Masan Resources Corporation

Standalone quarterly financial statements for the period ended 30 June 2019



Masan Resources Corporation Corporate Information

Enterprise Registration

Certificate No. 0309966889 27 April 2010

The Company's Enterprise Registration Certificate has been amended several times, the most recent of which was dated 20 May 2019. The Certificate and its amendments were issued by the Department of Planning and Investment of Ho Chi Minh City. The first Business Registration Certificate No. 0309966889 was issued on 27 April 2010.

Investment Certificate No. 41122000131 2 August 2013

The Investment Certificate was issued by the People's Committee of Ho Chi Minh City to the Company to implement the investment of "Ma San Resources Corporation". The project has a term of 10 years from the date of the Investment Certificate.

Board of Directors	Mr. Danny Le	Chairman

(appointed and approved by BOD

on 19 April 2019)

Mr. Nguyen Thieu Nam First Vice Chairman

(appointed and approved by BOD

on 19 April 2019)

Dr. Nguyen Dang Quang Member Mr. Craig Richard Bradshaw Member

(appointed and approved by BOD

on 19 April 2019)

Mr. Nguyen Van Thang Member Mr. Chetan Prakash Baxi Chairman

(resigned on 16 April 2019 and

approved by BOD on 19 April

2019)

Mr. Dominic John Heaton Member

(resigned on 26 July 2018 and approved by BOD on 19 April

2019)

Board of Management Mr. Craig Richard Bradshaw General Director

Mr. Stuart James Wells Chief Financial Officer

(appointed from 7 March 2019)

Ms. Nguyen Thi Thanh Mai Chief Accountant

Registered Office Suite 802, 8th Floor, Central Plaza Building

No. 17 Le Duan, Ben Nghe Ward, District 1

Ho Chi Minh City

Vietnam

Masan Resources Corporation Standalone balance sheets as at 30 June 2019

Form B 01a - DN/HN (Issued under Circular No. 200/2014/TT-BTC and No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

	Code	Note	30/6/2019 VND'000	1/1/2019 VND'000
ASSETS				
Current assets (100 = 110 + 120 + 130 + 150)	100		53,338,051	47,959,283
(100 - 110 + 120 + 130 + 130)				
Cash and cash equivalents	110	4	2,745,380	3,288,566
Cash	111		245,380	234,588
Cash equivalents	112		2,500,000	3,053,978
Accounts receivable - short-term	130		49,670,464	44,670,717
Other receivables	136	5	49,670,464	44,670,717
Other current assets	150		922,207	64
Short-term prepaid expenses	151		922,207	19
Long term assets	200		12,995,844,635	12,495,844,635
(200 = 210 + 220 + 250)			12,555,011,000	12,190,011,000
Accounts receivable – long-term	210		3,541,074,175	7,355,509,062
Receivables on long-term lending loans	215	6		3,945,518,100
Other long-term receivables	216	5	3,541,074,175	3,409,990,962
Fixed assets	220		2	2
Intangible fixed assets	227		<u> 12</u> 1	2
Cost	228		137,950	137,950
Accumulated amortisation	229		(137,950)	(137,950)
Long-term financial investments	250	7	9,454,770,460	5,140,335,573
Investment in a subsidiary	251		9,454,770,460	5,140,335,573
TOTAL ASSETS (270 = 100 + 200)	270	-	13,049,182,686	12,543,803,918

Masan Resources Corporation Standalone balance sheets as at 30 June 2019 (continued)

Form B 01a - DN/HN (Issued under Circular No. 200/2014/TT-BTC and No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

	Code	Note	30/6/2019 VND'000	1/1/2019 VND'000	
RESOURCES					
LIABILITIES $(300 = 310 + 330)$	300		3,602,868,012	3,098,253,712	
Current liabilities	310		61,793,837	57,179,537	
Taxes payable to State Treasury	313		584	136,840	
Accrued expenses	315	8	48,986,783	41,014,278	
Other short-term payables	319	9	12,806,470	16,028,419	
Long-term liabilities	330		3,541,074,175	3,041,074,175	
Other long-term payables Long-term borrowings, bonds and financial	337	9	541,074,175	541,074,175	
lease liabilities	338	10	3,000,000,000	2,500,000,000	
EQUITY (400 = 410)	400		9,446,314,674	9,445,550,206	
Equity	410	11	9,446,314,674	9,445,550,206	
Share capital	411	12	8,993,091,220	8,993,091,220	
 Ordinary shares with voting rights 	411a		8,993,091,220	8,993,091,220	
Share premium	412	12	145,709,384	145,709,384	
Undistributed profit after tax	421		307,514,070	306,749,602	
 Undistributed profit brought forward 	421a		306,749,602	304,991,903	
 Undistributed profit for the current period 	421b		764,468	1,757,699	
TOTAL RESOURCES (440 = 300 + 400)	440		13,049,182,686	12,543,803,918	

