

# **TORIASE PUBLIC COMPANY LTD**

## **FINANCIAL STATEMENTS**

Period from 1 January 2020 to 30 June 2020

# **TORIASE PUBLIC COMPANY LTD**

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Period from 1 January 2020 to 30 June 2020

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# TORIASE PUBLIC COMPANY LTD

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## BOARD OF DIRECTORS AND OTHER OFFICERS

**Board of Directors:**

Khandaker Abul Hasnat Kabir - Appointed on 28 August 2019  
Sim Choong Kiat - Appointed on 28 August 2019  
Jeffrey Zheng Dong Yang - Appointed on 28 August 2019  
Andreas Karamanos - Appointed on 02 July 2018  
Andreas Leonido - Appointed on 02 July 2018 and resigned on 02 July 2018  
Andreas Matsas - Appointed on 02 July 2018 and resigned on 28 August 2018]  
A.I.L Nominee Services Ltd - Appointed on 23 April 2018 and resigned on 02 July 2018

**Company Secretary:**

A.I.L Nominee Services Ltd - Appointed on 23 April 2018

**Independent Auditors:**

Ekkeshis Ierodiakonou Ltd  
Certified Public Accountants and Registered Auditors  
39 Themistocles Dervis Str.  
Off. 102  
1066, Nicosia

**Registered office:**

15 Agion Omologiton Str.  
108, Nicosia  
Cyprus

**Registration number:**

HE382948

# TORIASÉ PUBLIC COMPANY LTD

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## MANAGEMENT REPORT

The Board of Directors presents its report and audited financial statements of the Company for the period from 1 January 2020 to 30 June 2020.

### **Incorporation**

The Company Toriasé Public Company Ltd was incorporated in Cyprus on 23 April 2018 as a private limited liability company under the provisions of the Cyprus Companies Law, Cap. 113.

### **Principal activities and nature of operations of the Company**

The principal activities of the Company is the holding of investments.

### **Review of current position, future developments and performance of the Company's business**

The Company's development to date, financial results and position as presented in the financial statements are not considered satisfactory and the Board of Directors is making an effort to reduce the Company's losses.

### **Principal risks and uncertainties**

The principal risks and uncertainties faced by the Company are disclosed in note 11 of the financial statements.

### **Use of financial instruments by the Company**

The Company is exposed to interest rate risk and credit risk from the financial instruments it holds.

### **Interest rate risk**

Interest rate risk is the risk that the value of financial instruments will fluctuate due to changes in market interest rates. The Company's income and operating cash flows are substantially independent of changes in market interest rates as the Company has no significant interest-bearing assets. The Company is exposed to interest rate risk in relation to its non-current borrowings. Borrowings issued at variable rates expose the Company to cash flow interest rate risk. Borrowings issued at fixed rates expose the Company to fair value interest rate risk. The Company's Management monitors the interest rate fluctuations on a continuous basis and acts accordingly.

### **Credit risk**

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities - primarily trade receivables and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments.

Credit risk related to trade receivables: This is managed based on established policies, procedures and controls relating to customer credit risk management. Credit limits are established for all customers based on internal ratings. Credit quality of the customer is assessed and outstanding customer receivables are regularly monitored. The Company does not hold collateral as security.

### **Liquidity risk**

Liquidity risk is the risk that arises when the maturity of assets and liabilities does not match. An unmatched position potentially enhances profitability, but can also increase the risk of losses. The Company has procedures with the object of minimising such losses such as maintaining sufficient cash and other highly liquid current assets and by having available an adequate amount of committed credit facilities.

### **Share capital**

There were no changes in the share capital of the Company during the period under review.

### **Implementation and compliance to the Code of Corporate Governance**

The Company recognises the importance of implementing sound corporate governance policies, practices and procedures. As a company listed on the Cyprus Stock Exchange (CSE), Toriasé Public Company Ltd has adopted CSE's Corporate Governance Code and applies its principles.

