</u>	<u>92,700</u>

Cash at bank earns interest at floating rates based on daily bank deposit rates.

# Golden Rock Global plc

## Financial statements for the year ended 31 December 2018

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

#### 6. FINANCIAL RISK MANAGEMENT (CONT'D)

b) Financial risk management objectives and policies.

The Company is exposed to a variety of financial risks: market risk (including interest rate risk and currency risk), credit risk and liquidity risk. The risk management policies employed by the Company to manage these risks are discussed below. The primary objectives of the financial risk management function are to establish risk limits, and then ensure that exposure to risk stays within these limits. The operational and legal risk management functions are intended to ensure proper functioning of internal policies and procedures to minimise operational and legal risks.

i) Interest rate risks

All cash holdings and cash equivalents are held in accounts with variable rates.

ii) Currency risks

The Company is exposed to exchange rate fluctuations as transactions are undertaken denominated in foreign currencies.

At 31 December 2018, the Company had £667,429 (2017: £797,272) cash and cash equivalents in a Hong Kong Dollar account. At 31 December 2018, had the exchange rate between the Pound Sterling and the Hong Kong Dollar increased/decreased by 10%, the effect on the result in the period would be a gain of £74,000 / loss of £60,000 (2017: a gain of £88,000 / loss of £72,000).

iii) Credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit allowances are made for estimated losses that have been incurred by the reporting date.

Concentrations of credit risk exist to the extent that the Company's cash balances were held mainly with China Merchants Bank. Per Standard & Poor's, the Short Term Foreign / Local Currency Deposit Rating is A-2.

iv) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company's financial liabilities, apart from accruals, are amounts due to shareholders. The amounts are unsecured, interest-free and repayable on demand.

#### 7. SEGMENT REPORTING

IFRS 8 defines operating segments as those activities of an entity about which separate financial information is available and which are evaluated by the Board of Directors to assess performance and determine the allocation of resources. The Board of Directors are of the opinion that under IFRS 8 the Company has only one operating segment. The Board of Directors assess the performance of the operating segment using financial information which is measured and presented in a manner consistent with that in the Financial Statements. Segmental reporting will be reviewed and considered in light of the development of the Company's business over the next reporting period.

**Golden Rock Global plc**  
**Financial statements for the year ended 31 December 2018**

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**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2018**

**8. STAFF COSTS AND KEY MANAGEMENT EMOLUMENTS**

	<b>Year ended 31/12/2018</b>	<b>Year ended 31/12/2017</b>
	<b>£</b>	<b>£</b>
<b>Key management emoluments</b>		
Remuneration	100,000	100,000

The annual remuneration of the key management was as follows, with no other cash or non-cash benefits.

	<b>£</b>	<b>£</b>
<b>Executive Directors</b>		
Wei Chen	15,000	15,000
<b>Non-executive Directors</b>		
Ross Andrews	30,000	30,000
John Croft	25,000	25,000
Feng Chen	15,000	15,000
Bin Shi	15,000	15,000
	100,000	100,000

Included within accruals is £37,500 (2017: £54,375), which relates to unpaid directors remuneration.

**9. AUDITORS' REMUNERATION**

The following remuneration was received by the Company's auditors:

	<b>Year ended 31/12/2018</b>	<b>Year ended 31/12/2017</b>
	<b>£</b>	<b>£</b>
Remuneration receivable for auditing the financial statements	18,000	17,000
Remuneration received for reviewing interim financial statements	-	2,500
	18,000	19,500

**10. TAXATION**

The Company is incorporated in Jersey, and its activities are subject to taxation at a rate of 0%.

# Golden Rock Global plc

## Financial statements for the year ended 31 December 2018

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

#### 11. EARNINGS PER SHARE

The Company presents basic earnings per share information for its ordinary shares. Basic earnings per share are calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares in issue during the reporting period. No share options were in issue at the year end.

	Year ended 31 December 2018	Year ended 31 December 2017
Loss attributable to ordinary shareholders	£227,973	£365,845
Weighted average number of shares	16,000,000	16,000,000
<b>Earnings per share (expressed as pence per share)</b>	<b>1.42</b>	<b>2.29</b>

#### 12. CASH AND CASH EQUIVALENTS

	2018 £	2017 £
Cash at bank equivalents	<u>719,147</u>	<u>960,858</u>

Cash at bank earns interest at floating rates based on daily bank deposit rates.

#### 13. AMOUNTS DUE TO SHAREHOLDERS

	2018 £	2017 £
Shareholders' loan	<u>-</u>	<u>16,825</u>

# Golden Rock Global plc

## Financial statements for the year ended 31 December 2018

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

#### 14. SHARE CAPITAL

	Number of shares	Nominal value £
<b>Authorised</b>		
Ordinary shares of GBP 0.01 each	48,000,000	480,000
<b>Issued and fully paid</b>		
On incorporation	100	100
Subdivided share capital	9,900	-
	<u>10,000</u>	<u>100</u>
Issue of shares upon placing	15,990,000	159,900
At 31 December 2017 and 31 December 2018	<u>16,000,000</u>	<u>160,000</u>

The Company was incorporated and registered in Jersey as a public company limited by shares on 17 June 2016 and was authorised to issue 10,000 shares of £1 each. The total issued shares on incorporation were 100 shares of £1 each.

On 19 October 2016, it was resolved to subdivide the Company's share capital by a ratio of 1:100, so that the shares had a nominal value of £0.01 per share. It was also resolved to increase the authorised share capital from 1,000,000 share of £0.01 each to 48,000,000 shares of £0.01 each.

On 20 October 2016, a total of 15,990,000 ordinary shares of £0.01 each were issued by way of placing with institutional and other investors at a placing price of £0.10 per placing share for cash consideration of £1,599,000 on the Main market of the London Stock Exchange. The excess of the placing price over the par value of the shares issued was credited to the share premium account.

The issued shares have nominal value of each share of £0.01 and are fully paid. There are no restrictions on the distribution of dividends and the repayment of capital.

#### 15. CAPITAL MANAGEMENT

The Company manages its capital to ensure that it will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the balance between debt and equity.

The capital structure of the Company as at 31 December 2018 consisted of shareholders' loans of £Nil (2017: £16,825) and equity attributable to the equity holders of the Company, totalling £664,960 (2017: £892,933).

The Company reviews the capital structure on an on-going basis. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. The Company will balance its overall capital structure through the payment of dividends, new share issues and the issue of new debt or the repayment of existing debt.

#### 16. RELATED PARTY TRANSACTIONS

There is no ultimate controlling party in the Company.

The remuneration of the Directors, the key management personnel of the Company, is set out in note 8.

As at 31 December 2018, there is a balance due to the shareholders of £Nil (2017: £16,825).