30 July 2019

Prepared by:

Reviewed by:

Nguyen Thi Thanh Mai Chief Accountant Stuart James Wells Chief Financial Officer General Director

09966889 Approved by:

Masan Resources Corporation Standalone statements of income for the period ended 30 June 2019

Form B 02a - DN/HN

(Issued under Circular No. 200/2014/TT-BTC and No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

	Code	Note	From 1/4/2019 to 30/6/2019 VND'000	From 1/4/2018 to 30/6/2018 VND'000	From 1/1/2019 to 30/6/2019 VND'000	From 1/1/2018 to 30/6/2018 VND'000
Financial income	21	13	67,791,902	19,914	129,883,132	32,624
Financial expenses	22	14	66,822,937	*	128,020,006	<u> </u>
General and administration expenses	26		952,704	(1,604)	1,098,658	3,000
Net operating profit (30 = 21 - 22 - 26)	30	<u> </u>	16,261	21,518	764,468	29,624
Accounting profit before tax (50 = 30)	50		16,261	21,518	764,468	29,624
Net profit after tax (60 = 50)	60		16,261	21,518	764,468	29,624

30 July 2019

Prepared by: Reviewed by:

Nguyen Thi Thanh Mai

Chief Accountant

Stuart James Wells Chief Financial Officer

raig Richard Bradshaw General Director

Approved by:

Masan Resources Corporation Standalone statements of cash flows for the period ended 30 June 2019 (Indirect method)

Form B 03a - DN/HN (Issued under Circular No. 200/2014/TT-BTC and No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

	Code	From 1/1/2019 to 30/6/2019 VND'000	From 1/1/2018 to 30/06/2018 VND'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax Adjustments for	01	764,468	29,624
Profits from investing activities Interest expense and borrowing fees	05 06	(129,883,132) 128,020,006	(32,624)
Operating profit/(loss) before changes in working capital	08	(1,098,658)	(3,000)
Change in receivables and other current assets	09	148,795	963,995
Change in payables and other liabilities Change in prepaid expenses	11 12	(3,483,274) (922,207)	(98,900) -
		(5,355,344)	862,095
Interest paid	14	(120,047,401)	2. 304 W
Net cash flows from operating activities	20	(125,402,745)	862,095
CASH FLOWS FROM INVESTING ACTIVITIES			
Contribution for Business Cooperation Contract ("BCC") Proceeds from Joan conversion received	23 24	(500,000,000) 3,945,518,100	
Capital contribution to subsidiary	25	(4,314,434,887)	1 5
Receipt of interest	27	493,776,346	30,481
Net cash flows from investing activities	30	(375,140,441)	30,481
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from borrowings	33	500,000,000	≅
Net cash flows from financing activities	40	500,000,000	
Net cash flows during the period($50 = 20 + 30 + 40$)	50	(543,186)	892,576
Cash and cash equivalents at the beginning of the period	60	3,288,566	483,619
Cash and cash equivalents at the end of the period $(70 = 50 + 60)$ (Note 4)	70	2,745,380	1,376,195

30 July 2019

Reviewed by:

Prepared by:

Nguyen Thi Thanh Mai Chief Accountant Stuart James Wells

Chief Financial Officer

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General Director

Form B 09a - DN/HN

(Issued under Circular No. 200/2014/TT-BTC and No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

1. Reporting entity

Masan Resources Corporation ("the Company" or "MSR") is incorporated as a joint stock company in Vietnam. The principal activity of the Company is investment holding.

2. Basis of preparation

(a) Statement of compliance

The separate financial statements have been prepared in accordance with Vietnamese Accounting Standards, the Vietnamese Accounting System for enterprises and the relevant statutory requirements applicable to financial reporting.

The Company prepares and issues its consolidated quarterly financial statements separately. For a comprehensive understanding of the consolidated financial position of the Company and its subsidiaries (collectively referred to as "the Group"), their consolidated results of operations and its consolidated cash flows, these stand alone quarterly financial statements should be read in conjunction with the consolidated quarterly financial statements of the Group for the six-month period ended 30 June 2019.

(b) Basis of measurement

The separate financial statements, except for the separate statement of cash flows, are prepared on the accrual basis using the historical cost concept. The separate statement of cash flows is prepared using the indirect method.

(c) Annual accounting period

The annual accounting period of the Company and its subsidiaries are from 1 January to 31 December.