In March 2006 the CSE issued a revised Code of Corporate Governance. The Company complies with all the provisions of the revised Code

# TORIASE PUBLIC COMPANY LTD

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## MANAGEMENT REPORT

### Board of Directors

The members of the Company's Board of Directors as at 30 June 2020 and at the date of this report are presented on page 1. All of them were members of the Board of Directors throughout the period from 1 January 2020 to 30 June 2020.

In accordance with the Company's Articles of Association all Directors presently members of the Board continue in office.

There were no significant changes in the assignment of responsibilities and remuneration of the Board of Directors.

### Independent Auditors

The Independent Auditors, Ekkeshis Ierodiakonou Ltd, have expressed their willingness to continue in office and a resolution giving authority to the Board of Directors to fix their remuneration will be proposed at the Annual General Meeting.

By order of the Board of Directors

  
A.I.L Nominee Services Ltd  
Secretary

Nicosia, 28/09 2020



## TORIASE PUBLIC COMPANY LTD

### DECLARATION OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE COMPANY OFFICIALS RESPONSIBLE FOR THE PREPARATION OF THE FINANCIAL STATEMENTS

In accordance with Article 9 sections (3c) and (7) of the Transparency Requirements (Traded Securities in Regulated Markets) Law 2007 (N 190 (I)/2007) ("the Law") we, the members of the Board of Directors and the Company official responsible for the financial statements of Toriase Public Company Ltd (the "Company") for the period from 1 January 2020 to 30 June 2020, on the basis of our knowledge, declare that:

(a) The annual financial statements of the Company which are presented on pages 5 to 10:

(i) have been prepared in accordance with the applicable International Financial Reporting Standards as adopted by the European Union and the provisions of Article 9, section (4) of the law, and

(ii) provide a true and fair view of the particulars of assets and liabilities, the financial position and profit or loss of the Company and the entities included in the financial statements as a whole and

b) The management report provides a fair view of the developments and the performance as well as the financial position of the Company as a whole, together with a description of the main risks and uncertainties which they face.

#### Members of the Board of Directors:

Khandaker Abul Hasnat Kabir

Sim Choong Kiat

Jeffrey Zheng Dong Yang

Andreas Karamanos

A.I.L Nominee Services Ltd

Responsible for drafting the financial statements

(Financial Manager)

Nicosia, 25/09 2020



# TORIAS PUBLIC COMPANY LTD

## STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Period from 1 January 2020 to 30 June 2020

	Note	30 June 2020 €	30 June 2019 €
Other operating income	3	11,448	-
Administration expenses		(11,350)	(1,243)
<b>Operating profit/(loss)</b>		<b>98</b>	<b>(1,243)</b>
<b>Net loss for the period</b>		<b>(382)</b>	<b>(1,323)</b>
<b>Other comprehensive income</b>		<b>-</b>	<b>-</b>
<b>Total comprehensive income for the period</b>		<b>(382)</b>	<b>(1,323)</b>

Companies which do not distribute 70% of their profits after tax, as defined by the relevant tax law, within two years after the end of the relevant tax year, will be deemed to have distributed as dividends 70% of these profits. Special contribution for defence at 17% will be payable on such deemed dividends to the extent that the ultimate shareholders are both Cyprus tax resident and Cyprus domiciled. The amount of deemed distribution is reduced by any actual dividends paid out of the profits of the relevant year at any time. This special contribution for defence is payable by the Company for the account of the shareholders.

The notes on pages 7 to 10 form an integral part of these financial statements.

# TORIASE PUBLIC COMPANY LTD

## STATEMENT OF FINANCIAL POSITION

30 June 2020

	Note	30 June 2020 €	30 June 2019 €
<b>ASSETS</b>			
<b>Non-current assets</b>			
<b>Current assets</b>			
Receivables	7	<b>13,187</b>	20,150
Cash at bank and in hand	8	<u>-</u>	<u>920</u>
		<b>13,187</b>	21,070
<b>Total assets</b>		<b>13,187</b>	21,070
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Share capital	9	<b>26,000</b>	26,000
Accumulated losses		<u>(12,813)</u>	<u>(9,473)</u>
<b>Total equity</b>		<b>13,187</b>	16,527
<b>Current liabilities</b>			
Trade and other payables	10	<u>-</u>	<u>4,543</u>
		<u>-</u>	<u>4,543</u>
<b>Total equity and liabilities</b>		<b>13,187</b>	21,070

The notes on pages 7 to 10 form an integral part of these financial statements.



