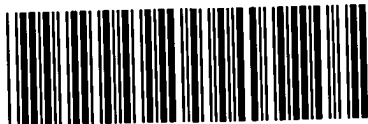

Cha Technologies Group Plc
Annual report and financial statements
For the year ended 31 December 2018

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Administrative information

Directors

J E Boubal
T S Inn
P R Martin
J P Winnie (resigned 18 May 2018)

Registered office

Longshaw Industrial Park
Highfield Road
Blackburn
BB2 3AS

Auditor

Mazars LLP
Chartered Accountants and Statutory Auditor
One St Peter's Square
Manchester
M2 3DE

Bankers

HSBC
4 Hardman Square
Spinningfields
Manchester
M3 3EB

Strategic report

The directors present their strategic report for Cha Technologies Group Plc (the “Company”) and its subsidiary undertakings (together the “Group”) for the year ended 31 December 2018.

Principal activity

Cha Technologies Group plc is a global manufacturer of Fiber, Yarn and Nonwovens. The Group’s experience and technical expertise in these industries enable it to offer a flexible and customer orientated service.

The Group’s principal activity is the manufacture and marketing of non-woven textile fabrics.

Review of the business and future developments

During the year, as part of a reorganisation of the wider CCM Trust (Cayman) Ltd group, the Group undertook the following transactions:

- The Company disposed of its 100% shareholding in Cha Technologies Trading & Services SA to Hongkong and Shanghai Textiles Ltd, a fellow subsidiary in the CCM Trust (Cayman) Ltd group.
- A subsidiary of the Company, Cosmopolitan Textile Company Limited, disposed of two branches, Cosmotec and CTC Europe, to Hongkong and Shanghai Textiles Ltd.
- The Company incorporated a new wholly owned subsidiary, Cha US Holdings Inc.
- Cha US Holdings Inc acquired Fiber Innovation Technology Inc, Manx Inc, Castle Industries LLC and Corporate Research Group LLC from a subsidiary of the Company, Cha Technologies Inc.
- The Company disposed of its 100% shareholding in Cha Technologies Inc, to Hongkong and Shanghai Textiles Ltd.

Further details in respect of these transactions are set out in Note 3.

Generally, 2018 was a good year with overall sales growth driven primarily by the US operations, however, challenging conditions in the UK persist and some Asia Pacific operations have been affected by changes in US tariffs. The results set out in the financial statements reflect the impact of the group reorganisation above, with some entities only included for part of the financial year.

The current uncertainties on a macroeconomic and political level mean that the economic climate presents ongoing challenges for the business. Despite this the business is expected to grow organically and build on its current manufacturing expertise. The business will continue to invest further in new product development as a strategy for future success. As further investment is made in sales and marketing, the business is expected to expand into new markets and territories.

Principal risks and uncertainties

The main risk to the Group’s profitability is the price of key raw materials (primarily polyester), which increased during 2018. The Group is relatively diversified and therefore is not exposed significantly to any one particular market sector.

Despite the majority of purchases being in US Dollars (“USD”), the group is exposed to currency fluctuations with Chinese Renminbi (“RMB”), and as a consequence there is a foreign exchange risk.

Brexit

There is on-going uncertainty about the outcome of the withdrawal negotiations for the exit of the UK from the European Union (Brexit). The Group is closely monitoring developments in order to assess the likely impact on trading in our domestic and export markets. There is a general risk of slowdown in demand resulting from uncertainty and adjustment of the economy to being outside of the EU, and we continue to gauge the possible impacts of this as part of our ongoing business review process. Other risks being considered include the potential for adverse movements in sterling against the Euro and US dollar, and possibility of increased costs and delays arising from any introduction of tariffs or other cross-border regulatory changes.

Strategic report

Key performance indicators

The key performance indicators of the business are the universal ones of sales, gross margin, stock days, debtor days and creditor days.

Financial key performance indicators

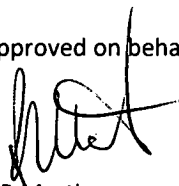
Turnover has decreased from \$74.1m in 2017 to \$52.5m in 2018 due to disposal of a number of subsidiaries. Operating profit has increased from \$5.4m to \$54.0m (\$5.5m excluding profit on disposal of subsidiaries).

The Group had net cash and cash equivalents of \$5.7m at 31 December 2018.

Non-financial key performance indicators

As the primary cost for the Group is the purchase of raw materials it is vitally important that wastage is monitored and kept to a minimum. In order to meet customer requirements and to ensure yields are as high as possible the weight of products is monitored carefully and compared to specification.

Approved on behalf of the board on 5th August 2019 and signed on its behalf by



P R Martin
Director

Directors' report

For the year ended 31 December 2018

The directors present their annual report for Cha Technologies Group Plc (the "Company") and its subsidiary undertakings (together the "Group") for the year ended 31 December 2018.

Financial results and dividends

The results are set out in the statement of comprehensive income on page 9.

Details of dividends paid in the year are set out in the statement of changes in equity on page 12.

Fixed assets

Details of movements in fixed assets in the year are set out in notes 12 – 17 to the financial statements.

Financial risk management objectives and policies

The Group's key financial risks are the effects of price risk and credit risk. The Group does not have a significant requirement for external debt finance so has limited exposure to liquidity and interest rate risk. The Group has a risk management programme in place that seeks to limit the adverse effects of risks on the financial performance of the Group.

Given the size of the Group the directors have not delegated the responsibility of monitoring financial risk management to a sub-committee of the board. The policies set by the board of directors are implemented by the Group's finance department.

Price risk

The Group is exposed to commodity price risk as a result of its operations. However, given the size of the Group's operations, the cost of managing exposure through the use of hedging instruments to commodity price risk exceeds any potential benefits. The directors will revisit the appropriateness of this policy should the Group's operations change in size or nature.

Credit risk

The Group has policies that require appropriate credit checks on potential customers before sales are made.

Directors

The directors serving at the date of this report are set out on page 1.

Employees

The policy of the Group for the employment of disabled persons is to give them equal opportunities with other employees to train for and attain any position in the group, having regard to the maintenance of a safe working environment and the constraints of their disabilities. Group companies recognise the importance of good relations with employees, and management are encouraged to adopt such employee consultation as is appropriate.

Suppliers

It is the policy of the Group to establish payment terms with suppliers when agreeing the terms of business transactions. The aim is to dispatch cheques on the due date or, where other means of payment are adopted, to deliver funds to suppliers as if payment had been made by cheque.

The Group had 37 days (2017: 36 days) purchases outstanding at 31 December 2018, based on the average daily amount invoiced by suppliers during the period.

Post balance sheet events

Details of post balance sheet events are set out in note 31 of the financial statements.

Directors' report (continued)

Statement of directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* and applicable law). 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 the Group and of the profit or loss of the Group for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group will continue in business.

The directors are responsible for keeping adequate 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 the Group and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Statement as to disclosure of information to auditor

So far as each person who is a director is aware, there is no relevant audit information of which the Company and the Group's auditor is unaware. Each director has taken all steps that he ought to have taken in his duty as a director in order to make himself aware of any relevant audit information and to establish that the Company and the Group's auditor is aware of that information.

Auditor

Mazars LLP has expressed its willingness to continue in office and a resolution concerning reappointment will be put to the directors at the board meeting approving these financial statements.

Approved on behalf of the board on 5th August 2019 and signed on its behalf by



P R Martin
Director

Independent auditor's report to the members of Cha Technologies Group Plc

Opinion

We have audited the financial statements of Cha Technologies Group Plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2018 which comprise the consolidated statement of comprehensive income, the consolidated statement of financial position, the company statement of financial position, the consolidated statement of changes in equity, the company statement of changes in equity, the consolidated 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 their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2018 and of the group's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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, 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.

The impact of uncertainties due to Britain exiting the European Union on our audit

The Directors' view on the impact of Brexit is disclosed on page 2.

The terms on which the United Kingdom may withdraw from the European Union are not clear, and it is therefore not currently possible to evaluate all the potential implications to the group's and company's trade, customers, suppliers and the wider economy.

We considered the impact of Brexit on the group and company as part of our audit procedures, applying a standard firm wide approach in response to the uncertainty associated with the group's and company's future prospects and performance.

However, no audit should be expected to predict the unknowable factors or all possible implications for the group or company and this is particularly the case in relation to Brexit.

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 group's or the parent 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.

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.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In light of the knowledge and understanding of the group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' Report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of Directors

As explained more fully in the directors' responsibilities statement set out on page 5, 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 group's and the parent 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 group or the parent 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. This description forms part of our auditor's report.