(d) Accounting and presentation currency

The Company's accounting currency is Vietnam Dong ("VND"). The separate financial statements are prepared and presented in VND rounded to the nearest thousand ("VND'000").

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(Issued under Circular No. 200/2014/TT-BTC and No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

3. Summary of significant accounting policies

The following significant accounting policies have been adopted by the Group and the Company in the preparation of these separate financial statements.

(a) Cash and cash equivalents

Cash comprises cash balances and call deposits. Cash equivalents are short-term highly liquid investments that are readily convertible to known amount of cash, are subject to an insignificant risk of changes in value, and are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

(b) Investments in a subsidiary

For the purpose of separate financial statements, investment in a subsidiary is initially recognised at cost which includes purchase price plus any directly attributable transaction costs. Subsequent to initial recognition, these investments are stated at cost less allowance for diminution in value. An allowance is made for diminution in investment value if the investee has suffered a loss, except where such a loss was anticipated by the Group's management before making the investment. The allowance is reversed if the investee subsequently made a profit that offsets the previous loss for which the allowance had been made. An allowance is reversed only to the extent that the investment's carrying amount does not exceed the carrying amount that would have been determined if no allowance had been recognised.

(c) Accounts receivable

Accounts receivable from customers and other receivables are stated at cost less allowance for doubtful debts.

(d) Intangible fixed assets - Software

Cost of acquisition of new software, which is not an integral part of the related hardware, is capitalised and treated as an intangible asset. Software costs are amortised on a straight-line basis over three (3) to eight (8) years.

(e) Accounts payable

Accounts payable to suppliers and other payables are stated at their cost.

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(Issued under Circular No. 200/2014/TT-BTC and No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

(f) Business cooperation contract

Business Cooperation Contracts ("BCC") are those under which contracting parties agree to carry out specific business activities that do not require an establishment of legal entity. The Company accounts for each BCC according to its substance and its rights and obligations under the contract. Where the Company receives contributions in the form of financial assets from the other parties and as a result assuming a contractual obligation to deliver cash or other financial assets to those parties under the BCC, the Company recognise a financial liability. Where distributions of profits to the other BCC parties have the substance of finance costs, they are recognised as financial expenses based on the rate of returns as agreed by contracting parties. Distributions which are contingent on the ultimate operating results of the BCC are recognised as an expense when such contingent distributions become probable.

(g) Bonds issued

At initial recognition, bonds are measured at cost which comprises proceeds from issuance net of issuance costs. Any discount, premium or issuance costs are amortised on a straight-line basis over the term of the bond.

(h) Equity

(i) Ordinary shares

Ordinary share capital is classified as equity. The excess of proceeds contributed over the par value of shares issued is recorded as share premium. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from share premium.

(ii) Preference shares

Mandatorily convertible preference shares are classified as equity, because they are entitled to fixed dividends and any discretionary dividends declared to ordinary shareholders and it participate equally in the residual assets on dissolution. The excess of proceeds contributed over the par value of shares issued is recorded as share premium. Incremental costs directly attributable to the preference shares are recognised as a deduction from share premium.

(i) Taxation

Income tax on the profit or loss for the period comprises current and deferred tax. Income tax is recognised in the statement of income except to the extent that it relates to items recognised directly to equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted at the end of the accounting period, and any adjustment to tax payable in respect of previous periods.

Deferred tax is provided using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amounts of assets and liabilities using tax rates enacted or substantively enacted at end of the annual accounting period.

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A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

(j) Financial income and financial expenses

(i) Financial income

Financial income comprises interest income from deposits and loans and foreign exchange gains. Interest income is recognised as it accrues in the statement of income.

(ii) Financial expenses

Financial expenses comprise interest expenses on borrowings, facility fees, financing costs, transaction costs and foreign exchange losses.

(k) Borrowing costs

Borrowings costs comprise interest expenses on borrowings, facility fees, financing costs and transaction costs. Borrowing costs are recognised as an expense in the period in which they are incurred, except where the borrowing costs relate to borrowings in respect of the construction of qualifying assets, in which case the borrowing costs incurred during the period of construction are capitalised as part of the cost of the fixed assets concerned.

(l) Related parties

Parties are considered to be related to the Group if one party has the ability, directly or indirectly, to control the other party or to exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities and include close family members of any individual considered to be a related party. Related parties that are individuals refer to key management personnel who have authority and responsibility for planning, directing and controlling the activities of the Company, including directors and officers of the Company. Related companies refer to the investors and their ultimate holding companies and their subsidiaries and associates.