# TORIASE PUBLIC COMPANY LTD

## NOTES TO THE FINANCIAL STATEMENTS

Period from 1 January 2020 to 30 June 2020

### 1. New accounting pronouncements

At the date of approval of these financial statements, standards and interpretations were issued by the International Accounting Standards Board which were not yet effective. Some of them were adopted by the European Union and others not yet. The Board of Directors expects that the adoption of these accounting standards in future periods will not have a material effect on the financial statements of the Company.

### 2. Segmental analysis

#### 30 June 2020

	€	Total €
Profit before tax	(382)	(382)
Assets	<u>13,187</u>	<u>13,187</u>

#### 30 June 2019

	€	Total €
Profit before tax	(1,323)	(1,323)
Assets	21,070	21,070
Liabilities	<u>4,543</u>	<u>4,543</u>

### 3. Other operating income

	30 June 2020 €	30 June 2019 €
Sundry operating income	<u>11,448</u>	-
	<u>11,448</u>	-

### 4. Expenses by nature

	30 June 2020 €	30 June 2019 €
Auditors' remuneration	1,000	893
Other expenses	<u>10,350</u>	<u>350</u>
<b>Total expenses</b>	<u>11,350</u>	<u>1,243</u>

### 5. Finance costs

	30 June 2020 €	30 June 2019 €
Sundry finance expenses	<u>480</u>	<u>80</u>
<b>Finance costs</b>	<u>480</u>	<u>80</u>

### 6. Tax

The corporation tax rate is 12,5%.

Under certain conditions interest income may be subject to defence contribution at the rate of 30%. In such cases this interest will be exempt from corporation tax. In certain cases, dividends received from abroad may be subject to defence contribution at the rate of 17%.

Gains on disposal of qualifying titles (including shares, bonds, debentures, rights thereon etc) are exempt from Cyprus income tax.

Due to tax losses sustained in the period, no tax liability arises on the Company. Unrecognised deferred tax assets

# TORIASE PUBLIC COMPANY LTD

## NOTES TO THE FINANCIAL STATEMENTS

Period from 1 January 2020 to 30 June 2020

### 7. Receivables

	30 June 2020	30 June 2019
	€	€
Shareholders' current accounts - debit balances (Note 12.1)	11,520	20,150
Deposits and prepayments	1,667	-
	<u>13,187</u>	<u>20,150</u>

The fair values of receivables due within one year approximate to their carrying amounts as presented above.

### 8. Cash at bank and in hand

Cash balances are analysed as follows:

	30 June 2020	30 June 2019
	€	€
Cash at bank and in hand	-	920
	<u>-</u>	<u>920</u>

### Non-cash transactions

The principal non-cash transactions during the current and prior year were the acquisition of property, plant and equipment using finance leases.

### 9. Share capital

	2020 Number of shares	2020 €	2019 Number of shares	2019 €
<b>Authorised</b>				
Ordinary shares of €2 each	<u>13,000</u>	<u>-</u>	<u>13,000</u>	<u>-</u>
<b>Issued and fully paid</b>				
Balance at 1 January	<u>26,000</u>	<u>26,000</u>	<u>26,000</u>	<u>26,000</u>
<b>Balance at 30 June/31 December</b>	<u>26,000</u>	<u>26,000</u>	<u>26,000</u>	<u>26,000</u>

### 10. Trade and other payables

	30 June 2020	30 June 2019
	€	€
Accruals	-	2,083
Other creditors	-	2,460
	<u>-</u>	<u>4,543</u>

The fair values of trade and other payables due within one year approximate to their carrying amounts as presented above.

### 11. Operating Environment of the Company

The Cypriot economy has recorded positive growth in 2017 and 2018 after overcoming the economic recession of recent years. The overall economic outlook of the economy remains favourable, however there are still downside risks emanating from the still high levels of non-performing loans, the public debt ratio, as well as possible deterioration of the external environment for Cyprus.