Use of the audit report

This report is made solely to the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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.



Timothy Hudson (Senior Statutory Auditor)

for and on behalf of Mazars LLP

Chartered Accountants and Statutory Auditor
One St Peter's Square
Manchester
M2 3DE

6th August 2019

Consolidated statement of comprehensive income

For the year ended 31 December 2018

		2018			2017		
		Continuing operations	Discontinued operations	Total	Continuing operations as restated	Discontinued operations as restated	Total
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Continuing operations	Note						
Turnover	4	18,663	33,828	52,491	16,579	57,544	74,123
Cost of sales		(17,047)	(26,366)	(43,413)	(16,452)	(42,672)	(59,124)
Gross profit		1,616	7,462	9,078	127	14,872	14,999
Distribution costs		(1,644)	(1,485)	(3,129)	(1,635)	(2,249)	(3,884)
Administrative expenses		(1,680)	(2,997)	(4,677)	(6,255)	(4,684)	(10,939)
Other operating income	5	3,647	574	4,221	4,204	976	5,180
Profit on disposal of operations	3	-	48,440	48,440	-	-	-
Operating profit	6	1,939	51,994	53,933	(3,559)	8,915	5,356
Share in profit of joint venture	15	6,459	-	6,459	7,687	-	7,687
Interest receivable and similar income	9	5	2	7	8	21	29
Interest payable and similar charges	10	(6)	(11)	(17)	(7)	(1)	(8)
Profit on ordinary activities before taxation		8,397	51,985	60,382	4,129	8,935	13,064
Taxation	11	100	(844)	(744)	738	(2,579)	(1,841)
Profit for the year		8,497	51,141	59,638	4,867	6,356	11,223
Attributable to:							
The owners of the parent company		8,575	50,397	58,972	4,906	5,169	10,075
The non-controlling interest		(78)	744	666	(39)	1,187	1,148
		8,497	51,141	59,638	4,867	6,356	11,223
Other comprehensive income							
Foreign currency translation differences				(3,134)			1,441
Total comprehensive income for the year				56,504			12,664
Attributable to:							
The owners of the parent company				55,838			11,516
The non-controlling interest				666			1,148
				56,504			12,664

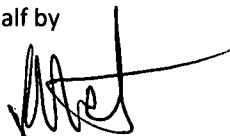
The notes on pages 15 to 45 are an integral part of these financial statements.

Consolidated statement of financial position

As at 31 December 2018

	Note	2018 \$'000	2017 \$'000
Fixed assets			
Intangible assets	12	94	489
Tangible assets	13	6,216	17,526
Investment property	14	3,948	-
Investment in joint venture	15	10,194	12,084
Investments held at fair value through profit or loss	17	542	2,147
		<u>20,994</u>	<u>32,246</u>
Current assets			
Stock	18	4,056	8,091
Debtors: amounts falling due within one year	19	83,306	10,408
Debtors: amounts falling due after more than one year	19	151	231
Cash at bank and in hand		5,738	21,081
		<u>93,251</u>	<u>39,811</u>
Creditors: amounts falling due within one year	20	(4,690)	(10,333)
Net current assets		<u>88,561</u>	<u>29,478</u>
Total assets less current liabilities		<u>109,555</u>	<u>61,724</u>
Creditors: amounts falling due after more than one year	20	(533)	(1,955)
Provisions			
Deferred taxation	23	-	(33)
Net assets		<u>109,022</u>	<u>59,736</u>
Capital and reserves			
Called up share capital	25	33,030	33,030
Share premium account		33,677	33,677
Profit and loss account		41,827	(11,011)
Equity attributable to the owners of the parent company		<u>108,534</u>	<u>55,696</u>
Non-controlling interest		488	4,040
Total shareholders' funds		<u>109,022</u>	<u>59,736</u>

These financial statements were approved by the board of directors on 5th August 2019 and signed on its behalf by



P R Martin
Director

The notes on pages 15 to 45 are an integral part of these financial statements.

Registered number: 04040321

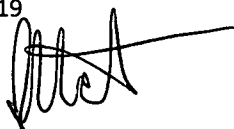
Company statement of financial position

As at 31 December 2018

	Note	2018 \$'000	2017 \$'000
Fixed assets			
Tangible assets	13	6	8
Investment property	14	3,948	4,317
Investment in subsidiary undertakings	16	33,516	65,899
		<u>37,470</u>	<u>70,224</u>
Current assets			
Debtors: amounts falling due within one year	19	88,372	6,443
Cash at bank and in hand		9	212
		<u>88,381</u>	<u>6,655</u>
Creditors: amounts falling due within one year	20	(20,281)	(18,105)
Net current assets/(liabilities)		<u>68,100</u>	<u>(11,450)</u>
Total assets less current liabilities		<u>105,570</u>	<u>58,774</u>
Creditors: amounts falling due after one year	20	-	-
Net assets		<u>105,570</u>	<u>58,774</u>
Capital and reserves			
Called up share capital	25	33,030	33,030
Share premium account		33,677	33,677
Profit and loss account		38,863	(7,933)
Total shareholders' funds		<u>105,570</u>	<u>58,774</u>

The Company has elected to take the exemption permitted under Section 408 of the Companies Act 2006 not to present the Company's profit and loss account. The Company's profit for the year was \$54,478k (2017: \$6,585k). Other comprehensive income for the year related to foreign currency translation differences arising on translation to the presentational currency.

These financial statements were approved by the board of directors and authorised for issue on 5th August 2019


P R Martin
Director

The notes on pages 15 to 45 are an integral part of these financial statements.

Consolidated statement of changes in equity

For the year ended 31 December 2018

	Called up share capital	Share premium account	Profit and loss account	Equity attributable to the owners of the parent company	Non- controlling interest	Total shareholders' funds
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
At 1 January 2017	33,030	33,677	(16,991)	49,716	2,892	52,608
Profit/(loss) for the year	-	-	10,075	10,075	1,148	11,223
Other comprehensive expense	-	-	1,441	1,441	-	1,441
Total comprehensive income	-	-	11,516	11,516	1,148	12,664
Dividends paid	-	-	(5,536)	(5,536)	-	(5,536)
At 31 December 2017	<u>33,030</u>	<u>33,677</u>	<u>(11,011)</u>	<u>55,696</u>	<u>4,040</u>	<u>59,736</u>
Profit/(loss) for the year	-	-	58,972	58,972	666	59,638
Other comprehensive income	-	-	(3,134)	(3,134)	-	(3,134)
Total comprehensive income	-	-	55,838	55,838	666	56,504
Disposal of subsidiary undertakings	-	-	-	-	(4,218)	(4,218)
Dividends paid	-	-	(3,000)	(3,000)	-	(3,000)
At 31 December 2018	<u>33,030</u>	<u>33,677</u>	<u>41,827</u>	<u>108,534</u>	<u>488</u>	<u>109,022</u>

Reserves

Share premium account

The share premium account represents the difference between the proceeds and the nominal value of each share issued.

Profit and loss account

The profit and loss account represents cumulative profits and losses of the Group.

Non-controlling interest

The non-controlling interest represents the share of the interest held by the non-controlling shareholders of the subsidiary undertakings.

The notes on pages 15 to 45 are an integral part of these financial statements.

Company statement of changes in equity

For the year ended 31 December 2018

	Called up share capital	Share premium account	Profit and loss account	Total shareholders' funds
	\$'000	\$'000	\$'000	\$'000
At 1 January 2017	33,030	33,677	(13,940)	52,767
Profit/(loss) for the year	-	-	6,585	6,585
Other comprehensive expense	-	-	4,958	4,958
Total comprehensive expense	-	-	11,543	11,543
Dividends paid	-	-	(5,536)	(5,536)
At 31 December 2017	33,030	33,677	(7,933)	58,774
Profit/(loss) for the year	-	-	54,478	54,478
Other comprehensive income	-	-	(4,682)	(4,682)
Total comprehensive income	-	-	49,796	49,796
Dividends paid	-	-	(3,000)	(3,000)
At 31 December 2018	33,030	33,677	38,863	105,570

Reserves

Share premium account

The share premium account represents the difference between the proceeds and the nominal value of each share issued.

Profit and loss account

The profit and loss account represents cumulative profits and losses of the Company.

The opening profit and loss account is in deficit due to foreign exchange losses on translation to the presentational currency of United States Dollars. In its functional currency of Pounds Sterling the profit and loss account is in surplus.

The notes on pages 15 to 45 are an integral part of these financial statements.

Consolidated statement of cash flows

For the year ended 31 December 2018

	Note	2018 \$'000	2017 \$'000
Operating activities:			
Operating profit		53,933	5,356
Adjustments for:			
Amortisation of intangible assets	12	85	168
Depreciation of tangible assets	13	1,427	2,003
Loss/(profit) on disposal of tangible assets		35	(107)
Fair value gain on investment property	14	(1,240)	-
(Profit)/loss on disposal of subsidiaries	3	(48,440)	-
Operating cash flow before movement in working capital		5,800	7,420
(Increase)/decrease in stock		(1,290)	133
(Increase)/decrease in debtors		(12,369)	1,378
Increase/(decrease) in creditors		6,315	(2,283)
Interest received		7	29
Income tax paid		(871)	(653)
Net cash flows from operating activities		(2,408)	6,024
Investing activities:			
Purchase of intangible assets	12	(6)	(62)
Purchase of tangible assets	13	(233)	(4,028)
Proceeds from disposal of tangible assets		50	787
Purchase of investments held at fair value	17	(129)	(214)
Proceeds from disposal of investments held at fair value	17	229	538
Cash outflow on disposal of subsidiaries		(17,870)	-
Dividends received from joint ventures	15	8,349	6,000
Net cash flows from investing activities		(9,610)	3,021
Financing activities:			
New loans		50	-
Repayment of obligations under finance lease		-	(20)
Interest paid		(17)	(8)
Dividends paid		(3,000)	(5,536)
Net cash flows from financing activities		(2,967)	(5,564)
Net (decrease)/increase in cash and cash equivalents		(14,985)	3,481
Cash and cash equivalents at the beginning of the year		21,081	17,104
Effect of exchange rates on cash and cash equivalents		(358)	496
Cash and cash equivalents at end of the year		5,738	21,081

The notes on pages 15 to 45 are an integral part of these financial statements.

Notes to the financial statements

For the year ended 31 December 2018

1 Accounting policies

1.1 General information

Cha Technologies Group Plc ("the Company") is a public limited company incorporated in the United Kingdom. The address of its registered office and principal place of business is Longshaw Industrial Park, Highfield Road, Blackburn, BB2 3AS.

The Company is a parent undertaking and therefore these consolidated financial statements present the financial information of the Company and its subsidiary undertakings (together "the Group"), as well as the Company's individual financial statements.

The Company's functional currency is Pounds Sterling, being the currency of the primary economic environment in which the Company operates. The Group and Company have chosen to present these financial statements in United States Dollars; this being on the basis that from a Group perspective United States Dollars is the most predominantly transacted currency.

1.2 Basis of preparation

These financial statements have been prepared in accordance with FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* ("FRS 102") and applicable legislation, as set out in the Companies Act 2006 and The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008. These financial statements have been prepared under the historical cost convention, as modified for the fair value of certain financial instruments and investment properties.

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to conditions, which have been complied with including notification of, and no objection to, the use of exemptions by the Company's shareholders.

In preparing the Company individual financial statements, the Company has taken advantage of the following exemptions:

- from disclosing key management personnel compensation, as required by paragraph 7 of Section 33 *Related Party Disclosures*;
- from presenting a reconciliation of the number of shares outstanding at the beginning and end of the year, as required by paragraph 12 of Section 4 *Statement of Financial Position*; and
- from presenting a statement of cash flows, as required by Section 7 *Statement of Cash Flows*.

On the basis that equivalent disclosures are given in the consolidated financial statements, the Company has also taken advantage of the exemption not to provide certain disclosure requirements set out in Section 11 *Basic Financial Instruments* and Section 12 *Other Financial Instrument Issues*.

1.3 Basis of consolidation

The consolidated financial statements incorporate the results of the Company and its subsidiary undertakings for the year ended 31 December 2018. Subsidiaries are included within the consolidation where the Company has control over such entities, thereby having the power to govern the financial and operating policies of the entity. The financial statements of subsidiaries that are acquired or disposed of within the financial year are included within, or excluded from, the consolidation from the date that the Company obtains, or loses control.

Notes to the financial statements

For the year ended 31 December 2018

1 Accounting policies (continued)

All intra-group transactions, balances, income and expenses are eliminated on consolidation. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used in line with those used by the Group. The accounting years of subsidiaries are coterminous with those of the Company. Non-controlling interests in the net assets of consolidated subsidiaries are identified separately from the Group's equity.

1.4 Going concern

These financial statements have been prepared on a going concern basis.

The current economic conditions present increased risks for all businesses. In response to such conditions, the directors have carefully considered these risks, including an assessment of uncertainty on future trading projection for a period of at least twelve months from the date of signing the financial statements, and the extent to which they might affect the preparation of the financial statements on a going concern basis.

Based on this assessment, the directors consider that the Group maintains an appropriate level of liquidity, sufficient to meet the demands of the business including any capital and servicing obligations of external debt liabilities.

In addition, the Group's assets are assessed for recoverability on a regular basis, and the directors consider that the Group is not exposed to losses on these assets which would affect their decision to adopt the going concern basis.

The directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future, and that there are no material uncertainties that lead to significant doubt regarding the Group's ability to continue as a going concern. Thus, the directors have continued to adopt the going concern basis of accounting in preparing these financial statements.

1.5 Revenue

Revenue is measured at the fair value of the consideration received or receivable net of discounts and other sales-related taxes.

Turnover

Turnover is derived from the sale of non-woven textile fabrics and fibers. Turnover from the sale of goods is recognised when the Group has transferred the significant risks and rewards of ownership to the buyer, which is usually the date that delivery of the goods is taken.

Other income

Service fee income relates to management charges for the provision of support services and is recognised in the period in which the services are provided.

Royalty income arises from the use of the Group's trade names and is recognised on an accruals basis in accordance with the substance of the relevant agreements.

Interest income is recognised as interest accrues using the effective interest rate method.

1.6 Taxation

The tax expense for the year comprises current and deferred tax. Tax currently payable, relating to corporation tax, is calculated on the basis of the tax rates and laws that have been enacted or substantively enacted as at the reporting date.

Notes to the financial statements

For the year ended 31 December 2018

1 Accounting policies (continued)

Deferred tax is recognised on all timing differences that have originated but not reversed at the reporting date. Transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future give rise to a deferred tax liability or asset. Timing differences are differences between taxable profits and total comprehensive income as stated in the financial statements that arise from the inclusion of income and expenses in tax assessments in years different from those in which they are recognised in the financial statements.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted as at the reporting date, that are expected to apply to the reversal of the timing difference. The tax expense is recognised in the same component of comprehensive income or equity as the transaction, or other event, that resulted in the tax expense.

Deferred income tax assets are recognised only to the extent that, on the basis of all available evidence, it is deemed probable that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Current and deferred tax assets and liabilities are offset only when there is a legally enforceable right to set off the amounts, and there is the intention either to settle on a net basis or to realise the asset and settle the liability simultaneously.

1.7 Foreign currencies

Foreign currency transactions are translated into the functional currency of the reporting entity using the exchange rate prevailing at the date the transactions took place.

Monetary assets and liabilities denominated in foreign currencies at the reporting date are reported at the rates of exchange prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at the reporting date of monetary assets and liabilities are reported in profit or loss.

For the purpose of presenting the consolidated financial statements, the assets and liabilities of the Group are translated using exchange rates prevailing at the reporting date. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising are recognised through other comprehensive income.

1.8 Research and development

Research and development expenditure is written off to profit or loss in the year in which it is incurred.

1.9 Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of a business combination is the fair value of the consideration given, liabilities incurred or assumed and of equity instruments issued, plus the costs directly attributable to the business combination.

Goodwill recognised represents the excess of the consideration and directly attributable costs of the purchase consideration over the fair value of the Group's interest in the identifiable assets, liabilities and contingent liabilities acquired.

On acquisition, goodwill is allocated to the cash-generating units ("CGU's") that are expected to benefit from the combination. Goodwill is amortised over its expected useful life. The useful life of goodwill is 20 years. Goodwill is assessed for impairment where an indication of impairment exists at the reporting date.

Notes to the financial statements

For the year ended 31 December 2018

1 Accounting policies (continued)

1.10 Intangible assets other than goodwill

Intangible assets other than goodwill comprise acquired software and patents.

Intangible assets are initially recognised at cost, being the purchase price plus any directly attributable costs. Subsequently, intangible assets are measured at cost less any accumulated amortisation and impairment losses.

Amortisation is charged on a straight line basis to profit or loss over the shorter of the useful life of the asset or the contractual or legal rights arising on acquisition. The useful lives are as follows:

Acquired software	3 - 5 years
Patents	10 - 20 years

Intangible assets are tested for impairment where indication of impairment exists at the reporting date.

1.11 Tangible assets

Tangible assets comprise freehold land and buildings, plant and machinery and fixtures and fittings, which are initially recognised at cost, being the purchase price plus any directly attributable costs, and are subsequently measured at cost less accumulated depreciation and impairment losses.

Depreciation is charged on a straight line basis to profit or loss, so as to allocate the asset's cost, less its estimated residual value, over its estimated useful life. The useful lives are as follows:

Freehold buildings	25 – 40 years
Plant and machinery	10% - 33%
Fixtures and fittings	10% - 33%

Freehold land is not depreciated.

Tangible assets are tested for impairment where an indication of impairment exists at the reporting date.

1.12 Investment property

Land and buildings, whether in whole or part, are classified as investment property when it is held to earn rentals or for capital appreciation or both. Investment properties are initially measured at cost, being the purchase price and any directly attributable expenditure, and are subsequently remeasured to fair value at each reporting date, with changes in fair value recognised in profit or loss.

1.13 Investment in joint ventures

Entities which are jointly controlled by the Group and one or more other venturers under a contractual arrangement are treated as jointly controlled entities and are accounted for using the equity method in the consolidated financial statements.

Under the equity method of accounting, investments in jointly controlled entities are initially recognised at the transaction price, including transaction costs, and are subsequently adjusted to reflect the Group's share of the profit or loss, other comprehensive income and equity.

Notes to the financial statements

For the year ended 31 December 2018

1 Accounting policies (continued)

1.14 Investments in subsidiary undertakings

Investments in subsidiary undertakings are recognised at cost less accumulated impairment losses in the Company financial statements. Investments are tested for impairment where an indication of impairment exists at the reporting date.

1.15 Impairment of assets

At each reporting date the Group reviews the carrying value of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss.

The recoverable amount of an asset is the higher of fair value less costs to sell and value in use. Value in use is the present value of the future cash flows expected to be derived from the asset. The present value calculation involves estimating the future cash inflows and outflows to be derived from continuing use of the asset, and from its ultimate disposal, applying an appropriate discount rate to those future cash flows.

Where the recoverable amount of an asset is less than the carrying amount, an impairment loss is recognised immediately in profit or loss. An impairment loss recognised for all assets is reversed in a subsequent year if, and only if, the reasons for the impairment loss have ceased to apply.

1.16 Stock

Stock is stated at the lower of cost and net realisable value on a first in first out basis. In the case of finished goods and work-in-progress, cost is defined as the cost of raw materials plus production costs based on normal levels of activity.

Where necessary, provision is made for obsolete, slow moving and defective stocks to write them down to net realisable value. Net realisable value is based on the estimated selling price less further costs expected to be incurred to completion and disposal.

1.17 Financial instruments

Financial assets and liabilities are recognised when the Group becomes party to the contractual provisions of the financial instrument. The Group holds basic and non-basic financial instruments, which comprise cash and cash equivalents, debtors, creditors, investments held at fair value through profit or loss and derivative financial instruments. The Group has chosen to apply the measurement and recognition provisions of Section 11 *Basic Financial Instruments* and Section 12 *Other Financial Instruments* in full.

Financial assets – classified as basic financial instruments

Cash and cash equivalents

Cash and cash equivalents comprises cash in hand, deposits held with banks and other short-term highly liquid investments with original maturities of three months or less.

Debtors

Debtors are initially recognised at the transaction price, including any transaction costs, and are subsequently measured at amortised cost using the effective interest method, less any provision for impairment.

Amounts that are receivable within one year are measured at the undiscounted amount expected to be receivable, net of any impairment.

Where a financial asset constitutes a financing transaction it is initially and subsequently measured at the present value of the future payments, discounted at a market rate of interest.

Notes to the financial statements

For the year ended 31 December 2018

1 Accounting policies (continued)

Investments held at fair value through profit or loss

Investments held at fair value through profit or loss are initially recognised at the transaction price, excluding any transaction costs, and are subsequently measured at fair value through profit or loss.

At the end of each reporting year, the Group assesses whether there is objective evidence that any financial asset that is not held at fair value through profit or loss may be impaired. A provision for impairment is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the financial asset. The amount of the provision is the difference between the asset's carrying amount and the present value of the estimated future cash flows. The amount of the provision is recognised immediately in profit or loss.

Financial liabilities – classified as basic financial instruments

Creditors

Creditors are initially measured at the transaction price, including any transaction costs, and are subsequently measured at amortised cost using the effective interest method.

Amounts that are payable within one year are measured at the undiscounted amount expected to be payable.

Where a financial liability constitutes a financing transaction it is initially and subsequently measured at the present value of the future payments, discounted at a market rate of interest.

1.18 Employee benefits

Post-employment benefits

Defined contribution pension schemes

The Group operates a number of defined contribution pension schemes, the assets of which are held separately from those of the Group in funds administered by insurance companies. Contributions to the defined contribution pension schemes are charged to profit or loss in the year to which the contributions relate.

Other post-employment schemes

Outside of the United Kingdom, the Group operates post-employment schemes, the obligation for which remains with the Group. The scheme liability is remeasured at each reporting date using the projected unit of credit method. The change in the liability arising from employee services rendered during the reporting period is recognised in profit or loss. Any changes in the actuarial assumptions are recognised through other comprehensive income.

The Group holds assets including cash on deposit and endowment policies in respect of funding these obligations.

Short-term benefits

Short-term benefits, including holiday pay and other similar non-monetary benefits, are recognised as an expense in the period in which the service is received. An accrual is provided for short-term compensated absences where entitlement has accumulated, but has not been taken, at the reporting date.

Notes to the financial statements

For the year ended 31 December 2018

1 Accounting policies (continued)

1.19 Lease arrangements

Lease arrangements are classified as a finance lease where the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other lease arrangements are classified as an operating lease.

Finance leases

Assets held under finance leases are recognised as assets of the Group at their fair value or, if lower, at the present value of the minimum lease payments using the interest rate implicit in the lease, each determined at the inception of the lease. Incremental direct costs incurred in negotiating and arranging the lease are included in the cost of the asset. Assets are depreciated over the shorter of the lease term and the estimated useful life of the asset.

The capital element of lease obligations is recorded as a finance lease liability on inception of the arrangement. Lease payments are apportioned between capital repayment and the finance charge, using the effective interest rate method, to produce a constant rate of charge on the balance of the capital repayments outstanding. Finance expenses are recognised in profit or loss.

Operating leases

Rentals payable or receivable under operating leases are charged to profit or loss on a straight-line basis over the term of the relevant lease. Any lease incentives are spread on a straight-line basis over the lease term.

Notes to the financial statements

For the year ended 31 December 2018

2 Critical accounting judgements and key sources of estimation uncertainty

In applying the Group's accounting policies, the directors are required to make judgements, estimates and assumptions in determining the carrying amounts of assets and liabilities. The directors' judgements, estimates and assumptions are based on the best and most reliable evidence available at the time the decisions are made and are based on historical experience and other factors that are considered to be applicable. Due to the inherent subjectivity involved in making such judgements, estimates and assumptions, the actual results and outcomes may differ.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised, if the revision affects only that year, or in the year of the revision and future years, if the revision affects both current and future years.

2.1 Critical judgements in applying the Group's accounting policies

The critical judgements that the directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the financial statements are discussed below.

(i) Assessing the functional currency

The directors are required to identify the functional currency of the Company and each subsidiary undertaking. In making this judgement the directors have considered factors such as the currency which mainly influences both sales and cost prices, and the countries whose competitive forces and regulations affect those prices. Where the functional currency is not clearly identifiable, the directors have used judgement to determine which currency most faithfully represents the economic effects of the underlying transactions, events and conditions.

(ii) Assessing indicators of impairment

In assessing whether there have been any indicators of impairment of assets, the directors have considered both external and internal sources of information such as market conditions, counterparty credit ratings and experience of recoverability.

2.2 Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are detailed below.

(i) Determining and reassessing residual values and useful economic lives of tangible and intangible assets

The Group depreciates tangible assets, and amortises intangible assets, over their estimated useful lives. In determining appropriate useful lives of assets, the directors have considered historic performance as well as future expectations for factors such as the expected usage of the asset, physical wear and tear, technical and commercial obsolescence and legal limitations on the usage of the asset, such as lease terms. The actual lives of these assets can vary depending on a variety of factors, including technological innovation, product life cycles and maintenance programmes.

Notes to the financial statements

For the year ended 31 December 2018

2. Critical accounting judgements and key sources of estimation uncertainty (continued)

Judgement is applied to determine the residual values for tangible assets. When determining the residual values, the directors have assessed the amount that the Group would currently obtain for the disposal of the asset, if it were already of the condition expected at the end of its useful economic life. At each reporting date, the directors have also assessed whether there have been any indicators, such as a change in how the asset is used, significant unexpected wear and tear and changes in market prices, which suggest previous estimates may differ from current expectations. Where this is the case, the residual value and/or useful life is amended and accounted for on a prospective basis.

(ii) Establishing fair value of investment properties

When the fair value of investment properties cannot be measured by independent valuation or based on the price of a recent transaction for an identical asset or liability, their fair value is measured using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as market rent, vacancy rate, yield requirement and inflation. Changes in assumptions about these factors could affect the reported fair value of investment properties.

(iii) Establishing fair value of financial instruments

When the fair value of financial assets and financial liabilities cannot be measured based on quoted prices in active markets or on the price of a recent transaction for an identical asset or liability, their fair values are measured using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

(iv) Recoverability of debtors

A provision for debtors is established where it is estimated that the debtors are not considered to be fully recoverable. When assessing recoverability, the directors consider factors such as the aging of the receivables, past experience of recoverability, and the credit profile of individual or groups of customers.

(v) Estimating value in use

Where an indication of impairment exists, the directors have carried out an impairment review to determine the recoverable amount, which is the higher of fair value less cost to sell and value in use. The value in use calculation requires the directors to estimate the future cash flows expected to arise from the asset or the cash generating unit.

Notes to the financial statements

For the year ended 31 December 2018

3 Disposal of Subsidiary Undertakings

Group

On 31 July 2018 the Group undertook the following transactions:

- The Company disposed of its 100% shareholding in Cha Technologies Trading & Services SA to Hongkong and Shanghai Textiles Ltd, a fellow subsidiary in the CCM Trust (Cayman) Ltd group, for consideration of \$1,200,000, recognising profit on disposal of \$1,289,125.
- A subsidiary of the Company, Cosmopolitan Textile Company Limited, disposed of two branches, Cosmotec and CTC Europe, to Hongkong and Shanghai Textiles Ltd for consideration of £5,301,578, which equated to their carrying value at that date.
- The Company incorporated a new wholly owned subsidiary, Cha US Holdings Inc, registering share capital of \$1,000.
- Cha US Holdings Inc acquired Fiber Innovation Technology Inc, Manx Inc, Castle Industries LLC and Corporate Research Group LLC from a subsidiary of the Company, Cha Technologies Inc, for consideration of \$13,000,000.
- The Company disposed of its 100% shareholding in Cha Technologies Inc (following a capital redemption in Cha Technologies Inc comprising 7,895 common shares at a total redemption price of \$16,880,718), to Hongkong and Shanghai Textiles Ltd for consideration of \$66,600,000, recognising profit on disposal of \$47,151,004.
- The operations disposed of have been presented as discontinued operations in the consolidated statement of comprehensive income.

Company

On 31 July 2018 the Company undertook the following transactions:

- The Company disposed of its 100% shareholding in Cha Technologies Trading & Services SA to Hongkong and Shanghai Textiles Ltd for consideration of \$1,200,000, recognising profit on disposal of \$1,109,388.
- The Company incorporated a new wholly owned subsidiary, Cha US Holdings, registering share capital of \$1,000.
- The Company disposed of its 100% shareholding in Cha Technologies Inc (following a capital redemption in Cha Technologies Inc comprising 7,895 common shares at a total redemption price of \$16,880,718), to Hongkong and Shanghai Textiles Ltd for consideration of \$66,600,000, recognising profit on disposal of \$53,987,553.

4 Turnover

Turnover is derived from the sale of goods associated with the Group's principal activities.

An analysis of the Group's turnover by geographical market is as follows:

	2018 \$'000	2017 \$'000
United Kingdom	6,495	12,062
Europe	2,161	7,011
Far East	2,464	2,753
United States	34,976	46,544
Other	6,395	5,753
	<u>52,491</u>	<u>74,123</u>

Notes to the financial statements

For the year ended 31 December 2018

5 Other operating income

An analysis of the Group's other operating income by category is as follows:

	2018 \$'000	2017 \$'000
Royalty income	1,951	1,752
Service fee income	2,270	3,428
	<u>4,221</u>	<u>5,180</u>

6 Operating profit/(loss)

Operating profit/(loss) is stated after charging/(crediting):

	2018 \$'000	2017 \$'000
Profit on disposal of operations	(48,440)	-
Loss/(profit) on disposal of tangible assets	35	(107)
Operating lease expense – land and buildings	234	157
Operating lease expense – other	23	32
Research and development expenditure	236	290
Foreign exchange (gain)/ loss	(2,608)	509
Auditor's remuneration	<u>250</u>	<u>310</u>
An analysis of the auditor's remuneration is as follows:		
Fees payable to the Company's auditor and their associates for the audit of the Company's annual accounts	69	57
Fees payable to the Company's auditor and their associates for other services to the Company:		
The audit of the Company's subsidiaries	40	53
Taxation compliance services	13	15
Other services	14	49
Fees paid to secondary auditors associated with Mazars LLP	100	123
Fees paid to secondary auditors that are not associated with Mazars LLP	14	13
	<u>250</u>	<u>310</u>

Notes to the financial statements

For the year ended 31 December 2018

7 Staff costs

The average monthly number of employees (including executive directors) was:

	2018	2017
Production	152	194
Administration	55	69
Sales and marketing	16	17
	<u>223</u>	<u>280</u>

Their aggregate remuneration was:

	2018 \$'000	2017 \$'000
Wages and salaries	11,441	14,988
Social security costs	921	1,193
Pension costs	312	429
	<u>12,674</u>	<u>16,610</u>

8 Directors' emoluments

The directors of the Company are considered to be the key management personnel of the Group. Their aggregate emoluments were:

	2018 \$'000	2017 \$'000
Remuneration	581	929
Compensation for loss of office	40	-
Pension scheme contributions to money purchase schemes	54	95
	<u>675</u>	<u>1,024</u>

The number of directors who are members of a money purchase pension scheme

<u>3</u>	<u>3</u>
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The emoluments of the highest paid director were:

	2018 \$'000	2017 \$'000
Remuneration	285	484
Pension scheme contributions to money purchase schemes	33	57
	<u>318</u>	<u>541</u>

Notes to the financial statements

For the year ended 31 December 2018

9 Interest receivable and similar income

	2018 \$'000	2017 \$'000
Interest receivable on cash at bank and in hand	7	29

10 Interest payable and similar charges

	2018 \$'000	2017 \$'000
Interest payable on loans and overdrafts	13	7
Interest payable on finance lease obligations	-	1
Interest payable on amounts owed to related undertakings	4	-
	17	8

Notes to the financial statements

For the year ended 31 December 2018

11 Taxation

The tax charge on profit/(loss) comprises:

	2018 \$'000	2017 \$'000
Current tax		
UK corporation tax	192	87
Overseas corporation tax	686	498
Adjustments in respect of prior years	-	(84)
Total current tax	<u>878</u>	<u>501</u>
Deferred tax		
Origination and reversal of timing differences	(134)	1,340
Total deferred tax	<u>(134)</u>	<u>1,340</u>
Total tax	<u>744</u>	<u>1,841</u>

Tax on profit/(loss) on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 19% (2017: 19%). The differences are reconciled below:

	2018 \$'000	2017 \$'000
Profit/(loss) on ordinary activities before taxation	<u>60,382</u>	<u>13,064</u>
Tax calculated at 19% (2017: 19%)	11,473	2,482
Disallowable expenses	118	48
Impact of overseas tax rates	60	348
Adjustment in respect of prior years	-	(84)
Research and development claim	(27)	-
Tax losses not recognised	450	780
Utilisation of previously unrecognised tax losses	(612)	(188)
State taxes	26	(50)
Non-taxable profit on disposal of operations	(9,204)	-
Other differences	(1,540)	(1,495)
Total tax	<u>744</u>	<u>1,841</u>

Factors that may affect future tax charges

UK corporation tax rates will reduce to 17% with effect from 1 April 2020.

Notes to the financial statements

For the year ended 31 December 2018

12 Intangible assets

Group

	Patents	Acquired software	Goodwill arising on consolidation	Purchased goodwill	Negative goodwill arising on consolidation	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Cost						
At 1 January 2018	595	525	2,701	21	(805)	3,037
Exchange difference on translation	(15)	(7)	(49)	(1)	45	(27)
Additions	6	-	-	-	-	6
Disposals	(33)	(518)	(1,801)	-	-	(2,352)
At 31 December 2018	553	-	851	20	(760)	664
Amortisation and impairment						
At 1 January 2018	341	440	2,432	21	(686)	2,548
Exchange difference on translation	(8)	(6)	(42)	(1)	38	(19)
Amortisation charge	53	17	53	-	(38)	85
Disposals	-	(451)	(1,593)	-	-	(2,044)
At 31 December 2018	386	-	850	20	(686)	570
Carrying value						
At 31 December 2018	167	-	1	-	(74)	94
At 31 December 2017	254	85	269	-	(119)	489

Included in disposals are intangible assets disposed of as part of the disposal of subsidiaries. Refer to Note 3 for further details in respect of the disposals of subsidiary undertakings.

Notes to the financial statements

For the year ended 31 December 2018

13 Tangible assets

Group

	Freehold land and buildings \$'000	Plant and machinery \$'000	Fixtures and fittings \$'000	Total \$'000
Cost				
At 1 January 2018	15,094	40,479	2,379	57,952
Exchange difference on translation	(122)	(282)	(33)	(437)
Additions	-	218	15	233
Disposals	(4,272)	(28,493)	(1,078)	(33,843)
Transfer to investment property	(4,100)	-	-	(4,100)
At 31 December 2018	<u>6,600</u>	<u>11,922</u>	<u>1,283</u>	<u>19,805</u>
Depreciation				
At 1 January 2018	4,445	34,045	1,936	40,426
Exchange difference on translation	(39)	(200)	(27)	(266)
Depreciation charge	281	1,033	113	1,427
Disposals	(1,616)	(24,132)	(858)	(26,606)
Transfer to investment property	(1,392)	-	-	(1,392)
At 31 December 2018	<u>1,679</u>	<u>10,746</u>	<u>1,164</u>	<u>13,589</u>
Carrying value				
At 31 December 2018	<u>4,921</u>	<u>1,176</u>	<u>119</u>	<u>6,216</u>
At 31 December 2017	<u>10,649</u>	<u>6,434</u>	<u>443</u>	<u>17,526</u>
The carrying amount of assets held under finance lease 2018	-	-	-	-
The carrying amount of assets held under finance lease 2017	-	-	-	-

Included in disposals are tangible assets disposed of as part of the disposal of subsidiaries. Refer to Note 3 for further details in respect of the disposals of subsidiary undertakings.

The parent company, Cha Technologies Group Plc, owns a property which was sold to it by the Cosmotec trading division of Cosmopolitan Textile Company Limited in a sale and lease back transaction. This property is classified as an investment property in the individual company financial statements of Cha Technologies Group Plc but as a tangible asset of the group with the inter-company disposal eliminated. Following the reorganisation on 31 July 2018, the Cosmotec division no longer forms part of the group. The tangible asset has therefore been transferred to investment property in the group financial statements (see note 14).

Notes to the financial statements

For the year ended 31 December 2018

13 Tangible assets (continued)

Company

	Plant and machinery \$'000	Fixtures and fittings \$'000	Total \$'000
Cost			
At 1 January 2018	187	154	341
Exchange difference on translation	(11)	(9)	(20)
Additions	3	-	3
At 31 December 2018	<u>179</u>	<u>145</u>	<u>324</u>
Depreciation			
At 1 January 2018	179	154	333
Exchange difference on translation	(10)	(9)	(19)
Depreciation charge	4	-	4
At 31 December 2018	<u>173</u>	<u>145</u>	<u>318</u>
Carrying value			
At 31 December 2018	<u>6</u>	<u>-</u>	<u>6</u>
At 31 December 2017	<u>8</u>	<u>-</u>	<u>8</u>

Notes to the financial statements

For the year ended 31 December 2018

14 Investment property

Group

	2018 \$'000	2017 \$'000
Fair value		
At 1 January	-	-
Transfer from tangible assets	2,708	-
Fair value gains/(losses)	1,240	-
At 31 December	<u>3,948</u>	<u>-</u>

Detail on the reclassification and historical cost equivalent values are given in the tangible fixed asset note 13. Details on fair value are provided in the company section below.

Company

	2018 \$'000	2017 \$'000
Fair value		
At 1 January	4,317	3,826
Exchange difference on translation	(236)	362
Fair value gains/(losses)	(133)	129
At 31 December	<u>3,948</u>	<u>4,317</u>

The historical cost equivalent values for the investment property are as follows:

	2018 \$'000	2017 \$'000
Cost	3,940	4,047
Accumulated depreciation	(312)	(219)
	<u>3,628</u>	<u>3,828</u>

The property was valued by an independent valuer at 31 December 2018. This review gave rise to a fair value loss of \$133k.

The investment property was valued in accordance with the current edition of the RICS Valuation – Professional Standards (Red Book) on the following basis:

- Market Value VPS 4 1.2 The estimated amount for which a property should exchange on the valuation date between a willing buyer and willing seller, in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.

There are no restrictions on the realisability of the investment property or the remittance of income. Furthermore, there are no contractual obligations that must be disclosed with regards to the investment property.

Notes to the financial statements

For the year ended 31 December 2018

15 Investment in joint venture

Group

The Group owns 50% of the ordinary share capital of Cosmostar Limited, a Company incorporated in The Cayman Islands. The principal activity of Cosmostar Limited is that of a holding company.

Cosmostar Limited owns the whole of the issued share capital of Cosmo Hong Kong Limited. The principal activity of Cosmo Hong Kong Limited and its subsidiary undertakings is the manufacture and marketing of non-woven textile fabrics.

	2018 \$'000	2017 \$'000
Equity method		
At 1 January	12,084	10,397
Share of profit for the year	6,459	7,687
Dividends received	(8,349)	(6,000)
At 31 December	<u>10,194</u>	<u>12,084</u>

16 Investment in subsidiary undertakings

Company

	2018 \$'000	2017 \$'000
Cost		
At 1 January	75,102	68,706
Additions	1	-
Disposals	(29,584)	-
Exchange difference on translation	(3,315)	6,396
At 31 December	<u>42,204</u>	<u>75,102</u>
Provision for impairment		
At 1 January	9,203	8,419
Exchange difference on translation	(515)	784
At 31 December	<u>8,688</u>	<u>9,203</u>
Carrying value	<u>33,516</u>	<u>65,899</u>

Refer to note 29 for a full list of the Company's subsidiary undertakings.

Refer to note 3 for further details in respect of the Company's disposals of subsidiary undertakings.

Notes to the financial statements

For the year ended 31 December 2018

17 Investments held at fair value through profit or loss

Group

The Group holds endowment policies and money market deposits in respect of certain employees who participate in the post-employment benefit schemes, as a method of funding the obligation retained by the Group.

The fair value of the endowment policies at the reporting date is measured with reference to the cash-out value at that date, this being the value at which the asset could be exchanged between willing parties in an arm's length transaction.

	2018 \$'000	2017 \$'000
Fair value		
At 1 January	2,147	2,471
Additions	129	214
Disposals	(1,734)	(538)
At 31 December	<u>542</u>	<u>2,147</u>

Included in disposals are investments disposed of as part of the disposal of subsidiaries. Refer to note 3 for further details in respect of the disposals of subsidiary undertakings.

18 Stock

Group

	2018 \$'000	2017 \$'000
Raw materials	2,476	3,673
Work in progress	75	175
Finished goods and goods for resale	1,505	4,243
	<u>4,056</u>	<u>8,091</u>

During the year impairments were made to stock of \$86k (2017: \$201k), which were recognised within cost of sales within profit or loss. The impairment arose as a result of the application of the Group's accounting policy to impair stock over a certain age and as a result of products being discontinued in the year.

During the year stock charged as an expense amounted to \$35,247k (2017: \$48,734k).

Notes to the financial statements

For the year ended 31 December 2018

19 Debtors

	Group 2018 \$'000	Group 2017 \$'000	Company 2018 \$'000	Company 2017 \$'000
Amounts falling due within one year:				
Trade debtors	2,782	8,742	3	3
Amounts due from related undertakings	79,911	290	72,061	94
Amounts due from subsidiary undertakings	-	-	16,272	6,287
Other debtors	97	581	7	-
Corporation tax	7	68	-	-
Prepayments and accrued income	507	727	29	59
Deferred tax (note 23)	2	-	-	-
	<u>83,306</u>	<u>10,408</u>	<u>88,372</u>	<u>6,443</u>

All balances are unsecured, interest free and repayable on demand.

	Group 2018 \$'000	Group 2017 \$'000	Company 2018 \$'000	Company 2017 \$'000
Amounts falling due after more than one year:				
Other debtors	149	226	-	-
Prepayments and accrued income	2	5	-	-
	<u>151</u>	<u>231</u>	<u>-</u>	<u>-</u>

Notes to the financial statements

For the year ended 31 December 2018

20 Creditors

	Group 2018 \$'000	Group 2017 \$'000	Company 2018 \$'000	Company 2017 \$'000
Amounts falling due within one year:				
Bank loans	50	-	-	-
Trade creditors	2,136	4,963	41	4
Amounts owed to related undertakings	1,321	3,361	205	13
Amounts owed to subsidiary undertakings	-	-	19,919	17,952
Other creditors	469	597	24	6
Corporation tax	96	82	-	-
Other taxes and social security costs	58	256	10	36
Accruals and deferred income	560	1,074	82	94
	<u>4,690</u>	<u>10,333</u>	<u>20,281</u>	<u>18,105</u>

Amounts payable to subsidiary undertakings by the Company include balances of \$19,918k (2017: \$17,890k) that attract interest at a fixed rate of 5%. All balances are repayable on demand or within one year.

	Group 2018 \$'000	Group 2017 \$'000	Company 2018 \$'000	Company 2017 \$'000
Amounts falling due after more than one year:				
Post-employment scheme obligation (note 22)	533	1,955	-	-
	<u>533</u>	<u>1,955</u>	<u>-</u>	<u>-</u>

Notes to the financial statements

For the year ended 31 December 2018

21 Loans and borrowings

Loans and borrowings included within creditors include bank loans. These are analysed as follows:

	Group 2018 \$'000	Group 2017 \$'000	Company 2018 \$'000	Company 2017 \$'000
Amounts falling due:				
In one year or less	50	-	-	-
In more than one year but not more than two years	-	-	-	-
In more than two years but not more than five years	-	-	-	-
In more than five years	-	-	-	-
	<u>50</u>	<u>-</u>	<u>-</u>	<u>-</u>

Bank borrowings are secured by fixed charges over the assets of the Group. There is also a first floating charge over all assets and undertakings both present and future.

A composite unlimited multilateral guarantee is in existence given by Cha Technologies Group Plc, and its subsidiary undertakings Cosmopolitan Textile Company Limited and Cha Textiles Limited.

An unlimited multilateral guarantee is in existence given by Cha Technologies Group Plc, its subsidiary undertaking Cosmopolitan Textile Company Limited, and related entities Cosmotec Nonwovens Ltd and CTC Europe Nonwovens Ltd.

Notes to the financial statements

For the year ended 31 December 2018

22 Post-employment scheme obligation

Group

The Group operates a post-employment scheme, the obligation for which remains with the Group.

The scheme is open to certain employees who receive contributions made by the Group based on a percentage of annual salary. The benefits become payable when the employee leaves service.

The scheme liability is remeasured at each reporting date using the projected unit of credit method. The change in the liability arising from employee services rendered during the reporting period is recognised in profit or loss. Any changes in the actuarial assumptions are recognised through other comprehensive income. The assumptions used when applying the projected unit of credit method have been assessed by the directors and are not material during the current or comparative year.

As set out in note 17 the Group holds assets including cash on deposit and endowment policies in respect of funding these obligations. These assets do not meet the definition of "plan assets" in respect of the scheme, and as such are presented gross of the liabilities in the statement of financial position.

A reconciliation of scheme liabilities is as follows:

	2018 \$'000	2017 \$'000
Carrying value		
At 1 January	1,955	2,280
Current service costs	126	205
Benefits paid	(228)	(530)
Disposal of subsidiary undertakings	(1,320)	-
At 31 December	<u>533</u>	<u>1,955</u>

Notes to the financial statements

For the year ended 31 December 2018

23 Deferred tax

Group

	Deferred tax \$'000
At 1 January 2018	(33)
Reversed in the year recognised in profit or loss	134
Disposal of subsidiary undertakings	(99)
At 31 December 2018	<u>2</u>
Deferred tax assets	2
Deferred tax liabilities	-
Net deferred tax	<u>2</u>

Net deferred tax assets are analysed as follows:

	\$'000
Other timing differences	<u>2</u>
	<u>2</u>

The Group also has available tax losses carried forward of \$12,938k (2017: \$14,957k) that have not been recognised in the financial statements as there is uncertainty over the availability of profits against which these losses may be offset. The expiry date of these unrecognised tax losses ranges from those expiring in 2019 to those with an indefinite period over which they can be utilised.

24 Financial Instruments

	Group 2018 \$'000	Group 2017 \$'000	Company 2018 \$'000	Company 2017 \$'000
Financial assets				
Financial assets measured at fair value through profit or loss	6,280	23,228	9	212
Financial assets that are debt instruments measured at amortised cost	<u>82,939</u>	<u>9,839</u>	<u>88,343</u>	<u>6,384</u>
Financial liabilities				
Financial liabilities measured at amortised cost	<u>5,069</u>	<u>11,950</u>	<u>20,271</u>	<u>18,069</u>

Financial assets measured at fair value through profit or loss comprise cash at bank and in hand, and endowment policies and money market deposits.

Financial assets measured at amortised cost comprise trade debtors, other debtors, and amounts due from subsidiary and related undertakings.

Financial liabilities measured at amortised cost comprise bank loans, trade creditors, amounts owed to subsidiary and related undertakings, other creditors, accruals and deferred income, and post-employment scheme obligations.

Notes to the financial statements

For the year ended 31 December 2018

25 Share capital

	2018 \$'000	2017 \$'000
Allotted, called up and fully paid 21,112,291 ordinary shares of £1 each	33,030	33,030

The Company has one class of ordinary shares; each share carries one voting right per share but no right to fixed income.

26 Operating leases

The Group as a lessee

The Group had outstanding commitments for future minimum lease payments under non-cancellable operating leases as at the reporting date as follows:

	Land and buildings		Other	
	2018 \$'000	2017 \$'000	2018 \$'000	2017 \$'000
Not later than one year	8	421	30	85
Later than one year and not later than five years	-	1,083	35	61
Later than five years	-	-	-	-
Total future minimum lease payments	8	1,504	65	146

The Group and Company as a lessor

The parent company has an investment property that is leased to a related party. The future minimum lease payments receivable under non-cancellable operating leases are as follows:

	Land and buildings	
	2018 \$'000	2017 \$'000
Not later than one year	357	378
Later than one year and not later than five years	1,426	1,511
Later than five years	654	1,070
Total future minimum lease payments	2,437	2,959

27 Contingent liabilities

There were no contingent liabilities at 31 December 2018 or at 31 December 2017.

Notes to the financial statements

For the year ended 31 December 2018

28 Related party transactions

The Company has taken advantage of the exemption provided in Section 33 *Related Party Disclosures*, not to disclose transactions with wholly owned Group members.

During the year the Group and the Company entered into the following transactions with related parties:

Group

	Debtor 2018 \$'000	Debtor 2017 \$'000	Creditor 2018 \$'000	Creditor 2017 \$'000
Cha Technologies Inc.	60	-	635	-
Cha Technologies Trading & Services SA	-	-	600	-
Cosmotec Nonwovens Ltd	76	-	62	-
CTC Europe Nonwovens Ltd	8	-	2	-
CTC US LLC	9	-	-	-
HDK Industries Inc.	19	-	6	-
Hongkong and Shanghai Textiles Ltd	78,680	-	-	-
Sabre Trading HK Ltd	32	-	-	546
Cha Textiles Hong Kong Ltd	88	104	-	-
Fibril Trading (HK) Ltd	-	184	-	-
Design Creativity Ltd	-	-	13	14
Haining Textile Allied Industries Co Ltd	-	-	3	1,614
Cosmo Hong Kong Ltd	931	2	-	1,186
Xaimen Citius Environmental Technology Ltd	-	-	-	1
Cregneash Holdings Ltd	8	-	-	-
	<u>79,911</u>	<u>290</u>	<u>1,321</u>	<u>3,361</u>

	Sales 2018 \$'000	Sales 2017 \$'000	Purchases 2018 \$'000	Purchases 2017 \$'000
Cha Technologies Inc.	16	-	-	-
Cha Technologies Trading & Services SA	-	-	576	-
Cosmotec Nonwovens Ltd	234	-	-	-
CTC Europe Nonwovens Ltd	35	-	-	-
CTC US LLC	16	-	-	-
HDK Industries Inc.	1,173	-	19	-
Sabre Trading HK Limited	232	296	99	5
Cha Textiles Hong Kong Ltd	110	1,265	-	-
Haining Xin Gao Fibres Ltd	-	-	189	1,066
Fibril Trading (HK) Ltd	242	845	-	-
Haining Textile Allied Industries Co Ltd	-	5	3,253	5,834
Cosmo Hong Kong Ltd	383	570	-	-
Cosmostar Limited	1,951	1,752	-	-
Xaimen Citius Environmental Technology Ltd	-	-	9	105
United Nigerian Textiles Plc	665	492	-	-
Cregneash Holdings Limited	142	83	-	-
	<u>5,199</u>	<u>5,308</u>	<u>4,145</u>	<u>7,010</u>

Notes to the financial statements

For the year ended 31 December 2018

28 Related party transactions (continued)

Company

	Debtor 2018 \$'000	Debtor 2017 \$'000	Creditor 2018 \$'000	Creditor 2017 \$'000
Cha Technologies Trading & Services SA	-	-	190	-
Cosmotec Nonwovens Ltd	17	-	-	-
CTC Europe Nonwovens Ltd	-	-	2	-
CTC US LLC	9	-	-	-
HDK Industries Inc	19	-	-	-
Hongkong and Shanghai Textiles Ltd	71,928	-	-	-
Cha Textiles Hong Kong Ltd	88	94	-	-
Design Creativity Ltd	-	-	13	13
	<u>72,061</u>	<u>94</u>	<u>205</u>	<u>13</u>

	Sales 2018 \$'000	Sales 2017 \$'000	Purchases 2018 \$'000	Purchases 2017 \$'000
Cha Technologies Inc	1	-	-	-
Cha Technologies Trading & Services SA	-	-	29	-
Cosmotec Nonwovens Ltd	234	-	-	-
CTC Europe Nonwovens Ltd	35	-	-	-
CTC US LLC	8	-	-	-
HDK Industries Inc	31	-	-	-
Sabre Trading HK Ltd	15	15	80	-
Cha Textiles Hong Kong Ltd	92	162	-	-
Fibril Trading (HK) Ltd	35	31	-	-
	<u>451</u>	<u>208</u>	<u>109</u>	<u>-</u>

All of the above companies are under the common control of the Cha family with the exception of Cosmostar Limited and Cosmo Hong Kong Limited, companies over which the Group has joint control.

Notes to the financial statements

For the year ended 31 December 2018

29 Interests in subsidiary undertakings, jointly controlled entities and associated undertakings

The Company has the following interests in subsidiary undertakings:

Name	Country of incorporation	Address of business	Nature of business	Proportion of capital held
Direct subsidiary undertakings				
Cosmopolitan Textile Company Limited	United Kingdom – England and Wales	Longshaw Industrial Park, Highfield Road, Blackburn, United Kingdom	Manufacture and marketing of non-woven textile fabrics	100%
Advancetex International Holdings Limited	United Kingdom – England and Wales	Longshaw Industrial Park, Highfield Road, Blackburn, United Kingdom	Intermediate holding company	100%
Cha Textiles Limited	United Kingdom – England and Wales	Longshaw Industrial Park, Highfield Road, Blackburn, United Kingdom	Design studio (textiles)	100%
Cha US Holdings Inc	USA	398 Innovation Drive, Johnson City, Tennessee, USA	Intermediate holding company	100%
Indirect subsidiary undertakings and associated undertakings				
Advancetex International Pty Limited	Australia	17/1015 Nudgee Road, Banyo, Queensland, Australia	Manufacture and sales of specialist industrial products and services	100%
Top Strength Holdings Limited	Hong Kong	Unit 2203A, 22/F, One Harbour Square, 181 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong	Intermediate holding company	100%
Zhangjiagang Advancetex Environment Technologies Co Limited	People's Republic of China	8 Changxing Road, Zhangjiagang Economic Development Zone, Jiangsu Province, China	Manufacture and sales of specialist industrial products and services	100%
Advancetex International Tecidos Industriais Ltda	Brazil	Rodovia BR470, km71,5, No 1450, Indaial, Santa Catarina, Brazil	Manufacture and sales of specialist industrial products and services	100%
Fibre Innovation Technology Inc	Tennessee, USA	398 Innovation Drive, Johnson City, Tennessee, USA	Bi-Component fibre manufacturing and marketing	100%
Manx, Inc	South Carolina, USA	304 Arcadia Drive, Greenville, South Carolina, USA	Specialist printing services	100%
Castle Industries LLC	South Carolina, USA	304 Arcadia Drive, Greenville, South Carolina, USA	Specialist textile design and printing	64%
Corporate Research Group LLC	South Carolina, USA	304 Arcadia Drive, Greenville, South Carolina, USA	Research and development	80%

Notes to the financial statements

For the year ended 31 December 2018

29 Interests in subsidiary undertakings, jointly controlled entities and associated undertakings (continued)

Winsford Cord Co Limited	United Kingdom – England and Wales	Longshaw Industrial Park, Highfield Road, Blackburn, United Kingdom	Intermediate holding company	100%
Maver Srl.	Italy	Via Trento 3, Fenegro, Como, Italy	Dormant	48%

The Company has the following interests in jointly controlled entities:

Name	Country of incorporation	Address of business	Nature of business	Proportion of capital held
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Indirect jointly controlled entities

Cosmostar Limited	Cayman Islands	C/o Maples and Calder, Ugland House, South Church St, Grand Cayman, Cayman Islands	Holding company	50%
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Cosmostar Limited has the following subsidiary undertakings

Cosmo Hong Kong Limited	Hong Kong	Unit 2203A, 22/F, One Harbour Square, 181 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong	Manufacture of non-woven textile fabrics	100%
Cosmo Textile Company Limited (Zhongshan)	People's Republic of China	Block 17-21, Longzhu Yuan, Nanlang Industrial District, Nanlang Town, Zhongshan City, Guangdong Province, China	Manufacture and trade of non-woven fabrics	100%
Jadestar Holding Limited	Hong Kong	100 Queen's Road Central, 16/F, Central Hong Kong	Import and export of laminated fabrics	85%
Cosmo Viet Nam Co., Ltd.	Vietnam	Factory 01, Lot 19, Road 15B, Tan Duc Industrial Park, Huu Thanh Commune, Duc Hoa Dist, Long An Province, Vietnam	Import and export of fabrics	100%
Splash Off Limited	Hong Kong	100 Queen's Road Central, 16/F, Central Hong Kong	Import and export of apparel fabrics	100%
PT Cosmo Indonesia	Indonesia	Komp, Perjudangan Kosambi Permai, Jl. Raya Pernancis Blok LL 17/18, Kosambi, Dadap, Tangerang Indonesia	Dormant	100%
Mountain Star Limited	Hong Kong	100 Queen's Road Central, 16/F, Central Hong Kong	Import and export of fabrics in Hong Kong and PRC	50%
Camstar International Limited	Hong Kong	100 Queen's Road Central, 16/F, Central Hong Kong	Import and export of fabrics in Hong Kong and PRC	50%

Notes to the financial statements

For the year ended 31 December 2018

30 Parent undertaking and ultimate controlling party

The immediate parent company of the Company is Gold Peak Holdings (BVI) Limited, a company incorporated in the British Virgin Islands. The financial statements of Gold Peak Holdings (BVI) Limited are not publicly available.

The ultimate parent company of the Company is CCM Trust (Cayman) Ltd, a company incorporated in the Cayman Islands. The financial statements of CCM Trust (Cayman) Ltd are not publicly available.

The ultimate controlling party of the Company is the Cha family.

31 Events after the reporting date

Group and Company

On 8th January 2019 Cosmopolitan Textile Company Ltd, a subsidiary of Cha Technologies Group Plc, disposed of its 50% shareholding in Cosmostar Limited for base consideration of \$69,500,000 which is subject to adjustment for various factors outlined in the sale and purchase agreement.

On 10th January 2019 the Company paid a dividend to its shareholders of \$71,000,000.