Masan Resources Corporation

Notes to the separate financial statements for the period ended 30 June 2019 (continued)

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(Issued under Circular No. 200/2014/TT-BTC and No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

4. Cash and cash equivalents

	30/6/2019 VND'000	1/1/2019 VND'000
Cash in banks Cash equivalents	245,380 2,500,000	234,588 3,053,978
	2,745,380	3,288,566

5. Other short-term and long-term receivables

30/6/2019 VND'000	1/1/2019 VND'000
49,609,809	44,598,599
60,655	72,118
49,670,464	44,670,717
541,074,175	909,990,962
3,000,000,000	2,500,000,000
3,541,074,175	3,409,990,962
	49,609,809 60,655 49,670,464 541,074,175 3,000,000,000

- (a) The distribution of profit receivables were due to accrual of the current period's operating results as distribution of profit receivable from BCC which the Company contracted with its subsidiaries, Nui Phao Mining Co., Ltd ("NPM") and Masan Tungsten LLC ("MTC") (Note 5(c)).
- (b) Borrowing cost granted to a subsidiary are unsecured, receivable in December 2020 and interest free.
- (c) The other long-term receivables under BCC represents contribution to NPM under Business Cooperation Contracts ("BCCs") dated 21 September 2018 and amended four times thereafter according to which the Company use the bond proceeds of VND1,000 billion, VND500 billion and VND500 billion respectively for business cooperation activities with NPM. The BCCs has terms of thirty-six (36),sixty (60) months and sixty (60) months of cooperation respectively from when NPM received the proceeds from business cooperation contract. The sharing of profit is based on the agreed rate as stipulated in the BCC.

The other long-term receivables under BCC represents contribution to MTC under BCC dated 16 November 2018 and amended twice thereafter according to which the Company use the bond proceeds of VND1,000 billion for business cooperation activities with MTC. The BCCs has terms of sixty (60) months of cooperation from when MTC received the proceeds from business cooperation contract. The sharing of profit is based on the agreed rate as stipulated in the BCC.

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(Issued under Circular No. 200/2014/TT-BTC and No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

6. Receivables on long-term lending loans

Receivables on long-term lending loans represent the loan receivables from a related party, which were unsecured, interest free and due on 31 December 2020. As defined in the convertible contract, the Company has the rights to convert the loans into contributed capital prior to or on maturity date of the loans. In June 2019, the Company converted the loans fully into contributed capital to its subsidiary.

7. Long-term financial investments

	30/6/2	019	1/1/20)19
	Cost VND'000	Fair value VND'000	Cost VND'000	Fair value VND'000
Investment in a subsidiary Investment in Masan Thai				
Nguyen Resources Company Limited ("MRTN")	9,454,770,460	(*)	5,140,335,573	(*)

MRTN is an investment holding company, incorporated in Vietnam. The direct and indirect percentage of economic interests of the Company at MRTN is 100% as at 30 June 2019 (1/1/2018: 100%).

(*) The Company has not determined the fair values of the equity investments for disclosurein the separate interim financial statements because information about their market prices are not available and there is currently no guidance on determination of fair value using valuation techniques under Vietnamese Accounting Standards or the Vietnamese Accounting System for enterprises. The fair values of the equity investments may differ from their carrying amounts.

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8. Accrued expenses

VND'000	1/1/2019 VND'000
48,591,783	40,619,178
395,000	395,100
48,986,783	41,014,278
	48,591,783 395,000

9. Other short-term and long-term payables

Other payables included the following amounts:

30/6/2019	1/1/2019
VND'000	VND'000

Short-term:

Amounts due to Masan Horizon Company Limite		
Non-trade – short-term (a)	2,511,785	2,511,785
Amount due to NPM – a subsidiary		
Non-trade – short-term (a)	10,294,685	10,294,685
Other payable to other parties		
Other payables – short-term	遊	3,221,949
	12,806,470	16,028,419

Long-term:

Amounts due to Masan Group Corporation ("MSN") - the ultimate holding company

Financial expenses - long-term (b)	541,074,175	541,074,175

- (a) Amounts due to related parties were unsecured, interest-free and repayable based on agreement between the parties.
- (b) Amounts due to related parties were unsecured, interest-free and repayable in December 2020.