# TORIASÉ PUBLIC COMPANY LTD

## NOTES TO THE FINANCIAL STATEMENTS

Period from 1 January 2020 to 30 June 2020

### 11. Operating Environment of the Company (continued)

This operating environment may have a significant impact on the Company's operations and financial position. Management is taking necessary measures to ensure sustainability of the Company's operations. However, the future effects of the current economic situation are difficult to predict and Management's current expectations and estimates could differ from actual results.

The Company's Management is unable to predict all developments which could have an impact on the Cyprus economy and consequently, what effect, if any, they could have on the future financial performance, cash flows and financial position of the Company.

On the basis of the evaluation performed, the Company's management has concluded that no provisions or impairment charges are necessary. The Company's Management believes that it is taking all the necessary measures to maintain the viability of the Company and the smooth conduct of its operations in the current business and economic environment.

### 12. Related party transactions

The Company is controlled by XXX Holding Ltd, incorporated in Cyprus, which owns XX% of the Company's shares.

#### 12.1 Shareholders' current accounts - debit balances (Note 7)

	30 June 2020	30 June 2019
	€	€
Shareholders	-	20,150
	-	20,150

The shareholders' current accounts are interest free, and have no specified repayment date.

### 13. Participation of Directors in the company's share capital

None member of the Board of Directors had a participation in the share capital of the Company directly or indirectly (in accordance with Article (4) (b) of the Directive DI 190-2007-04), as at 30 June 2020 and 21 September 2020 (5 days before the date of approval of the financial statements by the Board of Directors).

### 14. Shareholders holding more than 5% of share capital

The persons holding more than 5% of the share capital as at 30 June 2020 and 21 September 2020 (5 days before the date of approval of the financial statements by the Board of Directors) were as follows:

	30 June 2020	21 September 2020
	%	%
Andreas Leonidou	31	31
Michael Ioannides	31	31
Christos Ioannides	31	31

### 15. Significant agreements with management

At the end of the year, no significant agreements existed between the Company and its Management.

### 16. Contingent liabilities

The Company had no contingent liabilities as at 30 June 2020.

# **TORIASE PUBLIC COMPANY LTD**

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## **NOTES TO THE FINANCIAL STATEMENTS**

Period from 1 January 2020 to 30 June 2020

### **17. Commitments**

The Company had no capital or other commitments as at 30 June 2020.

### **18. Events after the reporting period**

There were no material events after the reporting period, which have a bearing on the understanding of the financial statements.

# **TORIASE PUBLIC COMPANY LTD**

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## **ADDITIONAL INFORMATION TO THE STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME**

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Computation of corporation tax	
Calculation of tax losses for the five year period	

# TORIASÉ PUBLIC COMPANY LTD

## DETAILED INCOME STATEMENT

Period from 1 January 2020 to 30 June 2020

	Page	30 June 2020 €	30 June 2019 €
<b>Revenue</b>			
<b>Other operating income</b>			
Sundry operating income		<u>11,448</u>	-
		<b>11,448</b>	-
<b>Operating expenses</b>			
Administration expenses	3	<u>(11,350)</u>	(1,243)
<b>Operating profit/(loss)</b>		<b>98</b>	(1,243)
Finance costs	4	<u>(480)</u>	(80)
<b>Net loss for the period before tax</b>		<u><b>(382)</b></u>	<u>(1,323)</u>

## TORIASÉ PUBLIC COMPANY LTD

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### SELLING AND DISTRIBUTION EXPENSES

Period from 1 January 2020 to 30 June 2020

	30 June 2020 €	30 June 2019 €
<b>Administration expenses</b>		
Annual levy	350	350
Auditors' remuneration	1,000	893
Other professional fees	10,000	-
	<b>11,350</b>	<b>1,243</b>

# TORIASÉ PUBLIC COMPANY LTD

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## FINANCE EXPENSES

Period from 1 January 2020 to 30 June 2020

	30 June 2020 €	30 June 2019 €
<b>Finance costs</b>		
<b>Sundry finance expenses</b>		
Bank charges	<u>480</u>	<u>80</u>
	<u><b>480</b></u>	<u><b>80</b></u>