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10. Long-term borrowings and bonds

Terms and conditions of outstanding long-term bonds were as follows:

	Currency	Interest rate per annum	Year of maturity	30/6/2019 VND'000	1/1/2019 VND'000
Secured bond issuance	VND	(i)	2020	1,000,000,000	1,000,000,000
Secured bond issuance	VND	(ii)	2023	1,500,000,000	1,500,000,000
Secured bond issuance	VND	(iii)	2024	500,000,000	8 85 0 35 0 3 22
				3,000,000,000	2,500,000,000

- (i) The VND denominated non-convertible bonds issued by the Company with a three-year term bore interest rate of 9.8% per annum for the first twelve months. After the first twelve months, the applicable interest rate per annum will be adjusted every six months and calculated as the average twelve-month saving deposit rate of related reference banks plus 3.2%. The bond was secured by 10.58% of issued shares of the Company held by MH.
- (ii) The VND denominated non-convertible bonds issued by the Company with a five-year term bore interest rate of 10% per annum for the first twelve months. After the first twelve months, the applicable interest rate per annum will be adjusted every six months and calculated as the average twelve-month saving deposit rate of related reference banks plus 3.25%. The bond was secured by 15.65% of issued shares of the Company held by MH.
- (ii) The VND denominated non-convertible bonds issued by the Company with a five-year term bore interest rate of 10.2% per annum for the first twelve months. After the first twelve months, the applicable interest rate per annum will be adjusted every six months and calculated as the average twelve-month saving deposit rate of related reference banks plus 3.3%. The bond was secured by 5.62% of issued shares of the Company held by MH.

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11. Changes in equity

	Share capital VND'000	Share premium VND'000	Undistributed profit after tax VND'000	Total VND'000
Balance at 1 January 2018	7,194,473,280	1,944,327,324	304,991,903	9,443,792,507
Net profit for the period	æ	£	29,624	29,624
Balance at 30 June 2018	7,194,473,280	1,944,327,324	305,021,527	9,443,822,131
Balance at 1 January 2019 Net profit for the period	8,993,091,220	145,709,384	306,749,602 764,468	9,445,550,206 764,468
Balance at 30 June 2019	8,993,091,220	145,709,384	307,514,070	9,446,314,674

12. Share capital

The Company's authorised and issued share capital comprised:

	30/6/2019 an	30/6/2019 and 1/1/2019		
	Number of shares	VND'000		
Authorised share capital	899,309,122	8,993,091,220		
Issued share capital				
Ordinary shares Preference shares	899,309,122	8,993,091,220 -		
	899,309,122	8,993,091,220		
Shares in circulation Ordinary shares Preference shares	899,309,122	8,993,091,220		
	899,309,122	8,993,091,220		
Share premium	<u></u>	145,709,384		

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All ordinary shares have a par value of VND10,000. Each share is entitled to one vote at meetings of the Company. Shareholders are entitled to receive dividends as declared from time to time. All ordinary shares are ranked equally with regard to the Company's residual assets. In respect of shares bought back by the Company, all rights are suspended until those shares are reissued.

Share premium represents the excess of the proceeds on issuance of shares over the par value.

13. Financial income

		From 1/1/2019 to 30/6/2019 VND'000	From 1/1/2018 to 30/6/2018 VND'000
	Interest income Distribution of profit from BCC	67,127 129,816,005	32,624
		129,883,132	32,624
14.	Financial expenses	From 1/1/2019 to 30/6/2019 VND'000	From 1/1/2018 to 30/6/2018 VND'000
	Interest expense Others	127,731,507 288,499	T
		128,020,006	

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(Issued under Circular No. 200/2014/TT-BTC and No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

15. Significant transactions with related parties

In addition to related party balances and transactions disclosed in other notes to these financial statements, the Group and the Company had the following transactions with related parties during the period:

Related Party	Nature of transactions	From 1/1/2019 to 30/6/2019 VND'000	From 1/1/2018 to 30/6/2018 VND'000
Ultimate holding company		V. 10. 10. 10. 10. 10. 10. 10. 10. 10. 10	Control of the second control of the
Masan Group Corporation	Bond interest	66,361,148	-
Subsidiaries			
Nui Phao Mining Company Ltd	Distribution of profit from BCC	79,499,305	
Masan Tungsten Company Ltd	Distribution of profit from BCC	50,316,700	ü
Masan Thai Nguyen Resources			
Company Limited ("MRTN")	Capital contribution	4,314,434,887	
	Loan conversion received	3,945,518,100	2
	Interest received	368,916,787	=
Ultimate holding company's ass	sociate		
TCB and its subsidiaries	Bond interest	693,119	

(*) No board fees were paid to Board of Directors members for the period ended 30 June 2019 and 2018.

30 July 2019

Prepared by: Reviewed by:

Nguyen Thi Thanh Mai Stuart James Wells
Chief Accountant Chief Financial Office

Stuart James Wells Craig Richard Bradshaw
Chief Financial Officer General Director

Approved by: