



MIE HOLDINGS CORPORATION

MI 能源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock code 股份代號: 1555)

2013

ANNUAL REPORT 年報





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Company Information 公司資料

Board of Directors

Executive Directors

Mr. Zhang Ruilin (*Chairman*)
Mr. Zhao Jiangwei
Mr. Forrest Lee Dietrich
(resigned with effect from July 19, 2013)
Mr. Allen Mak
(resigned with effect from July 19, 2013)
Mr. Tao Tak Yin Dexter
(appointed with effect from July 19, 2013)
Mr. Andrew Sherwood Harper
(appointed with effect from July 19, 2013)

Non-executive Directors

Mr. Wang Sing
Mr. Tsang Chin Kin (alternate to Mr. Wang Sing)
(resigned with effect from July 1, 2013)
Mr. Hung Leung (alternate to Mr. Wang Sing)
(appointed with effect from July 1, 2013)

Independent non-executive Directors

Mr. Mei Jianping
Mr. Jeffrey W. Miller
Mr. Cai Rucheng

Registered Address

Maples Corporate Services Limited
P. O. Box 309
Ugland House
Grand Cayman KY1-1104
Cayman Islands

Principal Place of Business in Hong Kong

Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

Beijing Office

Suite 1501, Block C
Grand Place
5 Hui Zhong Road
Chaoyang District
Beijing 100101
China

Listing Information

Stock Listing

The Stock Exchange of Hong Kong Limited
Stock Code: 01555

Senior Notes Listing

The Company's 9.75%, 5 years senior notes due 2016
The Singapore Exchange Securities Trading Limited
The Company's 6.875%, 5 years senior notes due 2018
The Singapore Exchange Securities Trading Limited

Website Address

www.mienergy.com

董事會

執行董事

張瑞霖先生 (*主席*)
趙江巍先生
Forrest Lee Dietrich 先生
(於二零一三年七月十九日辭任)
麥雅倫先生
(於二零一三年七月十九日辭任)
陶德賢先生
(於二零一三年七月十九日獲委任)
Andrew Sherwood Harper 先生
(於二零一三年七月十九日獲委任)

非執行董事

王斌先生
曾至鍵先生 (王斌先生的替任董事)
(於二零一三年七月一日辭任)
洪亮先生 (王斌先生的替任董事)
(於二零一三年七月一日獲委任)

獨立非執行董事

梅建平先生
Jeffrey W. Miller 先生
才汝成先生

註冊地址

Maples Corporate Services Limited
P. O. Box 309
Ugland House
Grand Cayman KY1-1104
Cayman Islands

香港主要營業地點

香港
皇后大道東 183 號
合和中心 54 樓

北京辦公室

中國
北京朝陽區
慧忠路 5 號
遠大中心
C 座 1501 室
郵編 100101

上市資料

股份上市

香港聯合交易所有限公司
股份代號：01555

優先票據上市

本公司年息 9.75%、於二零一六年到期為期 5 年的優先票據於新加坡證券交易所有限公司上市
本公司年息 6.875%、於二零一八年到期為期 5 年的優先票據於新加坡證券交易所有限公司上市

公司網址

www.mienergy.com

Company Information (Continued)

公司資料 (續)

Company Secretary

Ms. Wong Sau Mei (ACS, ACIS)

Authorized Representatives

Mr. Tao Tak Yin Dexter

Ms. Wong Sau Mei (ACS, ACIS)

Members of Audit Committee

Mr. Jeffrey W. Miller (Chairman)

Mr. Mei Jianping

Mr. Cai Rucheng

Members of Remuneration Committee

Mr. Mei Jianping (Chairman)

Mr. Jeffrey W. Miller

Mr. Cai Rucheng

Members of Nomination Committee

Mr. Mei Jianping (Chairman)

Mr. Jeffrey W. Miller

Mr. Cai Rucheng

Independent Technical Consultant

Ryder Scott

Chapman Petroleum Engineering Ltd.

RISC Operations Pty Ltd.

Gaffney Cline & Associates

Independent Auditor

PricewaterhouseCoopers

Legal Advisers to the Company

Latham & Watkins (As to Hong Kong law
and Untied States law)

Zhong Lun Law Firm (As to PRC law)

Maples and Calder (As to Cayman Islands law)

Principal Bankers

Citibank, N.A.

China Construction Bank Corporation Limited

Valuer

Jones Lang LaSalle Sallmanns Limited

Cayman Islands Principal Share Registrar and Transfer Office

Maples FS Limited

P. O. Box 1093, Queensgate House

Grand Cayman

KY1-1102

Cayman Islands

Hong Kong Branch Share Registrar and Transfer Office

Tricor Investor Services Limited

Level 22

Hopewell Centre

183 Queen's Road East

Hong Kong

公司秘書

黃秀美女士 (ACS, ACIS)

授權代表

陶德賢先生

黃秀美女士 (ACS, ACIS)

審核委員會成員

Jeffrey W. Miller 先生 (主席)

梅建平先生

才汝成先生

薪酬委員會成員

梅建平先生 (主席)

Jeffrey W. Miller 先生

才汝成先生

提名委員會成員

梅建平先生 (主席)

Jeffrey W. Miller 先生

才汝成先生

獨立技術顧問

Ryder Scott

Chapman Petroleum Engineering Ltd.

RISC Operations Pty Ltd.

Gaffney Cline & Associates

獨立核數師

羅兵咸永道會計師事務所

本公司法律顧問

瑞生國際律師事務所

(香港法律及美國法律)

中倫律師事務所 (中國法律)

Maples and Calder (開曼群島法律)

主要往來銀行

花旗銀行

中國建設銀行股份有限公司

估值師

仲量聯行西門有限公司

開曼群島主要股份過戶登記處

Maples FS Limited

P. O. Box 1093

Queensgate House

Grand Cayman

KY1-1102

Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司

香港

皇后大道東 183 號

合和中心 22 樓

Financial Summary

財務摘要

(Amounts expressed in thousands of RMB) (所有金額均以人民幣千元為單位)

Consolidated Statement of Comprehensive Income (Audited)

Year ended December 31

合併綜合收益表(經審核)

截至十二月三十一日止年度

		2009 二零零九年	2010 二零一零年	2011 二零一一年	2012 二零一二年	2013 二零一三年
Total revenue	總收益	1,166,827	1,804,976	2,827,141	3,485,616	3,256,061
Total operating expenses	總經營開支	(925,608)	(1,170,963)	(1,727,981)	(2,360,804)	(2,386,864)
Finance costs, net	財務費用淨值	(57,280)	(51,444)	(159,754)	(279,510)	(345,553)
Gain arising from acquisition of Emir-Oil, LLC	收購Emir-Oil, LLC利得	-	-	460,345	-	-
Profit before tax	除稅前溢利	183,939	582,569	1,399,751	837,037	454,867
Income tax expense	所得稅開支	(73,462)	(161,705)	(293,909)	(295,765)	(175,083)
Profit for the year	年內溢利	110,477	420,864	1,105,842	541,272	279,784

Consolidated Statement of Financial Position (Audited)

As at December 31

合併財務狀況表(經審核)

十二月三十一日

		2009 二零零九年	2010 二零一零年	2011 二零一一年	2012 二零一二年	2013 二零一三年
Current assets	流動資產	988,030	1,156,075	1,530,976	1,301,484	1,186,539
Property, plant and equipment, net	不動產，工廠及設備淨值	2,665,143	3,024,482	5,267,499	6,632,652	7,160,160
Derivative financial instruments	衍生金融工具	-	20,285	-	-	-
Intangible assets	無形資產	2,599	1,677	584,322	603,898	544,469
Investment accounted for using the equity method	按權益法入賬的投資	-	-	-	181,636	273,348
Deferred tax assets	遞延所得稅資產	-	-	-	-	40,783
Available-for-sale financial assets	可供出售金融資產	-	-	3,966	3,966	50,422
Trade and other receivables	預付款、保證金及其他應收款	70,360	24,212	32,032	178,817	34,941
Restricted cash	受限制現金	-	-	7,530	9,687	11,884
Total assets	資產總值	3,726,132	4,226,731	7,426,325	8,912,140	9,302,546
Current liabilities	流動負債	966,110	919,376	1,569,830	1,537,565	1,555,604
Non-current liabilities	非流動負債	1,506,576	1,347,424	2,893,842	3,910,392	4,042,512
Total liabilities	負債總額	2,472,686	2,266,800	4,463,672	5,447,957	5,598,116
Equity	權益	1,253,446	1,959,931	2,962,653	3,464,183	3,704,430

Operating Summary

營運摘要

		Year ended December 31 截至十二月三十一日止年度				2013 二零一三年
		2009 二零零九年	2010 二零一零年	2011 二零一一年	2012 二零一二年	
Properties Held by Subsidiaries	附屬公司所持資產					
Sales volume	銷量					
Crude oil (millions of barrels)	原油 (百萬桶)	2.92	3.42	4.03	5.09	5.38
China oilfields	中國油田	2.92	3.42	3.84	4.08	3.77
Kazakhstan (Emir-Oil)	哈薩克斯坦 (Emir-Oil)	-	-	0.19	1.00	1.56
Export sales	出口銷售	-	-	0.17	0.90	0.28
Domestic sales	國內銷售	-	-	0.02	0.10	1.28
USA (Condor)	美國 (Condor)	-	-	-	0.01	0.05
Gas (MMscf)	天然氣 (百萬標準立方英尺)	-	-	440	1,526	1,699
Kazakhstan (Emir-Oil)	哈薩克斯坦 (Emir-Oil)	-	-	440	1,526	1,699
USA (Condor)	美國 (Condor)	-	-	-	-	36.92
Net annual production volume	淨年產量					
Crude oil (millions of barrels)	原油 (百萬桶)	2.79	3.41	4.06	5.23	5.36
China oilfields	中國油田	2.79	3.41	3.87	4.20	3.73
Kazakhstan (Emir-Oil)	哈薩克斯坦 (Emir-Oil)	-	-	0.19	1.02	1.58
USA (Condor)	美國 (Condor)	-	-	-	0.01	0.05
Gas (MMscf)	天然氣 (百萬標準立方英尺)	-	-	447	1,625	1,930
Kazakhstan (Emir-Oil)	哈薩克	-	-	447	1,625	1,813
USA (Condor)	美國 (Condor)	-	-	-	-	117
Average daily net production volume	日平均淨產量					
Crude oil (barrels)	原油 (桶)	7,637	9,349	12,705	14,297	14,673
China oilfields	中國油田	7,637	9,349	10,601	11,487	10,208
Kazakhstan (Emir-Oil)	哈薩克斯坦 (Emir-Oil)	-	-	2,104	2,787	4,320
USA (Condor)	美國 (Condor)	-	-	-	23	145
Gas (MMscf)	天然氣 (百萬標準立方英尺)	-	-	4.86	4.44	5.30
Kazakhstan (Emir-Oil)	哈薩克斯坦 (Emir-Oil)	-	-	4.86	4.44	5.00
USA (Condor)	美國 (Condor)	-	-	-	-	0.30
Average realized price	平均實現價格					
Crude oil (US\$ per barrel of crude oil)	原油 (美元/每桶原油)	58.58	77.99	108.80	108.10	97.06
China oilfields	中國油田	58.58	77.99	109.99	113.51	104.35
Kazakhstan (Emir-Oil)	哈薩克斯坦 (Emir-Oil)	-	-	84.38	85.91	79.64
Export sales	出口銷售	-	-	90.01	90.10	87.80
Domestic sales	國內銷售	-	-	31.02	50.65	41.57
USA (Condor)	美國 (Condor)	-	-	-	84.89	90.30
Gas (US\$ per Mscf)	天然氣 (美元/千標準立方英尺)	-	-	1.15	1.17	1.44
Kazakhstan (Emir-Oil)	哈薩克斯坦 (Emir-Oil)	-	-	1.15	1.17	1.34
USA (Condor)	美國 (Condor)	-	-	-	-	6.10
Lifting costs (US\$ per barrel of crude oil) (Note 1)	採油成本 (美元/每桶原油)	6.08	6.06	7.29	8.35	9.41
China oilfields	中國油田	6.08	6.06	7.16	8.60	11.08
Kazakhstan (Emir-Oil)	哈薩克斯坦 (Emir-Oil)	-	-	9.70	7.32	5.18
Cash net-back (US\$ per barrel of crude oil) (Note 2)	現金淨回值 (美元/每桶原油)	47.50	58.20	77.52	82.64	74.22
China oilfields	中國油田	47.50	58.20	77.52	82.64	74.22
Kazakhstan (Emir-Oil) (Note 3)	哈薩克斯坦 (Emir-Oil) (附註3)	-	-	34.65	42.80	41.37
Export sales	出口銷售	-	-	37.73	43.88	43.42
Domestic sales	國內銷售	-	-	12.22	37.61	31.97
Wells drilled during the year (Gross)	年內鑽井數 (總數)	189	200	467	442	114
China oilfields	中國油田	189	200	467	431	102
Successful	成功鑽探	188	200	466	431	102
Dry	乾井	1	-	1	-	-
Kazakhstan (Emir-Oil)	哈薩克斯坦 (Emir-Oil)	-	-	-	8	10
Successful	成功鑽探	-	-	-	8	10
Dry	乾井	-	-	-	-	-
USA (Condor)	美國 (Condor)	-	-	-	3	2
Successful	成功鑽探	-	-	-	3	2
Dry	乾井	-	-	-	-	-

Note 1: Lifting cost includes directly controllable costs to produce a barrel of oil. Other production costs such as safety fee, environment expenses, technical & research expenses and overhead have not been included above since they are not directly attributable to the production of a barrel of oil.

Note 2: Cash net-back is defined as oil price realized minus costs of direct lifting, distribution costs, and taxes or duties other than income tax.

Note 3: The data of 2011 refers to three months ended December 31, 2011 for Kazakhstan oil fields.

註1：採油成本包括生產一桶石油之直接可控制成本。其他生產成本如安全費、環境費用、技術及研究開支以及經常性費用等並不包括在內，原因是該等成本並非一桶石油的直接成本。

註2：現金淨回值的定義為實現油價減去直接操作費、銷售費用以及除所得稅外的其他稅費。

註3：二零一一年數據指哈薩克斯坦截至二零一一年十二月三十一日止三個月的數據。

Operating Summary (Continued)

營運摘要 (續)

		Year ended December 31 截至十二月三十一日止年度				2013
		2009 二零零九年	2010 二零一零年	2011 二零一一年	2012 二零一二年 (Note) (備註)	二零一三年
Properties Held by Equity-accounted entities (Group share)	按權益入帳的實體所持資產(本集團應佔部分)					
Sales volume	銷量					
Crude oil (millions of barrels)	原油(百萬桶)					
USA(White Hawk)	美國(White Hawk)	-	-	-	0.003	-
Gas (MMscf)	天然氣(百萬標準立方英尺)					
Sino Gas & Energy	中澳項目	-	-	-	3	-
USA(White Hawk)	美國(White Hawk)	-	-	-	3	-
Net annual production volume	淨年產量					
Crude oil (millions of barrels)	原油(百萬桶)					
USA(White Hawk)	美國(White Hawk)	-	-	-	0.003	-
Gas (MMscf)	天然氣(百萬標準立方英尺)					
Sino Gas & Energy	中澳項目	-	-	-	4	-
USA(White Hawk)	美國(White Hawk)	-	-	-	4	-
Average daily net production volume	日平均淨產量					
Crude oil (barrels)	原油(桶)					
USA(White Hawk)	美國(White Hawk)	-	-	-	12.17	-
Gas (MMscf)	天然氣(百萬標準立方英尺)					
Sino Gas & Energy	中澳項目	-	-	-	0.02	-
USA(White Hawk)	美國(White Hawk)	-	-	-	0.02	-
Average realized price	平均實現價格					
Crude oil(US\$ per barrel of crude oil)	原油(美元/每桶原油)					
USA(White Hawk)	美國(White Hawk)	-	-	-	97.20	-
Gas(US\$ per Mscf)	天然氣(美元/千標準立方英尺)					
Sino Gas & Energy	中澳項目	-	-	-	5.81	-
USA(White Hawk)	美國(White Hawk)	-	-	-	5.81	-
Wells drilled during the year(Gross)	年內鑽井數(總數)					
Sino Gas & Energy	中澳項目					
Successful	成功鑽探	-	-	-	13	31
Dry	乾井	-	-	-	12	31
USA (White Hawk)	美國(White Hawk)					
Successful	成功鑽探	-	-	-	1	-
Dry	乾井	-	-	-	1	-

Note: The data of 2012 refers to seven months ended December 31,2012 for USA(White Hawk) and six months ended December 31,2012 for Sino Gas & Energy.

註：二零一二年數據指美國(White Hawk)截至二零一二年十二月三十一日止七個月的數據及中澳項目截至二零一二年十二月三十一日止六個月的數據。

Operating Summary (Continued)

營運摘要 (續)

		Year ended December 31 截至十二月三十一日止年度					
		2009 二零零九年	2010 二零一零年	2011 二零一一年	2012 二零一二年	2013 二零一三年	
Crude Oil Reserves (thousands of barrels)	原油儲量 (千桶)						
Properties Held by Subsidiaries	附屬公司所持資產						
Total proved	探明儲量總額	30,894	32,936	61,000	51,328	54,177	
China oilfields	中國油田	30,894	32,936	33,988	23,455	20,409	
Kazakhstan (Emir-Oil)	哈薩克斯坦 (Emir-Oil)	–	–	27,012	26,111	32,497	
USA (Condor)	美國 (Condor)	–	–	–	1,762	1,271	
Total proved + probable	探明與概算儲量總額	55,001	52,541	110,843	113,726	126,107	
China oilfields	中國油田	55,001	52,541	50,308	36,154	35,998	
Kazakhstan (Emir-Oil)	哈薩克斯坦 (Emir-Oil)	–	–	60,535	74,212	87,374	
USA (Condor)	美國 (Condor)	–	–	–	3,360	2,735	
Total proved + probable + possible	探明、概算及可能儲量總額	66,162	66,400	138,815	168,494	183,991	
China oilfields	中國油田	66,162	66,400	59,783	50,643	51,617	
Kazakhstan (Emir-Oil)	哈薩克斯坦 (Emir-Oil)	–	–	79,032	112,988	128,547	
USA (Condor)	美國 (Condor)	–	–	–	4,863	3,827	
Equity-accounted entities (Group share)	按權益入賬的實體所持資產 (本集團應佔部分)						
Total proved	探明儲量總額	–	–	–	139	–	
Sino Gas & Energy	中澳項目	–	–	–	–	–	
USA (White Hawk)	美國 (White Hawk)	–	–	–	139	–	
Total proved + probable	探明與概算儲量總額	–	–	–	153	–	
Sino Gas & Energy	中澳項目	–	–	–	–	–	
USA (White Hawk)	美國 (White Hawk)	–	–	–	153	–	
Total proved + probable + possible	探明、概算及可能儲量總額	–	–	–	175	–	
Sino Gas & Energy	中澳項目	–	–	–	–	–	
USA (White Hawk)	美國 (White Hawk)	–	–	–	175	–	
Total subsidiaries and equity-accounted entities (Group share)	附屬公司與按權益入賬的實體 (本集團應佔部分) 儲量總額						
Total proved	探明儲量總額	30,894	32,936	61,000	51,467	54,177	
Total proved + probable	探明與概算儲量總額	55,001	52,541	110,843	113,879	126,107	
Total proved + probable+possible	探明、概算及可能儲量總額	66,162	66,400	138,815	168,669	183,991	

Operating Summary (Continued)

營運摘要(續)

		Year ended December 31				
		截至十二月三十一日止年度				
		2009	2010	2011	2012	2013
		二零零九年	二零一零年	二零一一年	二零一二年	二零一三年
Gas Reserves (millions of SCF)	天然氣儲量(百萬標準立方英尺)					
Properties Held by Subsidiaries	附屬公司所持資產					
Total proved	探明儲量總額	-	-	29,341	31,402	40,178
China oilfields	中國油田	-	-	-	-	-
Kazakhstan (Emir-Oil)	哈薩克斯坦 (Emir-Oil)	-	-	29,341	28,478	37,541
USA (Condor)	美國 (Condor)	-	-	-	2,924	2,637
Total proved+probable	探明與概算儲量總額	-	-	63,339	79,543	96,090
China oilfields	中國油田	-	-	-	-	-
Kazakhstan (Emir-Oil)	哈薩克斯坦 (Emir-Oil)	-	-	63,339	73,967	90,416
USA (Condor)	美國 (Condor)	-	-	-	5,576	5,674
Total proved + probable + possible	探明、概算及可能儲量總額	-	-	93,422	130,043	140,592
China oilfields	中國油田	-	-	-	-	-
Kazakhstan (Emir-Oil)	哈薩克斯坦 (Emir-Oil)	-	-	93,422	121,974	132,653
USA (Condor)	美國 (Condor)	-	-	-	8,069	7,939
Equity-accounted entities (Group share)	按權益入賬的實體所持資產 (本集團應佔部分)					
Total proved	探明儲量總額	-	-	-	33,352	134,069
Sino Gas & Energy	中澳項目	-	-	-	33,150	134,069
USA (White Hawk)	美國 (White Hawk)	-	-	-	202	-
Total proved + probable	探明與概算儲量總額	-	-	-	97,634	302,582
Sino Gas & Energy	中澳項目	-	-	-	97,410	302,582
USA (White Hawk)	美國 (White Hawk)	-	-	-	224	-
Total proved+probable + possible	探明、概算及可能儲量總額	-	-	-	207,316	499,321
Sino Gas & Energy	中澳項目	-	-	-	207,060	499,321
USA (White Hawk)	美國 (White Hawk)	-	-	-	256	-
Total subsidiaries and equity-accounted entities (Group share)	附屬公司與按權益入賬的實體 (本集團應佔部分) 儲量總額					
Total proved	探明儲量總額	-	-	29,341	64,754	174,247
Total proved + probable	探明與概算儲量總額	-	-	63,339	177,177	398,672
Total proved + probable+possible	探明、概算及可能儲量總額	-	-	93,422	337,359	639,914

Operating Summary (Continued)

營運摘要 (續)

		Year ended December 31 截至十二月三十一日止年度				
		2009	2010	2011	2012	2013
		二零零九年	二零一零年	二零一一年	二零一二年	二零一三年
Crude Oil Resources (thousands of barrels)	原油資源量 (千桶)					
Properties Held by Subsidiaries	附屬公司所持資產					
Prospective Resources, Best Estimate, Unrisked	無風險遠景資源量 (最佳估計值)					
China oilfields	中國油田	-	-	18,187	205,811	205,577
Kazakhstan (Emir-Oil)	哈薩克斯坦 (Emir-Oil)	-	-	18,187	21,224	20,990
USA (Condor)	美國 (Condor)	-	-	-	184,587	184,587
		-	-	-	-	-
Contingent Resources, 2C (mid case)	或有資源量 (2C, 中值)					
China oilfields	中國油田	-	-	8,741	43,140	9,219
Kazakhstan (Emir-Oil)	哈薩克斯坦 (Emir-Oil)	-	-	8,741	8,631	8,456
USA (Condor)	美國 (Condor)	-	-	-	763	763
		-	-	-	-	-
Equity-accounted entities (Group share)	按權益入賬的實體所持資產 (本集團應佔部分)					
Prospective Resources, Best Estimate, Unrisked	無風險遠景資源量 (最佳估計值)					
Sino Gas & Energy	中澳項目	-	-	-	-	-
USA (White Hawk)	美國 (White Hawk)	-	-	-	-	-
Contingent Resources, 2C (mid case)	或有資源量 (2C, 中值)					
Sino Gas & Energy	中澳項目	-	-	-	-	-
USA (White Hawk)	美國 (White Hawk)	-	-	-	-	-
		-	-	-	-	-
Total prospective Resources, Best Estimate, Unrisked	無風險遠景資源量總量 (最佳估計值)					
		-	-	18,187	205,811	205,577
Total contingent Resources, 2C (mid case)	或有資源總量 (2C, 中值)					
		-	-	8,741	43,140	9,219



Operating Summary (Continued)

營運摘要 (續)

		Year ended December 31				
		截至十二月三十一日止年度				
		2009	2010	2011	2012	2013
		二零零九年	二零一零年	二零一一年	二零一二年	二零一三年
Gas Resources (millions of SCF)	天然氣資源量 (百萬標準立方英尺)					
Properties Held by Subsidiaries	附屬公司所持資產					
Prospective Resources, Best Estimate, Unrisked	無風險遠景資源量 (最佳估計值)	-	-	-	-	-
China oilfields	中國油田	-	-	-	-	-
Kazakhstan (Emir-Oil)	哈薩克斯坦 (Emir-Oil)	-	-	-	-	-
USA (Condor)	美國 (Condor)	-	-	-	-	-
Contingent Resources, 2C (mid case)	或有資源量 (2C, 中值)	-	-	-	6,589	1,583
China oilfields	中國油田	-	-	-	-	-
Kazakhstan (Emir-Oil)	哈薩克斯坦 (Emir-Oil)	-	-	-	5,063	-
USA (Condor)	美國 (Condor)	-	-	-	1,526	1,583
Properties Held by Equity-accounted entities (Group share)	按權益入賬的實體所持資產 (本集團應佔部分)					
Prospective Resources, Best Estimate, Unrisked	無風險遠景資源量 (最佳估計值)	-	-	-	921,570	1,064,740
Sino Gas & Energy	中澳項目	-	-	-	921,570	1,064,740
USA (White Hawk)	美國 (White Hawk)	-	-	-	-	-
Contingent Resources, 2C (mid case)	或有資源量 (2C, 中值)	-	-	-	679,358	884,406
Sino Gas & Energy	中澳項目	-	-	-	679,358	884,406
USA (White Hawk)	美國 (White Hawk)	-	-	-	-	-
Total prospective Resources, Best Estimate, Unrisked	無風險遠景資源量總量 (最佳估計值)	-	-	-	921,570	1,064,740
Total contingent Resources, 2C (mid case)	或有資源總量 (2C, 中值)	-	-	-	685,947	885,989





Chairman's Statement 主席報告書

Chairman's Statement

主席報告書

Dear Shareholders,

On behalf of the Board of Directors ("Board") of MIE Holdings Corporation (the "Company"), I hereby present the annual results of the Company for the year ended December 31, 2013.

The overall performance of the Company and its subsidiaries (collectively the "Group") for 2013 was solid, fully achieving our targets established by the Board of the Company at the beginning of the year. We're pleased that with a substantial increase in both reserves and resources, the Group's value has continued to grow significantly. Based on the year end 2013 reserves estimates reviewed by the independent consultants, the net present value, before income tax and discounted at 10%, of the Group's Proved + Probable (2P) oil and gas reserves is approximately US\$3.5 billion. We believe that these reserves and resources, in terms of both scale and value, will provide a solid foundation to support the long-term development of the Group and significantly enhance value to our shareholders. In 2013, as compared to 2012, the Group's successful operating results are also highlighted by the substantial 55% increase in production of Emir-Oil LLC ("Emir-Oil") in Kazakhstan to 4,320 barrels oil per day ("BOPD"), as well as the tripling of net 2P gas reserves from Sino Gas & Energy Limited ("SGE") in Shanxi Province, China to 303 billion cubic feet (BCF) (or 8.6 billion cubic meters, "BCM", where 1 cubic meter = 35.315 cubic feet) and an increase in SGE's best estimate prospective resources to more than 1 trillion cubic feet (28 BCM). These are two strong and positive steps in implementing our medium term growth strategy, pursuant to which funds from our assets in Northeast China, (which have strong cash flow and profitable production,) are invested into the assets with significant growth potential that we have acquired over the past three years. Our assets in Jilin and Hebei Provinces of China achieved gross-operated oil production of 1.07 million tons (7.95 million barrels)



致各位尊敬的股東，

本人謹代表MI能源控股有限公司(以下簡稱「MI能源控股」或者「公司」)董事會(「董事會」)欣然提呈本公司截至二零一三年十二月三十一日止的年度業績。



二零一三年本公司及各附屬公司(合稱「集團」)的表現穩定，順利實現年初由董事會設定的各項目標。令人欣慰的是，集團的油氣儲量及資源量較之前一年度均錄得了可觀的增長，公司的價值也在持續增長，根據獨立技術顧問的評估，本公司於二零一三年底油氣探明+概算(2P)儲量所得稅前的淨現值高達約35億美元。我們堅定不移地相信，這些已達到相當體量和價值規模的油氣儲量和資源量為本公司的長遠發展，為我們創造長期和穩定的股東回報奠定了堅實的資產和資源基礎。與二零一二年相比，二零一三年我們業務運營的成功之處還體現在兩大方面，哈薩克斯坦Emir-Oil項目的日均原油產量較之前一年度大幅增長55%至4,320桶/天，而中國山西省Sino Gas & Energy Limited(中澳)項目的天然氣探明+概算(2P)淨儲量增長三倍至約3,030億立方英尺(約合86億立方米，按照1立方米=35.315立方英尺的比例關係換算，下同)，其最佳估計遠景資源量淨額則超過1萬億立方英尺(約合280億立方米)。這些都是我們在執行中期發展戰略的道路上所邁出的非常積極的兩步，在這一戰略下，我們將給予中國東北項目的資源進行再分配以支持我們在過去三年來所收購的，有著巨大增長潛力項目的發展。中國吉林省及河

Chairman's Statement (Continued)

主席報告書(續)

on reduced capital spending, and continued to contribute substantial and steady free cash flow to the Group, thereby enabling our new projects to be developed whilst maintaining relatively low leverage. Operating results in 2013 proved the Group's strong ability to execute and optimize its operations, through technical and management expertise gained over the past decade at our Northeast China operations and now, expanding outside its core areas.

In 2013, the Group's operated oil and gas production increased by 12.6% to 9.93 million barrels of oil equivalent ("BOE", converted at 6 thousand standard cubic feet ("MSCF") of gas to 1 BOE, for reference purposes only) from 8.81 million BOE in 2012. Net production rose by 3.1% from 5.50 million BOE in 2012 to 5.68 million BOE in 2013. Despite more production and overall satisfactory operating results, the Group experienced decreases in revenues and profits mainly attributed to lower average realized oil prices, less "cost recovery oil" allocations under the northeast China Production Sharing Contracts ("PSCs") where we strategically scaled back capital expenditures, and increased finance expenses in tandem with increased business activities. Total sales revenue slid 6.7% to RMB3,256.1 million, alongside a drop in profit before tax by 45.7% to RMB454.9 million. EBITDA fell 13.8% to RMB1,705.5 million, and adjusted EBITDA for the core business decreased to RMB1,802.8 million from RMB2,144.4 million in 2012. The Group's reported net profits of RMB279.8 million, decreased by 48.3% from 2012, and earnings per share decreased by 47.6% to RMB0.11 per share. In view of the overall performance in 2013, the Board recommended the payment of a final dividend of HKD0.029 per share.

For the year 2013, highlights of our Group include:

- **With a substantial increase in both reserves and resources, the Group's value has continued to grow significantly.** Based on the year end 2013 reserves estimates prepared by independent consultants, the Group's total Proved (1P) oil and gas reserves increased 33.7% to 83.22 million BOE, Proved + Probable (2P) oil and gas reserves increased 34.3% to 192.60 million BOE and Proved + Probable + Possible (3P) oil and gas reserves increased 29.2% to 290.60 million BOE. The net present value based on the reports from the independent consultants, before income tax and discounted at 10%, of the Group's 2P oil and gas reserves is approximately US\$3.5 billion. We believe that these reserves and resources, in terms of both scale and value, will provide a solid foundation to support the long-term development of the Group and significantly enhance tremendous value to our shareholders.

北省等成熟的原油產品分成項目在投資有所下降的情況下，總的原油作業產量依然高達107萬噸(795萬桶)，而它們所提供的強勁、穩定的自由現金流則能保證我們在保持相對較低的負債比率的情況下去發展新項目。二零一三年的經營成果也證明了本集團有能力將我們過去十幾年來在中國東北項目上久經磨礪所積累的運營、技術和管理方面的經驗和學識很好地運用到其他項目上。

二零一三年，本公司的油氣作業產量從二零一二年的881萬桶當量增長12.9%至993萬桶當量(桶當量基於6千標準立方英尺天然氣=1桶原油的換算比例進行計算，僅供參考為目的)。而淨產量亦從二零一二年的550萬桶當量增長3.1%至568百萬桶當量。雖然我們的產量有所增長，整體運營結果也較為理想，但是由於平均實現油價有所下降，我們在中國東北產品分成合同項下因投資減少導致所分得的「成本回收油」相應減少以及財務費用增加等幾重因素的影響，我們的銷售收入和利潤有所下滑。較之二零一二年，我們的銷售收入減少6.7%至約人民幣32,561億元。稅前利潤較上一年減少45.7%至約人民幣4,549億元。EBITDA較上一年減少13.8%至約人民幣1,705.5億元，就非經常性開支/收入作出調整後，核心業務經調整的EBITDA由二零一二年的人民幣21,444億元減少至約人民幣18,028億元。淨利潤為約人民幣2,798億元，較二零一二年減少48.3%。每股盈利減少47.6%至每股人民幣0.11元。考慮到二零一三年公司的總體表現符合管理層預期，而且公司前景向好，本公司董事建議派發每股0.029港元的末期股息。

仔細盤點二零一三年，我公司業績的亮點包括：

- **集團的油氣儲量及資源量較之前一年度均錄得了可觀的增長，公司的價值也在持續增長：**根據獨立技術顧問的評估，二零一三年末，本公司折合成桶油當量的探明(1P)油氣儲量較之二零一二年末增加33.7%至8,322萬桶當量，探明+概算(2P)油氣儲量增加34.3%至1.926億桶當量，探明+概算+可能(3P)油氣儲量增加29.2%至2.906億桶當量。按照10%的貼現率進行計算，我公司於二零一三年底油氣2P儲量所得稅前的淨現值高達約35億美元。我們依然堅定不移地相信，這些已達到相當體量和價值規模的油氣儲量和資源量為本公司的長遠發展，為我們創造長期和穩定的股東回報奠定了堅實的資產和資源基礎。

Chairman's Statement (Continued)

主席報告書(續)

- The performance of the base assets in China continues to be stable, serving as a solid foundation and generating strong and stable cash flow for the development of our growth projects.** As a result of a strategy adjustment in 2013, we reduced the number of new wells drilled by 77.5% and Capex by 63.7% in the Daan, Moliqing and Miao 3 projects in Jilin Province, China, compared with 2012. In spite of these reductions, the performance of the China base assets has been stable, with annual gross production reduced by only 2.2% in this segment. Based on 2013 gross production of 1.07 million tons of oil (7.95 million barrels) from the Jilin and Kongnan projects in China, we continue to be ranked first among independent exploration and production companies operating onshore China. The Northeast China PSCs remains a solid base for the Group, supporting the growth of the Emir-Oil project in Kazakhstan and the Sino Gas and Energy Limited ("SGE") project in Shanxi Province, China.
- Emir-Oil's production maintained robust growth momentum, and its profitability improved significantly.** In 2013, the significant ramp up in production of Emir-Oil was in line with our expectations. The average production was 4,320 BOPD, representing an increase of 55% from 2,787 BOPD in 2012, near the high end of previously provided range of 3,800–4,400 BOPD for 2013 production guidance. This rapid production growth has greatly enhanced the profitability of Emir-Oil.

Emir-Oil has experienced several key operational milestones over the past two years since we acquired it in September 2011. Both annual production and sales value have grown significantly, and the number of wells has increased to 39 from 24, since we took over as operator. In 2013, we signed the fourth production contract (Emir Production Contract) based on similar terms to those of the original three production contracts. At the North Kariman exploration discovery, a pilot production permit for the North Kariman-2 well was approved by local Kazakhstan authorities. Emir-Oil project's first horizontal well, Kariman-113, which began producing in August 2013 with the highest oil and gas production rate in the Group history so far, is still producing at a stable rate above 1,200 BOPD. All of these highlights illustrate the continued success and exciting prospects for our growing operations at Emir-Oil.

中國成熟原油產品分成項目的總體表現穩定，為集團新項目的發展提供了穩定的保障：二零一三年由於戰略性調整，在中國吉林省大安、莫里青、廟3等項目的鑽井工作量和資本開支較之二零一二年分別減少77.5%和63.7%的背景情況下，上述項目的表現依然十分穩定，總產量較之二零一二年只是輕微下降2.2%左右，加上中國天津的孔南項目，以上四個產品分成項目於二零一三年的原油總產量達到了107萬噸左右(795萬桶)，在中國陸上獨立上游石油公司裏面，這一指標依然高居榜首。中國成熟的原油產品分成項目老驥伏櫪，它們為哈薩克斯坦Emir-Oil及中國山西Sino Gas and Energy Limited (SGE)等新興項目的起飛鋪墊好了一條堅實的道路。

Emir-Oil的產量保持著一路向上增長的良好勢頭，項目的盈利能力也明顯得以提升：二零一三年，Emir-Oil項目的產量表現完全符合我們的預期，其於全年實現日均產油4,320桶/天，較之二零一二年的2,787桶/天增幅高達55.0%，十分接近我們年初提供的日均產油3,800–4,400桶/天這一指引的上限。產量的快速增加也明顯提升了Emir-Oil項目的盈利能力。

經過兩年多的運作，Emir-Oil項目的面貌與我公司二零一一年九月份剛完成其收購時已經發生了很大的變化，年產量和產值都實現了大幅度的增長，作業井數也從收購時的24口增加至39口。於二零一三年，我們在原來三份生產合同的基礎上又成功簽署了第四份生產合同(Emir區塊生產合同)；在勘探區塊North Kariman上的高產油氣井North Kariman-2也獲得哈薩克斯坦政府頒發的試生產許可；MI能源控股公司史上單井產量最高的油氣井Kariman-113自二零一三年八月份投產後依然保持著日產1,200桶/天以上的水平，以上我們所取得的所有成績都很好地證明了我們在Emir-Oil項目的執行上獲得了初步的成功。



Chairman's Statement (Continued)

主席報告書(續)

- **Comprehensive exploration and pilot production work programs for SGE were successfully executed, and reserves and resources were significantly increased.** In June 2012, we entered into an agreement with Sino Gas & Energy Holdings Limited ("SGE Holdings"), an ASX-listed company (ASX ticker: SHE), to acquire 51% of the issued share capital of SGE for an aggregate consideration of US\$100 million. We paid US\$10 million to SGE Holdings at closing in July 2012. The remaining US\$90 million of the aggregate consideration is being used to fund exploration and delineation, drilling of wells, preparation of Chinese reserve reports, and application for the overall development plans. According to the 2013 year end report provided by RISC Operations Pty Ltd, an independent technical consultant, the total 2P gas reserves of Linxing and Sanjiaobei projects increased by 227%, as compared to year end of 2012. Since the acquisition in July 2012, we have increased the number of wells from 15 to 58 as a result of the substantial 2012 and 2013 drilling activities. Another significant milestone was achieved in 2013 when the China Reserves Report ("CRR") for Linxing East was reviewed and officially submitted to the relevant authorities for approval. Although SGE represents our Group's first gas exploration and development project, our 2013 operational achievements, in addition to our longstanding track record in respect of our various oil PSCs in China should demonstrate our capability to operate in the exciting and fast growing China gas sector. For more information on our acquisition of SGE, please refer to note 8 of the notes to the consolidated financial statements included in this annual report.

Regarding progress towards gas sales, we took several important steps during 2013. A gas sales agreement for the Linxing project was signed in June 2013 and SGE is now laying the necessary pipelines to commence pilot production. In October 2013, SGE signed a trial sales agreement for compressed natural gas ("CNG") and "first sales" took place in December 2013. Also during 2013, the Chinese government announced policy changes to move towards a deregulated gas pricing system, based on market pricing and independent price negotiations. With the expanding robust demand for natural gas and the new market-related price mechanism in China, the Group believes that we will realize considerable gas price upside and commercial value from SGE in the coming years.

- 中澳項目的勘探和試生產工作加速向前推進，儲量和資源量進一步得以落實並取得顯著增長：2012年6月，我們與SGE Holdings簽訂協議，以1億美元的對價收購中澳已行股本的51%。我們於交割時支付1,000萬美元。其餘9,000萬美元用於進行勘探開發及總體開發方案的申請根據獨立技術顧問RISC Operations Pty Ltd出具的報告，臨興及三交北項目於二零一三年底總的2P天然氣儲量較之二零一二年底增幅達227%以上，自我公司於二零一二年七月份收購中澳公司51%的股權以來，其作業井數已由15口急劇增至58口，並且，臨興項目東部區塊的中國標準儲量報告已經通過中國相關國家部門的評審，已正式上報至國家主管部門以申請獲批。雖然本公司在此之前從未介入天然氣的勘探和開發工作，但以上所取得的成績應該能夠打消市場的顧慮，也進一步證明了本公司在天然氣業務方面的運作能力。有關我們收購中澳項目的更多信息，請參閱合併財務報表附註8。

在售氣方面，我們也於二零一三年取得了幾項重要的進展。二零一三年六月份，臨興項目簽署管道氣的試售氣協議，目前其管道正在緊張的鋪設過程之中。二零一三年十月份，我們簽署壓縮天然氣的試售氣協議並於年底前成功實現售氣。中國政府進一步放開了有關天然氣生產商在自主議價方面的權利，我們相信隨著中國天然氣需求的增大和價格機制的市場化，中澳項目巨大的商業價值將很快得以實現。



Chairman's Statement (Continued)

主席報告書(續)

Looking forward in 2014, the Group will continue to boost the exploration and development for these two growth projects, while ensuring stable operations and cashflow elsewhere in the Group. Meanwhile, we will focus on optimizing our asset portfolio with the goal of maintaining a strong capital structure and improving the overall Group's profitability to the greatest extent possible. As the development of our new and existing crude oil and natural gas assets progresses, we are confident that the Group will continue expanding into a diversified, productive and profitable international oil and gas company.

In 2014, the Group plans to drill 232 gross wells (including 59 wells in SGE), and the expected net capital expenditure to be invested by the Group is about USD350 million. The expected net oil production is 15,300 to 16,300 barrels/day and the expected net gas production is 6,400 to 7,400 MSCF/day.

In closing, I thank you, our Board, staff, shareholders, bondholders, and business partners for your continued trust and support.

Chairman
Zhang Ruilin

二零一四年，我公司在保證公司平穩運營的前提下會繼續大力推進這兩個成長項目的勘探及開發工作。與此同時，我們也會致力於保證公司穩健的資本結構的前提下，進一步優化本公司的資產組合，從而從最大程度上提升本公司的盈利能力。原油及天然氣開發領域有著其固有的循序漸進的規律，我們相信假以時日，MI能源控股公司必將成長為一家區域領先的多元化國際油氣公司。

於二零一四年，本公司計劃的鑽井總數為232口(包括中澳項目的59口)，預計歸屬於本公司的原油及天然氣產量分別為15,300至16,300桶／日及6,400至7,400千立方英尺／日，預計由本公司承擔的資本開支淨值約為3.50億美元。

最後，本人亦借此機會衷心感謝董事會及所有員工於過去一年所作出的寶貴貢獻，亦感謝我們的股東、債券持有人及各業務夥伴的信任和支持。

董事長
張瑞霖



Directors and Senior Management 董事及高級管理層

Executive Directors

Zhang Ruilin, aged 43, has been our executive director (“Director”), chairman and chief executive officer since his appointment on March 20, 2008. He, along with Mr. Zhao, is the controlling shareholder of the Company. Mr. Zhang has over 23 years of experience in the oil and gas business, during which he acquired his experience as an oilfield worker and technician for PetroChina in 1989 and as the chairman and general manager at a local oilfield services company, Jilin San Huan Petrochemical Co., Ltd., for over five years. In May 2003, he founded Far East Energy Limited (“FEEL”) in Hong Kong, through which he acquired MIE from Microbes Inc. Following the takeover of MIE by FEEL in August 2003, Mr. Zhang joined us in September 2003 and has since been a director of the Company. He is primarily responsible for overseeing our overall strategies, planning and day-to-day management and operations. Mr. Zhang is also a director for the various subsidiaries of the Group. Mr. Zhang is a member of the Songyuan Committee of the National People’s Congress of the PRC. Mr. Zhang graduated from Jilin Petroleum College in 1995.

Zhao Jiangwei, aged 42, has been our executive Director and senior vice president since his appointment on December 19, 2008. He is one of our Controlling Shareholders. Mr. Zhao has over 21 years of experience in the oil and gas industry, during which he acquired his experience as a technician for PetroChina at the Jilin oilfields from 1993 to 1999 and as the manager of the technical department at Jilin San Huan Petrochemical Co., Ltd. from 2000 to 2003. Following the takeover of MIE by FEEL from Microbes Inc. in August 2003, Mr. Zhao joined our company in September 2003 and has since been a director of the Company. He is and will continue to be primarily responsible for assisting the chairman in overseeing the operations at the Daan, Moliqing and Miao 3 oilfields. Mr. Zhao obtained a bachelor of arts degree from Daqing Petroleum College in 1999.

執行董事

張瑞霖，43歲，自二零零八年三月二十日起獲委任一直出任本公司執行董事（「董事」）、主席兼首席執行官。彼連同趙先生為本公司的控股股東。張先生在油氣行業擁有逾23年經驗，於一九八九年擔任中石油油田工人及技術員，並在當地一家油田服務公司吉林三環石油化工有限公司任主席兼總經理逾五年，從而累積經驗。二零零三年五月，彼在香港創辦遠東能源有限公司（「FEEL」），並藉此向Microbes Inc.收購MIE。FEEL於二零零三年八月併購MIE後，張先生於二零零三年九月加入本公司，自此一直擔任公司董事。彼主要負責監管本公司整體戰略、規劃及日常管理與經營。張先生亦為本集團多家附屬公司的董事。張先生為中國全國人民代表大會松原市委員會委員。張先生於一九九五年畢業於吉林油田職業教育中心。

趙江巍，42歲，自二零零八年十二月十九日起出任本公司執行董事兼高級副總裁。彼為本公司的控股股東。趙先生在油氣行業擁有逾21年經驗，於一九九三年至一九九九年在中石油吉林油田擔任技術員，並於二零零零年至二零零三年任吉林三環石油化工有限公司技術部門經理，從而累積經驗。FEEL於二零零三年八月向Microbes Inc.收購MIE後，趙先生於二零零三年九月加入本公司，自此一直擔任公司董事。彼主要負責協助主席監管大安、莫里青及廟3油田的營運。於一九九九年，趙先生取得大慶石油學院文學士學位。



Directors and Senior Management (Continued)

董事及高級管理層(續)

Tao Tak Yin Dexter, aged 41, has been our executive Director since his appointment on July 19, 2013. He is also the chief financial officer and senior vice president of the Company. Mr. Tao joined our company in July 2013. He has been a veteran investment banker with extensive corporate finance and accounting experience. Before joining the Company, Mr. Tao served as senior director in the Global Investment Banking team at Bank of America Merrill Lynch where he spent six years specializing in the origination and execution of investment banking business for China's private sector enterprises. Prior to Bank of America Merrill Lynch, Mr. Tao has also worked at Bear Stearns Asia, BNP Paribas Peregrine Capital and Arthur Andersen LLP (subsequently known as PricewaterhouseCoopers). Mr. Tao holds both a bachelor degree in Business Administration and a master's degree in Accounting from the University of Southern California. He was a Certified Public Accountant in Hong Kong from 1996 to 1999.

Andrew Sherwood Harper, aged 61, has been our executive Director since his appointment on July 19, 2013. Mr. Harper has been the Company's chief geologist and president of the Company's international operations from 2001 to 2008 and rejoined the Company in April 2010 as the chief geologist. Mr. Harper is also the chief executive officer and a director of MIE Jurassic Energy Corporation, overseeing the group's operations in the United States. Mr. Harper has over 34 years of experience in the oil and gas industry, during which he acquired his experience working in the exploration and production team of ARCO International Oil & Gas Company prior to joining the Company in 2001. During his time with ARCO, Mr. Harper worked extensively overseas, including assignments in Chile, Dubai, Norway, the United Kingdom and Indonesia, and as ARCO's resident manager in Bogota, Colombia. Mr. Harper also worked as a basin studies director, Latin America exploration director and exploration project director at the headquarters of ARCO International in the United States from 1990 to 1996 and as an exploration manager at the Andean Basins in ARCO Latin America Inc. from 1999 to 2000. Mr. Harper received a bachelor's degree in Geology from Williams College and a master's degree in Geology from the University of Southern California. Mr. Harper is certified as a Professional Geologist by the Texas Board of Professional Geoscientists and a Certified Petroleum Geologist of American Association of Petroleum Geologists.

陶德賢，41歲，自二零一三年七月十九日起出任本公司執行董事。彼亦為本公司首席財務官兼高級副總裁。二零一三年七月，陶先生加入本公司。彼為一名資深投資銀行家，於企業融資及會計方面擁有豐富經驗。加盟本公司前，陶先生曾任美銀美林環球投資銀行業務團隊的高級董事，於其六年任職期間專責為中國民營企業策劃及執行投資銀行業務。加入美銀美林前，陶先生亦曾於貝爾斯登亞洲、法國巴黎百富勤及安達信會計事務所(其後稱為羅兵咸永道)任職。陶先生持有南加州大學的工商管理學學士學位及會計學碩士學位。彼於一九九六年至一九九九年期間為香港執業會計師。

Andrew Sherwood Harper先生，61歲，自二零一三年七月十九日起出任本公司執行董事。Harper先生於二零零一年至二零零八年任本公司總地質師及本公司國際營運總裁，並於二零一零年四月重新加入本公司出任首席地質師。Harper先生亦為MIE Jurassic Energy Corporation之行政總裁兼董事，負責統籌集團之美國業務。Harper先生在油氣行業擁有逾34年經驗，在二零零一年加入本公司之前，彼在ARCO International Oil & Gas Company參與勘探及生產團隊而累積工作經驗。於ARCO任職期間，Harper先生海外工作經驗豐富，包括獲派駐智利、迪拜、挪威、英國及印度尼西亞，以及出任哥倫比亞波哥大的駐當地經理。Harper先生亦於一九九零年至一九九六年出任美國ARCO International總部的盆地研究主任、拉丁美洲勘探主任及勘探項目主任，並於一九九九年至二零零零年任ARCO Latin America Inc.安第斯盆地的勘探經理。Harper先生獲Williams College地質學學士學位及南加州大學地質學碩士學位。Harper先生獲德州專業地質科學家協會(Texas Board of Professional Geoscientists)認證為專業地質師，並為美國石油地質師公會(American Association of Petroleum Geologists)之認可石油地質師。



Directors and Senior Management (Continued)

董事及高級管理層(續)

Non-executive Director

Wang Sing, aged 50, has been our non-executive Director since his appointment on June 22, 2010. Mr. Wang is a partner of TPG and also the co-chairman of TPG Greater China & Head of TPG Growth North Asia. Mr. Wang currently serves as a non-executive Director and a member of the audit committee and investment committee of China Renewable Energy Investment Limited (a company listed on the Stock Exchange). Prior to joining TPG, he was chief executive officer and executive director of TOM Group Limited from July 2000 to January 2006. During the period from July 1993 to May 2000, he held various positions at Goldman Sachs in both New York and Hong Kong (including executive director). Prior to joining Goldman Sachs, Mr. Wang was a strategic consultant with McKinsey & Co., in Chicago, U.S.A. In addition, Mr. Wang is the chairman of Amerinvest Group of Companies. He is also a member of the Standing Committee of the 10th Yunnan Provincial Committee of the Chinese People's Political Consultative Conference. He is currently a Listing Committee Member of the Stock Exchange of Hong Kong Limited. Mr. Wang has a bachelor degree in science from Yunnan University, PRC; and a master of science in Forestry and its relation to Land Use; a bachelor of arts degree in Philosophy, Politics and Economics and a master of arts from University of Oxford, U.K.

Hung Leung, aged 39, has been appointed as the alternate of our non-executive Director, Mr. Wang Sing, since July 1, 2013. Mr. Hung is a principal at TPG Growth Capital (Asia) Limited with over 15 years' experience in investment banking and direct investments in Greater China. Mr. Hung is also a non-executive director of China NT Pharma Group Company Limited and an alternate director to Mr. Wang Sing of China Renewable Energy Investment Limited, both of which are listed on the Stock Exchange. Since joining TPG in May 2006, Mr. Hung has led a number of investments in China. Prior to joining TPG, Mr. Hung was deputy general manager of business development and executive assistant to the chief executive officer of TOM Group Limited, a Chinese language media conglomerate listed on the Stock Exchange where he was responsible for leading and executing media and internet related investments and partnership transactions across Greater China. Mr. Hung started his career in investment banking with Barclays Capital where he took part in the financing and structuring of certain landmark infrastructure deals and pioneer private equity investments for healthcare and internet/broadband companies in China. Mr. Hung holds a Bachelor of Science degree in business administration (magna cum laude) from the University of Southern California.

非執行董事

王 斌，50歲，自二零一零年六月二十二日起出任本公司非執行董事。王先生為TPG的合夥人、TPG大中華區聯席主席、TPG增長基金北亞區負責人。王先生目前為中國再生能源投資有限公司(於香港聯交所上市的公司)之非執行董事以及審核委員會及投資委員會成員。王先生加入TPG之前，自二零零零年七月至二零零六年一月曾出任TOM集團有限公司的首席執行官兼執行董事。自一九九三年七月至二零零零年五月期間，王先生曾在高盛紐約及香港擔任多個職務(包括執行董事)。在加入高盛之前，王先生曾擔任美國芝加哥麥肯錫公司的策略顧問。此外，王先生為Amerinvest Group of Companies的主席，亦為中國人民政治協商會議雲南省第十屆委員會常委，現任香港聯合交易所有限公司上市委員會成員。王先生持有中國雲南大學理學士學位，以及英國牛津大學森林及土地管理碩士學位，及哲學、政治及經濟文學士學位及文學碩士學位。

洪亮，39歲，自二零一三年七月一日起出任公司非執行董事王斌先生的替任董事。洪先生為TPG Growth Capital (Asia) Limited (「TPG」)的執行董事，於大中華地區的投資銀行及直接投資方面，累積逾十五年經驗。洪先生亦為中國泰凌醫藥集團有限公司的非執行董事及王先生於中國再生能源投資有限公司擔任非執行董事的替任董事，兩間均屬香港聯交所上市的公司。洪先生自二零零六年五月加盟TPG以來，曾領導多項於中國的投資。在加入TPG之前，洪先生曾任TOM集團有限公司，於香港聯交所主板上市的中文媒體集團的業務發展副總經理及行政總裁行政助理，負責領導及執行大中華地區的媒體及互聯網相關投資及合作夥伴交易。洪先生於巴克萊資本開展其投資銀行事業，曾參與中國若干地標基建交易的融資及結構分析以及多家醫療及互聯網／寬頻公司領先私募股權投資。洪先生持有南加州大學工商管理學士學位(優等)。



Directors and Senior Management (Continued)

董事及高級管理層(續)

Independent Non-executive Directors

Mei Jianping, aged 53, has been our independent non-executive Director since his appointment on November 27, 2010. Mr. Mei has been a professor of finance at Cheung Kong Graduate School of Business in Beijing, China since 2006 and a fellow at Financial Institutions Center, the Wharton School of University of Pennsylvania, since 2004. He was a tenured associate professor of finance from 1996 to 2005 and an assistant professor of finance from 1990 to 1995 at New York University. From 2003 to 2008, he also taught at Tsinghua University as a special term professor of finance. Mr. Mei has been a director of Cratings.com Inc., USA since 1999. Since 2009, Mr. Mei has served on the boards of Powerlong Real Estate Holdings Limited, a company listed on the Stock Exchange, and Zhong De Securities Company Limited. Mr. Mei also served as the chairman of the board of Shanghai Zhanbgjiang JRtan.com Inc. from 2000 to 2012. Mr. Mei worked as a consultant for various financial institutions, such as Deutsche Bank, UBS, Prudential Insurance of America and Asia Development Bank. He has published a number of books and articles on topics related to finance. Mr. Mei received a bachelor's degree in Mathematics from Fudan University in 1982, a master's degree in Economics and a Ph.D. in Economics (Finance) from Princeton University in 1988 and 1990, respectively.

獨立非執行董事

梅建平，53歲，於二零一零年十一月二十七日起出任本公司獨立非執行董事。自二零零六年起，梅先生一直擔任中國北京長江商學院金融學教授，並自二零零四年起任賓夕法尼亞大學沃頓商學院金融機構研究中心學者。彼自一九九六年至二零零五年任紐約大學金融學副教授，並自一九九零年至一九九五年任紐約大學金融學助理教授。自二零零三年至二零零八年，彼亦曾在清華大學執教，任特聘金融學教授。梅先生自一九九九年任美國Cratings.com Inc.的董事。自二零零九年以來，梅先生任寶龍地產控股有限公司(一家於聯交所上市的公司)及中德證券有限責任公司董事會成員。梅先生自二零零零年至二零一二年亦擔任上海張江金融灘網絡有限公司董事會主席。梅先生曾出任德意志銀行、瑞士銀行、美國保誠保險和亞洲開發銀行等多家金融機構的顧問。他曾出版多本關於金融的書籍和發表多篇文章。梅先生於一九八二年獲復旦大學數學學士學位，並分別於一九八八年及一九九零年獲普林斯頓大學經濟學碩士學位和經濟學(金融)博士學位。



Directors and Senior Management (Continued)

董事及高級管理層(續)

Jeffrey W. Miller, aged 51, has been our independent non-executive Director since his appointment on November 27, 2010. Mr. Miller has over 27 years of experience in the oil and gas industry. Since 2012, Mr. Miller has been Managing Partner and Co-Founder of Vortus Investments, an energy private equity firm founded in later 2012. From 2008 to 2012, as the director of upstream and investments for Mercuria Energy Trading Inc., one of the world's largest independent physical energy trading firms, he was responsible for Mercuria and certain of its affiliates' global portfolio of oil and natural gas assets, the majority of which are located in North and South America. Prior to Mercuria, Mr. Miller spent four years, from 2004 to 2008, as president of Moncrief Oil International, a private oil and natural gas company with assets in the former Soviet Union as well as North America. Prior to his career at Moncrief, Mr. Miller was a managing director in global energy investment banking for UBS AG, the successor of Dillon, Read & Co, which he joined in 1993. Mr. Miller was an investment banker with a focus on the energy industry and has extensive experience in the fields of corporate finance. Throughout his career as set out above, Mr. Miller has been involved in a substantial number of transactions including initial public offerings, debt offerings and mergers and acquisitions, which require expertise in financial analysis. As an investment banker, Mr. Miller also had extensive experience in valuation analysis, which involved reviewing and analyzing audited financial statements of public and private companies. Mr. Miller's professional career began in a technical capacity as a petroleum engineer with Exxon. Mr. Miller received a bachelor's degree, magna cum laude, in Petroleum Engineering from Texas A&M University and a master's degree in Business Administration from the Columbia Business School.

Cai Rucheng, aged 62, has been our independent non-executive Director since his appointment on November 27, 2010. Mr. Cai has over 32 years of experience working in the oil and gas industry. From 1968 to 2004, Mr. Cai worked at the Shengli oilfield in the Shandong Province for Sinopec and held the positions of section head at the Oilfield Geology Division, division head at the Reservoir Engineering Division and chief geologist. From 1998 to 2003, Mr. Cai was also appointed and acted as a senior member of the Technology Committee of Sinopec and the group leader of the Expert Group for Development under the Senior Members Committee of Sinopec. Since 2004, Mr. Cai has retired from the above positions. Mr. Cai is currently the vice chairman of and secretary to the board of directors of Shandong Petroleum Society. Mr. Cai is a senior engineer and received a bachelor's degree in Oil and Gas Exploration from China University of Geosciences (formerly known as Beijing Institute of Geology) in 1967.

Jeffrey W. Miller, 51歲，自二零一零年十一月二十七日起出任本公司獨立非執行董事。Miller先生在油氣行業擁有逾27年經驗。二零一二年起，Miller先生擔任於該年成立的能源私募股權公司Vortus Investments的董事合夥人兼共同創辦人。Miller先生於二零零八年至二零一二年擔任Mercuria Energy Trading Inc. (全球最大的獨立物理能源貿易公司之一) 上游投資董事，負責Mercuria及其若干聯屬公司的石油及天然氣資產(大部分位於北美洲和南美洲)的全球投資組合。加入Mercuria之前，自二零零四年至二零零八年四年期間，Miller先生擔任Moncrief Oil International總裁，該公司為一家石油及天然氣私營公司，在前蘇聯及北美洲擁有資產。在Moncrief開展其職業生涯前，Miller先生於一九九三年加入UBS AG (其前身為Dillon, Read & Co)，擔任全球能源投資銀行董事總經理。Miller先生為能源行業投資銀行家，擁有企業金融領域豐富經驗，曾憑藉金融分析專長，參與多起交易，包括首次公開發售、債券發售、併購。身為投資銀行家，Miller先生亦擁有豐富估值經驗，包括審閱分析上市及非上市公司經審核財務報表。彼職業之初是在阿克森美孚任石油工程師技術職位。Miller先生以優異成績取得德克薩斯州農工大學石油工程學士學位，並取得哥倫比亞商學院工商管理碩士學位。

才汝成，62歲，二零一零年十一月二十七日出任本公司獨立非執行董事。才先生有逾32年的油氣行業經驗。一九六八年至二零零四年，才先生在中石化山東省勝利油田工作，曾擔任油田地質科科長、油藏工程室主任及總地質師。一九九八年至二零零三年，才先生擔任中石化技術委員會高級委員兼中石化高級成員委員會發展專家小組組長。二零零四年起，才先生退任上述職位。才先生現為山東石油學會董事會副會長兼秘書。才先生為高級工程師，一九六七年獲得中國地質大學(前稱北京地質學院)油氣勘探學士學位。



Directors and Senior Management (Continued)

董事及高級管理層(續)

Senior Management

Forrest Lee Dietrich, aged 61, is the vice president of the Company. He is primarily responsible for reserves management. Mr. Dietrich joined the Company in January 2002 and has been the executive Director and senior vice president of the Company from 2008 to 2013. Prior to joining us in January 2002, Mr. Dietrich joined Microbes, Inc. in 1994 and held various technical and management positions during different phases of development of the production sharing contracts. Mr. Dietrich has over 38 years of experience in the oil and gas business, during which he acquired his experience as the vice president of operations for Greenwich Oil Corporation, an oil company based in Dallas, Texas, from 1985 to 1994 and served in various capacities as area engineering supervisor, evaluations specialist and planning coordinator and in various staff engineering positions at Texaco USA (Getty Oil) in Texas and California from 1974 to 1985. Mr. Dietrich has been a member of the Society of Petroleum Engineers since 1972 and become a professional engineer in the State of Texas since 1984. He has authored and co-authored four technical papers for the Society of Petroleum Engineers regarding microbial enhanced oil recovery and presented three of those papers at their technical meetings. Mr. Dietrich obtained a bachelor's degree in science in Petroleum and Natural Gas Engineering from Pennsylvania State University in 1974.

Tian Hongtao, aged 43, is our vice president. Mr. Tian joined our Company in January 2014 and is responsible for operations management. Prior to joining us in January 2014, Mr. Tian worked various positions in the Legend Group and Digital China Holdings between 1996 and 2013 and has years of experience and practice in finance and risk management. Mr. Tian graduated with a master's degree in Economics from Central University of Finance and Economics in 2001. He also received a master's degree in Business Administration from Cheung Kong Graduate School of Business in 2007.

Zhu Jiucheng, aged 42, is our vice president. Dr. Zhu joined our Company in March 2011 and is responsible for the operation of international business units and expansion of the Company. Dr. Zhu has over 18 years of experience in the oil and gas industry, during which he held various positions in China National Petroleum Corporation and its subsidiaries between 1996 and 2008, including China National Oil & Gas Exploration and Development Corporation, PetroChina Companies in Indonesia, PetroChina International Ltd. and CNPC International Ltd. and the executive president of UNIWE International Energy Service Ltd., a petroleum service company providing technical appraisal and asset evaluation for oil and gas assets, where he was in charge of the technical team from 2008. Dr. Zhu holds a doctoral degree in Petroleum Engineering from the Petroleum University in China.

高級管理層

Forrest Lee Dietrich, 61歲，本公司副總裁。彼主要負責儲量管理。Dietrich先生於二零零二年一月加入公司並於二零零八年至二零一三年擔任執行董事兼高級副總裁。在二零零二年一月加入本公司之前，Dietrich先生於一九九四年加入Microbes, Inc.，並在產品分成合同不同開發階段擔任技術及管理數職。Dietrich先生在油氣行業擁有逾38年經驗，一九八五年至一九九四年在德克薩斯州達拉斯設立的一家石油公司Greenwich Oil Corporation任營運副總裁，一九七四年至一九八五年在德克薩斯州及加利福尼亞州的Texaco USA (Getty Oil) 歷任區域工程主管、評估專員及規劃協調員及主管工程師職務。一九七二年以來，Dietrich先生一直為石油工程師協會會員，一九八四年成為德克薩斯州專業工程師。彼為石油工程師協會著有及合著四篇關於微生物強化採油的技術論文並在其技術會議上提出其中三篇。一九七四年，Dietrich先生取得美國賓西法尼亞州立大學石油及天然氣工程理學士學位。

田洪濤，43歲，本公司副總裁。田先生於二零一四年一月加入本公司，主要負責經營管理工作。加入本公司之前，田先生於1996年至2013年之間於聯想集團和神州數碼控股有限公司出任不同職位，有財務和風險管理的豐富經驗。田先生於2001年獲得中央財經大學經濟碩士學位。他亦於2007年獲得長江商學院工商管理碩士學位。

朱九成，42歲，本公司副總裁。朱博士於二零一一年三月加入本公司，負責國際業務單位的營運及本公司擴充。朱博士在油氣行業擁有超過18年經驗，於一九九六年至二零零八年間曾於中國石油天然氣集團公司及其附屬公司出任不同職位，當中包括中國石油天然氣勘探開發公司、印尼的PetroChina Companies、中國石油天然氣國際有限公司及CNPC International Ltd.，並曾出任UNIWE International Energy Service Ltd.之執行總裁，自二零零八年起負責領導技術團隊，該公司為一間石油服務公司，提供石油和天然氣資產的技術評估及資產估值服務。朱博士擁有中國石油大學之石油工程博士學位。

Directors and Senior Management (Continued)

董事及高級管理層(續)

Ning Deyu, aged 45, is our vice president. Mr. Ning has over 20 years of experience in the oil and gas industry. He is primarily responsible for the production operations and HSE management. Prior to joining us in 2007, Mr. Ning acquired his experience as technician, section chief and deputy factory manager at PetroChina in the Jilin oilfields. He also worked as the project manager at the foreign cooperation and joint venture division of the Jilin oilfields at PetroChina between 2005 and 2007. Mr. Ning graduated from Daqing Petroleum College with a bachelor's degree in Petroleum Engineering and is a senior engineer.

Cui Yujia, aged 37, is the assistant to our chairman. Mr. Cui has over 13 years of experience in corporate finance. Prior to joining us in 2004, Mr. Cui worked for Changchun Heat Shrinkable Materials Company Limited, which is a subsidiary of China Kinwa High Technology Company Limited, as financial manager. From 2004 to 2008, he was the financial manager of the Company. Mr. Cui graduated from Changchun Taxation College with a bachelor's degree in International Accountancy.

Yang Bo, aged 36, is our financial controller. Mr. Yang has over 13 years of experience in finance and accounting. Mr. Yang is responsible for the management of financial reporting. Prior to joining us, Mr. Yang worked for Ernst & Young Hua Ming as an audit manager from 2006 to March 2007. From 2002 to 2005, Mr. Yang worked for PricewaterhouseCoopers Zhong Tian CPAs Company Limited as a senior auditor. From 2000 to 2002, Mr. Yang was an auditor at Arthur Andersen Hua Qiang CPAs. Mr. Yang graduated from Renmin University of China with a bachelor's degree in International Accounting in 1999. He is a Certified Public Accountant in China and he is a member of the Beijing Institute of Certified Public Accountants.

Lian Yunfei, aged 38, is our general counsel. Ms. Lian joined our company in November 2009 and has over seven years of experience in the legal field. Prior to joining us, Ms. Lian worked as an associate at Baker & McKenzie's Hong Kong office from 2007 to March 2009 focusing on mergers and acquisitions and general corporate transactions, and Grandall Legal Group (Shanghai), during 2009, focusing on capital markets and private and public securities offerings. In her early career, starting in 2001, she worked in a law firm in Canada, focusing on general practice in Canada, for over three years. Ms. Lian obtained a juris doctor degree in the Faculty of Law from the University of British Columbia in 2007. She received a master's degree in Materials Science and Engineering from the University of Florida in 2001 and a bachelor's degree in Materials Science and Engineering from Shanghai University in 1996. She is admitted to practice law in New York.

寧德玉, 45歲, 本公司副總裁。寧先生在油氣行業擁有逾20年經驗, 其主要負責生產和安全環保管理。彼於二零零七年加入公司前, 為中石油吉林油田的技術員、科長及副廠長, 並自二零零五年至二零零七年任中石油吉林油田對外合作及合資經營部門的項目經理, 從而累積經驗。寧先生畢業於大慶石油學院, 並取得採油工程學士學位, 現為高級工程師。

崔雨佳, 37歲, 本公司主席助理。崔先生在公司財務方面擁有逾13年經驗。在二零零四年加入公司前, 崔先生曾任中科英華高技術股份有限公司附屬公司長春熱縮材料有限公司的財務經理。於二零零四年至二零零八年, 彼擔任公司的財務經理。崔先生畢業於長春稅務學院, 並取得國際會計學學士學位。

楊波, 36歲, 本公司財務總監。楊先生在財務及會計領域擁有逾13年經驗。楊先生負責公司的財務報告。在加入本公司之前, 自二零零六年至二零零七年三月, 楊先生任安永華明會計師事務所核數經理。二零零二年至二零零五年期間, 楊先生任普華永道中天會計師事務所有限公司資深核數師。自二零零零年至二零零二年, 楊先生任安達信華強會計師事務所核數師。楊先生於一九九九年畢業於中國人民大學, 並取得國際會計學學士學位。彼為中國註冊會計師及北京註冊會計師協會會員。

連雲飛, 38歲, 本公司總法律顧問。連女士於二零零九年十一月加入本公司, 在法律領域擁有逾七年經驗。在加入本公司前, 連女士自二零零七年至二零零九年三月擔任Baker & McKenzie香港辦事處的律師, 專注於合併與收購及一般公司交易, 於二零零九年任職於Grandall Legal Group (Shanghai), 專注於資本市場及私人及公開證券發售。在其早期職業生涯中, 彼自二零零一年開始任職於加拿大一家律師事務所, 擔任法律助理逾三年。連女士於二零零七年取得英屬哥倫比亞大學法學院的法學博士學位, 於二零零一年獲佛羅裏達大學材料科學與工程學碩士學位, 並於一九九六年獲上海大學頒授材料科學與工程學士學位。彼獲准在紐約執業。

Directors and Senior Management (Continued)

董事及高級管理層(續)

Mei Liming, aged 33, is our financial manager. Prior to his position as our financial manager, Mr. Mei held the position of vice financial manager from October 2006 to May 2009 and accountant from January 2005 to October 2006. Mr. Mei graduated from Beijing Institute of Petrochemical Technology with a bachelor's degree in Accounting in 2003. Prior to joining our company, Mr. Mei worked as an accountant in SONY in 2004.

Company Secretary

Ms. Wong Sau Mei, ACS, ACIS, is a senior manager of corporate services division of Tricor and an Associate of both The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators. She has over 18 years' experience in the company secretarial field.

Relationship among Directors and Senior Management

Save for Mr. Zhao Jiangwei, senior vice president and executive Director, who is the brother-in-law of Mr. Zhang Ruilin, our chairman, chief executive officer and executive Director, there are no family relationships between any of our Directors and senior management.

梅黎明，33歲，本公司財務經理。擔任本公司財務經理職務前，梅先生於二零零六年十月至二零零九年五月曾任副財務經理職務，而於二零零五年一月至二零零六年十月期間任會計師職務。梅先生於二零零三年畢業於北京石油化工學院，取得會計學學士學位。在加入本公司之前，梅先生於二零零四年曾出任索尼的會計師。

公司秘書

黃秀美女士，ACS、ACIS，卓佳專業商務有限公司企業服務部高級經理，香港特許秘書公會及英國特許秘書及行政人員公會會員。黃女士在公司秘書領域擁有逾18年經驗。

董事與高級管理層之間的關係

除本公司高級副總裁兼執行董事趙江巍先生為本公司主席、首席執行官兼執行董事張瑞霖先生的內弟外，本公司董事與高級管理層之間概無親屬關係。



Corporate Governance Report

企業管治報告

The Board of the Company is pleased to present this corporate governance report in the Group's Annual Report for the year ended December 31, 2013.

Corporate Governance Practices

The Board of the Company has committed to achieving good corporate governance standards. The Group acknowledges the vital importance of good corporate governance to the Group's success and sustainability. We are committed to achieving a high standard of corporate governance as an essential component of quality and have introduced corporate governance practices appropriate to the conduct and growth of our business.

The Board believes that good corporate governance standards are essential in providing a framework for the Company to safeguard the interests of shareholders and to enhance corporate value and accountability.

The Company's corporate governance practices are based on the Principles as set out in the Corporate Governance Code (the "CG Code") contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules").

During the accounting period for the year ended December 31, 2013, the Company has complied with all the Code Provisions set out in the CG Code, except for Code Provision A.2.1 as explained below.

The Company will periodically review and enhance its corporate governance practices to ensure that these continue to meet the requirements of the CG Code.

Model Code for Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding Directors' dealings in the Company's securities.

Specific enquiry has been made of all the Directors and the Directors have confirmed that they have complied with the Model Code throughout the year ended December 31, 2013.

本公司董事會欣然提呈本集團截至二零一三年十二月三十一日止年度年報之企業管治報告。

企業管治常規

本公司董事會致力提升良好的企業管治標準。本集團明白良好的企業管治對本集團之成功及持續發展至為重要。我們致力提升至高標準的企業管治，以此為達致質素的重要一環，亦已推行適合我們業務運營及發展之企業管治常規。

董事會認為良好的企業管治標準乃本公司保障股東利益及提升企業價值與問責制之關鍵。

公司管治常規建立在企業管治守則（「企業管治守則」）中的規定之上，為聯交所（「聯交所」）發佈的上市規則（「上市規則」）附錄十四所載企業管治常規。

截至二零一三年十二月三十一日止年度會計期間，除下述守則條文第A.2.1條外，本公司一直遵守企業管治守則所有守則條文。

本公司將定期檢討及改善其企業管治常規，確保該等企業管治常規繼續符合企業管治守則之要求。

證券交易的標準守則

本公司採用上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」）作為董事買賣本公司證券之行為守則。

經向全體董事作出具體查詢後，董事確認彼等於截至二零一三年十二月三十一日止年度一直遵守標準守則。



Corporate Governance Report (Continued)

企業管治報告(續)

Board of Directors

The Board currently comprises 8 members, consisting of 4 executive Directors, 1 non-executive Director and 3 independent non-executive Directors.

The Board of the Company currently comprises the following Directors:

Executive Directors:

Mr. Zhang Ruilin (*Chairman*)
 Mr. Zhao Jiangwei
 Mr. Forrest Lee Dietrich
(resigned with effect from July 19, 2013)
 Mr. Allen Mak (*resigned with effect from July 19, 2013*)
 Mr. Andrew Sherwood Harper
(appointed with effect from July 19, 2013)
 Mr. Tao Tak Yin Dexter
(appointed with effect from July 19, 2013)

Non-executive Directors:

Mr. Wang Sing
 Mr. Tsang Chi Kin (*alternate to Mr. Wang Sing*)
(resigned with effect from July 1, 2013)
 Mr. Hung Leung (*alternate to Mr. Wang Sing*)
(appointed with effect from July 1, 2013)

Independent Non-executive Directors:

Mr. Mei Jianping
 Mr. Jeffrey W. Miller
 Mr. Cai Rucheng

The biographical information of the Directors are set out in the section headed "Directors and Senior Management" on pages 17 to 24 of the Annual Report for the year ended December 31, 2013.

The relationships among the members of the Board are disclosed under "Relationships among Directors and Senior Management" on page 24.

Chairman and Chief Executive Officer

Under Code Provision A.2.1, the roles of the Chairman and Chief Executive Officer are required to be separated and not to be performed by the same individual. Mr. Zhang Ruilin ("Mr. Zhang") is the Chairman of the Board. In addition to the role of Chairman of the Board, the role of Chief Executive Officer is also designated to Mr. Zhang. This constitutes a deviation from Code Provision A.2.1. The reason for such deviation is set out below.

董事會

董事會現時由8名成員組成，包括4名執行董事、1名非執行董事及3名獨立非執行董事。

本公司董事會包括以下董事

執行董事：

張瑞霖先生 (主席)
 趙江巍先生
 Forrest Lee Dietrich 先生
(於二零一三年七月十九日辭任)
 麥雅倫先生 (於二零一三年七月十九日辭任)
 Andrew Sherwood Harper
(於二零一三年七月十九日獲委任)
 陶德賢先生
(於二零一三年七月十九日獲委任)

非執行董事：

王斌先生
 曾至健先生 (王斌先生的替任董事)
(於二零一三年七月一日辭任)
 Hung Leung (王斌先生的替任董事)
(於二零一三年七月一日獲任)

獨立非執行董事：

梅建平先生
 Jeffrey W. Miller 先生
 才汝成先生

董事的履歷資料載於截至二零一三年十二月三十一日止年度之年報第17頁至第24頁「董事及高級管理層」一節。

董事會成員之間的關係於第24頁「董事與高級管理層之間的關係」披露。

主席和首席執行官

根據守則條文第A.2.1條，主席和首席執行官的角色應有區分，不應由同一人兼任。張瑞霖先生(「張先生」)為本公司的主席。除擔任主席一職外，張先生亦獲委任為首席執行官。該委任與守則條文第A.2.1條相偏離。該偏離的原因載於下文。

Corporate Governance Report (Continued)

企業管治報告(續)

The Company is engaged in the oil and gas exploration and production business which is different from integrated oil companies engaging in both upstream and downstream operations. In light of this, the Board considers that the interest of the Company's oil and gas exploration and production business is best served when strategic planning decisions are made and implemented by the same person. The Nomination Committee of the Company also agreed that it is in the best interest of the Company that the roles of the Chairman of the Board and Chief Executive Officer be performed by the same individual. In this respect, the Company does not currently propose to designate another person as the Chief Executive Officer of the Company. However, the Company will continue to review the effectiveness of the Group's corporate governance structure and consider whether any changes, including the separation of the roles of Chairman and Chief Executive Officer, are necessary.

Independent Non-executive Directors

During the year ended December 31, 2013, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors representing one-third of the Board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received written annual confirmation from each of the independent non-executive Directors in respect of his independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company considers all independent non-executive Directors to be independent.

Non-executive Directors and Directors' Re-election

The non-executive Directors bring a wide range of business and financial expertise, experience and independent judgement to the Board. Through active participation at Board meetings, taking the lead in managing issues involving potential conflict of interests and serving on Board committees, all non-executive Directors have made various contributions to the effective direction of the Company.

Code provision A.4.1 of the CG Code stipulates that non-executive Directors shall be appointed for a specific term, subject to re-election, whereas code provision A.4.2 states that all Directors appointed to fill a casual vacancy shall be subject to election by shareholders at the first general meeting after appointment and that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.

有別於從事上下游業務的綜合石油公司，本公司從事油氣勘探和生產業務。有鑒於此，董事會認為，由同一人制定戰略性計劃決策並付諸實施將最大程度地符合本公司油氣勘探和生產業務的利益。本公司提名委員會亦同意主席和首席執行官由同一人兼任符合本公司的最佳利益。故本公司目前並無計劃委任其他人士擔任本公司的首席執行官。然而，本公司將繼續檢討本集團企業管治架構的有效性，並考慮是否有必要作出任何變動(包括將主席及首席執行官的角色分開)。

獨立非執行董事

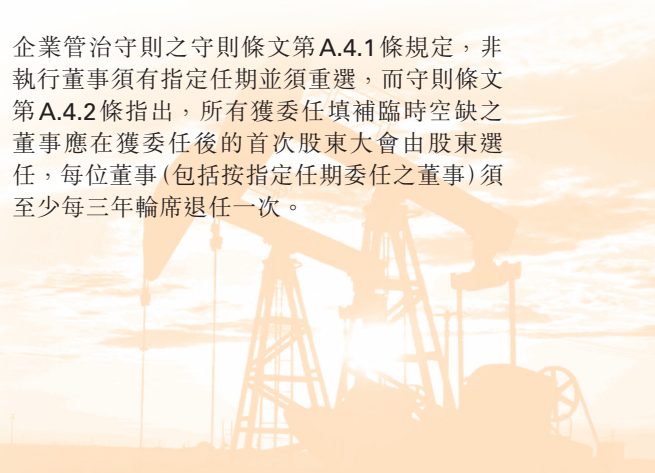
截至二零一三年十二月三十一日止年度，董事會一直符合上市規則有關委任至少三名獨立非執行董事(佔董事會三分之一)，其中一名獨立非執行董事須具備合適專業資格或會計或相關財務管理專業知識的規定。

本公司已接獲各獨立非執行董事根據上市規則第3.13條的獨立性指引就其獨立性而呈交的年度書面確認。本公司確信全體獨立非執行董事的獨立性。

非執行董事及董事重選

非執行董事為董事會注入廣泛的業務及財務專業知識、經驗及獨立判斷。全體非執行董事透過積極參與董事會會議，主導處理涉及潛在利益衝突之事宜並出任董事委員會，對本公司之實際發展作出多方面貢獻。

企業管治守則之守則條文第A.4.1條規定，非執行董事須有指定任期並須重選，而守則條文第A.4.2條指出，所有獲委任填補臨時空缺之董事應在獲委任後的首次股東大會由股東選任，每位董事(包括按指定任期委任之董事)須至少每三年輪席退任一次。



Corporate Governance Report (Continued)

企業管治報告(續)

Each of the Directors of the Company is appointed for a specific term of 3 years and is subject to retirement by rotation once every three years.

Responsibilities, Accountabilities and Contributions of the Board and Management

The Board is responsible for leadership and control of the Company and oversees the Group's businesses, strategic decisions and performance and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. Directors of the Board make decisions objectively in the interests of the Company.

The Board has delegated to the Chief Executive Officer, and through him, to the senior management the authority and responsibility for the day-to-day management and operation of the Group. The delegated functions and responsibilities are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions entered into by the aforesaid officers.

In addition, the Board has established Board committees and has delegated to these Board committees various responsibilities as set out in their respective terms of reference.

All Directors, including non-executive Directors and independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

All Directors shall ensure that they carry out their duties in good faith, in compliance with applicable laws and regulations and in the interests of the Company and its shareholders at all times.

All Directors have full and timely access to all relevant information of the Company as well as the services and advice from the company secretary, with a view to ensure that Board procedures and all applicable laws and regulations are followed. The Directors may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.

The Directors shall disclose to the Company details of other offices held by them and the Board regularly reviews the contribution required from each Director to perform his responsibilities to the Company.

本公司各董事之指定任期為3年，須至少每三年輪席退任一次。

董事會及管理層之職責、問責及貢獻

董事會負責領導及監察本公司、監督本集團之業務、策略方針及表現以及集體負責透過指導及監管本公司事務推動本公司成功發展。董事會以本公司利益作出客觀決定。

董事會已授權首席執行官，並通過首席執行官向高級管理層轉授權力及責任進行本集團之日常管理及經營。所指派的職責及責任定期予以檢討。上述高級行政人員訂立任何重大交易前須取得董事會批准。

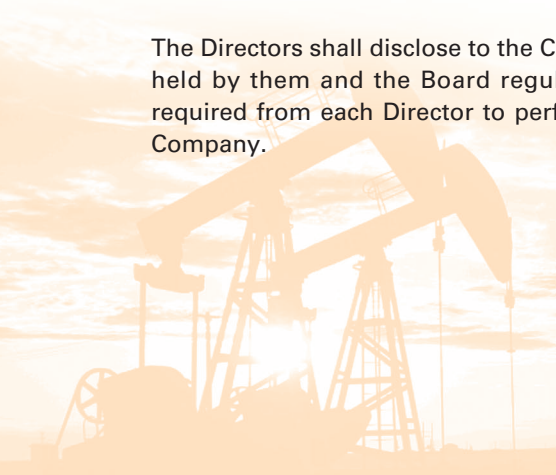
此外，董事會已成立董事委員會，並向該等董事委員會授出各自職權範圍所載的各項責任。

全體董事(包括非執行董事及獨立非執行董事)均為董事會注入多領域的寶貴業務經驗、知識及專長，促進董事會高效及有效運作。

全體董事須確保真誠履行職責，遵守適用法例及法規，並時刻為本公司及其股東之利益行事。

全體董事均可全面及時查詢本公司所有相關資料及獲取本公司秘書的服務與意見，確保遵守董事會程式和所有適用法例及規例。董事提出要求後可在適當情況下尋求獨立專業意見，以向本公司履行職責，費用由本公司支付。

董事須向本公司披露彼等所擔任其他職務之詳情，而董事會定期審閱各董事向本公司履行職責時須作出的貢獻。



Corporate Governance Report (Continued)

企業管治報告(續)

The Board reserves for its decision all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing and co-ordinating the daily operation and management of the Company are delegated to the management.

The Company has arranged for appropriate insurance cover for directors' and officers' liabilities in respect of legal actions against its directors and senior management arising out of corporate activities.

Continuous Professional Development of Directors

Directors keep abreast of responsibilities as a Director of the Company and of the conduct, business activities and development of the Company.

Each newly appointed Director receives induction on the first occasion of his appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

Directors are continually updated on developments in the statutory and regulatory regime and the business environment to facilitate the discharge of their responsibilities. Continuing briefing and professional development for directors will be arranged where necessary.

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. Internally-facilitated briefings for directors will be arranged and reading material on relevant topics will be issued to directors where appropriate. All directors are encouraged to attend relevant training courses at the Company's expenses.

The Directors' knowledge and skills are continuously developed and refreshed by, inter alia, the following means:

- (1) Reading materials provided from time to time by the Company to Directors, and as applicable, briefings and reports by the Company Secretary, as regards matters of relevance to the Directors in the discharge of their duties with the latest developments in laws, rules and regulations relating to the duties and responsibilities of directors and corporate governance;

董事會保留對所有重要事項的決策權，包括本公司政策事宜、策略及預算、內部監控及風險管理、重大交易(特別是可能涉及利益衝突之交易)、財務資料、委任董事及其他重要營運事宜。有關執行董事會決策、指導及協調本公司日常營運及管理之職責授予管理層。

本公司已就董事及高級管理層可能面對因企業活動產生之法律行動，為董事及行政人員之職責作出適當投保安排。

董事的持續專業發展

董事須不時瞭解作為本公司董事的職責以及本公司的經營方式、業務活動及發展。

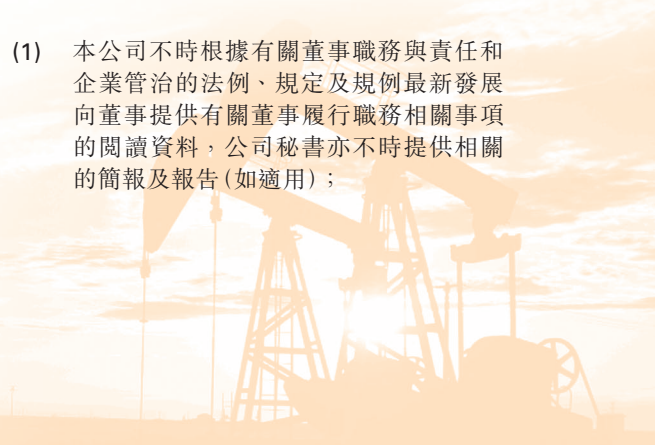
每名新任董事於首次獲委任時均會獲得入職介紹，確保適當掌握本公司的業務及經營及完全瞭解根據上市規則及相關法規的董事職責。

董事亦會持續獲得有關法律和監管機制及業務環境的最新消息，以協助彼等履行職責。本公司會於必要時作出安排，持續向董事提供簡介及專業發展培訓。

董事應參與適當的持續專業發展，增長並更新自身知識及技能，確保向董事會持續提供全面相關的貢獻。本公司將適時在公司內部為董事安排簡介會並向董事發放相關主題之閱讀材料。本公司鼓勵全體董事出席相關培訓課程，費用由本公司支付。

董事透過(其中包括)以下方式持續提升及更新知識與技術：

- (1) 本公司不時根據有關董事職務與責任和企業管治的法例、規定及規例最新發展向董事提供有關董事履行職務相關事項的閱讀資料，公司秘書亦不時提供相關的簡報及報告(如適用)；



Corporate Governance Report (Continued)

企業管治報告(續)

- | | |
|--|--|
| (2) Participation in continuous professional training seminars, conferences or workshops on subjects relating to directors' duties and corporate governance, etc. organized by the Company and/or professional bodies and/or government authorities; and | (2) 參與本公司及／或專業組織及／或政府部門所舉辦主題為董事職務及企業管治等的持續專業培訓研討會、會議或工作坊；及 |
| (3) Reading news, journal, magazine or other reading materials as regards legal and regulatory changes and matters of relevance to the Directors in the discharge of their duties. | (3) 閱讀有關法律及監管變更及董事履行職務的相關事務的報章、期刊、雜誌或其他書刊。 |

Records of the Directors' training during 2013 are as follows:

二零一三年董事培訓的紀錄如下：

Members of the Board

董事會成員

Training received

所接受培訓

Executive Directors

執行董事

Mr. Zhang Ruilin 張瑞霖先生	(1), (2) & (3)
Mr. Zhao Jiangwei 趙江巍先生	(1), (2) & (3)
Mr. Forrest Lee Dietrich (<i>resigned with effect from July 19, 2013</i>) Forrest Lee Dietrich 先生 (於二零一三年七月十九日辭任)	(1), (2) & (3)
Mr. Allen Mak (<i>resigned with effect from July 19, 2013</i>) 麥雅倫先生 (於二零一三年七月十九日辭任)	(1), (2) & (3)
Mr. Andrew Sherwood Harper (<i>appointed with effect from July 19, 2013</i>) Andrew Sherwood Harper 先生 (於二零一三年七月十九日獲任)	(1), (2) & (3)
Mr. Tao Tak Yin Dexter (<i>appointed with effect from July 19, 2013</i>) 陶德賢先生 (於二零一三年七月十九日獲任)	(1), (2) & (3)

Non-executive Directors

非執行董事

Mr. Wang Sing 王斌先生	(1), (2) & (3)
Mr. Tsang Chi Kin (<i>alternate to Mr. Wang Sing</i>) (<i>resigned with effect from July 1, 2013</i>) 曾至健先生 (王斌先生的替任董事) (於二零一三年七月一日辭任)	(1), (2) & (3)
Mr. Hung Leung (<i>alternate to Mr. Wang Sing</i>) (<i>appointed with effect from July 1, 2013</i>) Hung Leung ((王斌先生的替任董事) (於二零一三年七月一日獲任)	(1), (2) & (3)

Independent non-executive Directors

獨立非執行董事

Mr. Mei Jianping 梅建平先生	(1), (2) & (3)
Mr. Jeffrey W. Miller Jeffrey W. Miller 先生	(1), (2) & (3)
Mr. Cai Rucheng 才汝成先生	(1), (2) & (3)

Corporate Governance Report (Continued)

企業管治報告(續)

Board Committees

The Board has established 3 committees, namely, the Audit Committee, Remuneration Committee and Nomination Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with defined written terms of reference. The terms of reference of the Board committees are posted on the Company's website and the Stock Exchange's website and are available to shareholders upon request.

All members of each Board committee are independent non-executive Directors and the list of the chairman and members of each Board committee is set out under "Company Information" on pages 2 to 3.

Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances at the Company's expense.

Audit Committee

The Audit Committee comprises three members, namely, Mr. Jeffrey W. Miller (chairman of Audit Committee), Mr. Mei Jianping and Mr. Cai Rucheng, all of them are independent non-executive Directors.

The main duties of the Audit Committee include the following:

- To review the financial statements and reports and consider any significant or unusual items raised by the external auditors before submission to the Board
- To review the relationship with the external auditors by reference to the work performed by the auditors, their fees and terms of engagement, and make recommendations to the Board on the appointment, re-appointment and removal of external auditors
- To review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures

During the year ended December 31, 2013, the Audit Committee held two meetings to review the financial results and reports, financial reporting and compliance procedures, the report on the Company's internal control and risk management systems and processes, scope of work and re-appointment of external auditors, connected transactions and arrangements for employees to raise concerns about possible improprieties.

董事會委員會

董事會已設立3個委員會，即審核委員會、薪酬委員會及提名委員會，以監督本公司特定方面之事務。本公司所有董事會委員會均按書面界定之職權範圍成立，有關職權範圍刊登於本公司及聯交所網站，股東可要求索閱。

全體董事會委員會成員均為獨立非執行董事，各董事會委員會的主席及成員名單載於第2頁至第3頁之「公司資料」。

董事會委員會亦有足夠資源履行職務，在作出合理請求後，可於適當情況下尋求獨立專業意見，費用由本公司支付。

審核委員會

審核委員會由3名成員組成，即 Jeffrey W. Miller 先生(審核委員會主席)、梅建平先生及才汝成先生，彼等均為獨立非執行董事。

審核委員會之主要職責包括：

- 向董事會提交財務報表及報告前審閱財務報表及報告，並考慮外聘核數師提出的任何重大或不尋常事項
- 參考核數師的工作、其費用及聘用條款，檢討與外聘核數師的關係，並就外聘核數師的委任、重新委任及罷免向董事會提供建議
- 檢討本公司財務報告制度、內部監控制度及風險管理制度及相關程式是否充足有效

截至二零一三年十二月三十一日止年度，審核委員會舉行兩次會議，檢討財務業績及報告、財務申報及合規程式、本公司內部監控及風險管理制度和程式之報告、外聘核數師的工作範圍及續聘事宜、關連交易以及使僱員關注可能不當行為之安排。

Corporate Governance Report (Continued)

企業管治報告(續)

The Company's annual consolidated financial statements for the year ended December 31, 2013 have been reviewed by the Audit Committee.

審核委員會已審核本公司截至二零一三年十二月三十一日止年度之年度合併財務報表。

Remuneration Committee

The Remuneration Committee comprises three members, namely, Mr. Mei Jianping (chairman of Remuneration Committee), Mr. Jeffrey W. Miller and Mr. Cai Rucheng, all of them are independent non-executive Directors.

薪酬委員會

薪酬委員會由3名成員組成，即梅建平先生(薪酬委員會主席)、Jeffrey W. Miller先生及才汝成先生，彼等均為獨立非執行董事。

The primary objectives of the Remuneration Committee include the following:

薪酬委員會之主要職責包括：

- To make recommendations to the Board on the remuneration packages of the individual executive directors and senior management
- To review and make recommendations to the Board on the remuneration of the non-executive directors
- To review and make recommendations to the Board on the Company's policy and structure for the remuneration of all directors and senior management
- To review and approve compensation arrangements of the executive Directors and the senior management
- 就各執行董事及高級管理層的薪酬待遇向董事會提出建議
- 審議並就非執行董事的薪酬向董事會提出建議
- 審議並就本公司對全體董事及高級管理層的薪酬政策及架構向董事會提出建議
- 審議及批准執行董事及高級管理層的賠償安排

During the year ended December 31, 2013, the Remuneration Committee met once to assess performance of executive Directors and senior management, review and make recommendation to the Board on the remuneration policy and structure of the Company, and the remuneration packages of the executive Directors and senior management and other related matters.

截至二零一三年十二月三十一日止年度，薪酬委員會舉行一次會議，評核執行董事及高級管理人員的表現、審閱並就本公司薪酬政策及架構、執行董事及高級管理層的薪酬待遇及其他相關事宜向董事會提出建議。

Nomination Committee

The Nomination Committee comprises three members, namely, Mr. Mei Jianping (chairman of Nomination Committee), Mr. Jeffrey W. Miller and Mr. Cai Rucheng, all of them are independent non-executive Directors.

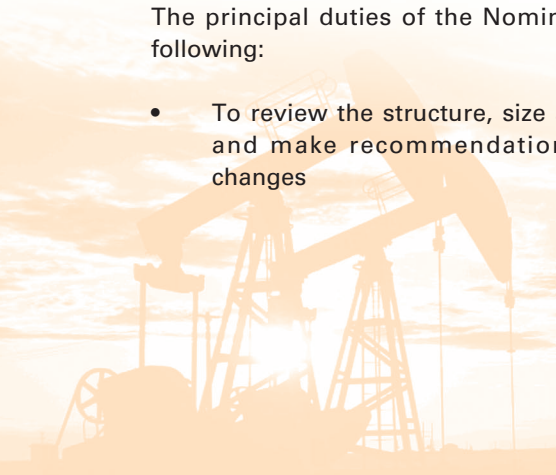
提名委員會

提名委員會由3名成員組成，即梅建平先生(提名委員會主席)、Jeffrey W. Miller先生及才汝成先生，彼等均為獨立非執行董事。

The principal duties of the Nomination Committee include the following:

提名委員會之主要職責包括：

- To review the structure, size and composition of the Board and make recommendations regarding any proposed changes
- 檢討董事會之架構、規模及組成，並就任何建議變動提出建議



Corporate Governance Report (Continued)

企業管治報告(續)

- To develop and formulate relevant procedures for nomination and appointment of Directors
- To identify suitable candidates for appointment as Directors
- To make recommendations to the Board on appointment or re-appointment of and succession planning for Directors
- To assess the independence of independent non-executive Directors
- 建立及制訂提名及委任董事之相關程式
- 物色合適之董事人選
- 就董事之委任或連任及繼任計劃向董事會提出建議
- 評估獨立非執行董事之獨立性

In assessing the Board composition, the Nomination Committee would take into account various aspects set out in the Board diversity policy, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and industry and regional experience. The Nomination Committee would discuss and agree on measurable objectives for achieving diversity on the Board, where necessary, and recommend them to the Board for adoption.

The Nomination Committee has adopted a set of nomination procedures for selection of candidates for directorship of the Company by making reference to the skills, experience, professional knowledge, personal integrity and time commitments of such individuals, the Company's needs and other relevant statutory requirements and regulations. External recruitment professionals might be engaged to carry out selection process when necessary.

During the year ended December 31, 2013, the Nomination Committee met once to determine the policy for the nomination of Directors, review the structure, size and composition of the Board and the independence of the independent non-executive Directors, and consider the qualifications of and nominate certain retiring Directors, Mr. Andrew Sherwood Harper and Mr. Tao Tak Yin Dexter to stand for election at the Annual General Meeting.

Corporate Governance Functions

The Board is responsible for performing the functions set out in the code provision D.3.1 of the CG Code.

The Board reviewed the Company's corporate governance policies and practices and made recommendations to the Company training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

評估董事會組成時，提名委員會將考量董事會成員多元化政策要求的不同方面包括但不限於性別、年齡、文化和教育背景、專業資質、技能、知識以及行業和地區經驗，提名委員會將討論並同意達成董事會成員多樣化的可執行的目標，並向董事會推薦供應採納。

提名委員會已參考候選人的技能、經驗、專業知識、個人操守及時間投入、本公司需要及其他相關法定規定及法規，採納本公司董事候選人的提名程式。必要時可委聘外部招聘專家執行篩選程式。

截至二零一三年十二月三十一日止年度，提名委員會舉行一次會議，制訂董事的提名政策、檢討董事會的架構、規模和組成、獨立非執行董事之獨立性及考慮於股東週年大會候選之退任董事 Andrew Sherwood Harper 先生和陶德賢先生的資格。

企業管治職能

董事會負責履行企業管治守則之守則條文第 D.3.1 條所載職能。

董事會已檢討並建議本公司企業管治政策及常規、董事及高級管理層的培訓及持續專業發展、本公司在遵守法律及監管規定、標準守則及企業管治守則方面之政策及常規以及於本企業管治報告作出的披露。



Corporate Governance Report (Continued)

企業管治報告(續)

Attendance Record of Directors and Committee Members

The attendance record of each Director at the Board and Board Committee meetings and the general meetings of the Company held during the year ended December 31, 2013 is set out in the table below:

董事及委員會成員出席會議的記錄

各董事出席截至二零一三年十二月三十一日止年度舉行的董事會與董事會委員會會議及本公司股東大會的記錄載於下表：

Name of Director 董事姓名		Attendance/Number of Meetings 出席/會議次數				Annual General Meeting 股東週年大會
		Board 董事會	Nomination Committee 提名委員會	Remuneration Committee 薪酬委員會	Audit Committee 審核委員會	
Executive Directors	執行董事					
Mr. Zhang Ruilin	張瑞霖先生	9/9	-	-	-	1/1
Mr. Zhao Jiangwei	趙江巍先生	9/9	-	-	-	1/1
Mr. Forrest Lee Dietrich (resigned with effect from July 19, 2013)	Forrest Lee Dietrich 先生 (於二零一三年七月十九日辭任)	4/9	-	-	-	0/1
Mr. Allen Mak (resigned with effect from July 19, 2013)	麥雅倫先生 (於二零一三年七月十九日辭任)	4/9	-	-	-	1/1
Mr. Andrew Sherwood Harper (appointed with effect from July 19, 2013)	Andrew Sherwood Harper 先生 (於二零一三年七月十九日獲任)	5/9	-	-	-	0/1
Mr. Tao Tak Yin Dexter (appointed with effect from July 19, 2013)	陶德賢先生 (於二零一三年七月十九日獲任)	5/9	-	-	-	0/1
Non-executive Directors	非執行董事					
Mr. Wang Sing	王斌先生	6/9	-	-	-	0/1
Mr. Tsang Chi Kin (alternate to Mr. Wang Sing) (resigned with effect from July 1, 2013)	曾至鍵先生 (王斌先生的替任董事) (於二零一三年七月一日辭任)	4/9	-	-	-	0/1
Mr. Hung Leung (alternate to Mr. Wang Sing) (appointed with effect from July 1, 2013)	Hung Leung 先生 (王斌先生的替任董事) (於二零一三年七月一日獲任)	5/9	-	-	-	0/1
Independent non-executive Directors	獨立非執行董事					
Mr. Mei Jianping	梅建平先生	9/9	1/1	1/1	2/2	1/1
Mr. Jeffrey W. Miller	Jeffrey W. Miller 先生	9/9	1/1	1/1	2/2	0/1
Mr. Cai Rucheng	才汝成先生	8/9	1/1	1/1	2/2	0/1

Apart from regular Board meetings, the chairman also held meetings with the non-executive Directors (including independent non-executive Directors) without the presence of executive Directors during the year.

年內，除定期董事會會議外，主席亦與非執行董事(包括獨立非執行董事)舉行會議，而無執行董事出席。

Directors' Responsibility in respect of the Financial Statements

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended December 31, 2013.

董事就財務報表承擔的責任

董事確認彼等有責任編製本公司截至二零一三年十二月三十一日止年度之財務報表。

The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, inside information announcements and other disclosures required under the Listing Rules and other statutory and regulatory requirements.

董事會負責編製上市規則及其他法定及監管條文規定的均衡、清晰及簡明年度報告及中期報告、股價敏感公告及其他披露。

Corporate Governance Report (Continued)

企業管治報告(續)

The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The management has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are put to the Board for approval.

Auditor's Remuneration

The Company's external auditor is PricewaterhouseCoopers ("PwC") and its responsibilities for the Group's consolidated financial statements are set out in the Independent Auditor's Report on pages 86 to 87.

The fees paid or payable to PwC for audit and non-audit services for the year ended December 31, 2013 are HK\$5,706,696 and HK\$1,355,325, respectively. Non-audit services provided to the Group by PwC during the year ended December 31, 2013 represented professional services in relation to the issuance of corporate bonds and tax advisory services.

Internal Controls

The Board is responsible for maintaining an adequate internal control system to safeguard shareholder investments and Company assets and reviewing the effectiveness of such on an annual basis through the Audit Committee.

The internal control system of the Group is designed to facilitate effective and efficient operations, to ensure reliability of financial reporting and compliance with applicable laws and regulations, to identify and manage potential risks, and to safeguard assets of the Group. The senior management reviews and evaluates the control process, monitors any risk factors on a regular basis, and reports to the Audit Committee on any findings and measures to address the variances and identified risks.

During the year under review, the Board with the support of the Audit Committee, conducted a review of the effectiveness of the internal control system of the Company, including the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget.

董事並不知悉任何涉及可能對本公司持續經營能力有重大疑惑的事件或情況的重大不確定因素。

管理層已向董事會提供必要的解釋及資料，以便董事會可對提呈予董事會批准的本公司財務報表作出知情評估。

核數師酬金

本公司之外部審計師為羅兵咸永道會計師事務所(以下簡稱「羅兵咸永道」)，其對本集團合併財務報表責任載於86至87頁之獨立核數師報告。

截至二零一三年十二月三十一日，與審計或非審計服務相關的向羅兵咸永道已付及應付之款項分別為5,706,696港幣及1,355,325港幣。截至二零一三年十二月三十一日，羅兵咸永道向本集團提供之非審計服務為與發行公司債券及稅務諮詢相關專業服務。

內部監控

董事會負責維持充足的內部監控系統以保障股東的投資及本公司資產，以及透過審核委員會按年檢討內部監控是否有效。

本集團之內部監控制度為配合有效及高效的營運而設，確保財務申報可靠及符合適用法例及法規，辨識及管理潛在風險及保障本集團資產。高級管理層定期檢討及評估監控程式、監察任何風險因素，並向審核委員會匯報結果及處理差異和已識別風險的措施。

回顧年內，董事會在審核委員會的協助下檢討本公司內部監控系統的有效性，包括本公司在會計及財務報告職能方面的資源、員工資歷及經驗，以及員工的培訓課程及預算是否充足。



Corporate Governance Report (Continued)

企業管治報告(續)

Company Secretary

Ms. Wong Sau Mei of Tricor Services Limited, external service provider, has been engaged by the Company as its company secretary. Its primary contact person at the Company is Mr. Tao Tak Yin Dexter, an executive Director and chief financial officer of the Company.

Shareholders' Rights

To safeguard shareholder interests and rights, a separate resolution is proposed for each substantially separate issue at shareholder meetings, including the election of individual directors. All resolutions put forward at shareholder meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and of the Stock Exchange after each shareholder meeting.

Convening an Extraordinary General Meeting by Shareholders

Extraordinary general meetings shall also be convened on the written requisition of any two or more members of the Company deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member of the Company which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

公司秘書

外聘服務供應商卓佳專業商務有限公司之黃秀美女士已獲本公司委聘為聯席公司秘書。其於本公司之主要聯絡人為本公司執行董事兼首席財務官陶德賢先生。

股東權利

為保障股東權益及權利，本公司將就各重大事宜(包括選舉個別董事)於股東大會提呈獨立決議案。股東大會上提呈之所有決議案將根據上市規則進行投票表決，且投票表決之結果將於各屆股東大會結束後於本公司及聯交所網站上刊載。

應股東要求召開股東特別大會

股東特別大會亦可應本公司任何兩名或多名股東的書面要求召開，但彼等須將列明大會議題及經請求人簽署的書面要求送交本公司於香港的主要辦事處或(倘本公司不再設有該主要辦事處)註冊辦事處，惟該等請求人於送交要求之日須持有本公司不少於十分之一附帶本公司股東大會投票權之繳足股本。股東大會亦可應本公司任何一名股東(倘為認可結算所(或其代名人))的書面要求召開，但其須將列明大會議題及經該請求人簽署之書面要求送交本公司於香港之主要辦事處或(倘本公司不再設有該主要辦事處)註冊辦事處，但該請求人於送交要求之日須持有本公司不少於十分之一附帶本公司股東大會投票權之繳足股本。倘董事會並未於正式送交要求之日起計21日內召開將予在其後的二十一日內舉行的大會，則請求人本人或擁有所有請求人全部投票權二分之一以上的任何請求人可按盡量接近董事會召開大會的相同方式召開股東大會，惟按上述方式召開的任何大會不得於送交要求當日起計三個月屆滿後召開，而所有因董事會未有召開大會致使請求人產生的合理開支，須由本公司向彼等償付。

Corporate Governance Report (Continued)

企業管治報告(續)

Putting forward proposals at General Meetings

There is no provision allowing shareholders to move new resolutions at general meetings under the Cayman Islands Companies Law or the Articles of Association of the Company. Shareholders who wish to move a resolution may request the Company to convene a general meeting following the procedures set out in the preceding paragraph.

Putting forward enquiries to the Board

For putting forward any enquiries to the Board of the Company, shareholders may send written enquiries to the Company by post or via email as set out in the following paragraph.

Contact Details

Shareholders may send their enquiries or requests mentioned above by post or via email as follows:

Address: Room Nos. 521-26, 5/F, Sun Hung Kai Centre,
30 Harbour Road, Wanchai, Hong Kong
(To the attention of the Board of Directors)

Tel: 852-2511-0028
Fax: 852-2511-1983
Email: investors@mienergy.com.cn

Shareholder(s) must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address, apart from the registered office of the Company, and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

Communication with Shareholders and Investors/Investor Relations

The Company considers that effective communication with shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company also recognizes the importance of transparency and timely disclosure of corporate information, which will enable shareholders and investors to make the best investment decisions.

To achieve this, the Company maintains a website at <http://www.mienergy.com>, where up-to-date information and updates on the Company's business operations and developments, financial information, corporate governance practices and other information are posted are available for public access.

於股東大會提呈決議案

開曼群島公司法或本公司的組織章程細則並無列明股東可在股東大會上提呈任何新決議案。有意提呈決議案的股東可按上段所載程式要求本公司召開股東大會。

向董事會作出查詢

有關向本公司董事會作出任何查詢，股東可按照下列聯絡方式將書面查詢寄送或電郵至本公司。

聯絡詳情

股東可透過郵寄或電郵方式發送上述查詢或要求：

地址：香港灣仔港灣道30號
新鴻基中心5樓521-26室
(註明收件人為董事會)

電話：852-2511-0028
傳真：852-2511-1983
電子郵件：investors@mienergy.com.cn

股東須將妥善簽署的書面要求、通知或聲明或查詢(視情況而定)的正本存放於及寄發至上述地址，並須提供彼等全名、聯絡詳情及身份，以便本公司可回復。股東資料可能根據法律規定而予以披露。

與股東及投資者之溝通／投資者關係

本公司認為，與股東有效溝通對加強投資者關係及投資者對本集團業務表現及策略之瞭解相當重要。本公司亦知悉保持透明度及適時披露公司資料之重要性，此舉將令股東及投資者作出最佳投資決策。

為此，本公司設有網站，網址為 <http://www.mienergy.com>，有關最新的資訊以及本公司業務營運及發展的最新情況、財務資料、企業管治常規及其他資料將刊登於該網站內，並可供公眾查閱。

Corporate Governance Report (Continued)

企業管治報告(續)

The Company endeavours to maintain an on-going dialogue with shareholders and in particular, through annual general meetings and other general meetings. The chairman of the Board, all non-executive Directors, independent non-executive Directors, and the chairmen of all Board committees (or their delegates) will make themselves available at the annual general meetings to meet shareholders and answer their enquiries. The general meetings of the Company also provide a forum for communication between the Board and the shareholders.

Articles of Association

During the year under review, the Company has not made any changes to its Articles of Association. An up-to-date version of the Company's Articles of Association is also available on the Company's website and the Stock Exchange's website.

本公司盡力保持與股東之間的對話，尤其是透過股東週年大會及其他股東大會。董事會主席、全體非執行董事、獨立非執行董事、所有董事委員會之主席(或彼等的代表)將出席股東週年大會與股東會面並回答彼等的問詢。本公司股東大會提供董事會與股東溝通之平臺。

組織章程細則

於回顧年度內，本公司並無對組織章程細則作出任何更改。本公司最新組織章程細則登載於本公司網站及聯交所網站。



Report of the Directors

董事會報告

The Directors submit their report together with the audited financial statements for the year ended December 31, 2013.

Principal activities and geographical analysis of operations

The principal activity of the Company is investment holding. The principal business of the Company, its subsidiaries and joint controlled entities is to engage in the exploration, development, production and sale of crude oil and other petroleum products under production sharing contracts and other similar arrangements. The Group currently has the following oil and gas properties: (1) three producing production oil sharing contracts in northeast China; (2) an exploration contract and four production contracts in Kazakhstan held by Emir-Oil, LLC ("Emir-Oil"); (3) a working interest in the Niobrara shale oil and gas asset in the United States of America held by Condor Energy Technology LLC's ("Condor"); (4) an oil production sharing project in Hebei held by Pan-China Resources Ltd. ("PCR"); and (5) a 51% stake in Sino Gas & Energy Limited ("SGE") which has two production sharing contracts in Shanxi, China.

Results and appropriations

The results of the Group for the year ended December 31, 2013 are set out in the consolidated statement of comprehensive income on page 90 to 91.

The Directors recommend the payment of a final dividend of HK\$0.029 per ordinary share, totaling HK\$77,572,000 (RMB60,969,000).

Reserves

Please refer to the consolidated statement of changes in equity on pages 92 to 93 and note 19 to the consolidated financial statements on pages 188 to 190 for movements in the reserves of the Group and the Company, respectively, for the year ended December 31, 2013.

Property, plant and equipment

Details of the movements in property, plant and equipment of the Group are set out in note 6 to the consolidated financial statements.

Share capital

Details of the movements in share capital of the company are set out in note 17 to the consolidated financial statements.

Senior Notes

Details of the senior notes are set out in note 19(c) to the consolidated financial statements.

董事會謹此提呈截至二零一三年十二月三十一日止年度之報告書及經審核財務報表。

主要業務及營運地區分析

本公司之主要業務為投資控股。本公司及其附屬公司和共同控制實體的主要業務為通過產品分成合同和類似協定，從事勘探、開發、生產及銷售原油和其他石油產品。本集團目前擁有如下油氣資產：(1)位於中國東北之三個生產原油產品分成合同；(2)Emir-Oil持有的位於哈薩克斯坦之一個勘探合同和四個生產合同；(3)Condor持有的位於美國的Niobrara頁岩油和天然氣資產的營運權益；(4)泛華能源持有的位於河北的一個石油產品分成合同；及(5)於中國山西持有兩個產品分成合同的SGE的51%權益。

業績及派息

本集團截至二零一三年十二月三十一日止年度的業績載於第90頁至第91頁之合併綜合收益表。

董事會建議派發末期股息每股普通股0.029港元，總股息額為77,572,000港元(人民幣60,969,000元)。

儲備

有關本集團及本公司截至二零一三年十二月三十一日止年度之儲備變動，請分別參閱第92頁至第93頁的合併權益變動表及第188頁至第190頁的合併財務報表附註19。

不動產、工廠及設備

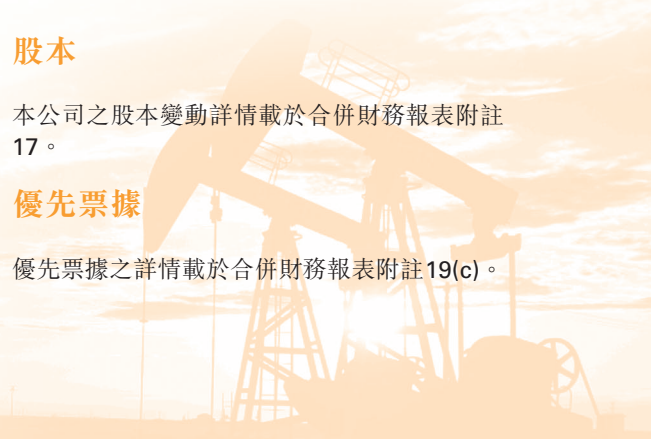
本集團不動產、工廠及設備之變動詳情載於財務報表附註6。

股本

本公司之股本變動詳情載於合併財務報表附註17。

優先票據

優先票據之詳情載於合併財務報表附註19(c)。



Report of the Directors (Continued)

董事會報告(續)

Distributable reserves

Distributable reserves of the company at December 31, 2013 are disclosed in the consolidated statements of changes in equity.

Pre-emptive rights

There is no provision for pre-emptive rights under the Company's Articles of Association and there was no restriction against such rights under the laws of Cayman Island, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

Financial summary

A summary of the results and of the assets and liabilities of the group is set out on page 4 of the annual report.

Purchase, sale or redemption of securities

A summary of the purchase, sale or redemption of shares of the Company is set out in note 17 to the consolidated financial statements.

Share Options

(i) Stock Incentive Compensation Plan ("Plan")

The Board adopted the Plan prior to the listing of the Company on the Stock Exchange designed to attract and retain the best available personnel for positions of substantial responsibility, provide additional incentive to employees and directors and promote the success of our business. Under the Plan, a total of 29,902,758 share options were granted to Directors, executives and employees, of which 1,818,579 share options lapsed. The share options were granted at nil consideration.

The exercise price of the granted share options is equal to or higher than the market price of the shares on the date of the grant. Each share option gives the holder the right to subscribe for one share of the Company. The share options granted under the Plan typically vest over a two or three year period at each anniversary of the grant date, subject to the participant continuing to be an employee on each vesting date.

可供分派儲備

本公司於二零一三年十二月三十一日的可供分派儲備已於合併權益變動表披露。

優先購股權

本公司之組織章程細則或開曼群島之法例中並無優先購股權之條文而規定本公司需按比例向現有股東發售新股。

財務概要

本集團之業績、資產及負債概要載於本年報第4頁。

購買、出售或贖回證券

本公司購買、出售或贖回股份之概要載於合併財務報表附註17。

購股權

(i) 股份獎勵酬金計劃(「該計劃」)

董事會已於本公司於聯交所上市之前採納該計劃，旨在為具重大責任的職位招攬及聘留優秀適用人才，為僱員及董事提供額外獎勵並促進本公司的業務發展。根據該計劃，合共29,902,758份購股權已向董事、行政人員及僱員授出，其中1,818,579份購股權已失效。購股權乃以零代價授出。

所授出的購股權的行權價等於或高於授出日期的股份市場價格。各份購股權賦予持有人權利可認購本公司一股股份。根據該計劃授出的購股權一般於授出日期各個週年的兩或三年期間歸屬，惟參與者須在各個歸屬日期須仍為僱員。



Report of the Directors (Continued)

董事會報告(續)

The Company has undertaken that no further share options will be granted under the Plan upon the listing of the Company, but the provisions of the Plan shall in all other respects remain in full force and effect and share options granted under the Plan prior to the listing of the Company continue to be exercisable in accordance with the Plan and agreements entered into pursuant to the Plan.

本公司已承諾於本公司上市後將不會根據該計劃授出其他購股權，惟該計劃的條文在所有其他方面須保持全面生效及有效，而本公司上市前根據該計劃授出的購股權可繼續根據該計劃及根據該計劃所訂立的協議行使。

Details of the share options outstanding as at December 31, 2013 which have been granted under the Plan are as follows:

於二零一三年十二月三十一日，根據該計劃已授出但尚未行使之購股權詳情如下：

Name	Held at January 1, 2013	Number of options granted during the year	Number of options exercised during the year	Held at December 31, 2013	Exercise price (per Share)	Date of grant	Exercisable period
姓名	於二零一三年一月一日持有	本年度授出之購股權數目	本年度已行使之購股權數目	於二零一三年十二月三十一日持有	行權價(每股)	授出日期	可予行使期間
Executive directors							
執行董事							
Mr. Forrest Lee Dietrich Forrest Lee Dietrich 先生 (Note 2) (附註2)	6,819,489		500,000	6,319,489	US\$0.13 0.13美元	November 20, 2009 二零零九年十一月二十日	from November 20, 2010 to November 19, 2019 自二零一零年十一月二十日 至二零一九年十一月十九日
Mr. Allen Mak 麥雅倫先生 (Note 2) (附註2)	6,061,808			6,061,808	US\$0.13 0.13美元	November 20, 2009 二零零九年十一月二十日	from November 20, 2010 to November 19, 2019 自二零一零年十一月二十日 至二零一九年十一月十九日
Independent non-executive directors							
獨立非執行董事							
Mr. Mei Jianping 梅建平先生	1,267,933			1,267,933	US\$0.25 0.25美元	November 23, 2010 二零一零年十一月二十三日	from November 23, 2011 to November 22, 2020 自二零一一年十一月二十三日 至二零二零年十一月二十二日
Mr. Jeffrey W. Miller Jeffrey W. Miller 先生	1,811,333			1,811,333	US\$0.25 0.25美元	November 23, 2010 二零一零年十一月二十三日	from November 23, 2011 to November 22, 2020 自二零一一年十一月二十三日 至二零二零年十一月二十二日
Other employees 其他員工	5,616,823		950,000	4,666,823	US\$0.13 0.13美元	November 20, 2009 二零零九年十一月二十日	from November 20, 2011 to November 19, 2019 自二零一一年十一月二十日 至二零一九年十一月十九日
Total 總計	21,577,386	-	1,450,000	20,127,386			
			(Note 1) (附註1)				

Note 1: The weighted average closing price of the shares immediately before the dates on which the options were exercised is HK\$1.67.

附註1：購股權行使當日前的股份加權平均收市價為1.67港元。

Note 2: Resigned with effect from July 19, 2013.

附註2：於二零一三年七月十九日辭任。

Report of the Directors (Continued)

董事會報告(續)

(ii) Share Option Scheme (“Scheme”)

On November 27, 2010, the Board adopted the Scheme to enable the Company to grant options to selected participants as incentives or rewards for their contributions to our Group. Participants of the Scheme include any executive Director, non-executive Director or full time employee of the Group as invited by the Board. The Scheme shall be valid and effective for a period of 10 years commencing from the approval at the Scheme.

The exercise period of any option granted under the Scheme must not be more than ten years commencing on the date of grant. The acceptance of an offer of the grant of the option must be made within 28 days from the date of grant with a non-refundable payment of HK\$1.00 from the grantee. The exercise price determined by the Board will be at the higher of (i) the closing price of the shares as stated in the daily quotations sheet of the Stock Exchange on the date of grant; (ii) the average closing price of the shares as stated in the Stock Exchange’s daily quotations sheet for the five trading days immediately preceding the date of grant and (iii) the nominal value of the shares.

The share options granted under the scheme typically vest over three years on the last day of each year starting from the subsequent year of the grant, subject to the participant continuing to be an employee on each vesting date and other performance evaluation results.

(ii) 購股權計劃(「購股權計劃」)

於二零一零年十一月二十七日，董事會採用該計劃，本公司可向選定參與者授出購股權，作為彼等對本集團所作貢獻的獎勵或回報。該計劃參與者包括董事會邀請的本集團任何執行董事、非執行董事或全職僱員。購股權計劃將於該計劃獲批准起計10年期間有效及生效。

根據購股權計劃授出的任何購股權之行使期間不得超過授出日期起計十年。倘接納授出之購股權，承授人必須於授出日期後28天內支付1.00港元之不可退還付款。由董事會釐定之行權價將為下列三者中之較高者：(i)於授出日期在聯交所每日報價表所示的股份收市價；(ii)緊接授出日期前五個交易日在聯交所每日報價表所示的股份平均收市價及(iii)股份面值。

根據購股權計劃授出的購股權一般於授出翌年起每年最後一天的三年內歸屬，惟參與者須於各歸屬日期仍為僱員及須受限於其他表現評估結果。



Report of the Directors (Continued)

董事會報告(續)

Under the Scheme, a total of 112,048,000 share options were granted to Directors, executives and employees, of which 3,254,200 share options lapsed in 2013. Details of the share options outstanding as at December 31, 2013 which have been granted under the Scheme are as follows:

根據購股權計劃，合共112,048,000份購股權已授予董事、行政人員及僱員，其中3,254,200份購股權於二零一三年失效。根據購股權計劃已授出但於二零一三年十二月三十一日尚未行使的購股權詳情如下：

Name	Held at January 1, 2013	Number of options granted during the year	Number of options exercised during the year	Number of options lapsed during the year	Held at December 31, 2013	Exercise price (per Share)	Date of grant	Exercisable period
姓名	於二零一三年一月一日持有	本年度授出之購股權數目	本年度已行使之購股權數目	本年度已失效之購股權數目	於二零一三年十二月三十一日持有	行使權(每股)	授權日	可予行使期間
Executive directors								
執行董事								
Mr. Zhang Ruilin 張瑞霖先生	2,347,000				2,347,000	HK\$2.254 2.254港元	September 20, 2011 二零一一年九月二十日	from December 31, 2012 to September 19, 2021 自二零一二年十二月三十一日起 至二零二一年九月十九日止
Mr. Zhao Jiangwei 趙江巍先生	2,347,000				2,347,000	HK\$2.254 2.254港元	September 20, 2011 二零一一年九月二十日	from December 31, 2012 to September 19, 2021 自二零一二年十二月三十一日起 至二零二一年九月十九日止
Mr. Forrest Lee Dietrich Forrest Lee Dietrich 先生 (Note 1) (附註1)	2,347,000				2,347,000	HK\$2.254 2.254港元	September 20, 2011 二零一一年九月二十日	from December 31, 2012 to September 19, 2021 自二零一二年十二月三十一日起 至二零二一年九月十九日止
Mr. Allen Mak 麥雅倫先生 (Note 1) (附註1)	2,347,000				2,347,000	HK\$2.254 2.254港元	September 20, 2011 二零一一年九月二十日	from December 31, 2012 to September 19, 2021 自二零一二年十二月三十一日起 至二零二一年九月十九日止
Mr. Andrew S. Harper Andrew S. Harper 先生 (Note 2) (附註2)	1,323,000				1,323,000	HK\$2.254 2.254港元	September 20, 2011 二零一一年九月二十日	from December 31, 2012 to September 19, 2021 自二零一二年十二月三十一日起 至二零二一年九月十九日止
Other employees 其他員工	99,750,000			3,254,200	96,495,800	HK\$2.254 2.254港元	September 20, 2011 二零一一年九月二十日	from December 31, 2012 to September 19, 2021 自二零一二年十二月三十一日起 至二零二一年九月十九日止
Total 總計	110,461,000	-	-	3,254,200	107,206,800			

Note 1: Resigned with effect from July 19, 2013.

附註1：於二零一三年七月十九日辭任。

Note 2: Appointed with effect from July 19, 2013.

附註2：於二零一三年七月十九日獲委任。

(iii) Share Award Scheme (“Share Award Scheme”)

To supplement the Plan in respect the operation of the share appreciation rights (“SARs”), the Board resolved to adopt a Share Award Scheme on May 30, 2012, pursuant to which the Company granted to selected grantees who are persons holding SARs under the Plan, such number of awarded shares as is equal to the number of outstanding notional shares to which the SAR of the selected grantees relates.

(iii) 股份獎勵計劃(「股份獎勵計劃」)

為對該計劃作出股份增值權(「股份增值權」)方面的補充，董事會於二零一二年五月三十日議決採納一項股份獎勵計劃，本公司將向經挑選的承授人授出獎勵股份，該等承授人須為根據該計劃持有股份增值權之人士，而所授出之獎勵股份數目相等於與經挑選承授人相關之股份增值權之尚未發行名義股份數目。

Report of the Directors (Continued)

董事會報告(續)

According to the Share Award Scheme, shares of up to 44,415,800 of the Company will be purchased by a trustee from the market out of cash contributed by the Company and be held in trust for the benefit of the selected grantees pending the exercise of the SARs. Upon exercise of the SAR by the selected grantees, the trustee will sell the awarded shares to which the SAR so exercised relates and pay the selected grantees in satisfaction of the Company's payment obligations in relation to the SAR under the Plan. Unless early terminated by the board of the Company, the Share Award Scheme shall continue in full force and effect until the date when all the SARs are exercised, terminated or expired.

As at December 31, 2013, the trustee holds 44,414,000 shares acquired through purchases from the market at an aggregate consideration of approximately HK\$78,053,660 (including transaction costs). During the year ended December 31, 2013, the trustee sold 2,349,000 shares upon exercise of SARs so exercised by certain grantees.

(iv) Others

No option was granted or cancelled during the year ended December 31, 2013.

The total number of shares issued and which may fall to be issued upon exercise of the options granted under each of the Scheme, the Plan and any other share option scheme of the Company to each participant in any 12 month period shall not exceed 1% of the issued share capital of the Company from time to time. The total number of shares which may be issued upon exercise of all options to be granted under the Scheme and any other schemes of the Company must not in aggregate exceed 10% of the shares in issue at the date of the 2012 annual general meeting.

As at the date of this report, the maximum number of shares available for issue under the Scheme and the Plan is 264,784,079 shares and 21,577,386 shares respectively, representing approximately 9.99% and 0.8% of the issued share capital respectively.

根據股份獎勵計劃，股票經紀或受託人將以本公司提供之現金於市場購買最多44,415,800股本公司股份，並以經挑選承授人為受益人以信託形式持有，以待行使股份增值權。於經挑選承授人行使股份增值權時，受託人將就所行使之股份增值權出售獎勵股份，並且向經挑選承授人付款以履行本公司在該計劃項下股份增值權之付款責任。除非由董事會提早終止，股份獎勵計劃將一直全面生效及有效，直至所有股份增值權獲行使、終止或到期當日為止。

截至二零一三年十二月三十一日，受託人持有44,414,000股股份，在市場以總代價約港幣78,053,660元(包括交易成本)購買。截至二零一三年十二月三十一日，受託人已於若干承授人行使股份增值權時出售2,349,000股獎勵股份。

(iv) 其他

截至二零一三年十二月三十一日止年度，概無授出或註銷任何購股權。

在任何12個月期間因行使根據購股權計劃、該計劃及本公司任何其他購股權計劃授出之購股權而已發行及可發行予各參與者的股份總數不得超過本公司不時已發行股本的1%。因行使根據購股權計劃、該計劃及本公司任何其他購股權計劃授出之全部購股權而可發行的股份總數合共不得超過二零一二年股東週年大會當天已發行股份的10%。

截至本報告日期，根據購股權計劃及該計劃最多可供發行的股份數目分別為264,784,079股及21,577,386股，分別佔已發行股本約9.99%及0.8%。



Report of the Directors (Continued)

董事會報告(續)

Directors

The directors during the year and up to the date of this report were:

Mr. Zhang Ruilin (*Chairman*)

Executive directors

Mr. Zhao Jiangwei

Mr. Tao Tak Yin Dexter

(appointed with effect from July 19, 2013)

Mr. Andrew Sherwood Harper

(appointed with effect from July 19, 2013)

Non-executive directors

Mr. Wang Sing

Mr. Hung Leung (alternate to Mr. Wang Sing)

(appointed with effect from July 1, 2013)

Independent non-executive directors

Mr. Mei Jianping

Mr. Jeffrey W. Miller

Mr. Cai Rucheng

In accordance with Article 16.18 of the Company's Articles of Association, Mr. Zhang Ruilin and Mr. Mei Jianping shall retire by rotation at the forthcoming Annual General Meeting. In addition, Mr. Andrew S. Harper and Mr. Tao Tak Yin Dexter, both were appointed as executive Directors on July 19, 2013 shall hold office until the forthcoming annual general meeting pursuant to Article 16.2 of the Company's articles of association. All of the above retiring Directors, being eligible, will offer themselves for re-election.

Directors' service contracts

We had entered into letters of appointment with each of our Directors, pursuant to which each of the executive Directors, non-executive Directors and independent non-executive Directors is appointed for terms of three years, subject to re-election in accordance with our Articles of association at our general meeting.

On November 20, 2009, Mr. Zhang and Mr. Zhao, each an executive Director, has each entered into a service contract with the Company and MIE respectively, which is renewable yearly unless terminated (i) with twelve month's notice by either party, or (ii) by the Company or MIE (as applicable) upon certain events such as the Director having committed serious or persistent breaches of the service contract. Should the Company or MIE (as applicable) terminate the service contract, Mr. Zhang and Mr. Zhao will be entitled to receive a severance payment equivalent to one year's basic pay under the service contract, save for circumstances described in item (ii) above.

董事

於本年度及直至本報告日期，列任董事如下：

張瑞霖先生 (主席)

執行董事

趙江巍先生

陶德賢先生

(於二零一三年七月十九日獲委任)

Andrew Sherwood Harper 先生

(於二零一三年七月十九日獲委任)

非執行董事

王競先生

洪亮先生 (王競先生的替任董事)

(於二零一三年七月一日獲委任)

獨立非執行董事

梅建平先生

Jeffrey W. Miller 先生

才汝成先生

根據本公司組織章程細則第16.18條，張瑞霖先生以及梅建平先生須於應屆股東週年大會上輪值退任，惟符合資格膺選連任。此外，Andrew Sherwood Harper 先生和陶德賢先生於二零一三年七月十九日獲任執行董事。根據公司章程第16.2條規定擔任該職務至下一屆股東週年大會。所有連任董事都符合資格膺選連任。

董事服務合同

本公司已和各董事訂立委任書，據此，各執行董事、各非執行董事及各獨立非執行董事獲委任的任期為三年，惟須根據本公司組織章程細則於本公司股東大會上重選連任。

於二零零九年十一月二十日，張先生及趙先生 (各為執行董事) 分別與本公司及 MIE 訂立服務合同，有關服務合同可每年續約，除非 (i) 由任何一方發出十二個月的通知予以終止，或 (ii) 於出現若干情況時 (如董事嚴重違背或反覆違背服務合同)，由本公司或 MIE (如適用) 予以終止。倘本公司或 MIE (如適用) 終止服務合同，則張先生及趙先生將可收取一筆相等於彼等於各自服務合同項下全年基本薪資的遣散費，惟出現上文(ii)項所述情況者例外。

Report of the Directors (Continued)

董事會報告(續)

Save as disclosed above, none of our Directors had entered into a service contract with us which does not expire or which is not terminable by us within one year without the payment of compensation (other than statutory compensation).

Directors' interests in contracts and continued connected transactions

During the year ended December 31, 2013, the Group had the following transactions with Ms. Zhao Jiangbo ("Mrs. Zhang") and Jilin Guotai Petroleum Development Company, Songyuan Guotai Petroleum Technology Service Company and their subsidiaries ("Jilin Guotai"), which are connected persons of the Company under the Listing Rules.

- (A) Lease of vehicles by Mrs. Zhang to the Company
- (B) Provision of oilfield services by Jilin Guotai to us

Category I – Continuing Connected Transactions Exempt from Independent Shareholder's Approval

(A) Lease of vehicles by Mrs. Zhang to us

Mrs. Zhang is the spouse of Mr. Zhang Ruilin, and is therefore a connected person of our company. Since 2008, Mrs. Zhang has been regularly leasing a substantial number of vehicles to us.

On December 31, 2012, we entered into a renewed framework vehicle rental agreement with Mrs. Zhang on (the "Vehicle Rental Agreement"), pursuant to which Mrs. Zhang agreed to rent to us a number of vehicles for the purpose of the day-to-day business operations of our Group, subject to the entering into of individual contracts as agreed between Mrs. Zhang and us pursuant to the Vehicle Rental Agreement.

An individual car rental contract was entered into on January 1, 2013, for an aggregate yearly rental fee of approximately RMB 3.3 million. The rental fees paid by us to Mrs. Zhang are based on normal commercial terms and negotiated on arm's length basis between the parties, and are no less favourable than terms offered by independent third parties to our Group.

除以上所披露者外，本公司董事並無與本公司訂立並非於一年內屆滿或本公司不可於一年內不付賠償(法定賠償除外)而終止的服務合同。

董事於合同及持續關連交易的權益

於截至二零一三年十二月三十一日止年度，本集團與趙江波女士(「張夫人」)及吉林省國泰石油開發有限公司，松原市國泰石油科技服務有限公司及其等附屬有限公司(「吉林國泰」)(根據上市規則為本公司之關連人士)進行了以下交易。

- (A) 張夫人向本公司出租汽車
- (B) 吉林國泰向本公司提供油田服務

第一類 – 豁免遵守獨立股東批准規定之持續關連交易

(A) 張夫人向本公司出租汽車

張夫人為張瑞霖先生之配偶，因此為本公司之關連人士。自二零零八年以來，張夫人一直向我們定期出租大量汽車。

於二零一二年十二月三十一日，本公司與張夫人訂立經修訂框架汽車租賃協議(「汽車租賃協議」)，據此，張夫人同意向本公司出租多輛汽車，以用於本集團的日常業務經營，惟根據汽車租賃協議，有待張夫人與本公司訂立個別合同。

本公司於二零一三年一月一日訂立個別汽車租賃合同，年租金合共約人民幣330萬元。本公司向張夫人支付的租金乃根據正常商業條款由雙方按公平基準磋商釐定，且其條款不遜於獨立第三方向本集團所提供者。



Report of the Directors (Continued)

董事會報告(續)

Category II – Non-exempt Continuing Connected Transactions

(B) Provision of oilfield services by Jilin Guotai to us

Jilin Guotai is owned by Mrs. Zhang and Mr. Zhao Jiangwei, and is therefore a connected person of the Company.

On November 23, 2010, we entered into a framework oilfield service agreement with Jilin Guotai (the "Oilfield Service Agreement"), pursuant to which Jilin Guotai agreed to provide to us various oilfield services including well maintenance services, well logging services, oil tanker transportation services, oilfield construction related works and other oil operations related services, subject to the entering into of individual contracts as agreed between Jilin Guotai and us pursuant to the Oilfield Service Agreement. The service fees will be based on normal commercial terms and negotiated on arm's length basis between the parties, and shall be no less favourable than those offered by Independent Third Parties to our Group.

On December 31, 2012, we entered into the Renewed Oilfield Services Agreement with Jilin Guotai for a term of three years ending December 31, 2015. The proposed annual caps for the transactions under the Renewed Oilfield Services Agreement are RMB250.0 million, RMB280.0 million and RMB330.0 million for the three years ending December 31, 2015, respectively.

As listed below, the aggregate annual transaction amount of each continuing connected transaction for the year ended December 31, 2013 has not exceeded the respective proposed annual cap in the Renewed Oilfield Services Agreement as approved at the annual general meeting of the Company held on May 24, 2013.

第二類 — 非豁免持續關連交易

(B) 吉林國泰向本公司提供油田服務

吉林國泰由張夫人及趙江巍先生擁有，因此為本公司的關連人士。

本公司於二零一零年十一月二十三日與吉林國泰訂立框架油田服務協議(「油田服務協議」)，據此，吉林國泰同意向本公司提供各類油田服務，包括修井服務、測井服務、油罐運輸服務、油田建設相關工程及其他石油作業相關服務，惟根據油田服務協議，有待吉林國泰與本公司訂立協定的個別合同。服務費將根據正常商業條款由雙方按公平基準磋商釐定，且其條款不得遜於獨立第三方向本集團所提供者。

於二零一二年十二月三十一日，我們與吉林國泰訂立經續訂油田服務協議，年期為截至二零一五年十二月三十一日止三年。經續訂油田服務協議項下交易於截至二零一五年十二月三十一日止三個年度的建議年度上限分別為人民幣2.5億元、人民幣2.8億元及人民幣3.3億元。

誠如下文所列，各持續關連交易於截至二零一三年十二月三十一日止年度之年度交易總額不超過二零一三年五月二十四日股東週年大會批准的相關建議年度上限。

Connected Person 關聯人士	Nature of transaction 交易性質	Proposed annual cap 建議年度上限	Transaction amount in 2013 二零一三年交易額
Mrs. Zhang 張夫人	Lease of vehicles by Mrs. Zhang to the Company 張夫人向本公司出租汽車		RMB3.3 million 人民幣330萬元
Jilin Guotai 吉林國泰	Provision of oilfield services by Jilin Guotai to the Company 吉林國泰向本公司提供油田服務	RMB250 million 人民幣2.5億元	RMB206.6 million 人民幣2.066億元

Report of the Directors (Continued)

董事會報告(續)

In the opinion of the independent non-executive Directors, the above transactions were carried out in the ordinary and usual course of business; either under normal commercial terms or, if there was no available comparison, on terms no less favourable to the Group than those available from independent third parties; and in accordance with the relevant agreements governing them and on terms that are fair and reasonable and in the interests of the Company and the shareholders of the Company as a whole. Details of such connected transactions are set out in note 37 to the consolidated financial statements.

The auditor has confirmed that for the year 2013 the continuing connected transactions (i) have received approval of the Board; (ii) are in accordance with the pricing policies of the Company, where applicable; (iii) have been entered into in accordance with the terms of the agreements governing the transactions; and (iv) have not exceeded the respective cap amounts for the financial year ended December 31, 2013 as approved at the annual general meeting dated May 24, 2013.

Pursuant to Rule 14A.38 of the Listing Rules, the Board engaged the auditor of the Company to conduct a limited assurance engagement on the above continuing connected transactions in accordance with the Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has reported their conclusion to the Board, stating that:

- a. nothing has come to the auditor's attention that causes the auditor to believe that the disclosed continuing connected transactions have not been approved by the Company's Board.
- b. for transactions involving the provision of goods or services by the Group, nothing has come to the auditors' attention that causes the auditor to believe that the transactions were not, in all material respects, in accordance with the pricing policies of the Company.

獨立非執行董事認為，以上交易乃於一般及日常業務過程中；按正常商業條款或不遜於獨立第三方向本集團提供者（倘無可比較條款）；並根據有關規管協議按屬公平合理及符合本公司及其股東整體利益的條款而進行。該等關連交易載於合併財務報表的附註37內。

核數師確認，二零一三年的持續關連交易(i)已獲董事會批准；(ii)符合本公司定價政策(如適用)；(iii)按規管該等交易的協議條款訂立；及(iv)並無超出二零一三年五月二十四日股東週年大會批准的相關建議年度上限。

根據上市規則第14A.38條，董事會已委聘本公司核數師按照香港會計師公會所頒佈的香港鑒證業務準則第3000號「歷史財務資料審計或審閱以外之鑒證工作」及參考實務說明第740號「香港上市規則規定的持續關連交易的核數師函件」執行若干事實查明程序。核數師已將結果向董事會報告。當中指出：

- a. 核數師並無注意到任何事項令他們相信該等已披露的持續關連交易未獲公司董事會批准。
- b. 就本集團提供貨品或服務所涉及的交易，核數師並無注意到任何事項令他們相信該等交易在所有重大方面未有按照公司的定價政策進行。



Report of the Directors (Continued)

董事會報告(續)

- c. nothing has come to the auditor's attention that causes the auditor to believe that the transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions.
- d. with respect to the aggregate amount of each of the continuing connected transactions set out in the attached list of continuing connected transactions, nothing has come to the auditor's attention that causes the auditor to believe that the disclosed continuing connected transactions have exceeded the maximum aggregate annual value disclosed in the previous Circular dated January 21 2013 made by the Company in respect of each of the disclosed continuing connected transactions.

Save as disclosed above, there is no contract of significance between the Group and a controlling shareholder of the Company (as defined in the Listing Rules) or any of its subsidiaries, including the provision of services by the controlling shareholder or its subsidiaries to the Group.

The Company has complied with the disclosure requirements prescribed in Chapter 14A of the Listing Rules with respect to the connected transactions and continuing connected transactions entered into by the Group during the year ended December 31, 2013.

- c. 核數師並無注意到任何事項令他們相信該等交易在所有重大方面未有按照規管該等交易的相關協定進行。
- d. 就隨附列表所載每項持續關連交易的總金額而言，核數師並無注意到任何事項令他們相信該等持續關連交易的金額超出公司於二零一三年一月二十一日持續關連交易通函中就每項該等已披露的持續關連交易公告的年度上限總額。

除上文披露者外，本集團與本公司控股股東(定義見上市規則)或其任何附屬公司並無訂立任何重大合同(包括控股股東或其附屬公司向本集團提供服務)。

本公司已就本集團截至二零一三年十二月三十一日止年度訂立的關連交易及持續關連交易遵守上市規則第14A章的披露規定。

Biographical details of Directors

Brief biographical details of Directors are set out on page 17 to 21.

董事履歷

董事履歷載於第17頁至第21頁。



Report of the Directors (Continued)

董事會報告(續)

Directors' and Chief Executives' interests and/or short positions in the shares, underlying shares and debentures of the Company or any associated corporation

As at December 31, 2013, the interests or short positions of the Directors and the chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporations, within the meaning of Part XV of the Securities and Futures Ordinance ("SFO"), which will have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she is taken or deemed to have under such provisions of the SFO), or which will be required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein, or which will be required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") contained in the Listing Rules, were detailed as follows:

董事及主要行政人員於本公司或任何相聯法團的股份、相關股份及債權證中擁有的權益及／或淡倉

於二零一三年十二月三十一日，本公司董事及主要行政人員於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉(包括根據證券及期貨條例的條文而當作或被視為擁有的權益及淡倉)，或根據證券及期貨條例第352條的規定須登記於該條所指的登記冊內的權益或淡倉，或根據載於上市規則內上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所的權益或淡倉如下：

Name of Director	Name of corporation	Capacity/ Nature of interest	Number of ordinary shares	Number of underlying shares	Approximate total percentage of interest in the corporation 估法團權益的 概約總百分比
董事姓名	法團名稱	身份／權益性質	股份數目	相關股份數目	
Mr. Zhang Ruilin 張瑞霖先生	Our Company 本公司	Interest of controlled corporation (Note 1) 受控制法團權益(附註1)	1,414,600,000		53.42%
		Beneficial owner (Note 2) 實益擁有人(附註2)		2,347,000	0.09%
Mr. Zhao Jiangwei 趙江巍先生	Our Company 本公司	Interest of controlled corporation (Note 1) 受控制法團權益(附註1)	1,414,600,000		53.42%
		Beneficial owner (Note 2) 實益擁有人(附註2)		2,347,000	0.09%
Mr. Zhang Ruilin 張瑞霖先生	Far East Energy Limited ("FEEL") FEEL	Interest of controlled corporations (Note 1) 受控制法團權益(附註1)	8,999		9.99%
Mr. Zhao Jiangwei 趙江巍先生	FEEL FEEL	Interest of controlled corporations (Note 1) 受控制法團權益(附註1)	9,000		10%
Mr. Forrest Lee Dietrich Forrest Lee Dietrich 先生	Our Company 本公司	Beneficial owner 實益擁有人	500,000	8,666,489	0.35%

Report of the Directors (Continued)

董事會報告(續)

Name of Director	Name of corporation	Capacity/ Nature of interest	Number of ordinary shares	Number of underlying shares	Approximate total percentage of interest in the corporation 佔法團權益的 概約總百分比
董事姓名	法團名稱	身份／權益性質	股份數目	相關股份數目	
Mr. Allen Mak 麥雅倫先生	Our Company 本公司	Beneficial owner 實益擁有人	3,030,904	8,408,808	0.43%
Mr. Mei Jianping 梅建平先生	Our Company 本公司	Beneficial owner 實益擁有人		1,267,933	0.05%
Mr. Jeffrey W. Miller Jeffrey W. Miller 先生	Our Company 本公司	Beneficial owner 實益擁有人		1,811,333	0.07%
Mr. Andrew Sherwood Harper Andrew Sherwood Harper 先生	Our Company 本公司	Beneficial owner 實益擁有人		1,323,000	0.05%

Notes:

- (1) FEEL is held by Zhao Jiangbo ("Mrs. Zhang"), Mr. Zhang and Mr. Zhao as to 80%, 9.99% and 10%, respectively. On May 24, 2013, 72,000 shares in FEEL were issued to Mrs. Zhang, 399,070,000 shares in the Company were transferred from FEEL to Champion International Energy Limited ("Champion"), 399,070,000 shares in the Company were transferred from FEEL to Orient International Energy Limited ("Orient"), 475,000,000 shares in the Company were transferred from FEEL to New Sun International Energy Limited ("New Sun") and 141,460,000 shares in the Company were transferred from FEEL to Power International Energy Limited ("Power"). Each of Champion, Orient, New Sun and Power is a wholly-owned subsidiary of Sunrise Glory Holdings Limited, which is itself a wholly-owned subsidiary of FEEL. Mrs. Zhang, Mr. Zhang and Mr. Zhao have entered into an Acting-in-Concert Agreement under which they agreed to act in concert in relation to all matters that require the decisions of the shareholders of FEEL. Pursuant to the Acting-in-Concert Agreement, if a unanimous opinion in relation to the matters that require action in concert is unable to be reached, Mr. Zhang shall be allowed to vote on his, Mrs. Zhang's and Mr. Zhao's shares.
- (2) These interests represent interests in outstanding stock options under the Plan and the Scheme. For further details, please refer to the section headed "Share Options".

附註：

- (1) FEEL 由趙江波（「張夫人」）、張先生及趙先生分別擁有 80%、9.99% 及 10% 權益。於二零一三年五月二十四日，FEEL 的 72,000 股股份發行予張夫人，FEEL 分別將本公司 399,070,000 股、399,070,000 股、475,000,000 股及 141,460,000 股股份轉讓予 Champion International Energy Limited（「Champion」）、Orient International Energy Limited（「Orient」）、New Sun International Energy Limited（「New Sun」）及 Power International Energy Limited（「Power」）。Champion、Orient、New Sun 及 Power 均為 Sunrise Glory Holdings Limited 的全資附屬公司，而 Sunrise Glory Holdings Limited 則為 FEEL 的全資附屬公司。張夫人、張先生及趙先生已訂立一致行動協議，據此，彼等同意就需由 FEEL 股東決定的一切事項一致行動。根據一致行動協議，倘未能達成有關需一致行動事項的一致意見，張先生獲准就其、張夫人及趙先生的股份進行投票表決。
- (2) 該等權益指該計劃及購股權計劃所涉未行使購股權的權益。其他詳情請參閱「購股權」一節。

Save as disclosed above and in the section headed "Share Options", as at December 31, 2013, none of the Directors or the chief executives of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she had taken or was deemed to have under such provisions of the SFO) or which were required to be entered into the register kept by the Company pursuant to Section 352 of the SFO or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code; nor had there been any grant or exercise of rights of such interests during the year ended December 31, 2013.

除上文及「購股權」一節所披露者外，於二零一三年十二月三十一日，本公司董事或主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第 XV 部）的股份、相關股份或債權證中概無擁有根據證券及期貨條例第 XV 部第 7 及 8 分部須知會本公司及聯交所的權益或淡倉（包括根據證券及期貨條例的條文而當作或視為擁有的權益及淡倉），或根據證券及期貨條例第 352 條的規定須登記於本公司存置的登記冊內的權益或淡倉，或根據標準守則須知會本公司及聯交所的權益或淡倉；於截至二零一三年十二月三十一日止年度，亦無授予或行使該等權益之權利。

Report of the Directors (Continued)

董事會報告(續)

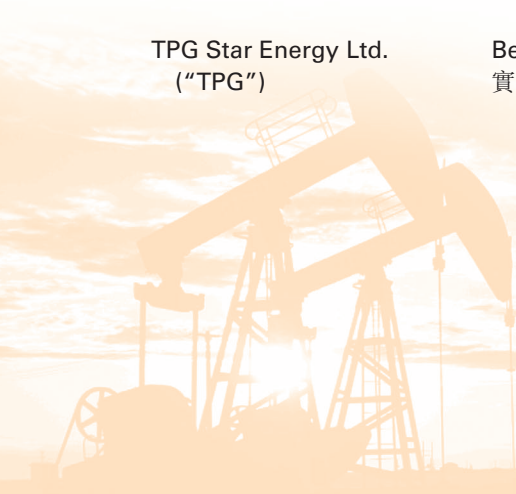
Substantial shareholders' interests and/or Short Positions in the Shares, Underlying Shares of the Company

So far as the Directors are aware of, as at December 31, 2013, the following persons (other than the Directors, chief executive(s) or members of the Group) who had interests and/or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, which would be required, pursuant to section 336 of the SFO, to be entered into the register referred to therein, were as follows:

主要股東於本公司的股份、相關股份中擁有的權益及／或淡倉

就董事所知，於二零一三年十二月三十一日，下列人士(除董事、主要行政人員或本集團成員公司外)於本公司之股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部須向本公司披露的權益及／或淡倉，或根據證券及期貨條例第336條須登記於該條所指之登記冊內的權益及／或淡倉如下：

Name of interested	Party Capacity/ Nature of interest	Total number of Shares (assuming option is not exercised) 股份總數(假設並無行使購股權)	Approximate percentage of interest in our company 佔本公司權益的概約百分比
權益方名稱	身份／權益性質		
Ms. Zhao Jiangbo 趙江波女士	Interest of controlled corporations 受控制法團權益	1,414,600,000	53.42%
FEEL	Interest of controlled corporations (Note 1) 受控制法團權益(附註1)	1,414,600,000	53.42%
Mr. Fung Che 車峰先生	Interest of controlled corporation (Note 2) 受控制法團權益(附註2)	189,596,000	7.16%
Ever Union Capital Limited	Beneficial owner & interest of controlled corporation (Note 2) 實益擁有人及受控制法團權益(附註2)	189,596,000	7.16%
Harmony Energy Limited	Beneficial owner (Note 2) 實益擁有人(附註2)	188,438,000	7.12%
David Bonderman	Interest of controlled corporation (Note 3) 受控制法團權益(附註3)	230,838,000	8.72%
James Coulter	Interest of controlled corporation (Note 3) 受控制法團權益(附註3)	230,838,000	8.72%
TPG Star Energy Ltd. ("TPG")	Beneficial owner (Note 3) 實益擁有人(附註3)	211,855,234	7.99%



Report of the Directors (Continued)

董事會報告(續)

Notes:

- (1) FEEL is held by Zhao Jiangbo (“Mrs. Zhang”), Mr. Zhang and Mr. Zhao as to 80%, 9.99% and 10%, respectively. On May 24, 2013, 72,000 shares in FEEL were issued to Mrs. Zhang, 399,070,000 shares in the Company were transferred from FEEL to Champion International Energy Limited (“Champion”), 399,070,000 shares in the Company were transferred from FEEL to Orient International Energy Limited (“Orient”), 475,000,000 shares in the Company were transferred from FEEL to New Sun International Energy Limited (“New Sun”) and 141,460,000 shares in the Company were transferred from FEEL to Power International Energy Limited (“Power”). Each of Champion, Orient, New Sun and Power is a wholly-owned subsidiary of Sunrise Glory Holdings Limited, which is itself a wholly-owned subsidiary of FEEL. Mrs. Zhang, Mr. Zhang and Mr. Zhao have entered into an Acting-in-Concert Agreement under which they agreed to act in concert in relation to all matters that require the decisions of the shareholders of FEEL. Pursuant to the Acting-in-Concert Agreement, if a unanimous opinion in relation to the matters that require action in concert is unable to be reached, Mr. Zhang shall be allowed to vote on his, Mrs. Zhang’s and Mr. Zhao’s shares.
- (2) Harmony Energy Limited is a wholly owned subsidiary of Ever Union Capital Limited which also holds 1,158,000 shares directly amongst 189,596,000 shares. Mr. Fung Che is the sole shareholder of Ever Union Capital Limited and has voting and investment control over the securities beneficially owned by Ever Union Capital Limited.
- (3) The interests deemed to be held by each of Mr. David Bonderman and Mr. James Coulter consists of 211,855,234 ordinary shares held by TPG and 18,982,766 ordinary shares held by TPG Star Energy Co-Invest, LLC., The sole shareholder of TPG is TPG Star, L.P., a Delaware limited partnership, which is managed by its general partner, TPG Star GenPar, L.P., a Delaware limited partnership, which is managed by its general partner, TPG Star GenPar Advisors, LLC., a Delaware limited liability company, whose sole member is TPG Holdings I, L.P., a Delaware limited partnership, which is managed by its general partner, TPG Holdings I-A, LLC, a Delaware limited liability company, whose sole member is TPG Group Holdings (SBS), L.P., a Delaware limited partnership, which is managed by its general partner, TPG Group Holdings (SBS) Advisors, Inc., a Delaware company, whose shareholders are David Bonderman and James Coulter.

TPG Star Energy Co-Invest, LLC is a Delaware limited liability company, whose managing member is TPG Star Advisors, L.L.C., a Delaware limited liability company, whose sole member is TPG Ventures Holdings, L.L.C., a Delaware limited liability company, whose managing member is TPG Ventures Partners, L.P., a Delaware limited partnership, which is managed by its general partner, TPG Ventures Professionals, L.P., a Delaware limited partnership, which is managed by its general partner, Tarrant Advisors, Inc., a Texas company, whose sole shareholder is Tarrant Capital Advisors, Inc., a Delaware company, whose shareholders are Mr. David Bonderman and Mr. James Coulter.

附註：

- (1) FEEL由趙江波(「張夫人」)、張先生及趙先生分別擁有80%、9.99%及10%權益。於二零一三年五月二十四日，FEEL的72,000股股份發行予張夫人，FEEL分別將本公司399,070,000股、399,070,000股、475,000,000股及141,460,000股股份轉讓予Champion International Energy Limited(「Champion」)、Orient International Energy Limited(「Orient」)、New Sun International Energy Limited(「New Sun」)及Power International Energy Limited(「Power」)。Champion、Orient、New Sun及Power均為Sunrise Glory Holdings Limited的全資附屬公司，而Sunrise Glory Holdings Limited則為FEEL的全資附屬公司。張夫人、張先生及趙先生已訂立一致行動協議，據此，彼等同意就需由FEEL股東決定的一切事項一致行動。根據一致行動協議，倘未能達成有關需一致行動事項的一致意見，張先生獲准就其、張夫人及趙先生的股份進行投票表決。
- (2) Harmony Energy Limited為Ever Union Capital Limited的全資附屬公司，而Ever Union Capital Limited亦直接持有189,596,000股股份中的2,158,000股股份。車峰先生為Ever Union Capital Limited的唯一股東，並對Ever Union Capital Limited實益擁有的證券擁有表決及投資控制權。
- (3) 視為由David Bonderman先生及James Coulter先生各自持有的權益由TPG持有的211,855,234股普通股及TPG Star Energy Co-Invest, LLC持有的18,982,766股普通股組成。TPG的唯一股東為TPG Star, L.P.(一家特拉華州有限合夥人)，由其一般合夥人TPG Star GenPar, L.P.(一家特拉華州有限合夥人)管理。TPG Star GenPar, L.P.由其一般合夥人TPG Star GenPar Advisors, LLC.(一家特拉華州有限公司)管理。TPG Star GenPar Advisors, LLC.的唯一股東為TPG Holdings I, L.P.(一家特拉華州有限合夥人)，TPG Holdings I, L.P.由其一般合夥人TPG Holdings I-A, LLC(一家特拉華州有限公司)管理。TPG Holdings I-A, LLC的唯一股東為TPG Group Holdings (SBS), L.P.(一家特拉華州有限合夥人)，TPG Group Holdings (SBS), L.P.由其一般合夥人TPG Group Holdings (SBS) Advisors, Inc.(一家特拉華州公司)管理，其股東為David Bonderman及James Coulter。

TPG Star Energy Co-Invest, LLC為一家特拉華州有限公司，其管理成員為TPG Star Advisors, L.L.C.(一家特拉華州有限公司)。TPG Star Advisors, L.L.C.的唯一股東為TPG Ventures Holdings, L.L.C.(一家特拉華州有限公司)。TPG Ventures Holdings, L.L.C.的管理成員為TPG Ventures Partners, L.P.(一家特拉華州有限合夥人)，而TPG Ventures Partners, L.P.由其一般合夥人TPG Ventures Professionals, L.P.(一家特拉華州有限合夥人)管理。TPG Ventures Professionals, L.P.由其一般合夥人Tarrant Advisors, Inc.(一家德克薩斯州公司)管理。Tarrant Advisors, Inc.的唯一股東為Tarrant Capital Advisors, Inc.(一家特拉華州公司)，其股東為David Bonderman先生及James Coulter先生。

Report of the Directors (Continued)

董事會報告(續)

Save as disclosed above, as at December 31, 2013, no person (other than the Directors or the chief executive of our Company, whose interests have been disclosed in the above section headed "Directors' and Chief Executives' Interests and/or Short Positions in the Shares, Underlying Shares and Debentures of the Company or Any Associated Corporation") had an interest or a short position in the shares or underlying shares of the Company as recorded in the register required to be kept by our Company pursuant to Section 336 of the SFO.

Major suppliers and customers

During the year, the Group purchased around 24.2% of its goods and services from its 5 largest suppliers and 75.0% and 98.4% of the Group's revenue are from PetroChina, its largest customer, and its 5 largest customers combined.

Save as disclosed above, none of the Directors, their associates or any shareholder (which to the knowledge of Directors owns more than 5% of the Company's issued share capital) has any interest in the Group's 5 largest suppliers and customers.

Sufficiency of public float

Based on the information that is publicly available to the Company and within the knowledge of the Directors, it is confirmed that there is sufficient public float of at least 25% of the Company's issued shares as required under the Listing Rules during the period from January 1, 2013 to the latest practicable date prior to the issue of this annual report.

Competing business

None of the Directors or the management shareholders of the Company had an interest in a business which competes with the Company or may compete with the business of the Group.

A non-competition deed in favor of the Company was entered into by FEEL, Mr. Zhang and Mr. Zhao on November 23, 2010. Our independent non-executive Directors have reviewed the compliance and enforcement of the non-competition deed and were of the view that FEEL, Mr. Zhang and Mr. Zhao were in compliance with the Non-Competition Deed during the reporting period.

Subsequent events

Proposed dividend

A dividend in respect of the year ended December 31, 2013 of HK\$0.029 per share, amounting to a total dividend of HK\$77,572,000 (RMB60,969,000) is to be proposed at the annual general meeting on May 16, 2014. These financial statements do not reflect this dividend payable.

除上文所述者外，於二零一三年十二月三十一日，概無任何人士(除於上文「董事及主要行政人員於本公司或任何相聯法團的股份、相關股份及債權證中擁有的權益及／或淡倉」一節已披露權益的本公司董事或主要行政人員外)於本公司之股份或相關股份中擁有根據證券及期貨條例第336條登記於本公司存置之登記冊內的權益或淡倉。

主要供應商及客戶

年內，本集團向五大供應商共採購約24.2%的商品及服務，而本集團收益75.0%及98.4%分別來自最大客戶中石油及五大客戶(合計)。

除上文所披露者外，概無董事、彼等的聯繫人或就董事所知擁有本公司已發行股本5%或以上的任何股東擁有本集團五大供應商及客戶的任何權益。

充足公眾持股量

根據本公司公開可得之資料及據董事所知，其確認於二零一三年一月一日至年報刊發前最後可行日期，本公司根據上市規則要求至少25%已發行股份由公眾持有。

競爭業務

本公司概無任何董事或管理層股東於與本公司業務競爭或可能與本集團業務構成競爭之業務中擁有任何權益。

FEEL、張先生及趙先生於二零一零年十一月二十三日為本公司訂立不競爭契約。本公司獨立非執行董事已檢討不競爭契約的遵守及執行情況，認為FEEL、張先生及趙先生於報告期內已遵守不競爭契約。

期後事項

建議股息

本公司將於二零一四年五月十六日舉行之股東週年大會上建議就截至二零一三年十二月三十一日止年度派發每股0.029港元之股息，股息總額為77,572,000港元(人民幣60,969,000元)。此等財務報表並未反映此應付股息。

Report of the Directors (Continued)

董事會報告(續)

Group's Emoluments Policy

The emolument policy of the employees of the Group is set up by the Remuneration Committee on the basis of their merit, qualifications and competence.

The emoluments of the Directors of the Company are decided by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

Closure of Register of Members

The Annual General Meeting of the Company is scheduled on or around Friday, May 16, 2014. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, May 13, 2014 to Friday, May 16, 2014, both days inclusive, a period during which no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Monday, May 12, 2014.

The proposed final dividend is subject to the approval of the shareholders of the Company at the Annual General Meeting. The record date for entitlement to the proposed final dividend is Monday, May 26, 2014. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Thursday, May 22, 2014 to Monday, May 26, 2014, both days inclusive, a period during which no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at the above address, for registration not later than 4:30 p.m. on Wednesday, May 21, 2014.

Auditor

The financial statements have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment.

On behalf of the Board

Zhang Ruilin
Chairman

Hong Kong, March 20, 2014

本集團之薪酬政策

本集團僱員之薪酬政策由薪酬委員會根據彼等的優點、資歷及能力而定。

本公司董事之薪酬由薪酬委員會根據本公司之經營業績、個人表現及可資比較市場數據釐定。

暫停辦理股東登記手續

本公司預定於二零一四年五月十六日(星期五)左右舉行股東週年大會。為釐定符合出席並於大會上投票的資格,本公司將於二零一四年五月十三日(星期二)至二零一四年五月十六日(星期五)(包含首尾兩日)暫停辦理股東登記手續,期間亦不會辦理股份過戶登記手續。為符合出席股東週年大會及於會上投票的資格,所有過戶檔連同有關股票需不遲於二零一四年五月十二日(星期一)下午四時三十分遞交至本公司的香港股份過戶登記分處卓佳證券登記有限公司,地址為香港皇后大道東183號合和中心22樓。

擬派末期股息需持本公司股東於股東週年大會批准。擬派末期股息的記錄日為二零一四年五月二十六日(星期一)。為釐定符合獲得擬派末期股息的資格,本公司將於二零一四年五月二十二日(星期四)至二零一四年五月二十六日(星期一)(包含首尾兩日)暫停辦理股東登記手續,期間亦不會辦理股份過戶登記手續。為符合獲得擬派末期股息的資格,所有過戶檔連同有關股票需不遲於二零一四年五月二十一日(星期三)下午四時三十分遞交至本公司的香港股份過戶登記分處卓佳證券登記有限公司(地址見上)。

核數師

財務報表已由羅兵咸永道會計師事務所審核。羅兵咸永道會計師事務所任滿退任並符合資格且願意獲續聘為本公司核數師。

承董事會命

主席
張瑞霖

香港,二零一四年三月二十日

Management Discussion and Analysis

管理層討論及分析

Business Review and Prospects

Overview

As stated by the Chairman in last year's Annual Report, the Group's core task in 2013 was to "continue to improve its technology, management system and human resources, and to optimize existing assets including expediting the development program of Emir-Oil and SGE projects so as to convert reserves and resources into cash flow".

Although oil and gas commodity prices were not as high as those in 2012 and global economic indicators were generally flat, the Group delivered solid execution of the work programs set out at the beginning of 2013 and generally achieved the production targets established for the year. Oil and gas gross (operated) production and net production increased compared to 2012 and it is worth underscoring that the average daily oil production of Emir-Oil in Kazakhstan for 2013 reached 4,320 barrels per day ("BOPD"), which is close to the high end of the range of our FY2013 guidance of 3,800–4,400 BOPD. In addition, our Sino Gas project ("SGE") in Shanxi Province, China realized its first gas sales by year end 2013. Based on the year end 2013 oil and gas reserves and resources estimates prepared by independent consultants, the Group's reserves and resources increased significantly, and the net present value ("NPV"), before tax and discounted at 10% of the Group's Proved + Probable ("2P") oil and gas reserves was determined to be a very substantial US\$3.5 billion.

The Group drilled 145 gross wells in 2013 (including 31 wells in SGE), which represents a decrease of 68.1% compared to 455 wells drilled in 2012. The decrease was mainly related to the strategic reduction in the number of wells drilled in the Daan, Moliqing and Miao 3 oil fields. As of December 31, 2013, the Group operated a total of 2,817 wells, of which, 2,773 are located in China, 39 in Kazakhstan, and 5 in the USA.

業務回顧及前景

概覽

如我們在二零一二年年報的「主席報告書」中所講，二零一三年本集團的核心任務是「繼續提升技術、管理系統、人力資源和優化現有的資產組合，加快並加大 Emir-Oil 及 SGE 等所持有項目的勘探開發力度，努力實現將儲量和資源量轉化為現金流」。

雖然二零一三年整體經濟環境一般，油氣等大宗商品的價格也不如二零一二年，但本集團仍然按照上述核心目標堅定不移地推進年初設定的各項業務計劃，並最終順利實現由董事會設定的產量目標，油氣作業產量、淨產量較之二零一三年度均有不同程度的增加。尤其值得一提的是，哈薩克斯坦 Emir-Oil 項目最終完成的原油日均產量為 4,320 桶/天，十分接近我們提供的日均產油 3,800–4,400 桶/天這一指引的上限，而中國山西省的中澳項目也於二零一四年到來之前成功實現售氣。根據獨立技術顧問剛剛完成的二零一三年年末的油氣儲量及資源量的審閱結果，整個集團的油氣儲量和資源量較之二零一二年年末均錄得了顯著的增長，而這些儲量和資源量的價值也蔚為可觀，按照 10% 的貼現率計算，二零一三年末本集團的油氣探明+概算(2P)儲量的所得稅前淨現值已高達 35 億美元左右。

二零一三年本集團合計鑽井 145 口(含中澳項目的 31 口)，與二零一二年鑽井 455 口相比，鑽井工作量減少了 68.1%，這主要是因為臨時性的戰略調整導致中國吉林省大安、莫里青以及廟 3 等成熟項目鑽井數大幅減少。截至二零一三年十二月三十一日，本集團總的作業井數為 2,817 口，其中 2,773 口位於中國，39 口井位於哈薩克斯坦，5 口位於美國。



Management Discussion and Analysis (Continued)

管理層討論及分析(續)

The following table provides a recap of the Group's key operational metrics and product prices for the year 2013:

以下是本集團二零一三年全年的關鍵運營數據：

		FY2013 2013年	FY2012 2012年	% Change 變化比例	FY2013 Guidance 2013年指引
Average Daily Operated Production (barrels of oil equivalent/day)	日均油氣總作業產量 (桶當量/天)	27,206	24,093	12.9%	
Average Daily Net Production (barrels of oil equivalent/day)	日均油氣淨產量(桶當量/天)	15,554	15,043	3.4%	
Average Daily Net Oil Production (barrels/day or "BOPD")	日均原油淨產量(桶/天)	14,673	14,297	2.6%	14,300~15,400
Average Daily Net Gas production (Mscf/day)	日均天然氣淨產量 (千立方英尺/天)	5,287	4,477	18.1%	4,300~5,100
Average realized oil price (USD/barrel)	平均實現原油價格(美元/桶)	97.06	108.10	(10.2%)	
Average realized gas price (USD/Mscf)	平均實現天然氣價格 (美元/千立方英尺)	1.44	1.17	23.2%	
Total Wells Drilled	總鑽井數(口)	145	455	(68.1%)	148

Notes:

說明：

- | | |
|---|--|
| (1) For reference purpose only, barrels of oil equivalent is calculated using the conversion factor of 6 Mscf of natural gas being equivalent to one barrel of oil; | (1) 此處桶當量基於6千標準立方英尺天然氣=1桶原油的換算比例進行計算，僅供參考為目的； |
| (2) Gross production includes production from all assets operated by the Group; | (2) 總產量 = 由本集團擔任作業者的各項目的總產量(不包括本集團通過White Hawk在Eagle Ford項目中擁有的非作業產量)； |
| (3) Net production includes entitlement from all assets operated by the Group. | (3) 淨產量 = 本集團在各項目的擁有的淨收益產量(不包括本集團通過White Hawk在Eagle Ford中擁有的份額產量)。 |

Please refer to the following table for the summary of expenditures incurred in our exploration, development and production activities for the year 2013:

請參考下表中所列示的於二零一三年度發生的勘探、開發及生產支出匯總數據：

(Millions of RMB) (人民幣百萬元)		Exploration expenditures 勘探支出	Development expenditures 開發支出	Production expenditures 生產成本	Comments 備註
China Oilfields	中國油田	-	634.57	238.05	
Jilin Province (Daan, Moliqing and Miao3)	吉林省(大安、莫里青及廟3)	-	546.36	197.98	
Hebei Province (Kongnan)	河北省(孔南)	-	88.20	40.07	
Sino Gas & Energy	中澳項目	248.66	-	-	Based on 51% of total expenditures incurred by SGE 基於中澳項目當期支出數額的51%份額
Kazakhstan (Emir-Oil)	哈薩克斯坦(Emir-Oil)	100.27	426.68	120.97	
USA (Condor)	美國(Condor)	-	113.55	11.04	
Total	合計	348.94	1,174.80	370.06	

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Review on Operations by Segment

• China Operations

(1) Jilin Province (Daan, Moliqing and Miao 3)

The production sharing contracts (PSCs) for the Daan, Moliqing and Miao 3 projects in Jilin Province, China were originally entered into by an Australian Company, Global Oil Corporation with China National Petroleum Corporation in late 1990s. As a result of economic conditions prevailing during that time period, the PSCs were transferred from the original contractor to another USA oil service Group, Microbes, Inc., and ultimately, in 2003, the Group's current controlling shareholder acquired the projects from Microbes, Inc. (the abbreviation "MI" in our Group name comes from "Microbes, Inc."). Through more than 10 years of hard work now invested in Northeast China, these oilfields have become our most important and mature assets contributing 76.6% of the Group's total gross oil production in 2013, and 67.9% of the Groups' 2013 turnover respectively.

During 2013, a total of 97 wells (including 4 horizontal wells) were drilled in the Daan, Moliqing and Miao 3 oilfields, and at the year end 2013, the total operated wells were 2,642. It is important to emphasize that even though the number of wells drilled in 2013 decreased by 77.5% compared with 431 wells drilled in 2012, gross oil production was affected only slightly, decreasing by just 1.9% to 20,142 BOPD. The net production attributed to the Group decreased by 19.6% to 9,234 BOPD compared to 2012, as a result of our strategic scale back in capital expenditures on these three PSCs by 63.7% from US\$239 million to US\$87 million, and due to the corresponding decrease in "cost recovery oil" allocated to the Group under the terms of the PSCs.

分區域業務運營回顧

• 中國業務區

(1) 吉林省(大安、莫里青及廟3)

中國吉林省的大安、莫里青及廟3項目的產品分成合同最初由澳大利亞環球石油公司於20世紀90年代末與中國石油天然氣集團公司簽訂。由於受當時的經濟條件的影響，上述合同從其最初的合同者轉讓予一家美國油田服務公司 Microbes, Inc. 二零零三年八月份，本集團的當前控制股東於從 Microbes, Inc. 的手中購得上述項目(而 Microbes, Inc. 的縮寫「MI」也正是本集團名稱的由來)。經過逾十年的精心運作，中國東北項目是我集團目前最為重要、也是最為成熟的項目，二零一三年整個集團的原油作業產量中有76.6%來源於上述三個項目，其銷售收入佔到集團總體收入的67.9%。

二零一三年大安、莫里青及廟3項目完成鑽井97口(包括4口水平井)，截至二零一三年年末，其作業井數已達2,642口。需要特別說明的是雖然二零一三年的鑽井工作量較之二零一二年的431口顯著減少77.5%，但是大安、莫里青、廟3項目的總產量較之二零一二年同期只是略微減少1.9%至20,142桶/天。由於這三個項目二零一三年的資本支出從二零一二年的2.39億美元大幅減少63.7%至8,700萬美元，從而使我集團在這些產品分成項目下分得的「成本回收油」有所下降，最終分得的淨產量相比二零一二年同期減少19.6%至9,234桶/天。



Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Pursuant to the Daan, Moliqing and Miao 3 PSCs, the “cost recovery oil” is allocated 80%:20% between foreign contractors and the Chinese contractor, whereas the “profit oil” (after costs are fully recovered) is allocated 48%:52%. Accordingly in simple terms for any month, the more development capital a foreign contractor invests, the more cost recovery oil it realizes, but correspondingly less profit oil. Note, however, that “profit oil” is the source of the project’s free cash flow available to the foreign contractor. Hence, the Group strategically scaled back capital expenditures in the Jilin oilfields in order to allocate additional free cash flow to our Emir-Oil and SGE projects for 2013, and as a result, revenue from cost recovery oil from the three Jilin PSCs was lowered to about US\$89.88 million from US\$261 million for 2012. This decrease in cost recovery oil was partially offset by the increase in revenue from profit oil to approximately US\$219 million from US\$152 million in 2012, translating into stronger free cash flow.

We continue to apply and refine our technological capabilities and operational management systems in order to extend the production plateau for these mature northeast China oil PSC assets and further improve their profitability. We continue drilling more horizontal wells to test the potential of this technology to improve production, recovery factor and reserves for low permeability oilfields like Daan, Moliqing and Miao 3. During 2013, we drilled 4 horizontal wells in Northeast China (1 at Daan and 3 at Moliqing), and we are achieving early production rates up to 3 to 6 times higher in these horizontal wells than in vertical wells. We are working hard to lower the cost of the horizontal wells, and at Daan, for example, we have cut about 30% of the cost, since our first horizontal well in 2012. Another technology that we are applying in the mature Northeast China oilfields is network fracturing, which comprises large-scale hydraulic fractures. This technique has the potential to improve production in older wells exhibiting declined production levels and in new wells located in field areas characterized by low reservoir quality. Trials in older wells at Daan have shown production improvements of up to 6 times, with these “big fractures” paying out in less than 6 months. As such, we are optimistic about extending the plateau of production on our Northeast China oilfields.

在大安、莫里青、廟3產品分成合同項下，投資回收油按照80%/20%的比例在外方和中方之間進行分配，而投資回收完畢之後的利潤油則按照48%/52%的比例在外方和中方之間進行分配。在原油總產量和油價(即產值)相等或者相當的情況下，外方所投入的資本開支越多，其所分得的投資回收油則越多，利潤油則越少，而利潤油才是外方於項目層面所實現的自由現金流，也必然是其追逐的最終目標。因本集團於二零一三年為了獲取更多的自由現金流以支持Emir-Oil及中澳等項目的發展，我們減少了中國東北項目的資本開支，致使我集團在這三項分成合同項下分得的投資回收油下降至約8,988萬美元(二零一二年約為2.61億美元)，但與此同時，我集團分得的利潤油卻增至約2.19億美元(二零一二年約為1.52億美元)，利潤油的增加有效彌補了投資回收油的下降，而這些利潤油轉化為集團強勁的自由現金流。

我們會繼續應用並優化我們的技術工藝和管理水平來最大限度地延長中國東北成熟項目的穩產期，並進一步提升它們的盈利能力。我們也在鑽取更多的水平井以繼續測試這項技術，從而提高像大安、莫里青、廟3這類低滲透油田的產量、儲量以及採收率。二零一三年我們在中國東北項目鑽取了4口水平井(大安1口，莫里青3口)，這些水平井的初期產油量是直井的三到六倍。我們還在努力降低水平井的成本，比如在大安，相比二零一二年所鑽的第一口水平井，成本已經降低了約30%。我們還在成熟的中國東北油田應用縫網壓裂技術，它由大規模的水力壓裂構成。這項技術有助於提高處於遞減狀態的老井的產量以及提升那些位於低品位油藏的新井的產量。在大安項目所進行的縫網壓裂實驗已證明產量可以至多提升至6倍左右的水平，而成本則會在少於6個月的時間內予以回收。基於這些，我們對穩住中國東北項目的產量持樂觀態度。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

For 2013, the average realized oil price (i.e. Daqing oil price FOB at Dalian port) for our Northeast China projects decreased by about US\$9.26/barrel to US\$104.25/barrel, compared to 2012. The net sales volume decreased by 0.665 million barrels to 3.418 million barrels.

Direct Lifting costs in Northeast China projects increased by US\$1.79/barrel, or 20.8%, from US\$8.60/barrel for 2012 to US\$10.38/barrel for 2013 as a result of higher staff costs, materials, maintenance electricity and fuel costs. After including the Kongnan project described hereafter, the direct lifting costs of our four China oil projects for 2013 was US\$11.08/barrel.

The cash netback (cash netback is defined as oil price realized minus costs of direct lifting, distribution costs, and taxes or duties other than income tax) for our Northeast China projects decreased by US\$7.64/barrel, or 9.25%, from US\$82.64/barrel for 2012 to US\$75.00/barrel for 2013. The decrease in cash netback was primarily due to (1) the decrease of the average realized oil price partially offset by the decrease of special oil levy for the northeast China projects and (2) the increase of Direct Lifting cost. After including the Kongnan project described hereafter, the cash netback of our four China oil projects for 2013 was US\$74.22/barrel.

(2) Hebei Province (Kongnan)

In December 2012, the Group acquired Pan China Resources Limited (PCR) from the Ivanhoe Energy Group of Canada for cash consideration of US\$39.6 million. PCR operates the Kongnan project, a mature producing oil PSC in Hebei Province, China.

During 2013, 5 wells were drilled in the Kongnan project and at year end 2013, PCR operated a total of 73 wells. The average daily gross oil (operated) production and the average net oil production from Kongnan attributed to the Group were 1,623 BOPD and 974 BOPD, respectively. The average realized CINTA oil price was US\$105.32/barrel for the Kongnan project in 2013, the net sales volume was 0.353 million barrels, and we are pleased with the stable production and cash flow from this project.

二零一三年，中國東北項目平均實現油價(大慶原油在大連港口的離岸價格)較之二零一二年同期下降9.26美元/桶至104.25美元/桶。原油淨銷量較之二零一二年減少66.5萬桶至341.8萬桶。

由於人員費、材料費、維護費以及燃料費等的上漲，中國東北項目的直接操作費從二零一二年的8.60美元/桶增長1.79美元/桶，或者20.8%至二零一三年的10.38美元/桶。考慮了隨後所述的孔南項目，我們中國四個原油項目於二零一三年的操作費為11.08美元/桶。

中國東北項目的現金淨回值(現金淨回值的定義為實現油價減去直接操作費、銷售費用以及除所得稅外的其他稅費)從二零一二年的82.64美元/桶下降7.64美元/桶，或者9.25%至二零一三年的75.00美元/桶。現金淨回值下降的主要原因在於(1)平均實現油價的下降，但石油特別收益金的下降部分抵銷了油價的下跌以及(2)直接操作費的上漲。考慮了隨後所述的孔南項目，我們中國四個原油項目於二零一三年的現金淨回值為74.22美元/桶。

(2) 河北省(孔南)

二零一二年十二月份，本集團以3,960萬美元左右的現金對價從加拿大艾芬豪能源集團手上購得泛華能源有限公司(泛華能源)的全部股權，泛華能源在中國河北省主要運作一處成熟的原油分成項目－孔南項目。

二零一三年我們於孔南項目新鑽井5口，其於二零一三年年末總的作業井數已達73口。二零一三年孔南項目日均原油總產量和歸屬於本集團的淨產量分別為1,623桶/天和974桶/天，其所實現的辛塔油價為105.32美元/桶，原油淨銷量為35.3萬桶，我們對孔南項目所貢獻的穩定的產量和現金流表示滿意。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

(3) Shanxi Province (Linxing, Sanjiaobei)

In July 2012, the Group, through its subsidiary Asia Gas & Energy Limited (Asia Gas) entered into a purchase and subscription agreement pursuant to which we acquired a 51% interest in SGE from an ASX-listed company, Sino Gas & Energy Holdings Limited (ASX ticker: SEH). SGE operates two unconventional gas production sharing contract (PSC) projects in China's Ordos Basin, the Linxing project and the Sanjiaobei project. In December 2013, certain independent investors subscribed new shares in Asia Gas for about US\$8 million and the Group retained 43% effective interest in SGE as year end 2013. The Group accounts for investments in SGE using equity accounting method under IFRS. For more information on our acquisition of SGE, please refer to note 8 of the notes to the consolidated financial statements included in this annual report.

SGE achieved two significant milestones during 2013 in moving towards its goal of commercial production. One milestone was the CRR (Chinese Reserve Report) for the Linxing East project, which passed the review of the relevant government authorities in November 2013, and has been submitted for final approval by the relevant government authorities. The other key milestone was SGE's first gas sales, which was in the form of compressed natural gas ("CNG"). In late December 2013, the first truck of CNG from the Linxing project was successfully transported to its off-taker via road. Although small in volume and commercially insignificant, these CNG gas sales represent a key early step in the commercial development of the project.

During 2013, a total of 31 wells (30 vertical wells and 1 horizontal well) were drilled in the Linxing and Sanjiaobei projects, and as of 2013 year end, a cumulative total of 58 wells have been drilled in this area, of which, 43 were drilled in the 1.5 years since the Group joined the SGE project. Fracture stimulation and flow tests were conducted on 50 gas reservoir zones, and a total 1,235 km 2D seismic data were acquired, processed and interpreted.

(3) 山西省(臨興、三交北)

二零一二年七月份，本集團通過我們的投資公司Asia Gas Limited (Asia Gas)從澳大利亞上市公司Sino Gas & Energy Holdings Limited (澳大利亞交易所代碼：SEH)手上購得Sino Gas & Energy Limited (中澳)之51%的股份。中澳於中國的鄂爾多斯盆地運作兩份非常規天然氣的產品分成項目——臨興項目和三交北項目。於二零一三年十二月份，一些獨立的投資者出資800萬美元左右購得了Asia Gas部分的股份，於二零一三年末，本集團仍持有中澳43%左右的權益。本集團在現階段按照國際財務報告準則下的權益法核算我們於中澳的投資。有關我們收購中澳項目的更多信息，請參閱合併財務報表附註8。

二零一三年中澳在向其邁向商業化生產的道路上獲得了兩大里程碑式的突破，一是臨興項目東部區塊的中國標準儲量報告於二零一三年十一月份已經通過中國國家相關部門的評審，最終報告已正式上報至國家主管部門以申請獲批。二是在二零一三年十二月份，臨興項目的第一車壓縮天然氣已通過公路道路向客戶發運。雖然數量有限，但壓縮天然氣的銷售意味著我們在項目商業價值的實現上已經邁出了非常重要的第一步。

二零一三年我們在臨興和三交北項目總計鑽探了31口井(含1口水平井)，截至二零一三年年底兩個項目累計完成鑽井58口，其中有43口(74.1%)是本集團入股中澳之後在一年半的時間內所完成的。二零一三年，我們還在臨興和三交北項目的50個氣藏上進行了壓裂增產和試氣工作。總計採集了1,235公里的二維地震數據，並對這些數據進行了處理和解釋。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

SGE's successful work program has led to significant increases in the project's reserves and resources. According to our independent consultant's review of year end 2013 reserves and resources for the Linxing and Sanjiaobei projects, the gross Proved + Probable (2P) Reserves, 2C Contingent Resources and Best Estimate Prospective Resources increased by 227%, 32% and 25% to 1.0 trillion cubic feet (TCF) (or 28 BCM), 2.7 TCF (75.5 BCM) and 4.0 TCF (112.6 BCM), respectively. The 2P Reserves, 2C Contingent Resources and Best Estimate Prospective Resources attributed to the Group increased by 211%, 30% and 16% to 302.6 billion cubic feet (BCF) (or 8.6 BCM), 884BCF (25 BCM) and 1,065 BCF (30.2 BCM), respectively.

中澳以上工作量的成功實施也使得項目自身的儲量和資源量取得顯著的增長。在獨立技術顧問完成的二零一三年年末儲量及資源量評估中，臨興和三交北項目總的探明+概算(2P)儲量、2C或有資源量以及最佳估計遠景資源量較之二零一二年底分別增加227%，32%，25%至1.0萬億立方英尺(約合280億立方米，按照1立方英尺=35.315立方英尺的比例關係換算，下同)，2.7萬億立方英尺(約合755億立方米)以及4.0萬億立方英尺(約合1,126億立方米)。歸屬於本集團的探明+概算(2P)儲量、2C或有資源量以及最佳估計遠景資源量則較二零一二年末分別增加211%，30%，16%至3,030億立方英尺(約合86億立方米)，8,844億立方英尺(約合250億立方米)以及1,065萬億立方英尺(約合302億立方米)。

• Kazakhstan Operations (Emir-Oil)

In September 2011, the Group acquired Emir-Oil, LLC (Emir-Oil) from the US-listed company BMB Munai, Inc. for approximately US\$160 million cash consideration. Emir-Oil operates four production contracts and one exploration contract in Mangystau Province, western Kazakhstan.

Since the Group took over Emir-Oil, it has grown into a higher producing with substantial operation within our portfolio. The daily oil production for Emir-Oil in September 2011, when we acquired the project, was around 2,000 BOPD. For 2013, Emir-Oil produced an average of 4,320 BOPD, and in September, daily production reached a peak of 6,000 BOPD. Also, we have significantly reduced the project's lifting costs and this, together with the rapid production and revenue growth, has greatly improved the profitability and future potential of Emir-Oil.

• 哈薩克斯坦業務(Emir-Oil)

二零一一年九月份，本集團以近1.6億美元的現金對價從美國上市公司BMB Munai, Inc.手上購得其唯一子公司Emir-Oil, LLC(Emir-Oil)的全部股權。Emir-Oil於哈薩克斯坦的西部省Mangystau運作四份生產合同以及一份勘探合同。

自本集團接手Emir-Oil的作業以來，其產量的快速增長也使其已經成為我們的資產組合中愈來愈重要的部分。二零一一年九月份，Emir-Oil的日均原油產量在2,000桶/天左右，而其在二零一三年全年的日均原油產量已經達到了4,320桶/天，高峰期時的產量更是超過6,000桶/天。隨著產量和銷售收入的快速上升，Emir-Oil的盈利能力也進一步增強，桶油操作費的水平則明顯下降。



Management Discussion and Analysis (Continued)

管理層討論及分析(續)

For 2013, total of 10 new wells (8 development wells and 2 appraisal wells) were drilled in Emir-Oil, and as of year end 2013, a total of 39 wells have been drilled in the Emir-Oil project. A particular production highlight for Emir-Oil and the Group was our first horizontal well in Kazakhstan, Kariman-113 ("K-113"), which has showed very strong performance since being put into production in late August. The well's average daily production in 2013 was 1,336 BOPD. With a lateral length of 580m and oil flow without acid stimulation, producing at 1,500 to 1830 BOPD over the first 45 days, K-113's early production is about 3 to 6 times the early production from a typical vertical well in the Kariman block, indicating the potential for excellent economic return from horizontal drilling in the Emir-Oil project.

The overall average realized oil price for Emir-Oil was US\$79.64/barrel for FY2013, a decrease of US\$6.27/barrel or 7.3%, compared to US\$85.91/barrel for FY2012. The average realized export oil price (after deducting export sales discount of US\$20.76/barrel) and domestic oil price were US\$87.80/barrel and US\$41.57/barrel respectively, compared to US\$90.10 barrel (export) and US\$50.65/barrel (domestic) realized for 2012. The export and domestic oil sales volume were 1.284 million barrels and 0.276 million barrels respectively, and the total sales volume increased by 0.384 million barrels for 2013 to 1.600 million barrels.

For 2013, the average gas production was 4,966 Mcf/day, an increase of 11.9% compared to 4,439 Mcf/day in 2012. The average realized gas price was US\$1.34/Mcf, an increase of 14.4% compared to US\$1.17/Mcf in 2012.

二零一三年Emir-Oil完成鑽井10口(其中包括8口生產井,2口評價井),截至二零一三年末其作業總井數已增加至39口。尤其值得一提的是我們於哈薩克斯坦鑽取的第一口水平井Kariman-113,自二零一三年八月底投產以來,其產量表現十分強勁。Kariman-113於二零一三年的平均日產量為1,336桶/天,而其井口壓力依然保持在高位。這口井的水平段僅有580米左右,在沒有進行任何酸洗的情況下,這口井的初期產量就達到了1,500至1,830桶/天,是相同區塊直井的3至6倍左右,這也說明了水平井的應用在Emir-Oil項目上有著巨大的潛力和客觀的回報。

二零一三年,Emir-Oil的平均實現油價為79.64美元/桶,相較於二零一二年的平均實現油價85.91美元/桶下降6.27美元(7.3%)其中出口原油實現油價為87.80美元/桶(已扣除支付給外銷客戶平均每桶20.76美元的銷售折扣),內銷原油實現油價為41.57美元/桶,二零一二年同期的出口油價和內銷油價分別為90.10美元/桶和50.65美元/桶。二零一三年,Emir-Oil的出口原油和內銷原油分別為128.4萬桶和27.6萬桶,合計銷售原油160.0萬桶,較之二零一二年增加38.4萬桶。

二零一三年,Emir-Oil亦日均產氣4,966千立方英尺/天,較之二零一二年同期的4,439千立方英尺/天增長11.9%,其平均實現價格為1.34美元/千立方英尺,較之二零一二年同期的1.17美元/千立方英尺增長14.4%。



Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Emir-Oil has made significant progress towards the construction of its new oil and gas processing station CPF. In January 2014, the bidding with respect to the skid-mounted oil and gas processing equipment was completed. Bidding for construction engineering will commence immediately after the preliminary design report for the CPF project has been approved by the Kazakhstan government. Construction of the project is expected to commence 2Q to 3Q 2014, and the CPF is scheduled for completion around 1Q 2015. The new facility will have capacity to process 12,000 BOPD and 21 MMCFGPD, which is about double the oil processing capacity of the present facility (6,458 BOPD) and about 4 times the gas processing capacity of the present facility (5 MMCFGPD). The CPF and associated pipelines will help to “de-bottleneck” oil and gas production for Emir-Oil and allow production from eight wells which are currently shut-in due to the capacity limitations of the present processing facility. We expect production to ramp up quickly after completion of the CPF.

The direct lifting cost for Emir-Oil substantially decreased by US\$2.15/barrel, or 29.3%, from US\$7.32/barrel for 2012 to US\$5.18/barrel for 2013. The decrease in lifting cost was primarily due to the ramp up of production.

The cash netback for the domestic oil sales of Emir-Oil decreased by US\$5.64/barrel, or 15.00%, from US\$37.61/barrel for 2012 to US\$31.97/barrel for 2013. The decrease in cash netback for domestic oil sales was primarily due to the decrease of the average domestic realized oil price.

The cash netback for the export sales oil of Emir-Oil decreased slightly by US\$0.46/barrel, or 1.05%, from US\$43.88/barrel for 2012 to US\$43.42/barrel for 2013.

Due the above factors, the weighted average cash netback for Emir-Oil decreased by US\$1.43/barrel, or 3.34%, from US\$42.80/barrel for 2012 to US\$41.37/barrel for 2013.

Emir-Oil項目在油氣處理站工程的建設上也獲得了重要進展。二零一四年初，油氣處理站工程的撬裝設備部分已完成招標工作。待哈國批准該項工程的初步設計方案之後，我們也會隨即展開工程施工單位的招標工作，並預計在二零一四年第二季度正式啓動施工工作。我們預計該油氣處理站將於二零一四年第四季度或者二零一五年第一季度完工。該站建成投產後，其原油處理能力將提升至不少於12,000桶/天，而天然氣處理能力將增至不少於2,100萬立方英尺/天，這相當於其現有原油及天然氣處理能力的2倍和4倍左右。新建成的油氣處理站及與之相關聯的原油、天然氣外輸管綫將會從根本上解決制約Emir-Oil項目產量快速增長的瓶頸問題，並且會讓目前處於關井狀態的8口井全部恢復生產。我們預計在該站建成投產後，Emir-Oil項目的產量增長迅猛。

Emir-Oil的直接操作費從二零一二年的7.32美元/桶顯著降低2.15美元/桶，或者29.3%至2013年的5.18美元/桶。操作費的下降主要歸功於產量的快速增長。

由於內銷原油價格的下降，Emir-Oil內銷原油的現金淨回值從二零一二年的37.61美元/桶下降5.64美元/桶，或者15.00%至二零一三年的31.97美元/桶。

Emir-Oil出口原油的現金淨回值從二零一二年的43.88美元/桶輕微下降0.46美元/桶，或者1.05%至二零一三年的43.42美元/桶。

基於以上因素，Emir-Oil加權平均的現金淨回值從二零一二年的42.80美元/桶下降1.43美元/桶，或者3.34%至二零一三年的41.37美元/桶。



Management Discussion and Analysis (Continued)

管理層討論及分析(續)

• USA Operations (Condor and White Hawk)

In December, 2013, the Group successfully divested its entire 50% interests in White Hawk Petroleum LLC (“White Hawk”), which has a 7.94% working interest in a Texas Eagle Ford shale oil asset, for total consideration of US\$2.60 million. Currently, the only remaining asset of the Group in the US is the Niobrara shale oil project (with associated shale gas) in Colorado, which is held through our 80% owned subsidiary, Condor Energy Technology LLC (“Condor”).

For 2013, a total of 2 horizontal wells were drilled in the Niobrara project and the total number of completed wells for the project was increased to 5 as of year-end 2013. As we have successfully attained valuable experience in drilling and completing these 5 horizontal wells, our drilling costs are consistently being reduced and the return on investment has improved correspondingly. Moreover, the horizontal drilling technology acquired through Condor is expected to further enhance the Group’s other assets, as exemplified by the success of the Emir-Oil K-113 horizontal well in Kazakhstan.

For 2013, Condor’s average daily net oil and gas production was 145 BOPD and 321 Mcf/day, respectively, and the average realized oil and gas price were US\$90.30/barrel and US\$6.02/Mcf, respectively. From 4Q 2013, the Condor project has achieved stable sales income and positive operating cash flow.

• 美國業務(Condor、White Hawk)

二零一三年十二月份，本集團成功出售於White Hawk Petroleum LLC中所持有的50%的股份，後者擁有德克薩斯州Eagle Ford項目5口水平井7.94%的權益，出售所得收入約為260萬美金左右。在完成此項出售後，本集團於美國業務區僅剩的資產為通過附屬公司Condor Energy Technology LLC(以下簡稱「Condor」)於科羅拉多州運作的Niobrara頁岩油(亦含伴生的頁岩氣)項目，本集團擁有Condor 80%的股份。

二零一三年Niobrara項目完成2口水平井的鑽井工作，從而使其總井數增加至5口。值得一提的是，隨著本集團應用水平井的經驗日趨豐富，Niobrara項目5口水平井單段的鑽井和完井成本也在呈日益下降的趨勢，單井的投資回報越來越好。更重要的是，這些水平鑽井技術也將會幫助其他項目提升開發的效果，Emir-Oil的Kariman-113井就是一個很好的佐證。

二零一三年Niobrara項目的日均原油和天然氣淨產量分別為145桶/天和321千立方英尺/天，平均實現油價和氣價分別為90.30美元/桶和6.02美元/千立方英尺。自二零一三年第四季度開始，該項目已實現穩定的銷售收入和正面的營運現金流。



Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Review of Reserves and Resources

Based on the year end 2013 oil and gas reserves and resources estimates prepared by independent engineering consultants and summarized below, the Group's reserves and resources have increased significantly since year end 2012. Reserves and resources represent the real value of an exploration and production Company, and we believe that our reserves and resources will provide a solid foundation to support the long-term development of the Group and greatly enhance value to our shareholders. In particular, we are pleased to point out that the net present value of our assets is quite positive, based on the year end 2013 reserves and resources estimates.

Below are the highlights of the oil and gas reserves and resources review results for the Group at year end 2013:

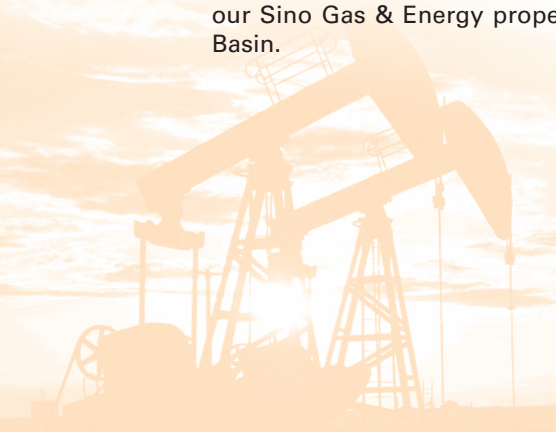
1. Based on the year end 2013 reserves estimates prepared by the independent consultants, the net present value, before tax and discounted at 10% ("NPV 10"), of the Group's Proved + Probable ("2P") oil and gas reserves is approximately US\$3.5 billion.
2. The Group's total Proved ("1P") oil and gas reserves increased 33.7% to 83.22 million barrels of oil equivalents ("BOE", where 1 BOE = 6,000 cubic feet gas), while total 2P oil and gas reserves increased 34.3% to 192.60 million BOE, and total Proved + Probable + Possible ("3P") oil and gas reserves increased 29.2% to 290.60 million BOE.
3. The Group's reserves comprise mostly oil. At year end 2013, on a BOE basis, our reserves were 65%, 65% and 63% oil for 1P, 2P and 3P, respectively.
4. Gas has become a significant part of our reserves and of the Group's value as well. The Group's 1P, 2P and 3P gas reserves at year end 2013 were 174 billion cubic feet ("BCF"), 399 BCF and 640 BCF, respectively, which correspond to 29 million BOE, 66 million BOE and 107 million BOE, respectively. The Group's gas reserves increased by 109 BCF, 221 BCF and 303 BCF for 1P, 2P and 3P, respectively. With these increases, the Group's 1P, 2P and 3P gas reserves increased by 169%, 125% and 90%, respectively. The increases are attributable in large part to increases of 101 BCF, 205 BCF and 292 BCF for 1P, 2P and 3P, respectively in our Sino Gas & Energy properties located in China's Ordos Basin.

儲量及資源量回顧

根據獨立技術顧問剛剛完成的二零一三年年末油氣儲量及資源量評估，本集團二零一三年末各個級別的油氣儲量及資源量較之二零一二年末均取得了顯著的增長。油氣儲量和資源量是一家上游油氣集團真實的價值所在，我們也很欣慰地看到這些儲量和資源量的價值非常可觀，這無疑為我集團的長遠發展和創造長期、穩定的股東回報奠定了堅實的基礎。

本集團二零一三年末油氣儲量及資源量評估的要點如下：

1. 根據獨立顧問評估的二零一三年年末儲量，按照10%（以下簡稱NPV 10）的貼現率進行計算，本集團於二零一三年末油氣的探明+概算(2P)儲量的所得稅前淨現值高達約35億美元。
2. 二零一三年末，本集團折合成桶油當量的探明(1P)石油及天然氣儲量增加33.7%至8,322萬桶當量（1桶油 = 6,000立方英尺天然氣），探明+概算(2P)石油及天然氣儲量增加34.3%至1.926億桶當量，探明+概算+可能(3P)石油及天然氣儲量增加29.2%至2.906億桶當量。
3. 本集團的儲量構成大部分為石油。基於桶油當量的標準計劃，於二零一三年末，本集團1P、2P及3P儲量中石油所佔的比例分別為65%、65%以及63%。
4. 天然氣也已經成為本集團儲量及價值的重大組成部分。於二零一三年末，本集團1P、2P及3P天然氣儲量分別為1,740億立方英尺（約合49億立方米，按照1立方米 = 35.315立方英尺的比例關係換算，下同）、3,990億立方英尺（約合113億立方米）以及6,400億立方英尺（約合181億立方米），折合成桶油當量分別為2,900萬桶、6,600萬桶以及1.07億桶。較之二零一二年末，本集團的1P、2P、3P天然氣儲量分別增加1,090億立方英尺（約合31億立方米）、2,210億立方英尺（約合63億立方米）以及3,030億立方英尺（約合86億立方米），對應的增長比例分別為169%、125%及90%。以上增長主要歸功於我們的合營集團Sino Gas & Energy Limited（「Sino Gas & Energy」）於中國鄂爾多斯盆地所運作的天然氣項目，本集團於這些項目中所擁有的1P、2P及3P天然氣儲量較之二零一二年末分別增加1,010億立方英尺（約合29億立方米）、2,050億立方英尺（約合58億立方米）以及2,920億立方英尺（約合83億立方米）。



Management Discussion and Analysis (Continued)

管理層討論及分析(續)

5. The Group's 1P oil reserves increased 5% to 54.18 million barrels, while 2P oil reserves increased 11% to 126.10 million barrels and 3P oil reserves increased 9% to 184.00 million barrels. New drilling at the Emir-Oil properties in Kazakhstan contributed significantly to increases in 1P, 2P and 3P oil reserves by 6.4 million barrels (+24%), 13.2 million barrels (+18%) and 15.6 million barrels (+14%), respectively.
 6. During 2013, we added 20.96 million net BOE and produced 5.69 net million BOE, on this basis, the Group's "reserve replacement ratio" for 2013 (ratio of: 1P Reserves added in 2013/production in 2013) is 370%, which indicates another aspect of the Group's potential value.
 7. The Group's Prospective and Contingent Resources represent significant reserve growth potential for future years. At year end 2013, our net, un-risked, best-estimate Prospective Resources are 205.6 million barrels of oil and 1,064.7 BCF of gas, which corresponds to overall oil and gas un-risked, best-estimate Prospective Resources of 383 million BOE. Our mid-case, 2C, Contingent Resources are 9.2 million barrels of oil and 886 BCF of gas, which corresponds to overall oil and gas 2C Contingent Resources of 156.9 million BOE. For oil, these resources are mostly in three northeast China oilfields and Emir-Oil, and for gas, they are predominately in Sino Gas & Energy Ordos Basin properties.
 8. Same as in previous reserves and resources reviews, the reserves and resources reviews have again been performed in accordance with the standards set in the SPE/WPC/AAPG/SPEE Petroleum Resources Management System ("SPE-PRMS"), as prepared by the Oil and Gas Reserves Committee of the Society of Petroleum Engineers (SPE); reviewed and jointly sponsored by the World Petroleum Council (WPC), the American Association of Petroleum Geologists (AAPG); and the Society of Petroleum Evaluation Engineers (SPEE). Our reserves estimates were, as in previous reports, prepared by independent third party experts in accordance with these standards and industry practice. No material changes were made between this year and last year's report to the methodologies or assumptions used to prepare these reports. Product prices as shown in the following table were projected at yearend 2013 using the same methodology as at yearend 2012, and the differences in prices did not materially impact reserve volumes.
5. 較之二零一二年末，二零一三年末本集團的探明(1P)石油儲量增長5%至5,418萬桶，2P石油儲量增長11%至1,261億桶，3P石油儲量增長9%至1,840億桶。石油儲量的增長主要歸功於哈薩克斯坦 Emir-Oil 項目新鑽的井，Emir-Oil 項目的1P、2P及3P石油儲量分別增加640萬桶、1,320萬桶及1,560萬桶，對應的增長比例分別為24%、18%以及14%。
 6. 二零一三年本集團淨探明(1P)油氣儲量增加值為2,096萬桶當量，而本集團於當期的淨產量為569萬桶當量，儲量替代率高達370%，這也從另外一個角度說明了本集團的價值潛力所在。
 7. 本集團擁有的這些資源量為我們未來儲量的持續增長奠定了基礎。於二零一三年末，本集團淨的最佳估計無風險遠景資源量約為石油2.056億桶，天然氣10,647億立方英尺，折合為油氣當量為3.83億桶。本集團之2C或有資源量約為石油920萬桶，天然氣8,860億立方英尺，折合為油氣當量為1.569億桶。就石油而言，該等資源量大部分為中國東北三個油田及Emir-Oil所有；就天然氣而言，則主要由位於鄂爾多斯盆地的Sino Gas & Energy 貢獻。
 8. 同之前的油氣儲量及資源量的評估一樣，今年的儲量及資源量的評估仍舊根據SPE/WPC/AAPG/SPEE石油資源管理系統(「SPE-PRMS」)所訂標準進行，由石油工程師學會(Society of Petroleum Engineers, SPE)轄下之油氣儲量委員會(Oil and Gas Reserves Committee)編製、世界石油理事會(World Petroleum Council, WPC)、美國石油地質學家協會(American Association of Petroleum Geologists, AAPG)及石油評估工程師學會(Society of Petroleum Evaluation Engineers, SPEE)審閱及共同贊助。今年與去年的評估報告相比，在編製時所採用的方法及假設都沒有重大變化。下列表格中2012年底油價與2013年底油價的預計方法一樣，價格變化沒有顯著影響儲量。



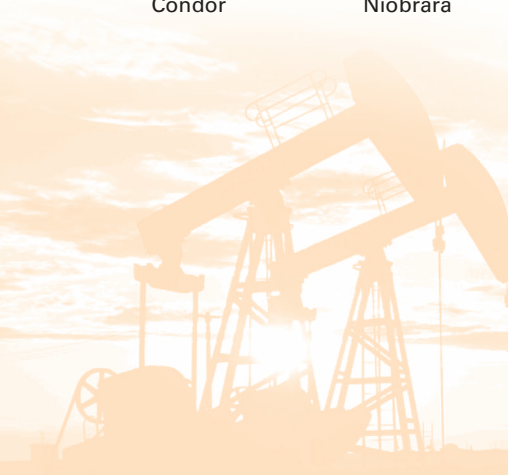
Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Price used in Reserves and Resources Determination

確定儲量及資源量所用價格

China		at yearend 2013 2013 年底	At yearend 2012 2012 年底
MIE	Songliao/Jiayi	Constant price of US\$104.16 per barrel (average of 2013) unescalated	Constant price of US\$113.28 per barrel (average of 2012), unescalated
MI 能源	松遼/佳伊	定價每桶 104.16 美元(二零一三年平均價), 無上升	定價每桶 113.28 美元(二零一二年平均價), 無上升
PCR	Huanghua	Constant price of US\$105.11 per barrel (average of 2012), unescalated (Zhaozhou ORR US\$105.81)	Constant price of US\$109.46 per barrel (average of 2012), unescalated (Zhaozhou ORR US\$107.66)
泛華能源	黃驊	定價每桶 105.11 美元(二零一三年平均價), 無上升(肇州 ORR 105.81 美元)	定價每桶 109.46 美元(二零一二年平均價), 無上升(肇州 ORR 107.66 美元)
SGE	Ordos	Low, Medium and High gas prices of US\$7.40, US\$8.79 and US\$10.18 per MCF respectively, equivalent to 1.6, 1.9 and 2.2 RMB per cubic meter at 6.12 RMB/US\$, escalating at 3.75% per annum	Low, Medium and High gas prices of US\$7.19, US\$8.54 and US\$9.89 per MCF respectively, escalating at 3.75% per annum
中澳	鄂爾多斯	低、中及高天然氣價格分別為每千立方英尺 7.40 美元、8.79 美元及 10.18 美元(按照 6.12 元人民幣等於 1 美元的匯率折算, 相當於每立方米 1.6 元人民幣、1.9 元人民幣及 2.2 元人民幣), 按年上升 3.75%	低、中及高天然氣價格分別為每千立方英尺 7.19 美元、8.54 美元及 9.89 美元, 按年上升 3.75%
Kazakhstan — Emir-Oil	Mangistau	2013 average, constant prices, unescalated: export oil at US\$87.90 per barrel (US\$108.57 Dated Brent price less US\$20.67 for marketing and transportation discount), domestic oil at US\$46.86 before 12% VAT per barrel and gas at US\$1.35 per MCF	Constant prices, unescalated: export oil at US\$91.54 per barrel (US\$112.19 Dated Brent price less US\$20.65 for marketing and transportation discount), domestic oil at US\$51.16 per barrel and gas at US\$1.17 per MCF
哈薩克 Emir-Oil		二零一三年平均價, 定價, 無上升: 出口石油每桶 87.90 美元(布倫特現貨價格 108.57 美元減營銷及運輸折讓 20.67 美元), 國內石油不考慮 12% 增值稅每桶為 46.86 美元, 天然氣每千立方英尺 1.35 美元	二零一二年平均價, 定價, 無上升: 出口石油每桶 91.54 美元(布倫特現貨價格 112.19 美元減營銷及運輸折讓 20.65 美元), 國內石油每桶為 51.16 美元, 天然氣每千立方英尺 1.17 美元
USA 美國			
Condor	Niobrara	Constant prices, unescalated: US\$88.31 per barrel, US\$5.72 per MCF 定價, 無上升: 每桶 88.31 美元或每千立方英尺 5.72 美元	Constant prices, unescalated: US\$86.46 per barrel, US\$4.73 per MCF 定價, 無上升: 每桶 86.46 美元或每千立方英尺 4.73 美元



Management Discussion and Analysis (Continued)

管理層討論及分析(續)

2014 Guidance

Based on the Company's current plans and expectations, we summarize our target number of gross wells net investment and net production for the year 2014 (subject to reasonable assumptions) as follows.

The Company expects to fund the investment with its internal resources and debt or equity financing.

二零一四年指引

根據本公司目前的計劃及估計，以下我們給出二零一四年本公司的鑽井總數、淨資本開支以及淨產量僅供參考(基於合理的假設)。

本公司預期用內部資源、股權或債權融資收益進行上述投資。

	Numbers of Wells (Gross) 總鑽井數量	Net Investments (millions of US\$) 投資淨額 (百萬美元)	Net Production 淨產量	Comments 註釋
Group in Total	232	350	15,300–16,300 BOPD 6,400–7,400 MCFD	
集團總計	232	350	15,300–16,300 桶/天 6,400–7,400 千立方英尺/天	
China Oil Projects (Daan, Moliqing, Miao 3, Kongnan)	163	125	10,000–10,500 BOPD	<ul style="list-style-type: none"> Strategic Capex re-allocation to SGE and Emir-Oil while maintaining China Oilfields production All are development wells
中國油項目 (大安、莫里青、廟3、孔南)	163	125	10,000–10,500 桶/天	<ul style="list-style-type: none"> 由於戰略性調整，分配更多的資本開支予 Emir-Oil 和中澳，但同時也會維護中國油田項目的產量 全部為開發井
China Gas Projects (SGE: Linxing, Sanjiaobei)	59	70	1,000–1,500 MCFD	<ul style="list-style-type: none"> Based on 51% of US\$137M SGE budget approved by the Board in Jan 2014, including US\$3M seismic expenses not capitalized by the Group Including 14 exploration wells and 45 development wells
中國氣項目 (中澳：臨興、三交北)	59	70	1,000–1,500 千立方英尺/天	<ul style="list-style-type: none"> 為中澳董事會2014年1月份批准總預算之1.37億美元的51%份額，包括本集團不予資本化的300萬美元地震費用 包括14口勘探井和45口開發井
Kazakhstan (Emir-Oil)	8	148	5,200–5,600 BOPD 5,000–5,400 MCFD	<ul style="list-style-type: none"> Capex for Central Processing Station: US\$82m Including 1 exploration well, 5 appraisal wells and 2 development wells Exclude seismic expenses of US\$6m, which is not capitalized by the Group
哈薩克斯坦 (Emir-Oil)	8	148	5,200–5,600 桶/天 5,000–5,400 千立方英尺/天	<ul style="list-style-type: none"> 油氣處理站的資本開支：8,200萬美元 包括1口勘探井，5口評價井和2口開發井 不包括費用化的600萬美元的地震費用
USA (Condor)	2	7	100–200 BOPD 400–500 MCFD	<ul style="list-style-type: none"> Including 1 exploration well and 1 development well
美國 (Condor)	2	7	100–200 桶/天 400–500 千立方英尺/天	<ul style="list-style-type: none"> 包括1口勘探井和1口開發井

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Financial Results

Revenue

The Group's revenue is generated from sales of oil and gas products and rendering of services.

The Group's revenue from sales of oil and gas decreased by RMB232.5 million, or 6.7%, from RMB3,485.6 million for 2012 to RMB3,253.1 million for 2013. This decrease was primarily due to the decrease of realized oil price, from US\$108.10 per barrel of year 2012 to US\$97.06 per barrel in 2013. In addition, as we realize our crude oil sales in USD and our financial statements are presented in RMB, the strong appreciation in RMB to USD during 2013 may mean that sales revenue is not entirely captured when converted/presented in RMB in our financial statements. Had we used the same USD/RMB average exchange rate of 6.3108 in 2012 and applied to 2013, our total sales revenue, EBITDA and Net profits would have been increased by RMB58.2 million, RMB58.2 million, and RMB16.6 million respectively. Our total net sales volume of crude oil was 5.38 million barrels for 2013, compared to 5.09 million barrels for 2012.

The Group's revenue from rendering of services is RMB2.9 million for 2013.

- **China**

As a result, our China oil fields realized revenue from oil sales of RMB2,440.9 million, decreased from RMB2,924.7 million for 2012. Our China total net sales volume was 3.77 million barrels for 2013, compared to 4.08 million barrels for 2012. The decrease was mainly due to drop in cost recovery oil (partially offset by increase in profit oil). In addition, the average realized oil price was US\$104.35 per barrel for 2013, compared to US\$113.51 per barrel for 2012.

- **Kazakhstan**

In 2013, Emir-Oil realized revenue of RMB782.6 million. In 2012, revenue contributed by Emir-Oil was RMB557.1 million.

(a) **Crude oil sales**

In 2013, Emir-Oil realized revenue from crude oil sales of RMB768.9 million. Emir-Oil exported 82.3% of its sales volume of oil and realized Brent prices (before transportation and sales commission) for such export sales. The average realized oil price comprising export and domestic sales was US\$79.64 per barrel for 2013. The average realized oil price for 2013 was US\$87.80 per barrel from export sales (after transportation and marketing commissions of US\$20.76 per barrel) and US\$41.57 per barrel from domestic sales. Revenue from export sales of oil accounted for 90.8% of Emir-Oil's total oil revenue. Emir-Oil's total oil sales volume was 1,559,808 barrels, comprising 1,284,287 barrels from export sales and 275,520 barrels from domestic sales.

經營業績

收益

本集團收益主要來自於銷售石油和天然氣產品及提供勞務服務。

本集團的油氣銷售收益與二零一二年相比，由二零一二年度人民幣34.856億元減少人民幣2.325億元或6.7%至二零一三年度人民幣32.531億元。該減少主要由於原油實現價格的降低，由二零一二年每桶108.10美元降低至二零一三年每桶97.06美元。另外，本公司實現原油銷售收入都以美元計價，而財務報表都以人民幣呈列，這就意味著在財務報表裏轉換以人民幣列示時，2013年人民幣對美元大幅升值沒有完全跟上銷售收入的增長。如果二零一三年適用了二零一二年美元兌人民幣的匯率6.3108，本集團的銷售收入、EBITDA及淨利潤會分別增加人民幣5,820萬元、人民幣5,820萬元及人民幣1,660萬元。截止二零一三年十二月三十一日原油淨銷量為538萬桶，較之於二零一二年十二月三十一日原油淨銷量為509萬桶。

截止二零一三年十二月三十一日止年度本集團來自於提供勞務服務的收益為人民幣290萬元。

- **中國**

於二零一三年度，我們的中國油田實現收益由二零一二年人民幣29.247億元降至人民幣24.409億元。二零一三年度，我們的銷量為377萬桶，而截至二零一二年十二月三十一日為408萬桶。此降幅主要是由於費用回收油的減少(被利潤油的增長所部分抵銷)。另外，二零一三年度，已實現平均油價為每桶104.35美元，而二零一二年度為每桶113.51美元。

- **哈薩克斯坦**

二零一三年度，Emir-Oil實現銷售收益人民幣7.826億元，而二零一二年度，Emir-Oil實現銷售收益人民幣5.571億元。

(a) **原油銷售**

二零一三年度，Emir-Oil實現石油銷售收益人民幣7.689億元。Emir-Oil出口銷售了82.3%的原油，並且該等出口銷售油實現了布蘭特油價(扣減運輸及營銷佣金)。二零一三年度，Emir-Oil出口及國內銷售實現的平均油價為每桶79.64美元。截至二零一三年十二月三十一日，來自出口銷售的已實現平均油價(扣除每桶20.76美元的運輸及營銷佣金後)為每桶87.80美元，來自哈國國內銷售的已實現平均油價則為每桶41.57美元。於二零一三年Emir-Oil總石油銷售收入中出口銷售佔90.8%。二零一三年，Emir-Oil的石油銷量為1,559,808桶，包括出口銷售的1,284,287桶及哈國國內銷售的275,520桶。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

During 2012, Emir-Oil realized revenue from oil sales of RMB545.8 million. Emir-Oil exported 89.4% of its sales volume of oil and realized Brent prices for these sales. The average realized oil price comprising export and domestic sales was US\$85.91 per barrel. The average realized oil price was US\$90.10 per barrel from export sales (after transportation and marketing commissions of US\$20.69 per barrel) and US\$50.65 per barrel from domestic sales. Revenue from export sales of oil accounted for 93.7% of Emir-Oil's total oil revenue. Emir-Oil's oil sales volume was 1,006,680 barrels for 2012, comprising of 899,797 barrels from export sales and 106,883 barrels from domestic sales.

(b) Gas sales

In 2013, Emir-Oil realized revenue from gas sales of RMB13.8 million with average realized gas price of US\$1.34 per Mscf and total gas sales volume of 1,661,583 Mscf, whilst revenue realized from gas sales in 2012 was RMB11.3 million with average realized gas price of US\$1.17 per Mscf and total gas sales volume 1,526,434 Mscf.

Operating expenses

The Group's operating expenses increased by RMB26.1 million or 1.1%, from RMB2,360.8 million for 2012 to RMB2,386.9 million for 2013, primarily due to an increase in purchases, services and other expenses, depreciation, depletion and amortization, partially offset by a decrease in taxes other than income taxes and employee compensation costs.

China's operating expenses for 2013 amounted to RMB1,601.9 million, a decrease of RMB162.1 million or 9.2% from RMB1,764.0 million for 2012, primarily due to the decrease of windfall taxes caused by lower realized oil price and lower sales volumes in China.

於二零一二年，Emir-Oil實現石油銷售收益人民幣5.458億元。Emir-Oil出口銷售了89.4%的原油，並且該等出口銷售油實現了布蘭特油價。截至二零一三年十二月三十一日，Emir-Oil出口及國內銷售實現的平均油價為每桶85.91美元。二零一三年度，來自出口銷售的已實現平均油價(扣除每桶20.69美元的運輸及營銷佣金後)為每桶90.10美元，來自哈國國內銷售的已實現平均油價則為每桶50.65美元。Emir-Oil總石油銷售收入中出口銷售占93.7%。二零一二年Emir-Oil的石油銷量為1,006,680桶，包括出口銷售的899,797桶及哈國國內銷售的106,883桶。

(b) 天然氣銷售

二零一三年，Emir-Oil實現天然氣銷售收益人民幣1,380萬元，已實現天然氣價格為每千標準立方英尺1.34美元，天然氣銷售量為1,661,583千標準立方英尺。截至二零一二年十二月三十一日十二個月期間，Emir-Oil實現天然氣銷售收益人民幣1,130萬元，已實現天然氣價格為每千標準立方英尺1.17美元，天然氣銷售量為1,526,434千標準立方英尺。

經營開支

本集團的經營開支由二零一二年的人民幣23.608億元，增加人民幣2,610萬元或1.1%至二零一三年的人民幣23.869億元，此乃主要由於折舊、耗損、攤銷、採購、服務及其他開支、稅項(所得稅除外)員工薪酬成本的增加。

中國的經營支出二零一三年十二月三十一日止年度為人民幣16.019億元，截止二零一二年十二月三十一日止為人民幣17.640億元，減少人民幣1.621億元或9.2%，此乃主要由於中國實現油價和銷售量均降低導致的除所得稅外的其他稅費降低引起的。



Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Emir-Oil's operating expenses for 2013 amounted to RMB636.5 million, an increase of RMB148.7 million or 30.5% over operating expenses of RMB487.8 million in 2012. The increase was caused by the significant ramp up of both production and sales volumes in Kazakhstan for 2013.

- Purchases, services and other expenses.* Our purchases, services and other expenses increased by RMB91.5 million, or 32.8%, from RMB278.7 million for 2012 to RMB370.2 million for 2013. The increase in purchase, service and other expenses was primarily due to: (i) the acquisition of PCR in December 2012, and accordingly the results for 2013 included PCR's full year of such expenses, amounting to approximately RMB40.1 million; and (ii) significant ramp up in production volume of crude oil in Kazakhstan, by 54.6% year-to-year.
- Geological and geophysical expenses.* The Group adopts "successful efforts method" and under this method, exploration costs including geological and geophysical expenses (other than direct exploration well drilling costs) are charged to profit and loss account in the period of incurrence. During 2013, the Group incurred geological and geophysical expenses in Kazakhstan and USA of about RMB4.7 million and RMB0.05 million, respectively, compared to RMB18.7 million in Kazakhstan and RMB4.2 million in USA for 2012.
- Depreciation, depletion and amortization.* The Group's depreciation, depletion and amortization increased by RMB43.6 million, or 5.1%, from RMB861.4 million for 2012 to RMB905.0 million for 2013. The increase in depreciation, depletion and amortization was mainly due to the acquisition of PCR in December 2012, and accordingly the results for 2013 included PCR's full year of depreciation, depletion and amortization, amounting to RMB57.4 million.

哈國的經營支出截至二零一三年十二月三十一日止年度為人民幣**6.365**億元。截止二零一二年十二月三十一日止為人民幣**4.878**億元。這主要是由於二零一三年哈國產量大幅增加以及相應的銷量增加引起的。

- 採購、服務及其他開支。* 本公司的採購、服務及其他開支由二零一二年度為人民幣**2.787**億元增加人民幣**9,150**萬元或**32.8%**至二零一三年度為人民幣**3.702**億元。採購、服務及其他開支增加主要由於：(i) 二零一二年十二月收購泛華能源及相應包括了泛華二零一三年全年的經營開支大約人民幣**4,010**萬元。(ii) 哈薩克斯坦石油產量及銷量大幅增加**54.6%**。
- 地球物理費用。* 本集團採用的「成功法」，開採成本包括的地球物理費用(除直接的開採鑽井成本外)計入了損益科目。二零一三年期間，本集團哈國和美國項目地球物理費分別為人民幣**470**萬元和人民幣**5**萬元，較二零一二年相比，哈國和美國項目地球物理費分別為人民幣**1,870**萬元和人民幣**420**萬元。
- 折舊、耗損及攤銷。* 本集團的折舊、耗損及攤銷由二零一二年度為人民幣**8.614**億元增加人民幣**4,360**萬元或**5.1%**至二零一三年度為人民幣**9.05**億元。折舊、耗損及攤銷增加主要由於二零一二年十二月收購泛華能源，因此二零一三年度之業績包括泛華能源全年之折舊、耗損及攤銷，金額為人民幣**5,740**萬元。



Management Discussion and Analysis (Continued)

管理層討論及分析(續)

- *Taxes other than income taxes.* The Group's taxes other than income taxes decreased by RMB76.4 million, or 9.4%, from RMB817.0 million for 2012 to RMB740.6 million for 2013. The following table summarizes taxes other than income taxes for the years ended December 31, 2013 and December 31, 2012:

- 稅項(所得稅除外)。本集團的稅項(所得稅除外)由二零一二年度的人民幣8.170億元降低人民幣7,640萬元或9.4%至二零一三年度為人民幣7.406億元。下表總結截至二零一二年十二月三十一日及二零一三年十二月三十一日的稅項(所得稅除外)：

		Year ended December 31, 截至十二月三十一日止年度	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
PRC	中國		
Special oil levy	石油特別收益金	399,323	524,391
Urban construction tax and education surtax	城市建設稅及教育附加費	13,473	15,611
Others	其他	398	294
		413,194	540,296
Kazakhstan	哈薩克斯坦		
Rent export tax	租金出口稅	185,696	135,150
Mineral extraction tax	礦物開採稅	45,329	34,984
Export duty	出口關稅	56,973	29,876
Property tax	財產稅	31,452	24,420
Social liability expense	社會責任開支	–	2,925
		319,450	227,355
USA	美國		
Withholding tax	代扣代繳稅	386	–
Corporate	總部		
Withholding tax	代扣代繳稅	7,598	49,321
		740,628	816,972

The decrease in taxes other than income taxes for our China operations was mainly due to the decrease in average realized oil price from US\$113.51 per barrel for year 2012 to US\$104.35 per barrel for 2013, which resulted in lower unit Special Oil Levy (windfall tax) and lower crude oil production and sales volume in 2013. The Special Oil Levy is calculated according to five progressive levels and valorem rates on the excess amounts of the realized crude oil price; it is calculated on a monthly basis and paid on a quarterly basis.

中國經營的稅項(所得稅除外)降低主要由於實現油價從截至二零一二年的每桶113.51美元降低至截至二零一三年度的每桶104.35美元，令我們於二零一三年向中國政府繳付的單桶石油特別收益金降低，以及二零一三年石油產量和銷量的降低。石油特別收益金按五級累進從價定率就實現石油價格的超額部份徵收。石油特別收益金將繼續按月計算，按季繳納。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

The decrease in Special Oil Levy in China operation was partially offset by the increases in Rent Export Tax and Export Duty expenditures of our Kazakhstan operation, which were mainly caused by: (1) the significant increase in export sales volumes of Emir-Oil; and (2) Export Duty increase from US\$40 per metric ton to US\$60 per metric ton, with effect from April 2013.

Set out below are the various taxes that our Kazakhstan operation being subject to:

Rent Export Tax

Rent export tax is payable on export oil and is calculated based on world prices for crude oil. Rent Export Tax rate depends on export price for crude oil and can be 0% if export price is less than US\$40 per barrel or up to 32% if export price is higher than US\$190 per barrel.

Mineral Extraction Tax ("MET")

MET is payable at a rate of 5% for export oil and 2.5% for domestic oil. MET for export oil is calculated at 5% based on barrels of oil produced, less barrels of domestic oil and barrels of internally consumed oil, multiplied by average world oil price per barrel. MET for domestic oil is calculated at 2.5% based on barrels of domestic oil multiplied by production cost per barrel multiplied by 120%.

Export Duty

Export duty is payable on export oil and calculated as US\$40 per metric ton or US\$5.35 per barrel multiplied by volume of export oil sales. From April 12, 2013 to March 31, 2014, this duty was increased to US\$60 per metric ton, and it was recently announced that it will be increased to US\$80 per metric ton as of April 1, 2014.

Property Tax

Property tax is payable on oil and gas assets which have been granted a production license at a rate of 1.5% based on average balance of oil and gas properties.

中國經營的石油特別收益金的降低被哈薩克斯坦業務的租金出口稅和出口關稅的增長所部分抵銷，其增漲主要是由於：(i)Emir-Oil的出口外銷的銷量顯著增加；(ii)出口關稅自二零一三年四月起由40美元每公噸增長為60美元每公噸。

以下所列示為哈薩克斯坦業務所需要繳納的各項稅

租金出口稅

我們因出口石油而需繳付租金出口稅，稅金按全球原油價格計算。租金出口稅關乎原油出口價格。倘出口價低於每桶40美元，稅金為零；倘出口價高於每桶190美元，稅金不超過出口價的32%。

礦物開採稅(「礦物開採稅」)

出口石油與內銷石油分別按5%及2.5%徵收礦物開採稅。出口石油按5%稅率基於我們開採的石油桶數減去於哈薩克斯坦國內銷售的石油桶數與我們本身消耗的石油桶數所得數值與全球每桶油價的乘積徵收礦物開採稅。哈薩克斯坦國內銷售的石油按2.5%稅率基於在哈薩克斯坦國內銷售的石油桶數與120%的乘積徵收礦物開採稅

租金出口關稅開支

我們因出口石油而須繳付租金出口關稅開支。稅金按每公噸40美元計算或按每桶5.35美元乘以石油出口量計算。自二零一三年四月十四日起，此稅種增至每公噸60美元，二零一四年四月一日起將增至每公噸80美元。

財產稅

我們須就獲授生產許可的石油及天然氣資產按1.5%的稅率就該等資產平均結餘繳付財產稅。



Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Corporate

Withholding tax represents withholding tax paid or payable on interest charged on intercompany loans.

- Employee compensation costs.* The Group's employee compensation costs decreased by RMB41.7 million, or 15.5%, from RMB269.5 million for 2012 to RMB227.8 million for 2013. The drop in employee compensation costs was primarily due to share-based compensation expenses and value, including option and SAR, which decreased by approximately RMB76.5 million, and which is partially offset by inclusion of PCR's full year of employee compensation costs for 2013, amounting to RMB12.3 million.
- Distribution expenses.* The Group's distribution expenses (primarily pipeline expenses) decreased by RMB2.2 million, or 6.6%, from RMB33.5 million for 2012 to RMB31.3 million for 2013. The decrease in such pipeline expenses was due to reduction in sales volumes in our China operation.
- General and administrative expenses.* The Group's general and administrative expenses decreased by RMB14.9 million, or 12.7% from RMB117.4 million for 2012 to RMB102.5 million for 2013. The decrease was primarily due to: (i) less expense incurred in our Kazakhstan and China operations due to more stringent cost control measures taken during 2013; (ii) as compared to 2012, due to our scale back in investments in our three oilfields in Northeast China, less cost recovery oil was allocated to foreign contractor (of which foreign contractor receives 80%), and accordingly we bore less administrative expenses for these three oilfields in the 2013; and (iii) the above is partially offset by inclusion of PCR's full year general and administrative expenses amounting to RMB13.8 million in 2013.
- Other (losses)/income.* The Group incurred "other losses" of RMB4.6 million for 2013, compared to other income of RMB39.5 million for 2012. Other losses for the current year includes mainly a non-cash, unrealized loss of RMB7.63 million from changes in fair value of oil hedge options for our 2014 production, indemnity provision for Emir-oil's traffic accident of RMB23.1 million, which is offset by gain on disposal of available-for-sale financial assets by 5.5 million and consulting fee income of RMB14.1 million.

總部

代扣代繳稅指就公司間貸款利息應計提的代扣代繳稅。

- 員工薪酬成本。* 本集團的員工薪酬成本由二零一二年度的人民幣2.695億元降低人民幣4,170萬元或15.5%至二零一三年度的人民幣2.278億元。員工薪酬成本降低主要由於股份支付的職工薪酬包括期權和股份增值權降低了7,650萬元，此減少被本集團二零一二年十二月收購的泛華能源二零一三年度所發生的人民幣1,230萬元的員工薪酬成本所部分抵銷。
- 銷售及管理費用。* 本集團的銷售費用由二零一二年度的人民幣3,350萬元減少人民幣220萬元或6.6%至二零一三年度的人民幣3,130萬元。銷售費用的降幅主要由於中國區油田的銷量降低。
- 管理費用。* 本集團的管理費用由二零一二年十二月三十一日止年度的1.174億元降低人民幣1,490萬元或12.7%至二零一三年十二月三十一日止年度的1.025億元。管理費用的降幅主要由於：(i)我們在二零一三年度在哈薩克斯坦和中國業務採取了更強的成本控制措施而減少了費用的發生；(ii)相較二零一三年十二月二十一日止期間，我們中國東北地區三個油田的的產品分成合同中，由於我們的投資減少，較少的成本／回收油分配給外方合同者（相較於80%的比例），導致我們在二零一三年十二月三十一日止的度在三個油田中承擔較少的管理費用；及(iii)以上降幅被泛華能源二零一三年度所發生的人民幣1,380萬元的管理費用所部分抵銷。
- 其他(虧損)／收益。* 二零一三年度，本集團之其他虧損為人民幣460萬元，截至二零一二年十二月三十一日止年度則為人民幣3,950萬元，二零一三年度的其他損失主要來自於我們2014年原油產量的原油期權公允價值變動產生的非現金未變現虧損人民幣763萬元，哈薩克事故賠償的計提人民幣2,310萬元，此虧損被泛華能源其在大慶州13的權益收到的權益收入人民幣550萬元和諮詢費收入人民幣1,410萬元所部分抵銷。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Profit from operations

The Group's profit from operations decreased by RMB255.6 million, or 22.7%, from RMB1,124.8 million for 2012 to RMB869.2 million for 2013. This decrease was primarily due to the decrease in oil price realized, net sales revenue, and increase in purchase, service and others costs, and partially offset by the decreases in taxes other than income taxes, and employee compensation costs.

Finance income/(costs), net

The Group's net finance cost increased by RMB66.1 million, or 23.6%, from RMB279.5 million for 2012 to RMB345.6 million for 2013. This increase was primarily due to: (i) the US\$200 million 5-year senior notes issued in February 2013 with 6.875% annual coupon rate to repay the US\$60 million and US\$80 million Minsheng bank loans, resulting in a write-off of unamortized transaction costs and early payment fee of RMB44.8 million; (ii) incremental interests expense on US\$200 million 5-year senior notes since February 2013 of approximately RMB81.4 million; and (iii) offset to the above by foreign exchange gains in 2013 of about RMB50.3 million due to the appreciation of the Renminbi against US dollar in respect to certain of our inter-companies loans. Finance income in 2013 was RMB6.4 million, compared to RMB5.8 million for 2012.

Share of loss of investments accounted for using the equity method

In 2013, the Group acquired a 51% interest in SGE and 50% interest in White Hawk in 2012, which was subsequently disposed in 2013. Both investments were accounted for as joint ventures by the Group and our share of loss of these entities increased from RMB8.3 million in 2012 to RMB68.8 million in 2013. This is mainly due to the increase in share of loss of our investment in SGE, as a result of increases in geological, geophysical and other exploration expenses (mainly seismic expenditures). These expenses are accounted for using "successful efforts method" by the Group and being charged to profit and loss account in the period of incurrence (note that SGE adopts IFRS "full cost method", under which similar exploration expenses are capitalized as exploration and evaluation assets and will be transferred to oil and gas properties, and will ultimately depreciated on the unit-of-production basis driving the production phase of the project in future).

經營溢利

本集團的經營溢利由二零一二年度之人民幣11.248億元降低人民幣2.556億元或22.7%至二零一三年度之人民幣8.692億元。該變動乃主要由於實現油價及淨銷售收入的降低，及採購、服務及其他費用的增加所致，惟除所得稅外的其他稅金，僱員薪酬成本的降低所部分抵銷。

淨財務收入／(成本)

本集團的財務成本(淨額)由二零一二年度之人民幣2.795億元增加人民幣6,610萬元或23.6%至二零一三年度之人民幣3.456億元。該增幅乃由以下原因所導致：(i)於二零一三年二月發行2億美元五年期優先票據，連同6.875%的票面年利率，以償還6,000萬美元和8,000萬美元的民生銀行貸款，導致一次性核銷未攤銷交易費用支出以及提前償還民生銀行貸款的前期安排費用支出人民幣4,480萬元；(ii)增加的自二零一三年二月起2億美元五年期優先票據利息費用約人民幣8,140萬元；及(iii)財務費用的增長部分被二零一三年度的匯兌收益，人民幣5,030萬元所抵銷，此匯兌收益主要是由於2013年與內部貸款相關的人民幣對美元的升值所造成。二零一三年度的財務收益為人民幣640萬元，相比二零一二年度則為人民幣580萬元。

享有按權益法入賬的投資的虧損份額

本集團二零一二年分別收購SGE與White Hawk 51%與50%的股權，並於2013年處置White Hawk。兩個股權投資在本集團均按照合營公司核算，應佔共同控制實體虧損從2012年人民幣830萬元增漲至2013年人民幣6,880萬元。此增漲主要由於地質及地球物理開支(主要為地震支出)的增漲，導致對SGE投資損失的增漲。此費用支出在發生期間，依照國際財務報告準則在集團中以「成功法」核算並計入損益(而SGE的此類開採費用支出，則在國際財務報告準則中的「完全成本法」下，作為開採和評估資產資本化，並將轉移至油氣資產，最終在未來根據項目生產階段以單位產量原則計提折舊)。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Profit before income tax

The Group's profit before income tax decreased by RMB382.1 million, or 45.7%, from RMB837.0 million for 2012 to RMB454.9 million for 2013. This decrease was primarily due to the cumulative effects of the above factors.

Income tax expense

The Group had income tax expense of RMB175.1 million for 2013, compared to income tax expense of RMB295.8 million for 2012. The weighted average effective tax rate for 2013 is 38%, compared to 35% in 2012.

Net profit for the year

As a result of the foregoing, our net profit for the year decreased by RMB261.5 million, or 48.3%, from RMB541.3 million for 2012 to RMB279.8 million for 2013.

EBITDA and Adjusted EBITDA

We provide a reconciliation of EBITDA and adjusted EBITDA to net profit for the year, as our most directly comparable financial performance calculated and presented in accordance with IFRS. EBITDA refers to earnings before finance income, finance costs, income tax and depreciation, depletion and amortization. Adjusted EBITDA refers to EBITDA adjusted to exclude geological and geophysical expenses, non-cash and non-recurring items such as withholding tax on interest accrued for intercompany loans, share-based compensation expense, unrealized loss/(gain) on the oil hedge options, loss on impairment of receivables, impairment of inventory, loss on disposal of property, plant and equipment and intangible assets, fair value changes of options granted and any other non-recurring items such as acquisition expenses and accident indemnity.

The Group's adjusted EBITDA reflects the Group's recurring cash flow earnings from its core operations.

除所得稅前溢利

本集團的除所得稅前溢利由二零一二年度之人民幣8.370億元下降人民幣3.821億元或45.7%至二零一三年度之人民幣4.549億元。該降幅乃主要由於上述因素的累計影響。

所得稅開支

截至二零一三年十二月三十一日止六個月期間，本集團的所得稅開支為人民幣1.751億元，相比二零一二年度之所得稅開支為人民幣2.958億元。二零一三年度的加權平均的實際稅率為38%，相比截至二零一二年十二月三十一日止年度的實際稅率為35%。

淨溢利

基於上述事項，我們的淨溢利由二零一二年度之人民幣5.413億元降低人民幣2.615億元或48.3%至二零一三年度之人民幣2.798億元。

EBITDA 及經調整 EBITDA

我們提供 EBITDA 及經調整 EBITDA 與年內淨溢利的對賬，該對賬為根據國際財務報告準則計算及呈列的最直接的可資比較財務表現。EBITDA 指扣除財務收入、財務成本、所得稅及折舊、耗損及攤銷前盈利。經調整 EBITDA 指經調整已扣除地質及地球物理開支，非現金及非經常性項目，如公司間貸款應計利息代扣代繳稅，股份酬金開支、石油認沽期權未實現收益／虧損、應收款項減值虧損，存貨減值虧損、出售不動產、工廠及設備以及無形資產的虧損、授出期權公允價值的變動，以及任何其他非經常性收入／開支，如收購費用及事故損失等。

本集團經調整 EBITDA 反映本集團核心業務的經常性現金流盈利。



Management Discussion and Analysis (Continued)

管理層討論及分析(續)

We have included EBITDA and adjusted EBITDA as we believe EBITDA is a financial measure commonly used in the oil and gas industry. We believe that EBITDA and adjusted EBITDA are used as supplemental financial measures by our management and by investors, research analysts, bankers and others, to assess our operating performance, cashflow and return on capital as compared to those of other companies in our industry, and our ability to take on financing. However, EBITDA and adjusted EBITDA should not be considered in isolation or construed as alternatives to profit from operations or any other measure of performance or as an indicator of our operating performance or profitability. EBITDA and adjusted EBITDA fail to account for corporate tax, finance income, finance costs and other non-operating cash expenses. EBITDA and adjusted EBITDA do not consider any functional or legal requirements of the business that may require us to conserve and allocate funds for any purposes.

The following table presents a reconciliation of EBITDA and adjusted EBITDA to net profit for the years ended December 31, 2013 and December 31, 2012:

我們加載EBITDA及經調整EBITDA乃由於我們相信EBITDA為油氣行業常用的財務計量。我們相信EBITDA及經調整EBITDA乃由我們管理層、投資者、研究分析師、銀行及其他人士用作補充財務計量，以評估我們相較於業內其他公司的經營表現、現金流量及資本回報，以及我們進行融資的能力。然而，EBITDA及經調整EBITDA不可獨立於經營溢利或任何其他表現計量予以考慮，亦不可詮釋為經營溢利或任何其他表現計量的替代項目，或詮釋為我們經營表現或盈利能力的指標。EBITDA及經調整EBITDA並不計及稅項、財務收入、財務費用及其他非經營性現金開支。EBITDA及經調整EBITDA並無考慮可能導致我們須就任何目的而保留及分配資金的任何業務的功能或法定要求。

下表載列為EBITDA及經調整EBITDA於截至二零一三年十二月三十一日及二零一二年十二月三十一日止年度之淨溢利的對賬。

		Year Ended December 31, 截至十二月三十一日止年度，	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Net profit for the year	年內淨溢利	279,784	541,272
Income tax expenses	所得稅開支	175,083	295,765
Finance income	財務收入	(6,431)	(5,797)
Finance cost	財務費用	351,984	285,307
Depreciation, depletion and amortization	折舊、折耗及攤銷	905,032	861,367
EBITDA	EBITDA	1,705,452	1,977,914
Share-based compensation expenses	股份酬金開支	9,584	86,066
Impairment of inventory	存貨減值	–	1,430
Loss/(gain) on oil hedge options	石油套期期權虧損	7,626	(1,487)
Loss on disposal of property, plant and equipment	出售不動產，工廠及設備的虧損	–	862
Impairment of receivables, advances	應收及預付款項減值	–	1,052
Gain from changes in fair value of option	向Acap授出的期權因公允價值變動產生的收益	–	(17,317)
Option granted to Essentia	向Essentia授出的期權	–	5,341
Other acquisition expenses	其他收購開支	–	18,261
Geological and geophysical expense	地質及地球物理開支		
– Emir Oil	– Emir Oil	4,721	22,922
– Share of SGE	– 佔SGE分額	44,339	–
Emir accident indemnity	Emir事故賠償	23,055	–
Withholding tax arised from intercompany loan	公司間貸款應計利息的代扣代繳稅	7,984	49,321
Adjusted EBITDA	經調整EBITDA	1,802,761	2,144,365

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

The Group's EBITDA decreased by approximately RMB272.4 million, or 13.8%, from approximately RMB1,977.9 million for 2012 to approximately RMB1,705.5 million for 2013. The decrease in EBITDA was also primarily due to the decrease in realized oil price.

The Group's adjusted EBITDA decreased by approximately RMB341.6 million, or 15.9%, from approximately RMB2,144.4 million for 2012 to approximately RMB1,802.8 million for 2013. The decrease in adjusted EBITDA was also primarily due to the decrease in realized oil price.

The Group's EBITDA and Adjusted EBITDA by operating segment are set out below:

本集團的EBITDA由二零一二年度的約人民幣19.779億元降低約人民幣2.724億元或13.8%至二零一三年度的約人民幣17.055億元。該降低乃主要由於實現石油價格的降低。

本集團的經調整EBITDA由二零一二年度的約人民幣21.444億元降低約人民幣3.416億元或15.9%至二零一三年度的約人民幣18.028億元。經調整EBITDA降低亦主要由於實現石油價格的降低。

本集團按經營分部劃分的EBITDA及經調整EBITDA如下所示：

		Year Ended December 31, 2013 二零一三年度					
		China	Kazakhstan	USA	Corporate and others	Total	
		中國	哈薩克斯坦	美國	總部及 其他分部	合計	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Net profit/(loss) for the year	年內淨溢利	630,722	168,875	(9,753)	(510,060)	279,784	
Income tax expenses/(benefit)	所得稅開支	195,667	(20,584)	-	-	175,083	
Finance income	財務收入	(360)	(2,380)	(3,626)	(65)	(6,431)	
Finance cost	財務費用	15,952	221	953	334,858	351,984	
Depreciation, depletion and amortization	折舊、折耗及攤銷	781,723	101,868	21,229	212	905,032	
EBITDA	EBITDA	1,623,704	248,000	8,803	(175,055)	1,705,452	
Share-based compensation expenses	股份酬金開支	5,901	(483)	-	4,166	9,584	
Loss on oil hedge options	石油套期期權虧損	-	-	-	7,626	7,626	
Geological and geophysical expense	地質及地球物理開支						
- Emir	- Emir Oil	-	4,668	53	-	4,721	
- Share of SGE	- 佔SGE份額	-	-	-	44,339	44,339	
Emir accident indemnity	Emir事故賠償	-	23,055	-	-	23,055	
Withholding tax arised from intercompany loan	公司間貸款應計利息的 代扣代繳稅	-	-	386	7,598	7,984	
Adjusted EBITDA	經調整EBITDA	1,629,605	275,240	9,242	(111,326)	1,802,761	



Management Discussion and Analysis (Continued)

管理層討論及分析(續)

		Year Ended December 31, 2012 二零一二年				
		China	Kazakhstan	USA	Corporate and others	Total
		中國	哈薩克斯坦	美國	總部及 其他分部	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Net profit for the year	年內淨溢利	863,853	42,340	(11,875)	(353,046)	541,272
Income tax expenses	所得稅開支	268,026	27,739	-	-	295,765
Finance income	財務收入	(2,974)	(2,763)	(56)	(4)	(5,797)
Finance cost	財務費用	22,514	2,018	121	260,654	285,307
Depreciation, depletion and amortization	折舊、折耗及攤銷	741,487	115,849	3,814	217	861,367
EBITDA	EBITDA	1,892,906	185,183	(7,996)	(92,179)	1,977,914
Share-based compensation expenses	股份酬金開支	72,861	3,861	-	9,344	86,066
Impairment of inventory	存貨減值	-	1,430	-	-	1,430
Loss/(gain) on oil hedge options	石油套期期權虧損	9,148	-	-	(10,635)	(1,487)
Loss on disposal of property, plant and equipment	出售不動產、工廠及設備的 虧損	-	862	-	-	862
Impairment of receivables, advances	應收及預付款項減值	-	1,052	-	-	1,052
Gain from changes of fair value of option	期權因公允價 值變動產生的收益	-	-	-	(17,317)	(17,317)
Option granted to Essentia	向Essentia授出的期權	-	-	-	5,341	5,341
Other acquisition expenses	其他收購開支	-	-	-	18,261	18,261
Geological and geophysical expense	地質及地球物理開支	-	18,729	4,193	-	22,922
Withholding tax on intercompany loans	公司間貸款應計利息的 代扣代繳稅	-	-	-	49,321	49,321
Adjusted EBITDA	經調整EBITDA	1,974,915	211,117	(3,803)	(37,864)	2,144,365

Liquidity and Capital Resources

Overview

The Group's primary sources of cash during 2013 were cash flow from operating activities and cash flow from financing activities.

In 2013, we had net cash generated from operating activities of RMB1,209.1 million, net cash used in investing activities of RMB1,585.0 million, net cash generated from financing activities of RMB215.1 million, an exchange losses on cash and cash equivalent of RMB31.8 million, and a net decrease in cash and cash equivalent of RMB160.8 million.

流動資金及資本資源

概覽

本集團二零一三的主要現金來源為經營活動產生的現金流量及融資活動產生的現金流量。本集團的現金主要用於資本支出計劃以及收購泛華能源100%權益及SGE 51%權益。

於二零一三年，本公司經營活動所得現金淨額為人民幣12.091億元，投資活動所用的現金淨額為人民幣15.85億元，融資活動所得現金淨額為人民幣2.151億元，外匯虧損人民幣3,180萬元，以及現金及現金等價物淨減少人民幣1.608億元。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Cash generated from operating activities

Net cash generated from operating activities was RMB1,209.1 million in the year ended December 31, 2013. In the year ended December 31, 2013, our net cash generated in operating activities included profit before income tax of RMB454.9 million adjusted for, depreciation, depletion and amortization of RMB905.0 million, net interest expenses of RMB394.8 million, employee share option of RMB26.5 million, share of loss from investments in joint ventures of RMB68.8 million, offset by exchange gain of RMB50.3 million. The cash movements from changes in working capital which included decrease in trade and other payables of RMB127.2 million, an decrease in trade and other receivables of RMB88.3 million and an decrease in inventories of RMB2.7 million, and interest paid of RMB295.9 million and income tax paid of RMB267.6 million.

Net cash generated from operating activities was RMB1,147.7 million in the year ended December 31, 2012. In the year ended December 31, 2012, our net cash generated in operating activities included profit before income tax of RMB837.0 million adjusted for, depreciation, depletion and amortization of RMB861.4 million, net interest expenses of RMB275.7 million, exchange loss of RMB2.3 million, gain from changes of fair value of available-for-sale of RMB17.3 million, option granted to Essentia of RMB5.3 million, employee share option of RMB66.6 million, change in fair value of oil hedge options of RMB1.5 million, share of loss from investment in joint ventures of RMB8.3 million and others including write-off of inventory RMB1.4 million, impairment of trade and other receivables of RMB1.1 million, offset by changes in working capital which included decrease in trade and other payables of RMB163.9 million, an increase in trade and other receivables of RMB196.6 million and an increase in inventories of RMB0.8million, and interest paid of RMB270.9 million and income tax paid of RMB260.5 million.

Cash used in investing activities

Net cash used in investing activities in the year ended December 31, 2013 amounted to RMB1,585.0 million, as a result of purchases of property, plant and equipment of RMB1,408.9 million, capital contribution to/acquisition of investments accounted for using the equity method of RMB180.8 million, offset by a decrease in restricted cash of RMB1.8 million, and interest received of RMB 2.9 million.

Net cash used in investing activities in the year ended December 31, 2012 amounted to RMB2,026.8 million, as a result of purchases of property, plant and equipment of RMB1,820.6, acquisition of PCR of RMB214.3 million, payment for acquiring 51% interest in SGE of RMB178.0 million, payment for acquiring 50% interest in White Hawk and the PEDEVCO warrants of RMB12.4 million, offset by a decrease in restricted cash of RMB192.8 million, and interest received of RMB5.8 million.

經營活動所得現金

截至二零一三年十二月三十一日止年度，經營活動所得現金淨額為人民幣12.091億元。截至二零一三年十二月三十一日止年度，本公司經營活動所得現金淨額包括經調整折舊、耗損及攤銷人民幣9.05億元的除所得稅前溢利人民幣4.549億元、淨利息開支人民幣3.948億元、員工購股權開支人民幣2,650萬元、佔對合營企業的投資損失人民幣6,880萬元、匯兌收益抵消5,030萬元。營運資金變動包括應付及其他應付款項減少人民幣1.272億元、應收及其他應收款項增加人民幣8,830萬元、存貨減少人民幣270萬元、已付利息人民幣2.959億元及已付所得稅人民幣2.676億元。

截至二零一二年十二月三十一日止年度，經營活動所得現金淨額為人民幣11.477億元。截至二零一二年十二月三十一日止年度，本公司經營活動所得現金淨額包括經調整折舊、耗損及攤銷人民幣8.614億元的除所得稅前溢利人民幣8.370億元、淨利息開支人民幣2.757億元、外匯虧損人民幣230萬元、可供出售金融資產公允價值變動所得收益人民幣1,730萬元、向Essentia授出的期權人民幣530萬元、員工購股權開支人民幣6,660萬元、石油套期期權公允價值變動人民幣150萬元、佔有的合營企業投資損失人民幣830萬元及其他包括報廢存貨人民幣140萬元、應收及其他應收款項減值人民幣110萬元，由營運資金變動(包括應付及其他應付款項減少人民幣1.639億元、應收及其他應收款項增加人民幣1.966億元、存貨增加人民幣80萬元、已付利息人民幣2.709億元及已付所得稅人民幣2.605億元)所抵銷。

投資活動所用現金

截至二零一三年十二月三十一日止年度，投資活動所用現金淨額為人民幣15.85億元，是由於收購不動產、工廠及設備人民幣14.089億元，權益法核算收購／投資支出人民幣1.808億元，被已抵押存款減少人民幣180萬元及已收利息人民幣290萬元部分抵銷。

截至二零一二年十二月三十一日止年度，投資活動所用現金淨額為人民幣20.268億元，是由於收購不動產、工廠及設備人民幣18.206億元，收購泛華能源人民幣2.143億元、收購SGE 51%權益付款人民幣1.780億元、收購White Hawk 50%權益以及PEDEVCO認股權證人民幣1,240萬元，被已抵押存款減少人民幣1.928億元及已收利息人民幣580萬元所抵銷。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Cash generated from financing activities

Net cash generated from financing activities in the year ended December 31, 2013 amounted to RMB215.1 million primarily due to proceeds from bank borrowings of RMB120.0 million comprising two RMB60 million short-term working capital loan from CCB and proceeds from issue of senior note payable, net of issuance costs of RMB1,229.2 million, proceeds from disposal of a joint venture of RMB16.7 million, proceeds from partial disposal of interest in subsidiary of RMB44.5 million, offset by 2012 final dividend paid of RMB124.4 million; repayments of RMB998.6 million comprising repayment a US\$80 million loan and US\$60 million loan from Minsheng and two RMB60 million short-term working capital loan from CCB, RMB25.3 million used for the payment of loan arrangement fees and payment for share purchased under Share Award Scheme of RMB48.3 million.

Net cash generated from financing activities in the year ended December 31, 2012 amounted to RMB817.6 million primarily due to net proceeds from bank borrowings of RMB982.5 million comprising a US\$80 million loan and US\$60 million loan from Minsheng and a RMB60 million and RMB50 million short-term working capital loan from CCB, offset by 2011 final cash dividend of RMB95.1 million; repayments of RMB50 million short-term working capital loan from CCB, RMB6.7 million used for the payment of loan arrangement fees, payment for shares purchased and reserved for the purpose of Share Award Scheme of RMB12.5 million and repayment of RMB1.0 million for capital lease liability.

As at December 31, 2013, our borrowings represent US\$400 million senior note due 2016 with the coupon rate of 9.75% per annum, US\$200 million senior note due 2018 with the coupon rate of 6.875% per annum and RMB60 million working capital loan for 6-month revolver. The interest rate is the base rate as published by the People's Bank of China plus 15% of the base rate. Our gearing ratio, which is defined as total borrowings less cash and cash equivalents ("Net Borrowings") divided by the sum of Net Borrowings and total equity, increased slightly from 46% as at December 31, 2012 to 47.7% as at December 31, 2013, principally due to the US\$200 million 5-year senior notes with 6.875% annual coupon rate.

Our Total Borrowings to EBITDA ratio, which is defined as total borrowings divided by EBITDA increased from 1.71 as at December 31, 2012 to 2.14 as at December 31, 2013.

Our Total Borrowings to Adjusted EBITDA ratio, which is defined as total borrowings divided by Adjusted EBITDA increased from 1.58 as at December 31, 2012 to 2.02 as at December 31, 2013.

融資活動所得現金

截至二零一三年十二月三十一日止年度，融資活動產生的現金淨額為人民幣2.151億元，主要是由於銀行貸款所得款項人民幣1.2億元(包括從建設銀行獲得的兩筆短期營運資金貸款人民幣6,000萬元)，發行優先票據獲得的淨發行成本款項人民幣12.292億元，處置合營企業獲得款項人民幣1,670萬元，出售子公司部分權益獲得款項人民幣4,450萬元，由二零一二年末期現金股息人民幣1.244億元、償還民生銀行美元8,000萬元及美元6,000萬元貸款即人民幣9.986億元，償還建設銀行兩筆人民幣6,000萬元短期營運資金貸款、支付貸款安排費用人民幣2,530萬元、股份獎勵計劃下的股份購買付款人民幣4,830萬元所抵銷。

截至二零一二年十二月三十一日止年度，融資活動產生的現金淨額為人民幣8.176億元，主要是由於銀行貸款所得款項人民幣9.825億元(包括從民生銀行獲得的8,000萬美元和6,000萬美元貸款以及從建設銀行獲得的短期營運資金貸款人民幣6,000萬元及人民幣5,000萬元)，由二零一一年末期現金股息人民幣9,510萬元、償還建設銀行的人民幣5,000萬元短期營運資金貸款、支付貸款安排費用人民幣670萬元、為股份獎勵計劃而購買和儲備股份付款人民幣1,250萬元及償還資本租賃負債人民幣100萬元所抵銷。

本公司的負債比率(即借款總額減現金及現金等價物(「淨借款額」)除以淨借款額及權益總額之和)自二零一二年十二月三十一日之46%微增至二零一三年十二月三十一日的47.7%。增加主要是由於新發行的5年期，票面利率為6.875%的2億美元優先票據。

本集團借款總額的EBITDA比率(即借款總額除以EBITDA)由二零一二年十二月三十一日的1.71增加至二零一三年十二月三十一日的2.14。

本集團借款總額的經調整EBITDA比率(即借款總額除以經調整EBITDA)由二零一二年十二月三十一日的1.58增加至二零一三年十二月三十一日的2.02。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

MARKET RISKS

Our market risk exposures primarily consist of fluctuations in oil prices and exchange rates.

Oil price risk

The Group is engaged in crude oil development, production and selling activities. Prices of crude oil are affected by both domestic and global factors which are beyond the control of the Group. The fluctuations in such prices may have favourable or unfavourable impacts to the Group. Therefore the Group was exposed to general price fluctuations of crude oil. During the year ended December 31, 2013, the Group entered into oil options contracts to manage its price risk.

Foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the US\$ and Kazakhstan Tenge (“KZT”).

The majority of the Group’s sales in the PRC and Kazakhstan are transacted in US\$, while production and other expense are mainly denominated in RMB and KZT, respectively.

RMB is not a freely convertible currency and is regulated by the PRC government. Limitation in foreign exchange transactions imposed by the PRC government could cause future exchange rates to vary significantly from current or historical exchange rates. Management is not in a position to anticipate changes in the PRC foreign exchange regulations and as such is unable to reasonably anticipate the impacts on the Group’s results of operations or financial position arising from future changes in exchange rates.

On February 11, 2014, Kazakhstan’s Central Bank decided to stop supporting the KZT exchange rate and decrease currency interventions and the exchange rate of KZT depreciated to KZT 182 for US\$1.

EMPLOYEES

As at December 31, 2013, the Group had 2,588 employees, with 2,213 based in China (Mainland and Hong Kong) and 371 based in Kazakhstan and 4 based in USA.

We have adopted a market-oriented employment system and a competitive remuneration scheme. The remuneration scheme and employment system are periodically reviewed. Apart from pension funds and in-house training programs, performance bonuses and share options may be awarded to employees according to assessment of individual contribution.

市場風險

本公司承受的市場風險主要包括石油價格及匯率波動。

石油價格風險

本集團從事原油開發、生產及銷售。原油價格受本集團無法控制的諸多國內國際因素影響。上述價格波動可能對本集團構成有利或不利影響。因此，本集團面臨原油總體價格波動風險。於截至二零一三年十二月三十一日止年度，本集團訂立石油套期期權合同以管理其價格風險。

外匯風險

本集團在全球經營，故此承受多種因不同貨幣而產生的外匯風險，主要涉及美元和哈薩克斯坦堅戈(以下簡稱「堅戈」)。

本集團在在中國和哈薩克斯坦的大部分銷售以美元計值，而生產及其他支出則分別以人民幣和堅戈為主要幣種。

人民幣並非為自由轉換貨幣，須受中國政府監管。中國政府對外匯交易所設定的限制可能導致遠期匯率與當期匯率或歷史匯率相比產生重大波動。管理層無法預測中國外匯監管變化，故無法合理估計遠期匯率變動對本集團經營業績或財務狀況的影響。

於二零一四年二月十一日，哈薩克斯坦中央銀行決定不再向堅戈匯率提供支持並降低匯率干預，堅戈匯率貶值至1美元兌182堅戈。

僱員

截至二零一三年十二月三十一日，本集團擁有2,588名僱員，其中2,213名位於中國(大陸和香港)，371名位於哈薩克斯坦，4名位於美國。

本集團僱員制度以市場為導向，薪酬計劃具競爭力。薪酬計劃及僱員制度會定期檢討。除養老金及內部培訓計劃外，我們根據個人貢獻的評估情況授予績效獎金及購股權。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

CONTINGENCIES

On August 28, 2000, MIE entered into a PSC with Sinopec for exploration and development of Luojiayi 64 block at Shengli oilfield in Shandong Province, which was suspended since the end of 2004. In April 2005, MIE requested an extension from Sinopec to restart the project. On September 27, 2006, MIE received a letter from Sinopec denying the request to restart the project and seeking to terminate the PSC on the grounds that the extension period of the trial-development phase had expired and MIE had not met its investment commitment under the PSC. The Company believes its investment in the project at Shengli oilfield had met the required commitment amount under the PSC. The PSC with Sinopec has not been formally terminated and the dispute has not entered any judicial proceedings.

As advised by the external legal counsel of the Company, the probability of claim from Sinopec for unfulfilled investment commitment, if any, in relation to the pilot-development phase is remote as the statute of limitations has run out.

Apart from the above, the Group has contingent liabilities in respect of claims or other legal procedures arising in its ordinary course of business from time to time.

SHARE AWARD SCHEME

To supplement the 2009 Stock Incentive Compensation Plan (the "Plan") in respect the operation of the share appreciation rights, the board of the Company resolved to adopt a share award scheme ("Share Award Scheme") on May 30, 2012 ("Adoption Date"), pursuant to which the Company granted to selected grantees who are persons holding SARs under the Plan, such number of Awarded Shares as is equal to the number of outstanding notional shares to which the SAR of the selected grantees relates.

According to the Share Award Scheme, shares of up to 44,415,800 of the Company will be purchased by the trustee from the market out of cash contributed by the Group and be held in trust for the benefit of the selected grantees pending the exercise of the SARs. Upon exercise of the SAR by the selected grantees, the trustee will sell the Awarded Shares to which the SAR so exercised relates and pay the selected grantees in satisfaction of the Company's payment obligations in relation to the SAR under the Plan. Unless early terminated by the board of the Company, the Share Award Scheme shall continue in full force and effect from the Adoption Date until the date when all the SARs are exercised, terminated or expired.

或有負債

於二零零零年八月二十八日，MIE與中石化訂立產品分成合同，以勘探及開發位於山東省勝利油田的羅家義64區塊。該項目已自二零零四年末起被擱置。二零零五年四月，MIE向中石化要求延長期限以重新啟動勝利油田項目。於二零零六年九月二十七日，MIE接獲中石化否決其重新啟動該項目要求的函件，且中石化以試驗開發階段延長期限已屆滿及MIE並未履行產品分成合同項下的投資承諾為由，要求終止產品分成合同。MIE認為於勝利油田項目中的投資已符合產品分成合同的所規定的承諾金額。與中石化的產品分成合同並未正式終止，且該爭端並未進入任何司法程序。

根據本公司所獲外部法律顧問建議，中石化對試驗開發階段相關未完成投資承諾索賠的可能性較小，概因已超過訴訟時效。

除上述情況外，本集團在日常業務中時而會發生與索償或其他法律程序相關的或有負債。

股份獎勵計劃

為對二零零九年股份獎勵酬金計劃(「該計劃」)作出股份增值權方面的補充，本公司董事於二零一二年五月三十日(「採納日期」)議決採納一項股份獎勵計劃(「股份獎勵計劃」)，據此，本公司將向經挑選的承授人授出獎勵股份，該等承授人須為根據該計劃持有股份增值權之人士，而所授出之獎勵股份數目相等於與經挑選承授人相關之股份增值權之已發行名義股份數目。

根據股份獎勵計劃，受託人將以本集團提供之現金於市場購買最多44,415,800股本公司股份，並以經挑選承授人為受益人以信託形式持有，以待行使股份增值權。於經挑選承授人行使股份增值權時，受託人將就所行使之股份增值權出售獎勵股份，並且向經挑選承授人付款以履行本公司在該計劃項下股份增值權之付款責任。除非由本公司董事會提早終止，股份獎勵計劃將自採納日期至所有股份增值權獲行使、終止或到期期間全面生效及有效。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

The trustee has acquired 44,414,000 Award Shares through purchases from the market at an aggregate consideration of HK\$78,053,660 (including transaction costs). During the year ended December 31, 2013, the trustee sold 2,349,000 Awarded Shares upon exercise of SARs so exercised by certain grantees.

DIVIDEND

The Board recommends the payment of a final dividend of HK\$0.029 (2012: HK\$0.059) per share in respect of 2013 to shareholders whose names appear on the register of members of the Company on Monday, May 26, 2014. The proposed final dividend will be paid on or about Thursday, June 5, 2014, following approval at the Annual General Meeting to be held on or around Friday, May 16, 2014.

Any amount of dividends we pay will be at the discretion of the Board of Directors and will depend on our future operations and earnings, capital requirements and surplus, general financial conditions, contractual restrictions and other factors that the Board of Directors considers relevant. Our future declarations of dividends may or may not reflect our historical declarations of dividends and will be at the absolute discretion of the Board.

AUDIT COMMITTEE

The Audit Committee of the Company has reviewed the Group's consolidated financial statements for the year ended December 31, 2013 including the accounting policies adopted by the Group and has discussed the internal controls and financial reporting matters of the Group.

PURCHASE, DISPOSAL OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Save as disclosed in the paragraph headed "Share Award Scheme", neither the Company nor any of its subsidiaries purchased, disposed of or redeemed any of the Company's listed securities during the year ended December 31, 2013.

截至二零一三年十二月三十一日，受託人已在市場以總代價78,053,660港元(包括交易成本)購買44,414,000股股獎勵股份。截至二零一三年十二月三十一日，受託人已於若干承授人行使股份增值權時出售2,349,000股獎勵股份。

股息

董事會建議向二零一四年五月二十六日名列本公司股東名冊的股東派發二零一三年末期股息每股0.029港元(二零一二年：0.059港元)。待於二零一四年五月十六日(星期五)左右舉行的股東周年大會批准後，建議末期股息約於二零一四年六月五日左右派付。

我們派發的任何股息金額由董事會酌情決定，取決於我們的未來營運及盈利、資本需求及盈餘、一般財務狀況、合約限制及董事會認為相關的其他因素。日後宣派的股息未必反映我們過往派發的股息且董事會全權酌情決定。

審核委員會

本公司審核委員會已審閱本集團截至二零一三年十二月三十一日年度的綜合財務報表(包括本集團所採用的會計政策)，並就本集團的內部控制及財務申報等事宜進行討論。

購買、出售及贖回本公司上市證券

除上文股份獎勵計劃一節所披露者外，截止二零一三年十二月三十一日，本公司及其任何子公司概無購買、出售或贖回本公司任何上市證券。



Independent Auditor's Report 獨立核數師報告



羅兵咸永道

To the shareholders of MIE Holdings Corporation
(incorporated in Cayman Islands with limited liability)

致MI能源控股有限公司股東
(於開曼群島註冊成立的有限公司)

We have audited the consolidated financial statements of MIE Holdings Corporation ("the Company") and its subsidiaries (together, the "Group") set out on pages 88 to 224, which comprise the consolidated and company statements of financial position as at December 31, 2013, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

本核數師(以下簡稱「我們」)已審計列載於第88至224頁MI能源控股有限公司(以下簡稱「貴公司」)及其附屬公司(統稱「貴集團」)的合併財務報表，此合併財務報表包括於二零一三年十二月三十一日的合併和公司財務狀況表與截至該日止年度的合併綜合收益表、合併權益變動表及合併現金流量表，以及主要會計政策概要及其他附註解釋資料。

Directors' Responsibility for the Consolidated Financial Statements

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with International Financial Reporting Standards and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

董事就合併財務報表須承擔的責任

貴公司董事須負責根據國際財務報告準則及香港《公司條例》的披露規定編製合併財務報表，以令合併財務報表作出真實而公平的反映，及落實其認為編製合併財務報表所必要的內部控制，以使合併財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

核數師的責任

我們的責任是根據我們的審計對該等合併財務報表作出意見。我們已根據國際審計準則進行審計。該等準則要求我們遵守道德規範，並規劃及執行審計，以合理確定合併財務報表是否不存在任何重大錯誤陳述。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at December 31, 2013, and of the Group's profit and cash flows for the year then ended in accordance with International Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

Other Matters

This report, including the opinion, has been prepared for and only for you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, March 20, 2014

審計涉及執行程式以獲取有關合併財務報表所載金額及披露資料的審計憑證。所選定的程式取決於核數師的判斷，包括評估由於欺詐或錯誤而導致合併財務報表存在重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製合併財務報表以作出真實而公平的反映相關的內部控制，以設計適當的審計程式，但目的並非對公司內部控制的有效性發表意見。審計亦包括評價董事所採用會計政策的合適性及作出會計估計的合理性，以及評價合併財務報表的整體列報方式。

我們相信，我們所獲得的審計憑證能充足和適當地為我們的審計意見提供基礎。

意見

我們認為，該等合併財務報表已根據國際財務報告準則真實而公平地反映貴公司及貴集團於二零一三年十二月三十一日的事務狀況，及貴集團截至該日止年度的利潤及現金流量，並已按照香港《公司條例》的披露規定妥為編製。

其他事項

本報告(包括意見)乃為股東而編製並僅向整體股東報告，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

羅兵咸永道會計師事務所
執業會計師

香港，二零一四年三月二十日



Statement of Financial Position

財務狀況表

		Notes 附註	Group 集團		Company 公司	
			As at December 31, 於十二月三十一日		As at December 31, 於十二月三十一日	
			2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Assets	資產					
Non-current assets	非流動資產					
Property, plant and equipment	不動產、工廠及設備	6	7,160,160	6,632,652	1,922	1,363
Intangible assets	無形資產	7	544,469	603,898	-	-
Investments accounted for using the equity method	按權益法入賬的投資	8(b)	273,348	181,636	-	-
Interests in subsidiaries	子公司權益	9(a)	-	-	2,787,424	3,302,981
Loan to subsidiaries	予子公司貸款	9(b)	-	-	2,643,596	1,346,407
Deferred income tax assets	遞延所得稅資產	20	40,783	-	-	-
Available-for-sale financial assets	可供出售金融資產	10	50,422	3,966	17,478	3,966
Prepayments, deposits and other receivables	預付款、保證金及其他應收款	12	34,941	178,817	158	9,031
Restricted cash	受限制現金	15	11,884	9,687	-	-
			8,116,007	7,610,656	5,450,578	4,663,748
Current assets	流動資產					
Inventories	存貨	14	44,835	52,616	-	-
Derivative financial instruments	衍生金融工具	11	7,791	418	7,626	-
Amounts due from subsidiaries	應收子公司款項	9(b)	-	-	304,845	282,848
Prepayments, deposits and other receivables	預付款、保證金及其他應收款	12	549,188	302,132	87,110	60,668
Trade receivables	應收賬款	13	273,125	438,048	-	-
Restricted cash	受限制現金	15	37,071	41,106	-	-
Cash and cash equivalents	現金及現金等價物	16	274,529	467,164	52,637	7,965
			1,186,539	1,301,484	452,218	351,481
Total assets	資產總額		9,302,546	8,912,140	5,902,796	5,015,229
Equity	權益					
Equity attributable to owners of the Company	歸屬於本公司所有者的權益					
Ordinary shares	普通股	17	17,638	17,629	17,638	17,629
Share premium	股本溢價	17	838,496	836,374	838,496	836,374
Other reserves	其他儲備	19	241,766	203,107	1,201,514	1,387,044
Retained earnings	留存收益					
— Proposed final dividend	— 擬派末期股利		60,969	126,665	60,969	126,665
— Others	— 其他		2,502,138	2,279,598	30,872	29,700
			3,661,007	3,463,373	2,149,489	2,397,412
Non-controlling interests	非控制性權益		43,423	810	-	-
Total equity	權益總額		3,704,430	3,464,183	2,149,489	2,397,412

Statement of Financial Position (Continued)

財務狀況表 (續)

		Notes 附註	Group 集團		Company 公司	
			As at December 31, 於十二月三十一日		As at December 31, 於十二月三十一日	
			2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Liabilities	負債					
Non-current liabilities	非流動負債					
Borrowings	借款	23	3,589,503	3,327,894	3,589,503	2,467,733
Deferred income tax liabilities	遞延所得稅負債	20	261,472	260,135	-	-
Trade and notes payable	應付賬款及應付票據	21	46,113	131,867	-	-
Provisions, accruals and other liabilities	準備、預提及其他負債	22	145,424	122,657	17,442	16,437
Derivative financial instruments	衍生金融工具	11	-	67,839	2,770	-
			4,042,512	3,910,392	3,609,715	2,484,170
Current liabilities	流動負債					
Trade and notes payable	應付賬款及應付票據	21	1,022,424	988,137	-	-
Provisions, accruals and other liabilities	準備、預提及其他負債	22	462,238	416,314	143,592	133,647
Current income tax liabilities	當期所得稅負債		10,942	73,114	-	-
Borrowings	借款	23	60,000	60,000	-	-
			1,555,604	1,537,565	143,592	133,647
Total liabilities	負債總額		5,598,116	5,447,957	3,753,307	2,617,817
Total equity and liabilities	權益及負債總額		9,302,546	8,912,140	5,902,796	5,015,229
Net current (liabilities)/assets	流動(負債)/資產淨額		(369,065)	(236,081)	308,626	217,834
Total assets less current liabilities	資產總額減流動負債		7,746,942	7,374,575	5,759,204	4,881,582

The accompanying notes are an integral part of these consolidated financial statements.

後附附註為本合併財務報表的整體部分。

The financial statements on pages 88 to 224 were approved by the Board of Directors on March 20, 2014 and were signed on its behalf.

第88頁至第224頁之財務報表已於二零一四年三月二十日獲董事會批准刊發，並代表董事會簽署：

Zhang Ruilin
張瑞霖
Director
董事

Tao Tak Yin Dexter
陶德賢
Director
董事

Consolidated Statement of Comprehensive Income

合併綜合收益表

		Year ended December 31, 截至十二月三十一日止年度		
		2013	2012	
		二零一三年	二零一二年	
		RMB'000	RMB'000	
		人民幣千元	人民幣千元	
	Notes 附註			
Revenue	收益	5	3,256,061	3,485,616
Operating expenses:	經營支出：			
Depreciation, depletion and amortization	折舊、折耗及攤銷		(905,032)	(861,367)
Taxes other than income taxes	稅項(所得稅除外)	25	(740,628)	(816,972)
Employee compensation costs	員工薪酬成本	27	(227,769)	(269,546)
Purchases, services and others	採購、服務及其他		(370,205)	(278,679)
Geological and geophysical expenses	地質及地球物理費用		(4,721)	(22,922)
Distribution expenses	銷售支出		(31,346)	(33,483)
General and administrative expenses	管理費用		(102,528)	(117,382)
Other (losses)/gains, net	其他(損失)/利得, 淨值	24	(4,635)	39,547
Total operating expenses	總經營支出		(2,386,864)	(2,360,804)
Profit from operations	經營利潤	27	869,197	1,124,812
Finance income	財務收入	26	6,431	5,797
Finance costs	財務費用	26	(351,984)	(285,307)
Share of losses of investments accounted for using the equity method	享有按權益法入賬的投資的虧損份額	8	(68,777)	(8,265)
Profit before income tax	除所得稅前利潤		454,867	837,037
Income tax expense	所得稅費用	29	(175,083)	(295,765)
Profit for the year	本年利潤		279,784	541,272
Other comprehensive income/(loss) Items that will not be reclassified to profit or loss	其他綜合收益/(損失)： 其後不會重分類至損益的項目			
Currency translation differences	外幣折算差額		(48,932)	(3,214)
Items that may be reclassified to profit or loss	其後可能會重分類至損益的項目			
Change in value of available-for-sale financial assets	可供出售金融資產的價值變動		24,283	—
Reclassification of accumulated change in value of available-for-sale financial assets upon disposal	重分類處置可供出售金融資產價值累計變動		(4,093)	—
Currency translation differences	外幣折算差額		20,514	(1,580)
			(8,228)	(4,794)
Total comprehensive income for the year	本年綜合收益總額		271,556	536,478

Consolidated Statement of Comprehensive Income (Continued)

合併綜合收益表(續)

		Year ended December 31, 截至十二月三十一日止年度	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
		Notes 附註	
Profit for the year attributable to:	本年利潤歸屬於：		
Owners of the Company	本公司所有者		283,009
Non-controlling interests	非控制性權益		(3,225)
			543,966
			(2,694)
			279,784
			541,272
Total comprehensive income for the year attributable to:	本年綜合收益總額歸屬於：		
Owners of the Company	本公司所有者		274,781
Non-controlling interests	非控制性權益		(3,225)
			539,172
			(2,694)
			271,556
			536,478
Earnings per share for profit attributable to owners of the Company for the year (expressed in RMB per share)	本年本公司所有者應佔利潤的每股收益 (每股人民幣)		
Basic	基本每股收益	31	0.11
Diluted	稀釋每股收益	31	0.11
			0.21
			0.20
The accompanying notes are an integral part of these consolidated financial statements.	後附附註為本合併財務報表的整體部分。		
Dividends	股利	32	60,969
			126,665



Consolidated Statement of Changes in Equity

合併權益變動表

		Attributable to owners of the Company 歸屬於本公司所有者				Total 總計	Non- controlling interests 非控制性 權益	Total equity 權益總額
		Ordinary shares 普通股 RMB'000 人民幣千元	Share premium 股本溢價 RMB'000 人民幣千元	Other reserves 其他儲備 RMB'000 人民幣千元	Retained earnings 留存收益 RMB'000 人民幣千元			
As at January 1, 2012	於二零一二年一月一日	17,627	835,709	102,083	2,003,730	2,959,149	3,504	2,962,653
Comprehensive income for the year	本年綜合收益							
Profit for the year	本年利潤	-	-	-	543,966	543,966	(2,694)	541,272
Currency translation differences	外幣折算差額	-	-	(4,794)	-	(4,794)	-	(4,794)
		-	-	(4,794)	543,966	539,172	(2,694)	536,478
Transactions with owners	與所有者交易							
Employees stock option scheme	僱員購股權計劃							
- value of employee services (Note 27)	- 僱員服務價值 (附註27)	-	-	66,644	-	66,644	-	66,644
- exercise of employee options	- 行使僱員購股權	2	665	-	-	667	-	667
Shares purchased under Share Award Scheme (Note 19(a))	為股份獎勵計劃回購股份 (附註19(a))	-	-	(12,530)	-	(12,530)	-	(12,530)
Options granted for interest in subsidiaries (Note 18(c))	為子公司權益而授予的購股權 (附註18(c))	-	-	5,341	-	5,341	-	5,341
Appropriations (Note 19(b))	分配 (附註19(b))	-	-	46,363	(46,363)	-	-	-
Dividends	股息	-	-	-	(95,070)	(95,070)	-	(95,070)
		2	665	105,818	(141,433)	(34,948)	-	(34,948)
As at December 31, 2012	於二零一二年十二月三十一日	17,629	836,374	203,107	2,406,263	3,463,373	810	3,464,183



Consolidated Statement of Changes in Equity (Continued)

合併權益變動表(續)

		Attributable to owners of the Company 歸屬於本公司所有者					Non-controlling interests 非控制性權益	Total equity 權益總額
		Ordinary shares 普通股	Share premium 股本溢價	Other reserves 其他儲備	Retained earnings 留存收益	Total 總計		
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
As at January 1, 2013	於二零一三年一月一日	17,629	836,374	203,107	2,406,263	3,463,373	810	3,464,183
Comprehensive income for the year	本年綜合收益							
Profit for the year	本年利潤	-	-	-	283,009	283,009	(3,225)	279,784
Changes in value of available-for-sale financial assets (Note 19)	可供出售金融資產的價值變動(附註19)	-	-	20,190	-	20,190	-	20,190
Currency translation differences	外幣折算差額	-	-	(28,418)	-	(28,418)	-	(28,418)
		-	-	(8,228)	283,009	274,781	(3,225)	271,556
Transactions with owners	與所有者交易							
Employees stock option scheme	僱員購股權計劃							
- value of employee services (Note 27)	- 僱員服務價值(附註27)	-	-	26,549	-	26,549	-	26,549
- exercise of employee options	- 行使僱員購股權	9	2,122	(954)	-	1,177	-	1,177
Shares purchased under Share Award Scheme (Note 19(a))	為股份獎勵計劃回購股份(附註19(a))	-	-	(48,264)	-	(48,264)	-	(48,264)
Options granted for interest in subsidiaries (Note 18(c))	為子公司權益而授予的購股權(附註18(c))	-	-	67,839	-	67,839	-	67,839
Partial disposal of interest in a subsidiary (Note 36)	部分處置子公司權益(附註36)	-	-	1,717	-	1,717	45,838	47,555
Dividends	股息	-	-	-	(126,165)	(126,165)	-	(126,165)
		9	2,122	46,887	(126,165)	(77,147)	45,838	(31,309)
As at December 31, 2013	於二零一三年十二月三十一日	17,638	838,496	241,766	2,563,107	3,661,007	43,423	3,704,430

The accompanying notes are an integral part of these consolidated financial statements.

後附附註為本合併財務報表的整體部分。



Consolidated Statement of Cash Flows

合併現金流量表

		Year ended December 31, 截至十二月三十一日止年度	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
	Notes 附註		
Cash flows from operating activities	經營活動產生的現金流量		
Cash generated from operations	經營產生的現金	1,772,599	1,679,075
Interest paid	已付利息	(295,931)	(270,903)
Income tax paid	已付所得稅	(267,569)	(260,451)
Net cash generated from operating activities	經營活動產生的現金淨額	1,209,099	1,147,721
Cash flows from investing activities	投資活動所用的現金流量		
Acquisition of subsidiaries, net of cash acquired	收購子公司，扣除購入的現金	-	(214,320)
Purchases of property, plant and equipment	購買不動產、工廠及設備	(1,408,913)	(1,820,627)
Capital contribution to/acquisition of investments accounted for using the equity method	增資於／收購以權益法核算的投資	(180,773)	(190,390)
Decrease in restricted cash	受限制現金的減少	1,838	192,785
Interest received	已收利息	2,863	5,797
Net cash used in investing activities	投資活動所用的現金淨額	(1,584,985)	(2,026,755)
Cash flows from financing activities	融資活動產生的現金流量		
Proceeds from borrowings	借款所得款項	120,000	975,841
Proceeds from issue of senior notes payable, net of issuance costs	發行票據所得款項(扣除發行成本後淨值)	1,229,212	-
Proceeds from disposal of a joint venture	出售合營企業所得款項	16,741	-
Proceed from partial disposal of interest in a subsidiary	部分處置子公司權益所得款項	44,507	-
Proceeds from exercise of share options	行使購股權所得款項	1,177	369
Repayments of borrowings	償還借款	(998,612)	(50,000)
Dividends paid	已付股息	(124,365)	(95,070)
Payment of loan arrangement fee and others	支付借款安排費及相關費用	(25,339)	-
Payment for shares purchased under Share Award Scheme	為股份獎勵計劃回購股份	(48,264)	(12,530)
Others	其他	-	(1,012)
Net cash generated from financing activities	融資活動產生的現金淨額	215,057	817,598
Net decrease in cash and cash equivalents	現金及現金等價物的減少淨額	(160,829)	(61,436)
Cash and cash equivalents at beginning of the year	年初現金及現金等價物	467,164	533,029
Exchange losses on cash and cash equivalents	現金及現金等價物的匯兌虧損	(31,806)	(4,429)
Cash and cash equivalents at end of the year	年末現金及現金等價物	274,529	467,164

The accompanying notes are an integral part of these consolidated financial statements.

後附附註為本合併財務報表的整體部分。

Notes to the Consolidated Financial Statements

合併財務報表附註

1. General information

MIE Holdings Corporation (the “Company”) and its subsidiaries (together, the “Group”) are principally engaged in the exploration, development, production and sale of oil and other petroleum products in the People’s Republic of China (the “PRC”) and the Republic of Kazakhstan (the “Kazakhstan”) under production sharing contracts (“PSC”) and other similar arrangements. The Group currently has four producing oil PSCs in the PRC, an exploration contract and four production contracts in Kazakhstan and a working interest in the Niobrara shale oil and gas assets in the United States of America (“USA”). The Group also participates through a joint venture in the exploration of two unconventional gas assets located on the eastern flank of the Ordos Basin in the PRC pursuant to two separate PSCs.

Further details of the Group’s joint operations under PSCs and similar arrangements, and joint ventures are set out in Notes 8(a) and 8(b) to the consolidated financial statements, respectively.

The Company is a limited liability company incorporated in Cayman Islands. The address of its registered office is Maples Corporate Services Limited, P.O. Box 309 Ugland House, Grand Cayman KY1-1104, Cayman Islands.

The Company’s shares are listed on the Stock Exchange of Hong Kong Limited.

The financial statements are presented in Chinese Renminbi (“RMB”) unless otherwise stated. These financial statements have been approved for issue by the board of directors (“Board of Directors”) on March 20, 2014.

1. 一般資料

MI 能源控股有限公司 (以下簡稱「本公司」) 及其附屬公司 (統稱「本集團」) 主要在中華人民共和國 (以下簡稱「中國」) 和哈薩克斯坦共和國 (以下簡稱「哈薩克斯坦」) 按照產品分成合同及類似協議，從事勘探、開發、生產及銷售石油和其他石油產品。本集團目前擁有位於中國的四個生產原油產品分成合同項目，位於哈薩克斯坦的一處勘探合同和四處生產合同項目，並擁有位於美國的 Niobrara 葉岩油和天然氣資產的作業權益。本集團通過一家合營企業依照兩份不同的產品分成合同參與位於中國鄂爾多斯盆地東側兩處非常規天然氣資產的勘探。

本集團在產品分成合同及類似協議下的共同經營和合營企業的進一步詳情，分別載於本合併財務報表附註 8(a) 和 8(b) 中。

本公司是一家於開曼群島註冊成立的有限公司。註冊地址為 Maples Corporate Services Limited, P.O. Box 309 Ugland House, Grand Cayman KY1-1104, Cayman Islands。

本公司的股份在香港聯合交易所有限公司上市。

本財務報表以人民幣列報 (除非另有說明)。本財務報表已經由董事會於二零一四年三月二十日批准刊發。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

2. Summary of significant accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRSs”) issued by the International Accounting Standards Board (“IASB”). The consolidated financial statements of the Company have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets and financial assets and financial liabilities (including derivative instruments) through profit or loss, which are carried at fair value.

The preparation of consolidated financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

2.1.1 Going concern

At December 31, 2013, the Group’s current liabilities exceeded its current assets by RMB369.1 million (2012: RMB236.1 million), which was mainly due to significant capital expansion programs undertaken by the Group in recent years. The Group generated cash and cash equivalents from its operating activities of RMB1,209.1 million (2012: RMB1,147.7 million) for the year ended December 31, 2013, and expects to continue to generate significant positive cash flow in the next 12 months from the approval date of these financial statements.

2. 重要會計政策摘要

編製本合併財務報表採用的主要會計政策載於下文。除另有說明外，此等政策在所列報的所有年度內貫徹應用。

2.1 編製基礎

合併財務報表是根據國際會計準則委員會發佈的國際財務報告準則編製。本公司的合併財務報表按照歷史成本法編製，並就可供出售金融資產及以公允價值計量且其變動計入損益的金融資產和金融負債(包括衍生工具)的重估而作出修訂。

編製符合國際財務報告準則的財務報表需要使用若干關鍵會計估計。這亦需要管理層在應用本集團的會計政策過程中行使其判斷。涉及高度判斷或高度複雜性的範疇，或涉及對合併財務報表作出重大假設和估計的範疇，在附註4中披露。

2.1.1 持續經營

於二零一三年十二月三十一日，本集團流動負債超出流動資產約人民幣369.1百萬元(二零一二年：人民幣236.1百萬元)。該營運資金缺口是由於本集團在近幾年進行重大資本擴張項目所導致。本集團於截至二零一三年十二月三十一日止年度產生經營活動現金流量人民幣1,209.1百萬元(二零一二年：人民幣1,147.7百萬元)，並預計於本財務報表批准日後十二個月內繼續產生大量現金流入。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.1 Basis of preparation (Continued)

2.1.1 Going concern (Continued)

Additionally, the directors of the Company have taken measures and are confident to obtain other available sources of funding from other financial institutions in 2014. At December 31, 2013, the Group has committed unutilized banking facilities amounting to RMB451.7 million (2012: RMB334.5 million) (Note 23(v)). Based on their assessment, the Board of Directors of the Company is of the opinion that the Group has sufficient working capital to enable it to repay its debts as and when they fall due. The Group therefore continues to adopt the going concern basis in preparing its consolidated financial statements.

2.1.2 Changes in accounting policy and disclosures

(a) *New and amended standards adopted by the Group*

The following standards have been adopted by the Group for the first time for the financial year beginning on or after January 1, 2013:

- IFRS 10, 'Consolidated financial statements' builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company. The standard provides additional guidance to assist in the determination of control where this is difficult to assess.

2. 重要會計政策摘要(續)

2.1 編製基礎(續)

2.1.1 持續經營(續)

此外，本公司董事已經採取了行動並有信心於二零一四年從其他金融機構獲得資金。於二零一三年十二月三十一日，本集團已獲承諾尚未動用的銀行機構的授信額度為人民幣451.7百萬元(二零一二年：人民幣334.5百萬元)(附註23(v))。本公司董事會基於評估認為本公司擁有充足的營運資金以償還到期債務。因此，本集團繼續以持續經營為基礎來編製本合併財務報表。

2.1.2 會計政策和披露的變動

(a) 本集團已採納的新訂和已修改的準則

本集團自二零一三年一月一日或之後開始的財政年度首次採納的新準則和已修訂的準則列示如下：

- 國際財務報告準則第10號「合併財務報表」建基於現有原則，透過確定控制權概念作為釐定是否應將某一主體納入母公司合併財務報表的決定性因素。這準則亦列載當難以釐定時，提供額外指引以協助釐定控制權。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.1 Basis of preparation (Continued)

2.1.2 Changes in accounting policy and disclosures (Continued)

(a) *New and amended standards adopted by the Group (Continued)*

- IFRS 11, 'Joint arrangements' focuses on the rights and obligations of the parties to the arrangement rather than its legal form. There are two types of joint arrangements: joint operations and joint ventures. Joint operations arise where the investors have rights to the assets and obligations for the liabilities of an arrangement. A joint operator accounts for its share of the assets, liabilities, revenue and expenses. Joint ventures arise where the investors have rights to the net assets of the arrangement; joint ventures are accounted for under the equity method. Proportional consolidation of joint arrangements is no longer permitted.
- IFRS 12, 'Disclosures of interests in other entities' includes the disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, structured entities and other off balance sheet vehicles.

2. 重要會計政策摘要(續)

2.1 編製基礎(續)

2.1.2 會計政策和披露的變動(續)

(a) 本集團已採納的新訂和已修改的準則(續)

- 國際財務報告準則第11號「合營安排」集中針對合營安排參與方的權利和義務而非其法定形式。合營安排分為兩大類：共同經營和合營企業。共同經營指其投資者有權獲得與安排有關的資產和債務。共同經營者確認其享有的資產、負債、收入和支出的份額。在合營企業中，投資方取得安排下淨資產的權利；合營企業使用權益法入賬。不再容許將合營企業的權益使用比例合併法入賬。
- 國際財務報告準則第12號「在其他主體權益的披露」包括在其他主體的所有形式的權益的披露規定，包括合營安排、聯營、特別用途工具和其他資產負債表外工具。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.1 Basis of preparation (Continued)

2.1.2 Changes in accounting policy and disclosures (Continued)

(a) *New and amended standards adopted by the Group (Continued)*

- IFRS 13, 'Fair value measurement', aims to improve consistency and reduce complexity by providing a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across IFRSs. The requirements do not extend the use of fair value accounting but provide guidance on how it should be applied where its use is already required or permitted by other standards within IFRSs.
- IAS 27 (revised 2011), 'Separate financial statements' includes the provisions on separate financial statements that are left after the control provisions of IAS 27 have been included in the new IFRS 10.
- IAS 28 (revised 2011), 'Associates and joint ventures' includes the requirements for joint ventures, as well as associates, to be equity accounted following the issue of IFRS 11.

2. 重要會計政策摘要(續)

2.1 編製基礎(續)

2.1.2 會計政策和披露的變動(續)

(a) 本集團已採納的新訂和已修改的準則(續)

- 國際財務報告準則第13號「公允價值計量」目的為透過提供一個公允價值的清晰定義和作為各項國際財務報告準則就公允價值計量和披露規定的單一來源，以改善一致性和減低複雜性。此規定並無擴大公允價值會計法的使用，但提供指引說明當國際財務報告準則內有其他準則已規定或容許時，應如何應用此準則。
- 國際會計準則第27號(2011修訂)「獨立財務報告」的控制權條文包括在新的國際財務報告準則第10號。
- 國際會計準則第28號(2011修訂)「聯營和合營」包括在國際財務報告準則第11號發佈後，有關將合營和聯營按權益法入賬的規定。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.1 Basis of preparation (Continued)

2.1.2 Changes in accounting policy and disclosures (Continued)

(a) *New and amended standards adopted by the Group (Continued)*

- Amendment to IAS 1, 'Financial statement presentation' regarding other comprehensive income. The main change resulting from these amendments is a requirement for entities to group items presented in 'other comprehensive income' (OCI) on the basis of whether they are potentially reclassifiable to profit or loss subsequently (reclassification adjustments).
- Amendment to IAS 16, "Property, plant and equipment" clarifies that spare parts and servicing equipment are classified as property, plant and equipment rather than inventory when they meet the definition of property, plant and equipment.
- Amendment to IAS 34, "Interim financial reporting" clarifies the disclosure requirements for segment assets and liabilities in interim financial information.

2. 重要會計政策摘要(續)

2.1 編製基礎(續)

2.1.2 會計政策和披露的變動(續)

(a) 本集團已採納的新訂和已修改的準則(續)

- 國際會計準則第1號(修改)「財務報表的呈報」有關其他綜合收益的修改。主要變動為規定主體必須將「其他綜合收益」內呈報的項目按照其是否其後重分類至損益而組合起來(重分類調整)。
- 國際會計準則第16號(修改)「物業、廠房及設備」澄清了如果備件和服務設備如符合物業、廠房及設備的定義,應被歸類為物業、廠房及設備而不是存貨。
- 國際會計準則第34號(修改)「中期財務報告」澄清了中期財務資料中對分部資產和負債的披露要求。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.1 Basis of preparation (Continued)

2.1.2 Changes in accounting policy and disclosures (Continued)

(a) *New and amended standards adopted by the Group (Continued)*

- IAS 19, 'Employee benefits' was revised in June 2011. The changes on the Group's accounting policies has been as follows: to immediately recognise all past service costs; and to replace interest cost and expected return on plan assets with a net interest amount that is calculated by applying the discount rate to the net defined benefit liability (asset).
- Amendment to IFRS 7, 'Financial instruments: Disclosures', on asset and liability offsetting. This amendment requires new disclosure requirements which focus on quantitative information about recognised financial instruments that are offset in the statement of financial position, as well as those recognised financial instruments that are subject to master netting or similar arrangements irrespective of whether they are offset.

The adoption of the above new and amended standards did not result in any significant impact to the Group's financial statements.

2. 重要會計政策摘要(續)

2.1 編製基礎(續)

2.1.2 會計政策和披露的變動(續)

(a) 本集團已採納的新訂和已修改的準則(續)

- 國際會計準則第19號「職工福利」在二零一一年六月修訂。此修訂對本集團會計政策影響如下：所有過往服務成本實時確認；將利息成本和計劃資產的預期回報，以淨利息成本(根據淨設定受益資產(負債)按貼現率計算)取代。
- 國際財務報告準則第7號(修改)「金融工具：披露」有關資產和負債的對銷。該修訂也規定了新的披露要求，著重於在財務狀況表中被抵銷的金融工具，以及受總互抵協議或類似協議約束的金融工具(無論其是否被抵銷)的量化信息。

採納上述新準則或已修訂的準則並未對本集團財務報表產生任何重大影響。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.1 Basis of preparation (Continued)

2.1.2 Changes in accounting policy and disclosures (Continued)

(b) New standards, amendments and interpretations not effective for the financial year beginning January 1, 2013 and not yet adopted.

- IFRS 9, 'Financial instruments' (effective from January 1, 2015), addresses the classification, measurement and recognition of financial assets and financial liabilities. IFRS 9 was issued in November 2009 and October 2010. It replaces the parts of IAS 39 that relate to the classification and measurement of financial instruments. IFRS 9 requires financial assets to be classified into two measurement categories: those measured as at fair value and those measured at amortised cost. The determination is made at initial recognition. The classification depends on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument. For financial liabilities, the standard retains most of the IAS 39 requirements. The main change is that, in cases where the fair value option is taken for financial liabilities, the part of a fair value change due to an entity's own credit risk is recorded in other comprehensive income rather than the income statement, unless this creates an accounting mismatch.

2. 重要會計政策摘要(續)

2.1 編製基礎(續)

2.1.2 會計政策和披露的變動(續)

(b) 二零一三年一月一日後開始的年度期間未生效，且未採納的新準則和準則的修改及解釋：

- 國際財務報告準則第9號「金融工具」(二零一五年一月一日起實施)，針對金融資產和金融負債的分類、計量和確認。國際財務報告準則第9號在二零零九年十一月和二零一零年十月發佈。此準則為取代國際會計準則第39號有關分類和計量金融工具。國際財務報告準則第9號規定金融資產必須分類為兩個計量類別：按公允價值計量和按攤銷成本計量。此釐定必須在初次確認時作出。分類視乎主體管理其金融工具的經營模式，以及工具的合同現金流量特點。對於金融負債，此準則保留了國際財務報告準則第39號的大部分規定。主要改變為，如對金融負債採用公允價值法，除非會造成會計錯配，否則歸屬於主體本身負債信貸風險的公允價值變動部分在其他綜合收益中而非利潤表中確認。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.1 Basis of preparation (Continued)

2.1.2 Changes in accounting policy and disclosures (Continued)

(b) New standards, amendments and interpretations not effective for the financial year beginning January 1, 2013 and not yet adopted. (Continued)

- Amendments to IFRS 10, 12 and IAS 27 on consolidation for investment entities (effective from January 1, 2014). These amendments mean that many funds and similar entities will be exempt from consolidating most of their subsidiaries. Instead, they will measure them at fair value through profit or loss. The amendments give an exception to entities that meet an 'investment entity' definition and which display particular characteristics. Changes have also been made IFRS 12 to introduce disclosures that an investment entity needs to make.
- Amendments to IAS 36, 'Impairment of assets' (effective from January 1, 2014), on the recoverable amount disclosures for non-financial assets. This amendment removed certain disclosures of the recoverable amount of cash generating units ("CGUs") which had been included in IAS 36 by the issue of IFRS 13.

2. 重要會計政策摘要(續)

2.1 編製基礎(續)

2.1.2 會計政策和披露的變動(續)

(b) 二零一三年一月一日後開始的年度期間未生效，且未採納的新準則和準則的修改及解釋：(續)

- 國際財務報告準則第10、12號及國際會計準則第27號(修改)有關投資主體的合併(二零一四年一月一日起實施)。此等修改意味著許多基金和類似主體將獲豁免合併其大部分子公司。取而代之，基金和類似主體可以公允價值透過損益計量其子公司。此等修改為符合「投資主體」定義並表現出某些特點的主體提供豁免。改變亦包括國際財務報告準則第12號引入了投資主體須作出的披露。
- 國際會計準則第36號的修改「資產減值」(二零一四年一月一日起實施)有關非金融資產可收回金額的披露。此修改透過發佈國際財務報告準則第13號，刪除了國際會計準則第36號所包括的現金產出單元的可收回金額的若干披露。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.1 Basis of preparation (Continued)

2.1.2 Changes in accounting policy and disclosures (Continued)

(b) New standards, amendments and interpretations not effective for the financial year beginning January 1, 2013 and not yet adopted. (Continued)

- Amendment to IAS 32, 'Financial instruments: Presentation' (effective from January 1, 2014), on asset and liability offsetting, are to the application guidance in IAS 32, 'Financial instruments: Presentation', and clarify some of the requirements for offsetting financial assets and financial liabilities at fair value through profit or loss on the statement of financial position.
- Amendment to IAS 39, 'Financial Instruments: Recognition and Measurement' (effective from January 1, 2014), on 'Novation of derivatives'. This amendment provides relief from discontinuing hedge accounting when novation on a hedging instrument to a central counter party meets specified criteria.
- Amendment to IAS 19, 'employee benefits' (effective from January 1, 2014), these amendments eliminate the corridor approach and calculate finance expenses on a net funding basis.

2. 重要會計政策摘要(續)

2.1 編製基礎(續)

2.1.2 會計政策和披露的變動(續)

(b) 二零一三年一月一日後開始的年度期間未生效，且未採納的新準則和準則的修改及解釋：(續)

- 國際會計準則第32號(修改)「金融工具：呈報」(二零一四年一月一日起實施)有關資產與負債的對銷。此修改為國際會計準則第32號「金融工具：呈報」的應用指引，並澄清了在財務狀況表中對銷以公允價值計量且其變動計入損益的金融資產和金融負債的若干規定。
- 國際會計準則第39號(修改)「金融工具：確認及計量」(二零一四年一月一日起實施)有關衍生工具的替代。此修改提供豁免，當一項套期工具替代至中央對手方符合指定條件時，可終止採用套期會計法。
- 國際會計準則第19號「職工福利」(二零一四年一月一日起實施)。此修改刪除了區間法，並按淨注資基準計算融資費用。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.1 Basis of preparation (Continued)

2.1.2 Changes in accounting policy and disclosures (Continued)

(b) New standards, amendments and interpretations not effective for the financial year beginning January 1, 2013 and not yet adopted. (Continued)

- IFRIC 21, 'Levies' (effective from January 1, 2014), sets out the accounting for an obligation to pay a levy that is not income tax. The interpretation addresses what the obligating event is that gives rise to pay a levy and when should a liability be recognized.

The Group has already commenced an assessment of the related impact of the above revised standards, amendments and interpretations to the Group's financial statements and is not expecting any significant impact to the Group's financial position and results.

There are no other IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Group.

2. 重要會計政策摘要(續)

2.1 編製基礎(續)

2.1.2 會計政策和披露的變動(續)

(b) 二零一三年一月一日後開始的年度期間未生效，且未採納的新準則和準則的修改及解釋：(續)

- 國際財務報告解釋委員會－解釋公告第21號「征費」(二零一四年一月一日起實施)，載列就一項征費(非所得稅)的支付義務的會計法。此解釋說明導致支付征費的債務事件和何時將負債入賬。

本集團已開始對上述新準則和準則的修改及解釋對本集團財務報表產生的相關影響進行評估，並預計於上述新準則和準則的修改及解釋生效日的採納不會對本集團的財務狀況和業績產生重大影響。

此外，沒有其他尚未生效的國際財務報告準則或國際財務報告解釋委員會－解釋公告預期會對本集團有重大影響。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.2 Consolidation and subsidiaries

2.2.1 Consolidation

A subsidiary is an entity (including a structured entity) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognizes any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognized amounts of acquiree's identifiable net assets.

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognized in profit or loss.

2. 重要會計政策摘要(續)

2.2 合併及子公司

2.2.1 合併

子公司指本集團對其具有控制權的所有主體(包括結構性主體)。當本集團因為參與該主體而承擔可變回報的風險或享有可變回報的權益，並有能力透過其對該主體的權力影響此等回報時，本集團即控制該主體。子公司在控制權轉移至本集團之日起合併入賬。子公司在控制權終止之日起停止合併入賬。

本集團利用購買法將業務合併入賬。購買一子公司所轉讓的對價，為所轉讓資產、對被收購方的前所有人產生的負債，及本集團發行的股本權益的公允價值。所轉讓的對價包括或有對價安排所產生的任何資產和負債的公允價值。在業務合併中所購買可辨認的資產以及所承擔的負債及或有負債，首先以彼等於購買日期的公允價值計量。就個別收購基準，本集團可按公允價值或按非控制性權益應佔被購買方淨資產的比例，計量被收購方的非控制性權益。

購買相關成本在產生時支銷。

如業務合併分階段進行，收購方之前在被收購方持有權益於收購日期的賬面值，按收購日期的公允價值重新計量，重新計量產生的任何盈虧在損益中確認。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.2 Consolidation and subsidiaries (Continued)

2.2.1 Consolidation (Continued)

Any contingent consideration to be transferred by the Group is recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognized in accordance with IAS 39 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognized and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognized directly in the income statement.

Intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealized losses are also eliminated. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

2.2.2 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost also includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

2. 重要會計政策摘要(續)

2.2 合併及子公司(續)

2.2.1 合併(續)

本集團將轉讓的任何或有對價按收購日期的公允價值計量。被視為資產或負債的或有對價公允價值的其後變動，根據國際會計準則第39號的規定，在損益中或作為其他綜合收益的變動確認。分類為權益的或有對價不重新計量，其之後的結算在權益中入賬。

所轉讓對價、被收購方的任何非控制性權益數額，及在被收購方之前任何權益在收購日期的公允價值，超過購入可辨識淨資產公允價值的數額記錄為商譽。如所轉讓對價、確認的任何非控制性權益及之前持有的權益計量，低於購入子公司淨資產的公允價值，則將該數額直接在損益中確認。

集團內公司之間的交易、結餘及交易的未變現利得予以對銷。未變現損失亦予以對銷。子公司報告的數額已按需要作出改變，以確保與本集團採用的政策符合一致。

2.2.2 獨立財務報表

子公司投資按成本扣除減值列賬。成本包括投資的直接歸屬成本。子公司的業績由本公司按已收及應收股利入賬。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.2 Consolidation and subsidiaries (Continued)

2.2.2 Separate financial statements (Continued)

Impairment testing of the investments in subsidiaries is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

2.3 Joint arrangements

The Group has applied IFRS 11 to all joint arrangements as at January 1, 2013. Under IFRS 11 investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations of each investor. The Company has assessed the nature of its joint arrangements and determined them to be joint ventures and joint operations. The adoption of IFRS 11 did not result in any impact to the Group's financial statements.

2.3.1 Joint ventures

Joint ventures are accounted for using the equity method. Under the equity method of accounting, the investment in joint ventures is initially recognized at cost, and the carrying amount is increased or decreased to recognize the Group's share of the post-acquisition profits or losses and movements in other comprehensive income. The Group's investment in joint ventures includes goodwill identified on acquisition.

When the Group's share of losses in a joint venture equals or exceeds its interests in the joint ventures (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint ventures), the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the joint ventures.

2. 重要會計政策摘要(續)

2.2 合併及子公司(續)

2.2.2 獨立財務報表(續)

如股利超過宣派股利期內子公司的總綜合收益，或如在獨立財務報表的投資賬面值超過合併財務報表中被投資公司淨資產(包括商譽)的賬面值，則必須對子公司投資作減值測試。

2.3 合營安排

本集團已於二零一三年一月一日對所有合營安排應用國際財務報告準則第11號。根據國際財務報告準則第11號，在合營安排的投資必須分類為共同經營或合營企業，視乎每個投資者的合同權益和義務而定。本公司已評估其合營安排的性質並釐定為共同經營和合營企業。採納國際財務報告準則第11號並未對本集團財務報表產生重大影響。

2.3.1 合營企業

合營企業按權益法入賬。根據權益法，合營企業權益初始以成本確認，其後賬面價值的增加或減少以確認本集團享有的收購後利潤或虧損以及其他綜合收益變動的份額。本集團對合營企業的投資包括收購時確認的商譽。

當本集團享有某一合營企業的虧損超過或相等於在該合營企業的權益(包括任何實質上構成本集團在該合營淨投資的長期權益)，則本集團不確認進一步虧損，除非本集團已產生義務或已代合營企業付款。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.3 Joint arrangements (Continued)

2.3.1 Joint ventures (Continued)

Unrealized gains on transactions between the Group and its joint ventures are eliminated to the extent of the Group's interest in the joint ventures. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of the joint ventures have been changed where necessary to ensure consistency with the policies adopted by the Group.

2.3.2 Joint operations

The Group's development and production activities in the PRC are conducted, through its subsidiaries or joint ventures, jointly with others through PSCs. These PSCs establish joint control over the development and production activities. The assets are not owned by a separate legal entity but are controlled by individual participants in the PSCs. Each participant is entitled to a predetermined share of the related output and bears an agreed share of the costs.

The consolidated financial statements reflect:

- the Group's share of any assets used in the joint operations;
- any liabilities that the Group incurred;
- the Group's share of any liabilities incurred jointly with the other PSC partners in relation to the joint production;
- any income from the sale or use of the Group's share of the output of the production, together with its share of any expenses incurred in the production; and
- any expense that the Group has incurred in respect of its interests in the production.

2. 重要會計政策摘要(續)

2.3 合營安排(續)

2.3.1 合營企業(續)

本集團與其合營企業之間的未變現交易利得按本集團在該等合營企業的權益予以對銷。未變現虧損也予以對銷，除非交易提供證據證明所轉讓的資產出現減值。合營企業的會計政策如有需要已改變以符合本集團採納的政策。

2.3.2 共同經營

本集團在中國通過子公司和合營企業在產品分成合同下與其他方共同進行開發及生產活動。該等合同形成開發及生產活動的共同控制。該等資產並非由獨立法人實體擁有，而由產品分成合同的個人參與者控制。各參與者有權享有相關產品預先釐定的份額，並承擔協議份額的成本。

本合併財務報表反映：

- 本集團用於共同經營的資產份額；
- 本集團已產生的任何負債；
- 就共同生產而與其他產品分成合同參與者產生的任何負債內本集團的份額；
- 來自銷售或使用產品內本集團份額的收入，及其攤佔生產所產生的任何支出；及
- 本集團就產品權益所產生的任何支出。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.4 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The functional currency of the Company is United States dollar ("US\$"). The presentation currency of the consolidated financial statements is RMB.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in profit or loss. Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the consolidated statement of comprehensive income within 'finance income' or 'finance costs'.

Changes in the fair value of monetary securities denominated in foreign currency classified as available for sale are analysed between translation differences resulting from changes in the amortised cost of the security and other changes in the carrying amount of the security. Translation differences related to changes in amortised cost are recognized in profit or loss, and other changes in carrying amount are recognized in other comprehensive income.

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognized in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets, such as equities classified as available for sale, are included in other comprehensive income.

2. 重要會計政策摘要(續)

2.4 外幣折算

(a) 功能及列報貨幣

本集團每個主體的財務報表所列項目乃採用該實體經營所在地主要經濟環境的貨幣(「功能貨幣」)進行計量。本公司的功能貨幣為美元。合併財務報表的列報貨幣為人民幣。

(b) 交易及結餘

外幣交易採用交易或項目重新計量的估值日期的匯率折算為功能貨幣。結算此等交易及按年末匯率折算以外幣計值的貨幣資產及負債所導致的外匯收益及虧損計入損益。與借款和現金及現金等價物有關的匯兌利得和損失在合併綜合收益表內的「財務收入」或「財務費用」中列報。

以外幣為單位及被分類為可供出售的債務證券的公允價值變動，按照證券的攤銷成本變動與該證券賬面值的其他變動所產生的折算差額進行分析。與攤銷成本變動有關的折算差額計入損益，賬面值的其他變動則於其他綜合收益中確認。

非貨幣性金融資產及負債(例如以公允價值計量且其變動計入損益的權益)的折算差額作為公允價值利得和損失的一部分計入損益。非貨幣性金融資產及負債(例如分類為可供出售的權益)的折算差額包括在其他綜合收益中。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.4 Foreign currency translation (Continued)

(c) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of the statement of financial position;
- (ii) income and expenses for each statement of comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- (iii) all resulting exchange differences are recognized in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange differences arising are recognized in other comprehensive income.

(d) Disposal of foreign operation and partial disposal

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a joint venture that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the currency translation differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

2. 重要會計政策摘要(續)

2.4 外幣折算(續)

(c) 集團公司

其功能貨幣與本集團的列報貨幣不同的所有集團內的主體(當中沒有惡性通貨膨脹經濟的貨幣)的業績和財務狀況按如下方法折算為列報貨幣:

- (i) 每份列報的財務狀況表內的資產和負債按該財務狀況表日期的收市匯率折算;
- (ii) 每份損益表內的收益和費用按平均匯率折算(除非此匯率並不代表交易日期匯率的累計影響的合理約數;在此情況下,收支項目按交易日期的匯率折算);及
- (iii) 所有由此產生的匯兌差額在其他綜合收益中確認。

購買境外主體產生的商譽及公允價值調整視為該境外主體的資產和負債,並按期末匯率折算。產生的匯兌差額在其他綜合收益中入賬。

(d) 境外經營的處置和部分處置

對於境外經營的處置(即處置本集團在境外經營中的全部權益,或者處置涉及喪失對擁有境外經營的子公司的控制權,或涉及喪失對擁有境外經營的合營企業的共同控制權,或涉及喪失對擁有境外經營的聯營企業的重大影響),就該項經營累計計入權益的歸屬於本公司所有者的所有匯兌差額均重分類至損益。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.4 Foreign currency translation (Continued)

(d) Disposal of foreign operation and partial disposal (Continued)

In the case of a partial disposal that does not result in the Group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated currency translation differences are re-attributed to non-controlling interests and are not recognized in profit or loss. For all other partial disposals (that is, reductions in the Group's ownership interest in associates or joint ventures that do not result in the Group losing significant influence or joint control) the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

2.5 Property, plant and equipment

Property, plant and equipment, including oil and gas properties, is stated at historical cost less accumulated depreciation, depletion, amortization and impairment. Historical cost includes expenditures that are directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains/losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any replaced part is derecognized. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

The cost of oil and gas properties is amortized at the field level based on the unit of production method. Unit of production rates are based on oil and gas proved and probable developed producing reserves estimated to be recoverable from existing facilities based on the current terms of the respective production agreements. The Group's reserves estimates represent crude oil and gas which management believes can be reasonably produced within the current terms of their production agreements.

2. 重要會計政策摘要(續)

2.4 外幣折算(續)

(d) 境外經營的處置和部分處置(續)

對於並不導致本集團喪失對擁有境外經營的子公司的控制權的部分處置，本集團在累計匯兌差額中的比例份額重新歸屬於非控制性權益並且不在損益中確認。對於所有其他部分處置(即本集團在聯營企業或合營企業中的所有權權益的減少並不導致本集團喪失重大影響或共同控制權)，本集團在累計匯兌差額中的比例份額重新分類至損益。

2.5 不動產、工廠及設備

不動產、廠房及設備按歷史成本減累計折舊、折耗及攤銷和累計減值損失後的價值列示。歷史成本包括直接歸屬於購買該等物品的支出。該成本也可能包括自權益中轉出的任何合格的購買不動產、工廠及設備的外幣現金流量套期損益。

後續發生的成本只有當與其相關的未來經濟利益很可能流入本集團並且此類支出能夠可靠計量時，才計入資產的賬面價值或確認為獨立資產。被替換部分的賬面價值將終止確認。此外的所有其他維修及保養支出，均在費用發生時計入該財務期間的損益。

油氣資產的成本乃以油田為單位按單位產量法予以攤銷。單位產量乃根據各自生產協議的現有期限，按照在現有設施下預計可回收石油及天然氣的已探明及概算已開發產油儲量計算。本集團的儲量估計為管理層認為可於此等生產協議現有期限內合理開採的原油及天然氣。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.5 Property, plant and equipment (Continued)

Depreciation on other assets is calculated using the straight-line method to allocate their cost less their residual values over their estimated useful lives, as follows:

Buildings and improvements	7–10 years
Office equipment	3 years
Motor vehicles and production equipment	10 years

The assets' residual values and useful lives are reviewed and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognized within 'Other gains, net' in profit or loss.

2.6 Exploration and evaluation expenditure

The successful efforts method of accounting is used for oil and gas exploration and production activities. Under this method, all costs for development wells, supporting equipment and facilities, and proved mineral interests in oil and gas properties are capitalized. Geological and geophysical costs are expensed when incurred. Costs of exploratory wells (including certain geophysical costs which are directly attributable to the drilling of these wells) are capitalized as exploration and evaluation assets pending determination of whether the wells find proved oil and gas reserves. Proved oil and gas reserves are the estimated quantities of crude oil and natural gas which geological and engineering data demonstrate with reasonable certainty to be recoverable in future years from known reservoirs under existing economic and operating conditions, i.e., prices and costs as of the date the estimate is made. Prices include consideration of changes in existing prices provided only by contractual arrangements, but not on escalations based upon future conditions.

2. 重要會計政策摘要(續)

2.5 不動產、工廠及設備(續)

其他資產折舊以直線法按各項資產的預計可使用年限扣除殘值後計提。預計可使用年限如下：

樓宇及裝修	七至十年
辦公室設備	三年
汽車及生產設備	十年

本集團至少於報告期末對相關資產的殘值及可使用年限進行評估，並在必要時進行調整。當資產的賬面價值大於其預計的可回收金額時，相關資產賬面價值應立即撇減至其可回收金額。

處置的利得或損失按所得款與賬面值的差額確定，並計入損益中的「其他利得，淨額」。

2.6 勘探、評價資產和油氣資產

油氣勘探與生產活動採用成果法記帳。根據此方法，開發井、配套設施以及油氣資產中的已探明礦區權益的所有成本均予以資本化。地質及地球物理成本於產生時費用化。勘探井的成本(包括直接歸屬於鑽井服務的特定地質成本)乃根據該等井是否發現探明油氣儲量而決定是否作為在建工程予以資本化。探明油氣儲量為在現有經濟及作業條件(即於估算日的價格及成本)下，地質及工程數據表明於未來年度可合理肯定從已知油藏開採出原油及天然氣的估算量。價格包括僅按合同安排規定的現有價格變化的考慮，而並非根據未來條件調高價格。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.6 Exploration and evaluation expenditure (Continued)

Exploratory wells in areas not requiring major capital expenditures are evaluated for economic viability within one year of completion of drilling. The related well costs are expensed as dry holes if it is determined that such economic viability is not attained. Otherwise, the related well costs are reclassified to oil and gas properties and subject to impairment review. For exploratory wells that are found to have economically viable reserves in areas where major capital expenditure will be required before production can commence, the related well costs remain capitalized only if additional drilling is under way or firmly planned. Otherwise the related well costs are expensed as dry holes. The Group does not have any costs of unproved properties capitalized in oil and gas properties.

Identifiable exploration assets acquired are recognized as assets at their fair value, as determined by the requirements of business combinations. Exploration and evaluation expenditure incurred subsequent to the acquisition of an exploration asset in a business combination is accounted for in accordance with the policy outlined above.

2.7 Intangible assets

Intangible assets represent computer software, mineral extraction rights, mining rights and goodwill.

(a) Computer software

Acquired computer software licences are capitalized on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortized over their estimated useful lives of three years.

(b) Mineral extraction and mining rights

Mineral extraction rights and mining rights are amortized based on the unit of production method.

Unit of production rates are based on oil and gas proved and probable reserves estimated to be recoverable from existing facilities based on the current terms of the respective production agreements.

2. 重要會計政策摘要(續)

2.6 勘探、評價資產和油氣資產(續)

於無需投入大量資本支出的地域的勘探井乃於完成鑽探的一年期內按經濟可行性予以評估。倘若釐定該等油氣井並不存在經濟可行性，則相關井乃作為幹井支出。否則，相關油氣井成本乃重新分類至油氣資產，並進行減值審閱。至於在可開始投產前將需投入大量資本支出的地域發現具有經濟可行儲量的勘探井，相關油氣井成本僅當正在進行或已正式計劃額外鑽探時仍維持資本化。否則，相關油氣井成本乃作為幹井支出。本集團並未將任何未探明資產的成本資本化於油氣資產中。

業務合併產生的可辨認勘探資產根據公允價值予以確認。收購後發生的勘探、評價支出按照上述會計政策予以賬務處理。

2.7 無形資產

無形資產指電腦軟件、礦產開採權、採礦權和商譽。

(a) 電腦軟件

所獲得的電腦軟件許可證已按獲得及使用有關軟件所產生的成本為基準撥充資本。該等成本乃按其估計可使用年期三年攤銷。

(b) 礦產開採權和採礦權

礦產開採權和採礦權利用單位產量法予以攤銷。

單位產量乃根據各自生產協議的現有效期限，按照在現有設施下預計可回收石油及天然氣的已探明及概算已開發產油儲量計算。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.7 Intangible assets (Continued)

(c) Goodwill

Goodwill arises on the acquisition of subsidiaries and represents the excess of the consideration transferred over the Company's interest in net fair value of the net identifiable assets, liabilities and contingent liabilities of the acquiree.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the CGU, or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs to sell. Any impairment is recognized immediately as an expense and is not subsequently reversed.

2.8 Impairment of non-financial assets

Assets that have an indefinite useful life, for example, goodwill or intangible assets not ready to use are not subject to amortization and are tested annually for impairment. Assets that are subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows. Prior impairment of non-financial assets other than goodwill are reviewed for possible reversal at each reporting date.

2. 重要會計政策摘要(續)

2.7 無形資產(續)

(c) 商譽

商譽為收購子公司所得，並相當於所轉讓對價超過本公司在被收購方的可辨認資產、負債和或有負債淨公允價值權益的數額。

就減值測試而言，在業務合併中購入的商譽會分配至每個現金產出單元或現金產出單元組(預期可從合併中獲取協同利益)。商譽被分配的每個單元或單元組指在主體內商譽被監控作內部管理用途的最底層次。商譽在經營分部層次進行監控。

對商譽的減值檢討每年進行，或如事件或情況轉變顯示可能存在減值，則更頻密地檢討。商譽賬面值與可收回數額(使用價值與公允價值減出售成本較高者)比較。任何減值須實時確認及不得在之後期間撥回。

2.8 非金融資產減值

使用壽命不限定的資產(例如商譽或尚未可供使用的無形資產)無需攤銷，但每年須就減值進行測試。須予攤銷的資產會於發生事項或情況出現變化而顯示面值未必能夠收回時，評估有否減值。減值虧損按有關資產的面值超逾其可收回金額的數額確認。可收回金額為資產的公允價值減銷售成本與使用價值兩者的較高者。於進行減值評估時，資產按可獨立識別現金流量的最小單位(現金產生單位)分類。出現減值的非金融資產(商譽除外)於各呈報日期檢討是否可能進行減值撥回。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.9 Financial assets

2.9.1 Classification

The Group classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables, and available for sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

(a) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are also categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets.

(b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets. The Group's loans and receivables comprise 'trade and other receivables' and 'cash and cash equivalents' in the statement of financial position.

2. 重要會計政策摘要(續)

2.9 金融資產

2.9.1 分類

本集團將其金融資產分類為以下類別：以公允價值計量且其變動計入損益、貸款及應收賬款，以及可供出售。分類視乎購入金融資產之目的。管理層應在初始確認時釐定金融資產的分類。

(a) 以公允價值計量且其變動計入損益的金融資產

以公允價值計量且其變動計入損益的金融資產指交易性金融資產。金融資產若在購入時主要用作在短期內出售，則分類為此類別。衍生工具除非被指定為套期，否則亦分類為持作交易性。在此類別的資產分類為流動資產。

(b) 貸款及應收賬款

貸款及應收賬款為有固定或可確定付款額且沒有在活躍市場上報價的非衍生金融資產。此等項目包括在流動資產內，但預期將於報告期末起計超過12個月結算的數額，則分類為非流動資產。本集團的貸款及應收賬款由財務狀況表「應收賬款及其他應收款」與「現金及現金等價物」組成。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註 (續)

2. Summary of significant accounting policies (Continued)

2.9 Financial assets (Continued)

2.9.1 Classification (Continued)

(c) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of it within 12 months of the end of the reporting period.

2.9.2 Recognition and measurement

Regular purchases and sales of financial assets are recognized on the trade-date — the date on which the Group commits to purchase or sell the asset. Investments are initially recognized at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss is initially recognized at fair value, and transaction costs are expensed in profit or loss. Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivable are subsequently carried at amortised cost using the effective interest method.

Gains or losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are presented in profit or loss within 'Other gains, net' in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognized in profit or loss as part of 'Other gains, net' when the Group's right to receive payments is established.

2. 重要會計政策摘要 (續)

2.9 金融資產 (續)

2.9.1 分類 (續)

(c) 可供出售金融資產

可供出售金融資產為被指定作此類別或並無分類為任何其他類別的非衍生工具。除非投資到期或管理層有意在報告期末後12個月內處置該投資，否則此等資產列在非流動資產內。

2.9.2 確認和計量

常規購買及出售的金融資產在交易日確認 — 交易日指本集團承諾購買或出售該資產之日。對於以公允價值計量但其變動並非計入損益的所有金融資產，其投資初始按其公允價值加交易成本確認。以公允價值計量且其變動計入損益的金融資產，初始按公允價值確認，而交易成本則計入損益。當從投資收取現金流量的權利已到期或已轉讓，而本集團已實質上將所有權的所有風險和報酬轉讓時，金融資產即終止確認。可供出售金融資產及以公允價值計量且其變動計入損益的金融資產其後按公允價值列賬。貸款及應收賬款其後利用實際利率法按攤銷成本列賬。

「以公允價值計量且其變動計入損益的金融資產」類別的公允價值變動所產生的利得或損失，於其產生的期間呈列於損益中的「其他(損失)/利得 — 淨額」內。以公允價值計量且其變動計入損益的金融資產的股利收入，當本集團收取款項的權利確定時列入損益作為「其他利得，淨值」的一部分。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.9 Financial assets (Continued)

2.9.2 Recognition and measurement (Continued)

Changes in the fair value of monetary and non-monetary securities classified as available for sale are recognized in other comprehensive income.

When securities classified as available for sale are sold or impaired, the accumulated fair value adjustments recognized in equity are included in profit or loss as 'Other gains, net'.

Interest on available-for-sale securities calculated using the effective interest method is recognized in profit or loss as part of 'Other gain, net'. Dividends on available-for-sale equity instruments are recognized in profit or loss as part of 'Other gains, net' when the Group's right to receive payments is established.

2.10 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

2. 重要會計政策摘要(續)

2.9 金融資產(續)

2.9.2 確認和計量(續)

分類為可供出售的貨幣性及非貨幣性證券的公允價值變動在其他綜合收益中確認。

當分類為可供出售的證券售出或減值時，在權益中確認的累計公允價值調整列入損益作為「其他利得，淨值」。

可供出售證券利用實際利率法計算的利息於損益中確認為「其他利得，淨值」的一部分。至於可供出售權益工具的股利，當本集團收取有關款項的權利確定時，於損益中確認為「其他利得，淨值」的一部分。

2.10 金融工具的抵銷

當有法定可執行權力可抵銷已確認金額，並有意圖按淨額基準結算或同時變現資產和結算負債時，金融資產與負債可互相抵銷，並在財務狀況表報告其淨額。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.11 Impairment of financial assets

(a) Assets carried at amortised cost

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated. Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

For loans and receivables category, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognized in profit or loss. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Group may measure impairment on the basis of an instrument's fair value using an observable market price.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized (such as an improvement in the debtor's credit rating), the reversal of the previously recognized impairment loss is recognized in profit or loss.

2. 重要會計政策摘要(續)

2.11 金融資產減值

(a) 以攤銷成本列賬的資產

本集團於每個報告期末評估是否存在客觀證據證明某一金融資產或某一金融資產組出現減值。只有當存在客觀證據證明於因為首次確認資產後發生一宗或多宗事件導致出現減值(「損失事項」)，而該宗(或該等)損失事項對該項或該組金融資產的估計未來現金流量構成的影響可以合理估計，有關的金融資產或金融資產組才算出現減值及產生減值虧損。減值虧損的證據可包括債務人或一組債務人遇上嚴重財政困難、逾期或拖欠償還利息或本金、債務人很有可能破產或進行其他財務重組，以及有可觀察數據顯示估計未來現金流有可計量的減少，例如與違約有相互關連的拖欠情況或經濟狀況改變。

對於貸款及應收款類別，損失金額乃根據資產賬面值與按金融資產原實際利率貼現而估計未來現金流量(不包括仍未產生的未來信用損失)的現值兩者的差額計量。資產賬面值予以削減，而損失金額於損益中確認。如貸款或持有至到期投資有浮動利率，計量任何減值損失的貼現率為按合同釐定的當前實際利率。在實際應用中，本集團可利用可觀察的市場價格，按工具的公允價值計量減值。

如在後繼期間，減值虧損的數額減少，而此減少可客觀地聯繫至減值在確認後才發生的事件(例如債務人的信用評級有所改善)，則之前已確認的減值虧損可在損益中轉回。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.11 Impairment of financial assets (Continued)

(b) Assets classified as available for sale

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. For debt securities, the Group uses the criteria referred to in (a) above. In the case of equity investments classified as available for sale, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss — measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognized in profit or loss — is removed from equity and recognized in profit or loss. Impairment losses recognized in profit or loss on equity instruments are not reversed through profit or loss. If, in a subsequent period, the fair value of a debt instrument classified as available-for-sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognized in profit or loss, the impairment loss is reversed through profit or loss.

2.12 Derivative financial instruments

Derivative financial instruments are initially recognized at fair value on the date a derivative contract is entered into and is subsequently re-measured at their fair value. The Group has not designated any derivative financial instruments as a hedging instrument. Changes in the fair value of these derivative instruments are recognized immediately in profit or loss with 'Other gains, net'.

2.13 Inventories

Inventories are crude oil and materials and supplies which are stated at the lower of cost and net realizable value. Materials and supplies costs are determined using the first-in first-out method. Crude oil costs are determined using the weighted average cost method. The cost of crude oil comprises direct labour, depreciation, other direct costs and related production overhead, but excludes borrowing costs.

2. 重要會計政策摘要(續)

2.11 金融資產減值(續)

(b) 可供出售金融資產

本集團在每個報告期末評估是否有客觀證據證明某一金融資產或某一金融資產組已經減值。對於債券，本集團利用上文(a)的標準。至於分類為可供出售的權益投資，證券公允價值的大幅度或長期跌至低於其成本值，亦是證券已經減值的證據。若可供出售金融資產存在此等證據，累計虧損 — 按購買成本與當時公允價值的差額，減該金融資產之前在損益確認的任何減值虧損計算 — 自權益中剔除並在損益中記帳。在損益中確認的權益工具的減值虧損不會透過單獨的損益中轉回。如在較後期間，被分類為債務工具的公允價值增加，而增加可客觀地與減值虧損在損益確認後發生的事件有關，則將減值虧損在損益中轉回。

2.12 衍生金融工具

衍生金融工具初始按於衍生工具合同訂立日的公允價值確認，其後按其公允價值重新計量。本集團未指定任何衍生工具為套期工具。該等衍生工具公允價值的變動隨即在損益中確認為「其他利得，淨值」。

2.13 存貨

存貨為按成本及可變現淨值間較低者列賬的原油、物料及供應品。物料及供應品成本乃按先進先出法釐定。原油成本乃按加權平均成本法釐定。原油成本包括直接勞工、折舊、其他直接成本及有關生產費用，惟不包括借款成本。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.14 Trade and other receivables

Trade receivables are amounts due from customers for oil and gas and other petroleum products sold or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognized initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment.

2.15 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents includes cash in hand, deposits held at call with banks or other short-term highly liquid investments with original maturities of three months or less.

2.16 Share capital

Ordinary shares are classified as equity. Mandatorily redeemable preference shares are classified as liabilities.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Where any group company purchases the Company's equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to owners of the Company until the shares are cancelled or reissued. Where such ordinary shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the Company's equity holders.

2. 重要會計政策摘要(續)

2.14 應收賬款及其他應收款

應收賬款為在日常經營活動中就油氣及其他石油產品銷售或提供服務而應收客戶的款項。如應收賬款及其他應收款的收回預期在一年或以內(如仍在正常經營週期中,則可較長時間),其被分類為流動資產,否則分類為非流動資產。

應收賬款及其他應收款以公允價值為初始確認,其後利用實際利率法按攤銷成本扣除減值準備計量。

2.15 現金及現金等價物

在合併現金流量表中,現金及現金等價物包括庫存現金、銀行通知存款、原到期為三個月或以內的其他短期高流動性投資。

2.16 股本

普通股被分類為權益。強制性可贖回優先股分類為負債。

直接歸屬於發行新股或期權的新增成本在權益中列為所得款的減少(扣除稅項)。

如任何集團公司購入本公司的權益股本(庫存股),所支付的對價,包括任何直接所佔的新增成本(扣除所得稅),自歸屬於本公司所有者的權益中扣除,直至股份被注銷或重新發行為止。如股份其後被重新發行,任何已收取的對價(扣除任何直接所佔的新增交易費用及相關受影響的所得稅)包括在歸屬於本公司所有者的權益內。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.17 Current and deferred income tax

The tax expense for the year comprises current and deferred tax. Tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case the tax is also recognized in other comprehensive income or directly in equity, respectively.

(i) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company's subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(ii) Deferred income tax

Inside basis differences

Deferred income tax is recognized, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated statement of financial position. However, deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill, deferred income tax is not accounted for if it arises from the initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

2. 重要會計政策摘要(續)

2.17 當期及遞延所得稅

本年度稅項支出包括當期及遞延稅項。稅項在損益中確認，惟其與其他綜合收益和直接於權益內確認的項目有關則除外。於此情況下，稅項亦分別於其他綜合收益或直接於權益內確認。

(i) 當期所得稅

當期所得稅支出按本公司及其附屬公司經營及產生應課稅收入的地區於報告期末已頒佈或實質上已頒佈的稅法計算。管理層就須對適用稅務法規作出詮釋的情況，定期評估報稅的狀況，並在適用時按預期須向稅務機關繳納的款項作出準備。

(ii) 遞延所得稅

內在差異

遞延所得稅利用負債法確認資產和負債的稅基與資產和負債在合併財務報表的賬面值的差額而產生的暫時性差異。然而，若遞延所得稅負債來自對商譽的初始確認，以及若遞延所得稅來自在交易(不包括業務合併)中對資產或負債的初始確認，而在交易時不影響會計損益或應課稅利潤或損失，則不作記帳。遞延所得稅採用在報告期末已頒佈或實質上已頒佈，並在有關的遞延所得稅資產實現或遞延所得稅負債結算時預期將會適用的稅率(及法例)而釐定。

遞延所得稅資產是就很可能有未來應課稅利潤而就此可使用暫時性差異而確認。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2. 重要會計政策摘要(續)

2.17 Current and deferred income tax (Continued)

2.17 當期及遞延所得稅(續)

(ii) Deferred income tax (Continued)

(ii) 遞延所得稅(續)

Outside basis differences

外在差異

Deferred income tax is provided on temporary differences arising from investments in subsidiaries and joint ventures, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

遞延稅項就子公司和合營企業產生的暫時性差異而準備，但假若本集團可以控制暫時性差異的轉回時間，而暫時性差異在可預見將來很可能不會轉回則除外。

Deferred income tax assets are recognized on deductible temporary differences arising from investments in subsidiaries, associates and joint arrangements only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilized.

就子公司、聯營和合營安排產生的可扣減暫時性差異確認遞延所得稅資產，但只限於暫時性差異很可能在將來轉回，並有充足的應課稅利潤抵銷可用的暫時性差異。

(iii) Offsetting

(iii) 抵銷

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

當有法定可執行權力將當期稅項資產與當期稅務負債抵銷，且遞延所得稅資產和負債涉及由同一稅務機關對應課稅主體或不同應課稅主體但有意向以淨額基準結算所得稅結餘時，則可將遞延所得稅資產與負債互相抵銷。

2.18 Borrowings

2.18 借款

Borrowings are recognized initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortized cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognized in profit or loss over the period of the borrowings using the effective interest method.

一般及特定借款按公允價值並扣除產生的交易費用為初始確認。借款其後按攤銷成本列帳；所得款(扣除交易成本)與贖回價值的任何差額利用實際利率法於借款期間內於損益中確認。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.18 Borrowings (Continued)

Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortized over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

2.19 Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognized in profit or loss in the period in which they are incurred.

2.20 Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognized initially at fair value and subsequently measured at amortised cost using the effective interest method.

2. 重要會計政策摘要(續)

2.18 借款(續)

設立貸款融資時支付的費用倘部分或全部融資將會很可能提取，該費用確認為貸款的交易費用。在此情況下，費用遞延至貸款提取為止。如沒有證據證明部分或全部融資將會很可能被提取，則該費用資本化作為流動資金服務的預付款，並按有關的融資期間攤銷。

除非本集團可無條件將負債的結算遞延至結算日後最少12個月，否則借款分類為流動負債。

2.19 借款成本

直接歸屬於收購、興建或生產合資格資產(指必須經一段長時間處理以作其預定用途或銷售的資產)的借款成本，加入該等資產的成本內，直至資產大致上備妥供其預定用途或銷售為止。

就特定借款，因有待合資格資產的支出而臨時投資賺取的投資收入，應自合資格資本化的借款成本中扣除。

所有其他借款成本皆在產生期內的損益中確認。

2.20 應付賬款

應付賬款為在日常經營活動中購買商品或服務而應支付的債務。如應付款的支付日期在一年或以內(如仍在正常經營週期中，則可較長時間)，其被分類為流動負債，否則分類為非流動負債。

應付賬款以公允價值為初始確認，其後利用實際利率法按攤銷成本計量。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.21 Provisions

Provisions are recognized when: the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations maybe small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense.

Asset retirement obligations (including future decommissioning and restoration) which meet the criteria of provisions are recognized as provisions and the amount recognized is the present value of the estimated future expenditure determined in accordance with local conditions and requirements, while a corresponding addition to the related oil and gas properties of an amount equivalent to the provision is also created. This is subsequently depleted as part of the costs of the oil and gas properties. Interest expenses from the assets retirement obligations for each period are recognized with the effective interest method during the useful life of the related oil and gas properties.

If the conditions for the recognition of the provisions are not met, the expenditures for the decommissioning, removal and site cleaning will be expensed in profit or loss when occurred.

2. 重要會計政策摘要(續)

2.21 準備

當本集團因已發生的事件而產生現有的法律或推定債務；很可能發生金額能夠可靠估計的資源流出以結算債務。

如有多項類似債務，其需要在結算中有資源流出的可能性，則可根據債務的類別整體考慮。即使在同一債務類別所包含的任何一個項目相關的資源流出的可能性極低，仍須確認準備。

準備採用稅前利率按照預期需結算有關債務的支出現值計量，該利率反映當時市場對金錢時間值和有關債務固有風險的評估。隨著時間過去而增加的準備確認為利息費用。

符合準備標準的資產棄置義務(包括有關未來停止運作及復原的準備)將確認為準備。確認金額為根據當地條件及要求確定的預計未來支出的現值。同時產生與準備數額相等的有關油氣資產的相應增加部分。該增加部分隨後作為油氣資產成本的一部分進行折舊。於每個期間的資產棄置義務產生的利息費用將按照實際利率法在相關油氣資產的使用壽命內予以確認。

若相關義務不符合準備的標準，有關清除、拆解和場地清理的費用將在實際發生時在當期損益中列示。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.22 Employee benefits

(a) Defined contribution plan

The Group has various defined contribution plans for state pensions, housing fund and other social obligations in accordance with the local conditions in the PRC and Kazakhstan and practices in the municipalities and province in which they operate. A defined contribution plan is a pension and/or other social benefits plan under which the Group pays fixed contributions into a separate entity (a fund) and will have no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees benefits relating to employee service in the current and prior periods. The contributions are recognized as employee compensation costs when they are due.

(b) Other post-employment obligations

Some group companies provide post-retirement healthcare benefits to their retirees. The entitlement to these benefits is usually conditional on the employee remaining in service up to retirement age and the completion of a minimum service period. The expected costs of these benefits are accrued over the period of employment using the same accounting methodology as used for defined benefit pension plans. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise. These obligations are valued annually by independent qualified actuaries.

2. 重要會計政策摘要(續)

2.22 僱員福利

(a) 定額供款計劃

本集團根據中國和哈薩克斯坦所在省、市的地方條件及慣例實行若干的定額供款計劃，包括國家養老金、住房公積金及其他社會義務。定額供款計劃是本集團為其僱員向一個獨立實體(一項基金)支付固定金額的養老金及/或其他社會福利計劃，如該基金不能擁有足夠資產以支付與當期及過往期間僱員服務相關的所有僱員福利，本集團不再負有進一步支付供款的法定義務或推定義務。供款支付時確認為僱員福利支出。

(b) 其他退休後義務

若干集團公司向退休職工提供退休後醫療福利。享有此等福利一般視乎職工在達到退休年齡前仍然維持服務，以及已完成最低服務期。此等福利的預期成本利用與設定受益退休計劃類似的會計方法，按僱用期累計。根據經驗調整產生的精算利得和損失以及精算假設的變動，在產生期間內於其他綜合收益的權益中扣除或貸記。此等債務每年由獨立合資格精算師估值。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.22 Employee benefits (Continued)

(c) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognizes termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognizes costs for a restructuring that is within the scope of IAS 37 and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

(d) Employee leave entitlements

Employee entitlements to annual leave are recognized when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date.

Employee entitlements to sick leave and maternity leave are not recognized until the time of leave.

2. 重要會計政策摘要(續)

2.22 僱員福利(續)

(c) 辭退福利

辭退福利在本集團於正常退休日期前終止僱用職工，或當職工接受自願遣散以換取此等福利時支付。本集團在以下較早日期發生時確認辭退福利：(a) 當本集團不再能夠撤回此等福利要約時；及 (b) 當主體確認的重組成本屬於國際會計準則第37號的範圍並涉及支付辭退福利時。在鼓勵職工自動遣散的要約情況下，辭退福利按預期接受要約的職工數目計算。在報告期末後超過12個月支付的福利應貼現為現值。

(d) 職工假期權益

職工的年假權益在假期累計至職工時確認。因職工提供服務而產生的年假估計負債，就截至結算日止作出準備。

職工的病假權益和產假在休假前不作確認。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.23 Share-based payments

(a) Equity-settled share-based payment transactions

The Group operates a number of equity-settled, share-based compensation plans, under which the entity receives services from employees as consideration for equity instruments (options) of the Group. The fair value of the employee services received in exchange for the grant of the options is recognized as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (for example, an entity's share price);
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- including the impact of any non-vesting conditions (for example, the requirement for employees to save).

Non-market performance and service conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognized over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied.

In addition, in some circumstances employees may provide services in advance of the grant date and therefore the grant date fair value is estimated for the purposes of recognizing the expense during the period between service commencement period and grant date.

At the end of each reporting period, the Group revises its estimates of the number of options that are expected to vest based on the non-marketing performance and service conditions. It recognizes the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

2. 重要會計政策摘要(續)

2.23 以股份為基礎的支付

(a) 以權益結算的股份酬金

本集團設有多項以權益結算、以股份為基礎的報酬計劃，根據該等計劃，主體收取職工的服務以作為本集團權益工具(期權)的對價。職工為換取獲授予期權而提供服務的公允價值確認為費用。將作為費用的總金額參考授予期權的公允價值釐定：

- 包括任何市場業績條件(例如主體的股價)；
- 不包括任何服務和非市場業績可行權條件(例如盈利能力、銷售增長目標和職工在某特定時期內留任實體)的影響；及
- 包括任何非可行權條件(例如規定職工儲蓄)的影響。

非市場表現和服務條件包括在有關預期可行權的期權數目的假設中。費用的總金額在等待期間內確認，等待期間指將符合所有特定可行權條件的期間。

此外，在某些情況下，職工可能在授出日期之前提供服務，因此授出日期的公允價值就確認服務開始期與授出日期之間內的支出作出估計。

在每個報告期末，本集團依據非市場表現和服務條件修訂其對預期可行權的期權數目的估計。於損益中確認對原估算修訂(如有)的影響，並對權益作出相應調整。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.23 Share-based payments (Continued)

(a) Equity-settled share-based payment transactions (Continued)

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium.

(b) Cash-settled share-based compensation

Compensation under the stock appreciation rights is measured based on the fair value of the liability incurred and is expensed over the vesting period. The liability is remeasured at each reporting period to its fair value until settlement with all the changes in liability related to the vested portion recorded as employee compensation costs in profit or loss, the related liability is included in the salaries and welfare payable.

2.24 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods supplied, stated net of discounts returns and value added taxes. The Group recognizes revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Group's activities, as described below.

(a) Sales of goods

Revenue from sales of goods is recognized when the Group has transferred to the buyer the significant risks and rewards of ownership of the goods, and retains neither continuing managerial involvement nor effective control over the goods sold, and it is probable that the economic benefits associated with the transaction will flow to the Group and related revenue and cost can be measured reliably.

2. 重要會計政策摘要(續)

2.23 以股份為基礎的支付(續)

(a) 以權益結算的股份酬金(續)

在期權行使時，本公司發行新股。收取的所得款扣除任何直接歸屬交易成本撥入股本(面值)和股本溢價。

(b) 以現金結算的股份酬金

股份增值權的酬金以歸屬期所產生負債的公允價值及其支出計量。負債在清償之前，於各報告期重新計量至公允價值，而其變動則記錄於損益表內員工薪酬成本項下，有關負債計入應付薪金及福利。

2.24 收入確認

收入按已收或應收對價的公允價值計量，並相當於供應貨品的應收賬款，扣除折扣、退貨和增值稅後列帳。當收入的金額能夠可靠計量；當未來經濟利益很可能流入有關主體；及當本集團每項活動均符合具體條件時(如下文所述)，本集團便會將收入確認。

(a) 貨物銷售

當本集團於其一般業務活動中將商品所有權的重大風險及回報轉讓予買方，對已售出商品不再繼續管理或保留控制權，且有關交易已產生或將產生的收入、成本及虧損的金額能可靠計量，而本集團可能獲得經濟利益時，方會確認收入。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.24 Revenue recognition (Continued)

(a) Sales of goods (Continued)

With respect to the Group's operation under PSC, revenues are recognized upon delivery of crude oil that are allocated to the Group under the relevant PSCs (Note 8(a)) and other conditions discussed above are met.

(b) Rendering of services

The Group provides certain technical services to other oil companies, and recognizes the related revenue in the accounting period in which the services are rendered.

2.25 Interest income

Interest income is recognized using the effective interest method. When a loan and receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loan and receivables is recognized using the original effective interest rate.

2.26 Dividend income

Dividend income is recognized when the right to receive payment is established.

2.27 Repairs and maintenance

Repairs and maintenance are recognized as expenses in the year in which they are incurred.

2.28 Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the consolidated statement of comprehensive income on a straight-line basis over the period of the lease.

2. 重要會計政策摘要(續)

2.24 收入確認(續)

(a) 貨物銷售(續)

在中國，交付產品分成合同(附註8(a))下分配予本集團的原油及滿足上述條件下的銷售時，會確認收入。

(b) 提供勞務

本集團向其他石油公司提供石油相關技術服務，將於提供服務的期間確認為收入。

2.25 利息收入

利息收入採用實際利率法按時間比例基準確認。倘貸款和應收款出現減值，本集團會將賬面值減至可收回款額，即估計的未來現金流量按該工具的原實際利率貼現值，並繼續將貼現計算並確認為利息收入。已減值貸款的利息收入利用原實際利率確認。

2.26 股利收益

股利收益在收取款項的權利確定時確認。

2.27 維修及維護

維修及維護於發生年度作為支出確認。

2.28 租賃

如租賃所有權的重大部分風險和報酬由出租人保留，分類為經營租賃。根據經營租賃支付的款項(扣除自出租人收取的任何激勵措施後)於租賃期內以直線法在合併綜合收益支銷。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

2. Summary of significant accounting policies (Continued)

2.28 Leases (Continued)

The Group leases certain property, plant and equipment. Leases of property, plant and equipment where the Group has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's commencement at the lower of the fair value of the leased property and the present value of the minimum lease payments.

Each lease payment is allocated between the liability and finance charges. The corresponding rental obligations, net of finance charges, are included in other long term payables. The interest element of the finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases is depreciated over the shorter of the useful life of the asset and the lease term.

2.29 Dividend distributions

Dividend distribution to the Company's shareholders is recognized as a liability in the Group's and the Company's financial statements in the period in which the dividends are approved by the Company's shareholders.

2.30 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors of the Company (Note 5).

2. 重要會計政策摘要(續)

2.28 租賃(續)

本集團出租若干不動產、工廠及設備。本集團持有實質上所有所有權的風險和報酬的不動產、工廠及設備的租賃，分類為融資租賃。融資租賃於租賃開始時按租賃物業的公允價值與最低租賃付款現值兩者的較低者資本化。

每項租賃付款在負債和融資費用之間分攤。相應的租金債務在扣除融資費用後，包括在其他長期應付款中。融資成本的利息部分按租賃期在損益中扣除，以對每個期間餘下負債結餘產生常數定期比率。根據融資租賃購買的不動產、工廠及設備按資產的可使用年期與租期兩者的較短者折舊。

2.29 股利分配

向本公司股東分配的股利在股利獲本公司股東批准的期間內於本集團及本公司的財務報表內列為負債。

2.30 分部報告

經營分部按照向首席經營決策者提供的內部報告貫徹一致的方式報告。首席經營決策者為本公司董事會，負責分配資源和評估經營分部的表現(附註5)。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

3. Financial risk management

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group uses derivative financial instruments to hedge certain risk exposures, but hedge accounting had not been applied.

Risk management is carried out by the Company headquarter financial department ("Group Finance Team") on a regular basis under policies approved by the Board of Directors. Group treasury identifies, evaluates and hedges financial risks in close co-operation with the Group's operating units. The Board provides written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity.

(a) Market risk

(i) Foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the US\$ and Kazakhstan Tenge ("KZT"). Foreign exchange risk arises from future commercial transactions, recognized assets and liabilities and net investments in foreign operations.

The majority of the Group's sales in the PRC and Kazakhstan are transacted in US\$, while production and other expense are mainly denominated in RMB and KZT, respectively.

3. 財務風險管理

3.1 財務風險因素

本集團的活動承受著多種的財務風險：市場風險(包括匯率風險、公允價值利率風險及價格風險)、信用風險及流動性風險。本集團的整體風險管理計劃專注於財務市場的不可預測性，並尋求儘量減低對本集團財務表現的潛在不利影響。本集團利用衍生金融工具套期若干承受的風險。套期會計並沒有得到應用。

風險管理由本公司總部財務部(以下簡稱「集團財務團隊」)按照董事會批准的政策定期執行。集團財務團隊透過與本集團經營單位的緊密合作，負責確定、評估和套期財務風險。董事會為整體風險管理訂定書面原則，亦為若干特定範疇提供書面政策，例如外匯風險、利率風險、信用風險、使用衍生和非衍生金融工具，以及投資剩餘的流動資金。

(a) 市場風險

(i) 外匯風險

本集團在全球經營，故此承受多種因不同貨幣而產生的外匯風險，主要涉及美元和哈薩克斯坦堅戈(以下簡稱「堅戈」)。外匯風險來自未來商業交易、已確認資產和負債以及境外經營淨投資。

本集團在在中國和哈薩克斯坦的大部分銷售以美元計值，而生產及其他支出則分別以人民幣和堅戈為主要幣種。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

3. Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(i) Foreign exchange risk (Continued)

RMB is not a freely convertible currency and is regulated by the PRC government. Limitation in foreign exchange transactions imposed by the PRC government could cause future exchange rates to vary significantly from current or historical exchange rates. Management is not in a position to anticipate changes in the PRC foreign exchange regulations and as such is unable to reasonably anticipate the impacts on the Group's results of operations or financial position arising from future changes in exchange rates.

The Group has certain investments in foreign operations, whose net assets are exposed to foreign currency translation risk. Currency exposure arising from the net assets of the Group's foreign operations is managed primarily through borrowings denominated in the relevant foreign currencies.

At December 31, 2013, if US\$ had weakened/strengthened by 1% (2012: 1%) against the RMB with all other variables held constant, the Group's post-tax profit for the year ended December 31, 2013 would have been RMB19.3 million (2012: RMB17.8 million) higher/lower respectively, mainly as a result of foreign exchange gains/losses on translation of US\$-denominated trade and other receivables, bank deposits and borrowings.

3. 財務風險管理(續)

3.1 財務風險因素(續)

(a) 市場風險(續)

(i) 外匯風險(續)

人民幣並非為自由轉換貨幣，須受中國政府監管。中國政府對外匯交易所設定的限制可能導致遠期匯率與當期匯率或歷史匯率相比產生重大波動。管理層無法預測中國外匯監管變化，故無法合理估計遠期匯率變動對本集團經營業績或財務狀況的影響。

本集團持有若干境外經營投資，其淨資產承受外幣折算風險。來自本集團境外經營淨資產所產生的匯率風險，主要透過以相關外幣計值的借款來管理。

於二零一三年十二月三十一日，倘美元兌人民幣貶值/升值1% (二零一二年：1%)，而所有其他因素維持不變，則本公司於此等年度的除所得稅前利潤將增加/減少人民幣19.3百萬元 (二零一二年：人民幣17.8百萬元)，主要由於折算以美元計值的應收及其他應收賬款、銀行存款及借款產生外匯收益/虧損所致。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

3. Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(i) Foreign exchange risk (Continued)

On February 11, 2014, Kazakhstan's Central Bank decided to stop supporting the KZT exchange rate and decrease currency interventions and the exchange rate of KZT depreciated to KZT 182 for US\$1. At December 31, 2013, if the KZT had weakened by 18% (2012: 1%) against RMB with all other variables held constant, the Group's post-tax profit for the year would have been RMB 38.3 million higher (2012: RMB1.7 million), mainly as a result of foreign exchange gains/losses on translation of KZT-dominated trade and other payables.

(ii) Fair value interest rate risk

The Group's interest rate risk arises from long-term borrowings, including bank loans and senior notes payable. Borrowings issued at fixed rates expose the Group to fair value interest rate risk. During 2013 and 2012, the Group's borrowings were all at fixed rate and denominated in the US\$ and RMB.

The Group analyses its interest rate exposure on a dynamic basis. Various scenarios are simulated taking into consideration refinancing, renewal of existing positions, alternative financing and hedging. Based on these scenarios, the Group calculates the impact on profit and loss of a defined interest rate shift. For each simulation, the same interest rate shift is used for all currencies. The scenarios are run only for liabilities that represent the major interest-bearing positions.

3. 財務風險管理(續)

3.1 財務風險因素(續)

(a) 市場風險(續)

(i) 外匯風險(續)

於二零一四年二月十一日，哈薩克斯坦中央銀行決定不再向堅戈匯率提供支持並降低匯率干預，堅戈匯率貶值至1美元兌182堅戈。於二零一三年十二月三十一日，倘堅戈兌人民幣貶值18%（二零一二年：1%）而所有其他因素維持不變，則本集團除所得稅前利潤將增加人民幣38.3百萬元（二零一二年：人民幣1.7百萬元）。主要是由於以堅戈記帳的應付及其他應付賬款的外幣折算差異。

(ii) 公允價值利率風險

本集團的利率風險來自長期借款，包括銀行借款和應付優先票據。以固定利率獲得的借款令本集團承受公允價值利率風險。於二零一三年及二零一二年內，本集團的借款全部為固定利率且以美元和人民幣為單位。

本集團以動態基礎分析其利率風險。本集團利用多個模擬方案，以計入再融資、現有持倉的續訂、其他可採用的融資和套期。根據此等方案，本集團計算界定利率轉移對利潤和虧損的影響。就每個模擬方案，所有貨幣均採用同一利率轉移。此等模擬方案只運用於主要計息持倉的負債上。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註 (續)

3. Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(ii) Fair value interest rate risk (Continued)

The Group has no material interest bearing cash assets. The Group's income and operating cash flows are substantially independent of the changes in market rates. The Group's interest rates risk arises from borrowings. A detailed analysis of the Group's borrowings, together with their respective effective interest rates and maturity dates, are included in Note 23.

(iii) Oil price risk

The Group is engaged in crude oil development, production and selling activities. Prices of crude oil are affected by both domestic and global factors which are beyond the control of the Group. The fluctuations in such prices may have favourable or unfavourable impacts to the Group. Therefore the Group was exposed to general price fluctuations of crude oil. During the year ended December 31, 2013, the Group entered into oil options contracts (Note 11) to manage its price risk. If the crude oil price had increased/decreased by US\$1 with all other variables held constant, the impact on the Group's post-tax profit for the year ended December 31, 2013 as a result of revaluing the oil options would be decreased/increased by RMB0.6 million, respectively.

3. 財務風險管理 (續)

3.1 財務風險因素 (續)

(a) 市場風險 (續)

(ii) 公允價值利率風險 (續)

本集團並無重大計息資產。本集團的收入及經營現金流量大致上獨立於市場利率的變動。本集團的利率風險來自於借款。有關本集團借款的詳細分析連同其各自實際利率及到期日，列載於附註23。

(iii) 石油價格風險

本集團從事原油開發、生產及銷售。原油價格受本集團無法控制的諸多國內國際因素影響。上述價格波動可能對本集團構成有利或不利影響。因此，本集團面臨原油總體價格波動風險。於截至二零一三年十二月三十一日止年度，本集團訂立石油套期期權合同(附註11)以管理其價格風險。倘原油價格上升或下降1美元而所有其他因素維持不變，則本公司原油期權價值將相應下降/上升人民幣0.6百萬元。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

3. Financial risk management (Continued)

3. 財務風險管理(續)

3.1 Financial risk factors (Continued)

3.1 財務風險因素(續)

(b) Credit risk

(b) 信用風險

As the majority of the cash at bank balance is placed with PRC state-owned banks and major financial institutions, the directors of the Company are of their opinion that the corresponding credit risk is relatively low. Therefore, credit risk arises primarily from trade and other receivables. The Group has controls in place to assess the credit quality of its customers. The carrying amounts of cash and cash equivalents, pledged deposits, amounts due from related parties and trade and other receivables included in the consolidated statements of financial position represent the Group's maximum exposure to credit risk. At December 31, 2013 and 2012, the Group has no significant concentration of credit risk for its cash and cash equivalents.

因大部分銀行現金結餘存放於中國國有銀行及主要金融機構，故本公司董事認為信貸風險相對較低。因此，應收及其他應收賬款成為信貸風險的主要來源。本集團對客戶信用質量的評價進行控制。計入合併財務狀況表的現金及現金等價物、受限制現金、應收關聯方款項及應收及其他應收賬款的賬面價值反映了本集團所面臨的最大信貸風險。於二零一二年十二月三十一日及二零一三年十二月三十一日，就其現金及現金等價物而言，本集團並無重大信貸集中風險。

During the year ended December 31, 2013, the Group has one customer in each of China and Kazakhstan which in aggregate accounts for 96.4% (2012: 98.6%) of the Group's revenue and as such, has concentration of credit risk for its trade and other receivables. However, the Group regards it as low risk as the customer in China is PetroChina Company Limited ("PetroChina"), a PRC state-owned enterprise with high credit rating in China, and the major customer in Kazakhstan, Titan Oil & Gas Inc. ("Titan Oil"), is one of the largest trading companies in Mangistau region (Western Kazakhstan).

截至二零一三年十二月三十一日止年度，本集團在中國和哈薩克斯坦的收益分別來自單一客戶，總計約佔本集團收益的96.4% (二零一二年：98.6%)，因此本集團的應收及其他應收賬款存在信貸集中風險。然而，由於本集團在中國的單一客戶為具有高信貸評級的國有企業中國石油天然氣股份有限公司(以下簡稱「中石油」)，而在哈薩克斯坦的單一客戶為Mangistau地區(哈薩克斯坦西部)最大的貿易公司之一的Titan Oil & Gas Inc. (以下簡稱「Titan Oil」)，因此本集團認為信貸集中風險較低。

(c) Liquidity risk

(c) 流動性風險

The Group's liquidity risk management involves maintaining sufficient cash and cash equivalents and availability of funding through an adequate amount of committed credit facilities.

本集團的流動性風險管理包括維持足夠的現金及現金等價物以及依靠充裕的已承諾信貸融資額維持的可用資金額度。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

3. Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(c) Liquidity risk (Continued)

Prudent liquidity risk management implies maintaining sufficient cash and cash equivalents, the availability of funding from an adequate amount of committed credit facilities and the ability to close out market positions. Due to the dynamic nature of the underlying businesses, the Group aims to maintain flexibility in funding by maintaining availability under committed credit facilities.

Group Finance Team monitors rolling forecasts of the Group's liquidity requirements to ensure it has sufficient cash to meet operational needs through: (i) maintaining flexibility by placing reliance primarily on external borrowings; (ii) periodically evaluating banking facilities position and maintaining sufficient headroom on its undrawn committed borrowing facilities; (iii) compliance with borrowing limits or covenants on any of its borrowing facilities – for example: fixed charge coverage ratio, limitation on restricted payments, limitation on liens and asset sales, etc. Such forecasting takes into consideration the Group's debt financing plans, covenant compliance and compliance with internal balance sheet ratio targets.

3. 財務風險管理(續)

3.1 財務風險因素(續)

(c) 流動性風險(續)

審慎的流動性風險管理是指維持充足的現金及現金等價物，通過足夠的已承諾信貸融資額度維持可用資金，以及結算市場持倉的能力。由於相關業務的變動性質，本集團旨在通過已承諾信貸額度維持資金的靈活性。

集團財務團隊監控對本集團流動性需求的滾動預測，並通過如下渠道確保有足夠資金滿足經營需要：(i) 主要依賴於銀行借款以維持流動彈性；(ii) 定期評估銀行授信額度狀況並維持充足的未提取承諾借款額度；(iii) 遵循借款限額或條款（例如對抵押資產的恰當管理，滿足特定債務比率以及其他信用等級要求等）。此等預測考慮了本集團債務融資計劃、條款遵從以及符合內部資產負債表比率目標。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

3. Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(c) Liquidity risk (Continued)

The table below analyses the Group's and the Company's non-derivative financial liabilities into relevant maturity groupings based on the remaining period at the end of the reporting period to their contractual maturity dates. The amounts disclosed in the table are the contractual undiscounted cash flows of principal amount and interests.

3. 財務風險管理(續)

3.1 財務風險因素(續)

(c) 流動性風險(續)

下表顯示本集團及本公司的非衍生金融負債按照相關的到期組別，根據報告期末起至合同到期日的剩餘期間的分析。表中披露的金額為合同列示本金和利息的未折現現金流量。

Group 集團		Less than 1 year 少於一年 RMB'000 人民幣千元	Between 1 and 2 years 一至兩年 RMB'000 人民幣千元	Between 2 and 5 years 二至五年 RMB'000 人民幣千元	Over 5 years 五年以上 RMB'000 人民幣千元
At December 31, 2013	於二零一三年 十二月三十一日				
Borrowings	借款	381,858	321,611	3,986,610	–
Trade and notes payable	應付賬款及應付票據	1,022,424	46,113	–	–
Provisions, accruals and other liabilities	準備、預提及 其他負債	193,603	36,191	13,583	57,336
At December 31, 2012	於二零一二年 十二月三十一日				
Borrowings	借款	346,033	658,123	3,395,142	–
Trade and notes payable	應付賬款及應付票據	988,137	120,107	11,760	–
Provisions, accruals and other liabilities	準備、預提及 其他負債	118,195	3,992	29,131	47,227



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

3. Financial risk management (Continued)

3. 財務風險管理(續)

3.1 Financial risk factors (Continued)

3.1 財務風險因素(續)

(c) Liquidity risk (Continued)

(c) 流動性風險(續)

Company		Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years
公司		少於一年	一至兩年	二至五年	五年以上
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
At December 31, 2013	於二零一三年 十二月三十一日				
Borrowings	借款	321,611	321,611	3,986,610	-
Provisions, accruals and other liabilities	準備、預提及 其他負債	89,331	-	-	-
At December 31, 2012	於二零一二年 十二月三十一日				
Borrowings	借款	245,135	245,135	2,881,902	-
Provisions, accruals and other liabilities	準備、預提及 其他負債	79,974	-	-	-

3.2 Capital risk management

3.2 資本風險管理

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

本集團的資本管理政策，是保障本集團能持續經營，以為股東提供回報和為其他利益關係者提供利益，同時維持最佳的資本結構以減低資本成本。

The Group monitors capital on the basis of Debt over EBITDA. Debt is calculated as total borrowings including 'current and non-current borrowings' as shown in the consolidated statement of financial position. EBITDA is determined as profit before finance income, finance cost, income tax and depreciation, depletion and amortization.

本集團以債務對息稅前營運盈利(以下簡稱「EBITDA」)比率為基準監控其資本。債務等於借款總額(包括合併財務狀況表所列示的「流動及非流動借款」)。EBITDA等於除財務收入、財務費用、所得稅、折舊、折耗及攤銷前的利潤。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

3. Financial risk management (Continued)

3.2 Capital risk management (Continued)

The Debt over EBITDA ratios at December 31, 2013 and 2012 were as follows:

		As at December 31, 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Total borrowings (Note 23)	借款總額(附註23)	3,649,503	3,387,894
Profit before income tax	除所得稅前利潤	454,867	837,037
Finance income	財務收入	(6,431)	(5,797)
Finance cost	財務費用	351,984	285,307
Depreciation, depletion and amortization	折舊、折耗及攤銷	905,032	861,367
EBITDA	EBITDA	1,705,452	1,977,914
Debt over EBITDA ratio	債務總額與EBITDA的比率	2.1	1.7

The Debt over EBITDA ratio increased from 1.7 to 2.1 was mainly due to the decrease in revenue for the year ended December 31, 2013 as compared to December 31, 2012, which was mainly caused by oil prices and production volume fluctuations.

3.3 Fair value estimation

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (Level 3).

3. 財務風險管理(續)

3.2 資本風險管理(續)

於二零一三年及二零一二年十二月三十一日的債務總額與EBITDA的比率列載如下：

		As at December 31, 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Total borrowings (Note 23)	借款總額(附註23)	3,649,503	3,387,894
Profit before income tax	除所得稅前利潤	454,867	837,037
Finance income	財務收入	(6,431)	(5,797)
Finance cost	財務費用	351,984	285,307
Depreciation, depletion and amortization	折舊、折耗及攤銷	905,032	861,367
EBITDA	EBITDA	1,705,452	1,977,914
Debt over EBITDA ratio	債務總額與EBITDA的比率	2.1	1.7

債務總額與EBITDA的比率由二零一二年十二月三十一日的1.7增至二零一三年十二月三十一日的2.1，主要是截至二零一三年十二月三十一日止年度收入相比二零一二年的減少導致。收入的減少是由於原油價格和產量的波動引起。

3.3 公允價值估計

下表以估值方法分析以公允價值計量的金融工具，不同層級定義如下：

- 相同資產或負債在活躍市場的報價(未經調整)(第一層)。
- 除了第一層所包括的報價外，該資產和負債的可觀察的其他輸入，可為直接(即例如價格)或間接(即源自價格)(第二層)。
- 資產和負債並非依據可觀察市場數據的輸入(即非可觀察輸入)(第三層)。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

3. Financial risk management (Continued)

3. 財務風險管理(續)

3.3 Fair value estimation (Continued)

3.3 公允價值估計(續)

The following table presents the Group's financial assets that are measured at fair value at December 31, 2013.

下表呈列本集團於二零一三年十二月三十一日以公允價值計量的金融資產。

		Level 1 第一層 RMB'000 人民幣千元	Level 2 第二層 RMB'000 人民幣千元	Level 3 第三層 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Assets	資產				
As at December 31, 2013	於二零一三年 十二月三十一日				
Available-for-sale financial assets:	可供出售金融資產：				
– Equity securities	– 權益證券	17,478	–	–	17,478
– Contingent consideration receivable	– 應收或有對價	–	–	32,944	32,944
Trading derivatives:	交易衍生工具				
– Oil options	– 石油期權	–	7,626	–	7,626
– Equity warrants	– 認股權證	–	–	165	165
		17,478	7,626	33,109	58,213
As at December 31, 2012	於二零一二年 十二月三十一日				
Available-for-sale financial assets:	可供出售金融資產：				
– Preferred shares	– 優先股	–	–	3,966	3,966
Trading derivatives:	交易衍生工具				
– Equity warrants	– 認股權證	–	–	418	418
		–	–	4,384	4,384

In 2013, the Group transferred its available-for-sale equity investment in PEDEVCO Corp. ("PEDEVCO") from Level 3 into Level 1 upon its dual listing on the New York Stock Exchange ("NYSE") and National Association of Securities Dealers Automated Quotations ("NASDAQ") (Note 10).

二零一三年，鑒於PEDEVCO Corp. (以下簡稱「PEDEVCO」)的股票於紐約證券交易所(以下簡稱「紐交所」)及國家證券業者自動報價系統協會(以下簡稱「納斯達克」)兩地上市，本集團將其對PEDEVCO的可供出售權益工具投資列示自第三層級轉為第一層級(附註10)。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

3. Financial risk management (Continued)

3.3 Fair value estimation (Continued)

(a) Financial instruments in Level 1

The fair value of financial instruments traded in active markets is based on quoted market prices at the end of reporting period. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the closing price as at December 31, 2013. These instruments are included in Level 1, and represent equity securities listed on NYSE, which are classified as available-for-sale.

(b) Financial instruments in Level 2

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

3. 財務風險管理(續)

3.3 公允價值估計(續)

(a) 在第一層內的金融工具

在活躍市場中交易的金融工具的報告期末的公允價值皆源於市場報價。倘市場報價易於定期從交易所、經銷商、經紀人、行業協會、定價服務機構或監管機構獲得，則該價格代表按市場規律實際發生的市場交易，則該市場視為活躍市場。本集團持有的金融資產所使用的市場報價乃二零一三年十二月三十一日的收盤價。這些金融工具為於紐交所上市的權益證券，分類為可供出售，歸屬於第一層級。

(b) 在第二層內的金融工具

沒有在活躍市場買賣的金融工具(例如場外衍生工具)的公允價值利用估值技術釐定。估值技術盡量利用可觀察市場數據(如有)，儘量少依賴主體的特定估計。如計算一金融工具的公允價值所需的所有重大輸入為可觀察數據，則該金融工具歸屬於第二層。如一項或多項重大輸入並非根據可觀察市場數據，則該金融工具歸屬於第三層。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

3. Financial risk management (Continued)

3.3 Fair value estimation (Continued)

(c) Financial instruments in level 3

With respect to the Level 3 fair value measurement for the Group's financial assets at fair value through other comprehensive income that are unlisted equity securities with no active market exists, the Group's finance department benchmark to the market price of certain comparable listed companies within the same or similar operation/industry and apply certain adjustments/discount for non-marketability. At December 31, 2013, the directors of the Company are of their opinion that there is a wide range of possible fair value measurements and cost represents the best estimate of fair value within that range.

See Note 35 for disclosure of the measurement of the contingent consideration.

4. Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

4.1 Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

3. 財務風險管理(續)

3.3 公允價值估計(續)

(c) 在第三層內的金融工具

對於本集團以公允價值計量且其變動計入其他綜合收益的金融資產中以第三層公允價值確認其公允價值的部分，因其為非上市的權益證券，無活躍市場存在，本集團財務部門會對標若干相同或相似的行業／運營模式的可比上市公司的市價，並因其無市場可交易性作出特定調整／折讓。於二零一三年十二月三十一日，本公司董事認為，可確認的公允價值存在一個較大區間，在此區間內成本可代表其公允價值的最佳估計。

或有對價的計量披露載於附註35。

4. 關鍵會計估計及判斷

估計和判斷乃按持續基準進行評估，並基於過往經驗及其他因素，包括在若干情況下對未來事項作出相信是合理的預期。

4.1 關鍵會計估計及假設

本集團對未來作出會計估計和假設。所得出的會計估計如其定義，很少會與其實際結果相同。有重大風險可能會導致對下一個財政年度的資產和負債的賬面價值作出重大調整的估計和假設討論如下。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

4. Critical accounting estimates and judgements (Continued)

4.1 Critical accounting estimates and assumptions (Continued)

(i) Estimation of proved and probable reserves

Proved reserves are those quantities of petroleum that by analysis of geoscience and engineering data can be estimated with reasonable certainty to be commercially recoverable, from a given date forward, from known reservoirs and under defined economic conditions, operating methods, and government regulations. Economic conditions include consideration of changes in existing prices provided only by contractual arrangements, but not on escalations based upon future conditions. Proved developed producing reserves are expected to be recovered from completion intervals that are open and producing at the time of the estimate. Proved undeveloped reserves are quantities expected to be recovered through future investments: from new wells on undrilled acreage in known accumulations, from extending existing wells to a different (but known) reservoir, or from infill wells that will increase recovery. Probable reserves are additional reserves that are less certain to be recovered than proved reserves but which, together with proved reserves, are as likely as not to be recovered.

The Group's reserve estimates were prepared for each oilfield and include only reserves that the Group believes can be reasonably produced within current economic and operating conditions.

4. 關鍵會計估計及判斷(續)

4.1 關鍵會計估計及假設(續)

(i) 已探明儲量和概算儲量的估計

已探明儲量為透過分析地球科學及工程數據，於明確的經濟條件、操作方法及政府法規下，從特定未來日期起自己知油藏以合理確信估計可商業開採回收的石油數量。經濟條件包括考慮僅由合同安排規定的現有價格變動，惟日後條件引致的增長除外。探明已開發儲量為預期從處於開放及產油狀態的完井層段中開採的儲量。探明未開發儲量為通過未來投資預期採出的油氣數量，包括開採已知油藏的未鑽的新井，延伸現有井至不同(但為已知)的油藏，或通過加密井提高採收率。概算儲量為相比探明儲量存在較大開採不確定性的額外儲量，但其與探明儲量一樣均存在無法獲取的可能性。

本集團的儲量估計乃就各油田而編製，僅包括本集團認為可於現時經濟及操作條件下合理生產的原油。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

4. Critical accounting estimates and judgements (Continued)

4. 關鍵會計估計及判斷(續)

4.1 Critical accounting estimates and assumptions (Continued)

4.1 關鍵會計估計及假設(續)

(i) Estimation of proved and probable reserves (Continued)

Proved and probable reserves cannot be measured exactly. Reserve estimates are based on many factors related to reservoir performance that require evaluation by the engineers interpreting the available data, as well as price and other economic factors. The reliability of these estimates at any point in time depends on both the quality and quantity of the technical and economic data, and the production performance of the reservoirs as well as engineering judgement. Consequently, reserve estimates are subject to revision as additional data become available during the producing life of a reservoir. When a commercial reservoir is discovered, proved reserves are initially determined based on limited data from the first well or wells. Subsequent data may better define the extent of the reservoir and additional production performance. Well tests and engineering studies will likely improve the reliability of the reserve estimate. The evolution of technology may also result in the application of improved recovery techniques such as supplemental or enhanced recovery projects, or both, which have the potential to increase reserves beyond those envisioned during the early years of a reservoir's producing life.

In general, changes in the technical maturity of reserves resulting from new information becoming available from development and production activities and change in oil and gas price have tended to be the most significant cause of annual revisions.

(i) 已探明儲量和概算儲量的估計(續)

已探明儲量和概算儲量無法予以精確計量。儲量估計乃基於有關油藏動態的眾多因素(需要工程師詮釋所獲得數據的評估)以及價格等其他經濟因素。在任何方面該等估計的可靠性視乎技術及經濟數據的質量及數量、油藏的產量動態及工程判斷而定。因此，於油藏的生產週期內，如有額外數據時，儲量估計可予以修訂。於發現商業油藏時，已探明儲量首先乃根據首個或首批油井的有限數據而釐定。其後數據或可更好地確定油藏的範圍及額外產量動態，而油井試驗及工程研究將可能提升儲量估計的可靠性。技術的發展亦可導致應用經改善的採油技術，例如補充或經提升採油項目，或兩者，該等項目有潛力使儲量增至超逾於油藏生產週期初期數年內所預想者。

一般而言，自開發及生產活動取得新數據而導致石油儲量技術成熟度變動以及油氣價格變動已趨向成為年度修訂的最重要因素。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

4. Critical accounting estimates and judgements (Continued)

4.1 Critical accounting estimates and assumptions (Continued)

(ii) Depletion, depreciation and amortization of property, plant and equipment and intangible assets

In addition to the depletion, depreciation and amortization of oil and gas properties, mineral extraction and mining rights using the unit of production method (Notes 2.6 and 2.7) based on the estimated reserves as disclosed in Note 4.1(i), management of the Group determines the estimated useful lives and related depreciation and amortization charges for other property, plant and equipment and intangible assets. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions, or based on value-in-use calculations or market valuations according to the estimated periods that the Group intends to derive future economic benefits from the use of intangible assets.

Management will adjust the estimated useful lives where useful lives vary with previously estimated useful lives. It is reasonably possible, based on existing knowledge, that outcomes within the next financial year that are different from assumptions could require material adjustments to the carrying amount of property, plant and equipment and intangible assets.

(iii) Estimation of impairment of property, plant and equipment

Property, plant and equipment, including oil and gas properties, are reviewed for possible impairments when events or changes in circumstances indicate that the carrying amount may not be recoverable. Determination as to whether and how much an asset is impaired involve management estimates and judgements such as future prices of crude oil and production profile. However, the impairment reviews and calculations are based on assumptions that are consistent with the Group's business plans. Favourable changes to some assumptions may allow the Group to avoid the need to impair any assets in these years, whereas unfavourable changes may cause the assets to become impaired.

4. 關鍵會計估計及判斷(續)

4.1 關鍵會計估計及假設(續)

(ii) 不動產、工廠及設備以及無形資產的折舊、折耗及攤銷

關於油氣資產和基於估計儲量採用單位產量法(附註2.6和2.7)核算的礦產開採權和採礦權的折舊、耗損及攤銷已在附註4.1(i)中披露。除此之外,本集團管理層還需對其他不動產、工廠及設備和無形資產的預計使用年限及相關折舊和攤銷進行估計。此類估計依賴於類似性質和功能的不動產、工廠及設備的實際使用年限的歷史經驗,或者基於使用價值法或本集團預計使用該無形資產在未來期間產生經濟價值的市場價值法。

管理層通過比較已估計使用年限與目前可使用年限對不動產、工廠及設備和無形資產預計可使用年限進行調整。基於對現有情況的瞭解,可以合理的認為不動產、工廠及設備和無形資產的賬面價值於未來財政年度中不同的假設條件下可能出現重大調整。

(iii) 不動產、工廠及設備減值估計

倘存有任何事項或情況變動顯示面值可能無法收回,則會就不動產、工廠及設備(包括油氣資產)是否可能減值予以檢討。釐定一項資產是否減值及減值的幅度涉及管理層估計及判斷,例如日後原油價格及生產狀況。然而,減值的檢討及計算乃基於與本集團業務計劃相一致的假設。若干假設的有利變動或可令本集團於相關數年無需對任何資產進行減值的需要,而不利變動或會促使資產減值。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

4. Critical accounting estimates and judgements (Continued)

4. 關鍵會計估計及判斷(續)

4.1 Critical accounting estimates and assumptions (Continued)

4.1 關鍵會計估計及假設(續)

(iv) Provision for remediation and restoration

(iv) 補償及複用準備

Provision for remediation and restoration included environmental remediation costs, assets retirements obligation and similar obligation in relation to the Group's operations. Provision is made when the related environmental disturbance and present obligations occur, based on the net present value of estimated future costs. The ultimate cost of environmental disturbances, asset retirement and similar obligation are uncertain and management uses its judgment and experience to provide for these costs over the life of operations. Cost estimates can vary in response to many factors including changes to the relevant legal requirements, the Group's related policies, the emergence of new restoration techniques and the effects of inflation. Cost estimates are updated throughout the life of the operation. The expected timing of expenditure included in cost estimates can also change, for example in response to changes in reserves, or production volumes or economic conditions. Expenditure may occur before and after closure and can continue for an extended period of time depending on the specific site requirements. Some expenditure can continue into perpetuity. Cash flows must be discounted if this has a material effect. The selection of appropriate sources on which to base calculation of the risk free discount rate used for this purpose also requires judgment. As a result of all of the above factors there could be significant adjustments to the provision for close down, restoration and clean-up costs which would affect future financial results.

補償及修復準備包括環境治理成本，資產棄置義務以及與本集團經營活動有關的其他類似義務。當發生相關環境破壞和現實義務時，依據估計未來成本的淨現值來確定準備金額。環境破壞，資產報廢和其他義務的最終成本是不確定的。管理層將依據經驗和判斷在經營期限內確定準備費用。費用的估計需要考慮和比較眾多因素，包括相關法律需求、集團相關政策、新修復技術的更新以及通貨膨脹等因素。費用估計將在經營期限內進行更新。估計費用的預期支出發生時間也會隨儲量、產量和經濟形勢的變化而發生變化。該項費用的支出會根據特定現實需求發生在期前或期後，並影響其後的一個期間。有些支出將列入永久性支出。若上述事項產生重大影響，則現金流需進行折現。為此所選擇的無風險折現率也需進行重新評估和判斷。所以，上述因素的影響可能導致對恢復和清理費用的準備的重大調整，也會影響到未來期間的財務業績。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

4. Critical accounting estimates and judgements (Continued)

4. 關鍵會計估計及判斷(續)

4.1 Critical accounting estimates and assumptions (Continued)

4.1 關鍵會計估計及假設(續)

(iv) Provision for remediation and restoration (Continued)

The Group currently operates mainly in PRC and Kazakhstan. The outcome of environmental and other similar obligations under proposed or future environmental legislation cannot reasonably be estimated at present, and could be material. Under existing legislation, however, the directors of the Company are in their opinion that there are no probable liabilities that are in addition to amounts which have already been reflected in the financial statements that will have a materially adverse effect on the financial position of the Group.

(iv) 補償及復用準備(續)

本集團當下主要於中國及哈薩克斯坦作業。在當前已有或未來的環境法律框架下，對環境及其他類似義務的影響目前暫時無法合理估計，且該影響可能是重大的。然而，在現有法律框架下，本公司董事認為，除已於本財務報表反映的負債之外，存在可能的負債對本集團財務狀況產生潛在重大不利影響。

(v) Income taxes

The Group is subject to income taxes in several jurisdictions. Significant judgement is required in determining the worldwide provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain. The Group recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

(v) 所得稅

本集團於多個管轄區內繳納所得稅。本集團存在許多交易及事件，其最終的所得稅處理均存在不確定性。在計算不同地區的所得稅費用時，本集團會作出重大會計判斷。根據對額外稅項是否到期的估計，本集團就預期稅務審計問題對負債進行了確認。倘這些事項的最終稅務結果與其初始記錄金額出現差異，這些差異將影響確定期間的當期及遞延所得稅資產及負債。

(vi) Going concern

As set out in Note 2.1.1, the ability of the Group to continue operations is dependent upon obtaining the necessary financing borrowings in order to obtain sufficient cash flow to meet its liabilities as they fall due. In the event the Group is unable to obtain adequate funding, there is uncertainty as to whether the Group will be able to continue as a going concern. These financial statements do not include any adjustments related to the carrying values and classifications of assets and liabilities that would be necessary should the Group and the Company be unable to continue as a going concern.

(vi) 持續經營

如附註2.1.1所列示，本集團的持續經營能力依賴於必要的融資借貸，以此得到充足的現金流以償還到期負債。倘本集團無法得到充足的資金，則本集團能否持續經營就存在不確定性。倘本集團及本公司無法持續經營，則須對財務報表中的資產及負債的賬面價值及重分類進行相應調整使其能夠持續經營。而本財務報表中均不包括任何上述相關調整。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

5. Segment information

Management has determined the operating segments based on the reports reviewed by the Board of Directors of the Company that are used to make strategic decisions.

The Board of Directors considers the business performance of the Group from a geographic perspective being the PRC, Kazakhstan and USA. The PRC segment derives its revenue from the sale of oil. Revenue is realized from the sale of the Group's share of crude oil to PetroChina pursuant to four PSCs (Note 8). The Kazakhstan segment derives its revenue from the sale of oil and gas through the operation of an oil and gas exploration and four production contracts in Kazakhstan. The USA segment derives its revenue from sale of shale oil and gas through working interest in the Niobrara asset in the USA.

The Board of Directors assesses the performance of the operating segments based on each segment's profit from operation.

5. 分部信息

管理層已根據經本公司董事會審議用於分配資源和評估表現的報告釐定經營分部。

董事會從地理角度研究業務狀況，將本集團分為中國分部、哈薩克斯坦分部和美國分部。中國分部的收益來源於原油銷售。銷售收益由本集團向中石油銷售原油取得。原油來源於四個產品分成合同區塊(附註8)。哈薩克斯坦分部收益來源於原油與天然氣的銷售，其原油與天然氣收入來源於位於哈薩克斯坦境內的一個石油與天然氣開採合同及四個產品分成合同。美國分部的收益來源於對Niobrara資產進行作業產生的葉岩油與天然氣的銷售。

董事會基於每個經營分部的經營利潤對他們進行業績評價。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

5. Segment information (Continued)

The segment information provided to the Board of Directors for the reportable segments for the year ended December 31, 2013 is as follows:

5. 分部信息(續)

截至二零一三年十二月三十一日止年度向董事會提供的經營分部信息如下：

		PRC	Kazakhstan	USA	Corporate and other segments	Total
		中國	哈薩克斯坦	美國	總部及其他分部	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Segment revenue	分部收益	2,443,844	782,631	29,586	-	3,256,061
Operating expenses:	經營支出：					
Depreciation, depletion and amortization	折舊、折耗及攤銷	(781,723)	(101,868)	(21,229)	(212)	(905,032)
Taxes other than income taxes (Note 25)	稅項(所得稅除外)(附註25)	(413,194)	(319,450)	(386)	(7,598)	(740,628)
Employee compensation costs	員工薪酬成本	(109,531)	(48,347)	-	(69,891)	(227,769)
Purchases, services and others	採購、服務及其他	(238,201)	(120,966)	(11,038)	-	(370,205)
Geological and geophysical expenses	地質及地球物理費用	-	(4,668)	(53)	-	(4,721)
Distribution expenses	銷售支出	(31,346)	-	-	-	(31,346)
General and administrative expenses	管理費用	(41,183)	(18,145)	(7,926)	(35,274)	(102,528)
Other gains/(losses), net	其他利得/(損失), 淨值	13,315	(23,055)	(1,380)	6,485	(4,635)
Total operating expenses	總經營支出	(1,601,863)	(636,499)	(42,012)	(106,490)	(2,386,864)
Profit/(loss) from operation	經營利潤/(虧損)	841,981	146,132	(12,426)	(106,490)	869,197
Finance income	財務收入	360	2,380	3,626	65	6,431
Finance costs	財務費用	(15,952)	(221)	(953)	(334,858)	(351,984)
Share of losses of investments accounted for using the equity method	享有按權益法入賬的投資的虧損份額	-	-	-	(68,777)	(68,777)
Profit before income tax	除所得稅前利潤	826,389	148,291	(9,753)	(510,060)	454,867
Income tax (expense)/benefit	所得稅(費用)/收益	(195,667)	20,584	-	-	(175,083)
Profit/(loss) for the year	本年利潤/(虧損)	630,722	168,875	(9,753)	(510,060)	279,784
Total assets	資產總額	5,901,879	2,642,182	257,941	492,753	9,294,755
Total assets includes:	資產總額包括：					
Property, plant and equipment	不動產、工廠及設備	4,994,736	1,977,432	155,586	32,406	7,160,160
Intangible assets	無形資產	35,918	492,697	15,854	-	544,469
Investments accounted for using the equity method	按權益法入賬的投資	-	-	-	273,348	273,348
Additions to non-current assets	非流動資產增加	851,161	511,700	113,555	1,895	1,478,311
Total liabilities	負債總額	1,206,279	593,292	48,013	3,735,395	5,582,979

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

5. Segment information (Continued)

The segment information provided to the Board of Directors for the reportable segments for the year ended December 31, 2012 is as follows:

5. 分部信息(續)

截至二零一二年十二月三十一日止年度向董事會提供的經營分部信息如下：

		PRC	Kazakhstan	USA	Corporate and other segments	Total
		中國	哈薩克斯坦	美國	總部及其他分部	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Segment revenue	分部收益	2,924,726	557,113	3,777	-	3,485,616
Operating expenses:	經營支出：					
Depreciation, depletion and amortization	折舊、折耗及攤銷	(741,487)	(115,849)	(3,814)	(217)	(861,367)
Taxes other than income taxes (Note 25)	稅項(所得稅除外)(附註25)	(540,296)	(227,355)	-	(49,321)	(816,972)
Employee compensation costs	員工薪酬成本	(182,246)	(47,433)	-	(39,867)	(269,546)
Purchases, services and others	採購、服務及其他	(203,792)	(72,841)	(2,046)	-	(278,679)
Geological and geophysical expenses	地質及地球物理費用	-	(18,729)	(4,193)	-	(22,922)
Distribution expenses	銷售支出	(33,483)	-	-	-	(33,483)
General and administrative expenses	管理費用	(63,368)	(5,572)	(6,599)	(41,843)	(117,382)
Other gains, net	其他利得，淨值	695	-	-	38,852	39,547
Total operating expenses	總經營支出	(1,763,977)	(487,779)	(16,652)	(92,396)	(2,360,804)
Profit/(loss) from operation	經營利潤/(虧損)	1,160,749	69,334	(12,875)	(92,396)	1,124,812
Finance income	財務收入	2,974	2,763	56	4	5,797
Finance cost	財務費用	(22,514)	(2,018)	(121)	(260,654)	(285,307)
Share of losses of investments accounted for using the equity method	享有按權益法入賬的投資的虧損份額	(9,330)	-	1,065	-	(8,265)
Profit before income tax	除所得稅前利潤	1,131,879	70,079	(11,875)	(353,046)	837,037
Income tax expense	所得稅費用	(268,026)	(27,739)	-	-	(295,765)
Profit/(loss) for the year	本年利潤/(虧損)	863,853	42,340	(11,875)	(353,046)	541,272
Total assets	資產總額	6,342,120	2,325,320	134,560	109,722	8,911,722
Total assets includes:	資產總額包括：					
Property, plant and equipment	不動產、工廠及設備	4,922,437	1,642,950	65,901	1,364	6,632,652
Intangible assets	無形資產	69,301	517,949	16,648	-	603,898
Investments accounted for using the equity method	按權益法入賬的投資	-	-	-	181,636	181,636
Additions to non-current assets	非流動資產增加	1,598,886	307,096	67,723	-	1,973,705
Total liabilities	負債總額	2,223,758	473,352	34,293	2,643,687	5,375,090

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

5. Segment information (Continued)

All segment information above represented segment results after elimination of inter-segment transactions, which primarily include interest income or expense from intra-group accounts and loans.

The revenue reported to the Board of Directors is measured consistently with that in the consolidated statement of comprehensive income. The amounts provided to the Board of Directors with respect to total assets and total liabilities are measured in a manner consistent with that of the consolidated financial statements. These assets and liabilities are allocated based on the operations of the segment and the physical location of the asset.

The derivative financial instruments including oil options held by the Group are not considered to be segment assets.

Reportable segments' assets are reconciled to total assets as follows:

5. 分部信息(續)

上述分部報告信息為各分部之間交易抵銷之後進行列示。分部之間交易主要包括集團內公司帳目往來和借款產生的利息收入或支出。

向董事會報告的收益的計量方法與合併綜合收益表的計量方法一致。向董事會提供有關資產及負債總額的金額，是按照合併財務報表內貫徹一致的方式計量的。此等資產及負債根據分部的經營和資產的實際位置分配。

由本集團持有的包括石油期權在內的衍生金融工具不被視為分部資產。

報告分部資產與資產總額調節如下：

		As at December 31, 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Segment assets for reportable segments	報告分部的分部資產	9,294,755	8,911,722
Unallocated:	未分配：		
Derivative financial instruments	衍生金融工具	7,791	418
Total assets per consolidated statement of financial position	合併財務狀況表內的資產總額	9,302,546	8,912,140



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

5. Segment information (Continued)

Reportable segments' liabilities are reconciled to total liabilities as follows:

		As at December 31, 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Segment liabilities for reportable segments	報告分部的分部負債	5,582,979	5,375,090
Unallocated:	未分配：		
Derivatives financial instrument premium payable	應付衍生金融工具權利金	15,137	5,028
Non-current derivative financial instruments	長期衍生金融工具	–	67,839
Total liabilities per consolidated statement of financial position	合併財務狀況表內的負債總額	5,598,116	5,447,957

5. 分部信息(續)

報告分部的負債與負債總額調節如下：

		As at December 31, 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Segment liabilities for reportable segments	報告分部的分部負債	5,582,979	5,375,090
Unallocated:	未分配：		
Derivatives financial instrument premium payable	應付衍生金融工具權利金	15,137	5,028
Non-current derivative financial instruments	長期衍生金融工具	–	67,839
Total liabilities per consolidated statement of financial position	合併財務狀況表內的負債總額	5,598,116	5,447,957

Entity-wide information

企業層面信息

Analysis of revenue by category

收入按類別分析

		Year ended December 31, 截至十二月三十一日止年度	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Sales of goods	銷售貨物	3,253,140	3,485,616
Provision of services	提供服務	2,921	–
		3,256,061	3,485,616

For the year ended December 31, 2013, total revenue from crude oil sales in the PRC amounting to RMB2,440.9 million (2012: RMB2,924.7 million) are derived solely from PetroChina. For Kazakhstan, Titan oil was the Group's main customer and revenue amounting to RMB698.0 million (2012: RMB511.6 million) are derived from it. Revenues from PetroChina and Titan Oil accounted for 75.0% and 21.4% (2012: 83.9% and 14.7%) of the Group's total revenue for the year ended December 31, 2013, respectively.

截至二零一三年十二月三十一日止年度，本集團在中國的原油銷售收入金額為人民幣2,440.9百萬元(二零一二年：人民幣2,924.7百萬元)，均為銷售給中石油取得的收入。本集團在哈薩克斯坦的主要客戶為Titan Oil，對其收入金額為人民幣698.0百萬元(二零一二年：人民幣511.6百萬元)。截至二零一三年十二月三十一日止年度從中石油和Titan Oil取得的收入分別佔本集團總收入的75.0%和21.4%(二零一二年：83.9%和14.7%)。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

6. Property, plant and equipment — Group

6. 不動產、工廠及設備 — 集團

		Exploration and evaluation assets	Oil and gas properties	Buildings and improvements	Vehicles, office and other production equipment	Construction in progress	Total
		勘探及 評價資產	油氣資產	建築物及設施	汽車、辦公室 設備及 生產設備	在建工程	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Year ended December 31, 2012	截至二零一二年十二月 三十一日止年度						
Opening net book amount	年初賬面淨值	10,046	4,896,879	10,775	53,644	296,155	5,267,499
Exchange differences	匯兌差額	(338)	(2,279)	(20)	(29)	–	(2,666)
Acquisition of a subsidiary (Note 35)	收購子公司(附註35)	–	216,985	–	972	–	217,957
Additions	增加	78,116	322,984	245	18,023	1,552,603	1,971,971
Disposals	出售	–	(481)	–	(375)	–	(856)
Transfers	轉撥	–	1,568,636	–	(171)	(1,568,465)	–
Depreciation charge	折舊費用	–	(809,303)	(1,396)	(10,554)	–	(821,253)
Closing net book amount	年末賬面淨值	87,824	6,193,421	9,604	61,510	280,293	6,632,652
At December 31, 2012	於二零一二年十二月三十一日						
Cost	成本	88,672	9,602,833	11,464	91,550	280,293	10,074,812
Accumulated depreciation and impairment	累計折舊及減值	(848)	(3,409,412)	(1,860)	(30,040)	–	(3,442,160)
Net book amount	賬面淨值	87,824	6,193,421	9,604	61,510	280,293	6,632,652



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

6. Property, plant and equipment — Group (Continued)

6. 不動產、工廠及設備 — 集團(續)

		Exploration and evaluation assets	Oil and gas properties	Buildings and improvements	Vehicles, office and other production equipment 汽車、辦公室設備及生產設備	Construction in progress	Total
		勘探及評價資產 RMB'000 人民幣千元	油氣資產 RMB'000 人民幣千元	建築物及設施 RMB'000 人民幣千元	生產設備 RMB'000 人民幣千元	在建工程 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
Year ended December 31, 2013	截至二零一三年十二月三十一日止年度						
Opening net book amount	年初賬面淨值	87,824	6,193,421	9,604	61,510	280,293	6,632,652
Exchange differences	匯兌差額	(2,502)	(59,667)	(359)	(589)	(1,757)	(64,874)
Additions	增加	82,694	519,333	2,032	14,825	857,187	1,476,071
Disposals	出售	-	-	-	(1,073)	-	(1,073)
Transfers	轉撥	(91,555)	768,589	-	-	(677,034)	-
Depreciation charge	折舊費用	-	(868,943)	(1,935)	(11,738)	-	(882,616)
Closing net book amount	年末賬面淨值	76,461	6,552,733	9,342	62,935	458,689	7,160,160
At December 31, 2013	於二零一三年十二月三十一日						
Cost	成本	77,283	10,825,734	13,052	104,051	458,689	11,478,809
Accumulated depreciation and impairment	累計折舊及減值	(822)	(4,273,001)	(3,710)	(41,116)	-	(4,318,649)
Net book amount	賬面淨值	76,461	6,552,733	9,342	62,935	458,689	7,160,160

Included in property, plant and equipment as at December 31, 2013 are certain assets directly used in and operated under the Group's PSCs with PetroChina in the PRC, amounting to RMB4,993.8 million (2012: RMB4,922.3 million) comprising cost of RMB9,111.6 million (2012: RMB8,271.2 million) less accumulated depreciation and impairment of RMB4,117.8 million (2012: RMB3,348.9 million).

於二零一三年十二月三十一日，不動產、工廠及設備當中，淨值人民幣4,993.8百萬元(二零一二年：人民幣4,922.3百萬元)的資產乃根據本集團與中石油訂立的產品分成合同直接予以使用及操作。該資產淨值包括成本人民幣9,111.6百萬元(二零一二年：人民幣8,271.2百萬元)扣減累計折舊及減值人民幣4,117.8百萬元(二零一二年：人民幣3,348.9百萬元)。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

6. Property, plant and equipment — Group (Continued)

The additions of oil and gas properties of the Group for the years ended December 31, 2013 included RMB10.3 million (2012: RMB21.3 million) relating to the asset retirement obligations (Note 22) recognized.

For the year ended December 31, 2013, depreciation charge is recognized as follows:

6. 不動產、工廠及設備 — 集團(續)

本集團於截至二零一三年十二月三十一日止年度添置的油氣資產中，確認了人民幣10.3百萬元(二零一二年：人民幣21.3百萬元)的資產棄置義務(附註22)。

截至二零一三年十二月三十一日止年度，折舊費用確認如下：

		Year ended December 31, 截至十二月三十一日止年度	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Charged to profit or loss	計入當期損益	874,810	808,349
Capitalized into oil in tank	資本化入庫存油	7,806	12,904
		882,616	821,253



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

7. Intangible assets — Group

7. 無形資產 — 集團

		Goodwill 商譽 RMB'000 人民幣千元	Software 軟件 RMB'000 人民幣千元	Mineral extraction rights 礦產開採權 RMB'000 人民幣千元	Mining rights 採礦權 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At January 1, 2012	於二零一二年一月一日					
Cost	成本	–	14,407	18,671	572,399	605,477
Accumulated amortization	累計攤銷	–	(8,084)	–	(13,071)	(21,155)
Net book amount	賬面淨值	–	6,323	18,671	559,328	584,322
Year ended December 31, 2012	截至二零一二年十二月三十一日止年度					
Opening net book amount	年初賬面淨值	–	6,323	18,671	559,328	584,322
Exchange differences	匯兌差額	–	–	(38)	(1,206)	(1,244)
Acquisition of a subsidiary (Note 35)	收購子公司 (附註35)	6,528	–	–	57,197	63,725
Additions	增加	–	1,734	–	–	1,734
Amortization charge	攤銷費用	–	(2,439)	(1,985)	(40,215)	(44,639)
Closing net book amount	年末賬面淨值	6,528	5,618	16,648	575,104	603,898
At December 31, 2012	於二零一二年十二月三十一日					
Cost	成本	6,528	16,139	18,625	628,197	669,489
Accumulated amortization	累計攤銷	–	(10,521)	(1,977)	(53,093)	(65,591)
Net book amount	賬面淨值	6,528	5,618	16,648	575,104	603,898
Year ended December 31, 2013	截至二零一三年十二月三十一日止年度					
Opening net book amount	年初賬面淨值	6,528	5,618	16,648	575,104	603,898
Exchange differences	匯兌差額	–	(3)	(495)	(16,996)	(17,494)
Additions	增加	–	2,240	–	–	2,240
Adjustments (Note 35)	調整(附註35)	(3,400)	–	–	(23,457)	(26,857)
Amortization charge	攤銷費用	–	(3,186)	(299)	(13,833)	(17,318)
Closing net book amount	年末賬面淨值	3,128	4,669	15,854	520,818	544,469
At December 31, 2013	於二零一三年十二月三十一日					
Cost	成本	3,128	18,355	18,066	585,891	625,440
Accumulated amortization	累計攤銷	–	(13,686)	(2,212)	(65,073)	(80,971)
Net book amount	賬面淨值	3,128	4,669	15,854	520,818	544,469

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

7. Intangible assets — Group (Continued)

For the years ended December 31, 2013 and 2012, amortization charge is recognized in 'depreciation, depletion and amortization' in the consolidated statement of comprehensive income.

Impairment test for goodwill

The recoverable amount of a CGU has been determined based on value-in-use calculations. These calculation use pre-tax cash flow projections based on financial budgets approved by management covering a 5-year period with a terminal value related to the future earnings potential of the CGU beyond the next five year. Future cash flows are discounted at the rate of 7.83% (2012: 8.00%). The estimated growth rate adopted in the projections does not exceed the long-term average growth rate for the PCR.

Based on the assessment, the directors of the Company concluded that there has been no impairment on the goodwill of the Group as at December 31, 2013 (2012: nil).

8. Joint arrangements — Group

(a) Joint operations

The Group's development and production activities in the PRC are conducted through its subsidiaries or joint ventures, jointly with others through PSC arrangement. During the years ended December 31, 2013 and 2012, the Group has the following joint arrangements which are accounted for as joint operation in accordance with IFRS 11 "Joint arrangements".

7. 無形資產 — 集團(續)

截至二零一三年及二零一二年十二月三十一日止年度，攤銷費用計入合併綜合收益表的「折舊，折耗及攤銷」。

商譽減值測試

現金產出單元的可收回金額根據使用價值計算。計算方式利用稅前現金流量預測，依據管理層審核批准的五年期財政預算及超過該五年期的未來盈利潛力的現金產出單元的最終值。未來現金流量按照7.83% (二零一二年：8.00%) 進行折現。預測所採用的預期增長率不會超過PCR的長期平均增長率。

本公司董事基於上述評估認為本集團於二零一三年十二月三十一日並無商譽減值(二零一二年：無)。

8. 合營安排 — 集團

(a) 共同經營

本集團主要按照產品分成合同安排，通過其附屬公司或合營企業在中國從事開發和生產活動。截至二零一三年十二月三十一日止年度和截止二零一二年十二月三十一日止年度，本集團以下共同經營業務根據國際財務報告準則第11號「合營安排」釐定為共同經營。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

8. Joint arrangements — Group (Continued)

(a) Joint operations (Continued)

Daan, Moliqing and Miao3 PSCs

The Group and Global Oil Corporation (“GOC”), a limited liability company incorporated in Bahamas, (collectively the “Foreign Contractors”), respectively hold a 90% interest and a 10% interest in the foreign participating interest in each of Daan, Moliqing and Miao3 blocks within the Daan, Moliqing and Miao 3 oilfield located in Northeast region in the PRC. These oilfields had been in the commercial production phase since 2005, 2008 and 2008, separately, the Daan PSC would expire after more than 10 years in 2024, the Moliqing PSC and Miao3 PSC would expire after more than 14 years in 2028.

Pursuant to the respective PSCs with PetroChina, a PRC company owned and controlled by the PRC government, the annual gross production of the crude oil shall, after payment for value added tax and royalty, be firstly deemed as the cost recovery oil and shall be used for cost recovery in the following sequence:

- (i) Payment in kind for the operating costs actually incurred by Foreign Contractors and PetroChina.
- (ii) The remainder of the cost recovery oil shall, after payment for the operating costs, be deemed as investment recovery oil. Such investment recovery oil shall be used for the simultaneous recovery of the pilot test costs and the development costs incurred by Foreign Contractors and predevelopment costs spent by PetroChina in proportion of 20% by PetroChina and 80% by Foreign Contractors. The unrecovered costs of the parties shall be carried forward to and recovered from the investment recovery oil in succeeding calendar years until being fully recovered.
- (iii) After all pilot test costs and development costs incurred up to that time have been recovered, the remainder of the gross production of crude oil for that period is referred to as profit oil and shall be allocated in proportion of PetroChina 52% and Foreign Contractors 48%.

8. 合營安排 — 集團(續)

(a) 共同經營(續)

大安、莫里青和廟3產品分成合同

本集團與澳大利亞環球石油公司(以下簡稱「環球石油」)，一家設立於巴哈馬的公司，(統稱「外方合同者」)，於大安、莫里青及廟3三個區塊產品分成合同的外國參與權益內分別持有90%及10%的權益。大安、莫里青及廟3油田位於中國東北地區。上述三個區塊分別在二零零五年、二零零八年和二零零八年進入商業生產期。大安產品分成合同將於二零二四年到期，合同剩餘有效時間超過十年；莫里青和廟3產品分成合同將於二零二八年到期，合同剩餘有效時間超過十四年。

根據與中石油的相關產品分成合同，原油的年度總產量在支付增值稅及礦區使用費後，將首先被視為費用回收油，並將按如下步驟用於費用回收：

- (i) 就外方合同者及中石油實際產生的操作費作出實物付款。
- (ii) 費用回收油的剩餘部分在支付操作費後，將被視為投資回收油。該投資回收油將被用於按中石油分佔20%及外方合同者分佔80%的比例，同步回收外方合同者所產生的先導試驗期成本、開發費用及中石油所支付的前期開發費用。訂約方未回收的成本則被結轉至隨後日曆年的投資回收油，並於其中回收，直至全數回收為止。
- (iii) 於任何日曆年，在當期先導試驗期成本及開發費用回收後，該期間原油總產量的剩餘部分將作為利潤分成油並且按中石油分佔52%及外方合同者分佔48%的比例進行分配。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

8. Joint arrangements — Group (Continued)

(a) Joint operations (Continued)

Daan, Moliqing and Miao3 PSCs (Continued)

- (iv) The operating costs so incurred after the date of commencement of commercial production shall be paid respectively by PetroChina and Foreign Contractors in accordance with the proportion of oil allocated to each party.
- (v) GOC is entitled to a 10% share of the Foreign Contractors' interest in property, plant and equipment, income and expenses. The Group received income and paid expenses on behalf of GOC, which has been recorded in the relevant accounts with GOC (Note 37).

Kongnan PSC

In December 2012, the Group acquired 100% equity interest in PCR (see Note 35 for details of the acquisition). Upon completion of the acquisition, the Group holds 100% foreign participating interest in the Kongnan block within Dagang oilfield in Hebei province of the PRC. The relevant oilfield has been in the commercial production phase since 2009 and the PSC would expire after more than 13 years in 2027.

Pursuant to the PSC with PetroChina, the annual gross production of the crude oil shall, after payment for value added tax and royalty, be firstly deemed as the cost recovery oil and shall be used for cost recovery in the following sequence:

- (i) Payment in kind for the operating costs actually incurred by the Group and PetroChina.

8. 合營安排 — 集團(續)

(a) 共同經營(續)

大安、莫里青和廟3產品分成合同(續)

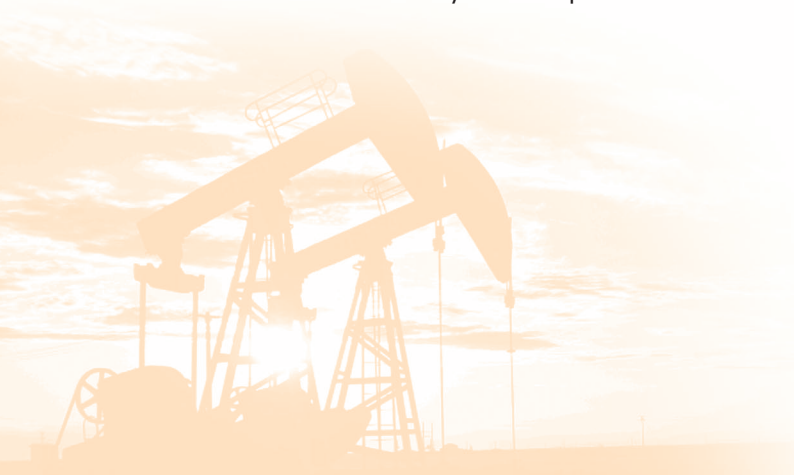
- (iv) 開始商業生產後所產生的操作費將分別由中石油及外方合同者按石油分配的比例予以支付。
- (v) 環球石油有權分佔外方合同者享有不動產、工廠及設備、收入及支出份額中的10%。本集團代表環球石油收取收入，並支付支出。此等款項已記錄於環球石油有關帳目內(附註37)。

孔南產品分成合同

於二零一二年十二月，本集團收購PCR100%的股權(收購詳情載於附註35)。在完成上述收購以後，本集團通過其全資子公司於河北省大港孔南區塊之產品分成合同的外國參與權益內持有100%的權益。該區塊自二零零九年進入商業生產期且該產品分成合同將於二零二七年到期，合同剩餘有效時間超過十三年。

根據與中石油的產品分成合同，原油的年度總產量在支付增值稅及礦區使用費後，將首先被視為費用回收油，並將按如下步驟用於費用回收：

- (i) 就本集團及中石油實際產生的操作費作出實物付款。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註 (續)

8. Joint arrangements — Group (Continued)

(a) Joint operations (Continued)

Kongnan PSC (Continued)

- (ii) The remainder of the cost recovery oil shall, after payment for the operating costs, be deemed as investment recovery oil. Such investment recovery oil shall be used for the simultaneous recovery of the pilot test costs and the development costs incurred by Foreign Contractors and the predevelopment costs spent by PetroChina in proportion of 18% by PetroChina and 82% by the Group. The unrecovered costs of the parties shall be carried forward to and recovered from the investment recovery oil in succeeding calendar years until being fully recovered.
- (iii) After all pilot test costs and development costs incurred up to that time have been recovered, the remainder of the gross production of crude oil for that period is referred to as profit oil and shall be allocated in proportion of PetroChina 51% and the Group 49%.
- (iv) The operating costs so incurred after the date of commencement of commercial production shall be paid respectively by PetroChina and the Group in accordance with the proportion of oil allocated to each party.

(b) Investments accounted for using the equity method

The Group's investments accounted for using the equity method represent interest in joint ventures.

8. 合營安排 — 集團 (續)

(a) 共同經營 (續)

孔南產品分成合同 (續)

- (ii) 費用回收油的剩餘部分在支付操作費後，將被視為投資回收油。該投資回收油將被用於按中石油分佔18%及本集團分佔82%的比例，同步回收外方合同者所產生的先導試驗期成本、開發費用及中石油所支付的前期開發費用。訂約方未回收的成本則被結轉至隨後日曆年的投資回收油，並於其中回收，直至全數回收為止。
- (iii) 於任何日曆年，在當期先導試驗期成本及開發費用回收後，該期間原油總產量的剩餘部分將作為利潤分成油並且按中石油分佔51%及本集團分佔49%的比例進行分配。
- (iv) 開始商業生產後所產生的操作費將分別由中石油及本集團按石油分配的比例予以支付。

(b) 按權益法入賬的投資

本集團採用權益法核算對合營企業的投資權益：

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
At January 1,	於一月一日	181,636	—
Additions	增加	180,773	189,972
Share of losses for the year	年內享有的虧損份額	(70,724)	(8,265)
Disposal	出售	(13,006)	—
Exchange differences	匯兌差額	(5,331)	(71)
At December 31,	於十二月三十一日	273,348	181,636

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

8. Joint arrangements — Group (Continued)

(b) Investments accounted for using the equity method (Continued)

At December 31, 2013, nature of investment in joint ventures of the Group is as follows:

Name of entity 公司名稱	Place of business/ country of incorporation 經營地點/企業註冊地址	% of interest held indirectly 間接持有權益比例		Measurement method 核算方法
		2013 二零一三年	2012 二零一二年	
White Hawk Petroleum, LLC ("White Hawk")	USA/USA 美國/美國	—	50%	Equity 權益法
Sino Gas and Energy Ltd. ("SGE")	PRC/Australia 中國/澳大利亞	51%	51%	Equity 權益法

White Hawk

In May 2012, the Groups, through a wholly owned subsidiary, acquired 50% equity interest in White Hawk from Pacific Energy Development Corporation ("PEDCO") for US\$2.0 million (equivalent to RMB13 million) in May 2012. White Hawk is a limited liability corporation incorporated in Nevada, USA, whose assets consist of a 7.93% working interest and a 5.95% net revenue interest in the Leighton — Mandurah Prospect Deep Contract Area in the Eagle Ford Shale oil trend, McMullen County, Texas, USA.

In December 2013, the Group disposed of its 50% interest in White Hawk for a cash consideration of US\$1.9 million (equivalent to RMB11.7 million) which resulted in a loss of RMB1.4 million (Note 24).

8. 合營安排 — 集團(續)

(b) 按權益法入賬的投資(續)

於二零一三年十二月三十一日，本集團投資的合營企業性質列示如下：

White Hawk

二零一二年五月，本集團通過一全資子公司自Pacific Energy Development Corporation(以下簡稱「PEDCO」)以2百萬美元(等價於人民幣13百萬元)購買了White Hawk的50%權益。White Hawk為在美國內華達州註冊的有限責任公司，其於德克薩斯州麥克馬倫縣鷹灘葉岩油資源禮頓 — 曼德拉遠景合同地區擁有7.93%的作業權益和5.95%的淨收益權。

二零一三年十二月，本集團將所擁有的50% White Hawk權益以1.9百萬美元(等價於11.7百萬人民幣)出售，此項交易損失為人民幣1.4百萬(附註24)。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

8. Joint arrangements — Group (Continued)

(b) Investments accounted for using the equity method (Continued)

SGE

In July 2012, the Group completed the acquisition of 51% interest in SGE, a limited liability company incorporated in Australia, whose principal business activity is the exploration and development of unconventional gas pursuant to two PSCs, which assets are located on the eastern flank of the Ordos Basin in the PRC, from Sino Gas and Energy Holdings Limited, a limited liability company incorporated in Australia. Pursuant to the Purchase and Subscription Agreement (“PSA”), the total consideration payable by the Group is US\$100 million (equivalent to RMB633.2 million) comprising (a) US\$10 million (equivalent to RMB63.3 million) for the purchase of certain existing SGE ordinary shares payable in cash at completion; and (b) US\$66.3 million (equivalent to RMB420.1 million) and US\$23.7 million (equivalent to RMB149.8 million) for the subscription of certain new converting preference shares and loan notes of SGE (“Deferred Subscription Price”), payable in cash progressively and proportionally after closing. The new converting preference shares in relation to which the Deferred Subscription Price has not yet been paid shall be held in escrow.

Upon payment of the Deferred Subscription Price for the new converting preference shares and the loan notes in accordance with the terms of new converting preference shares will be released from escrow and converted to ordinary shares and loan notes will be issued.

During the year ended December 31, 2013, the Group has made the Deferred Subscription Price in the amount of US\$29.7 million (equivalent to RMB182.6 million) (2012: US\$16.5 million (equivalent to RMB104.3 million)) for the subscription of SGE converting preference shares and relevant loan notes.

At December 31, 2013, 98,624,849 shares (2012: 165,311,982 shares) of preferred shares of SGE owned by the Group are held at escrow.

8. 合營安排 — 集團(續)

(b) 按權益法入賬的投資(續)

SGE

於二零一二年七月，本集團完成了對SGE51%權益的收購，SGE此前屬於Sino Gas and Energy Holdings Limited，是一家在澳大利亞註冊的有限責任公司，其主要業務為於兩份產品分成合同下，在位於中國鄂爾多斯盆地的東側勘探、開發兩處非常規天然氣資產。根據初始購買認購協議(以下簡稱「認購協議」)，本集團的應付價款總額為100百萬美元(等價於人民幣633.2百萬元人民幣)，包括：(a) 在完成時以現金支付10百萬美元用於購買SGE若干現存普通股(等價於人民幣63.3百萬元人民幣)；(b) 66.3百萬美元(等價於人民幣420.1百萬元)及23.7百萬美元(等價於人民幣149.8百萬元)現金用於認購SGE增發的可轉換優先股及貸款票據(以下簡稱「遞延認購價款」)，該款項於收購完成之後按比例逐步以現金支付。該等增發的可轉換優先股在支付遞延認購價款之前須予託管。

根據相關條款支付增發的可轉換優先股及貸款票據的遞延認購價款之後，該等可轉換優先股將自託管中釋放並轉換為普通股，並將發行貸款票據。

截至二零一三年十二月三十一日年度，本集團已向SGE提供了達29.7百萬美元(等價於人民幣182.6百萬元)(二零一二年：16.5百萬美元(等價於人民幣104.3百萬元))的遞延認購價款，用以認購SGE的可轉換優先股及相關貸款票據。

於二零一三年十二月三十一日，本集團所持SGE的98,624,849股(二零一二年：165,311,982股)優先股系託管持有。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

8. Joint arrangements — Group (Continued)

(b) Investments accounted for using the equity method (Continued)

SGE (Continued)

At December 31, 2013 and 2012, there are no contingent liabilities relating to the Group's interest in its joint venture.

Summarized financial information for joint venture

Set out below is the summarized financial information for SGE, which is accounted for using the equity method. The directors of the Company are of their opinion that the interest in White Hawk was not material to the Group and therefore, its financial information is not presented.

Summarized statement of financial position

8. 合營安排 — 集團(續)

(b) 按權益法入賬的投資(續)

SGE (續)

於二零一三年及二零一二年十二月三十一日，本集團於共同控制實體的權益中不存在或有負債。

共同控制實體財務信息總示

SGE的摘要財務資料如下，此公司以權益法入賬。本公司董事認為對White Hawk的權益性投資對本集團沒有重大影響，因此，其財務資料未予列示。

摘要財務狀況表

		As at December 31, 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Current	流動		
Cash and cash equivalents	現金及現金等價物	54,600	30,640
Other current assets	其他流動資產	17,836	15,506
Total current assets	流動資產總額	72,436	46,146
Financial liabilities at fair value through profit or loss	以公允價值計量且其變動計入損益的金融負債	27,180	17,341
Other current liabilities	其他流動負債	398,274	83,404
Total current liabilities	流動負債總額	425,454	100,745
Non-current Assets	非流動資產		
		1,032,341	689,090
Net assets	淨資產	679,323	634,491

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

8. Joint arrangements — Group (Continued)

(b) Investments accounted for using the equity method (Continued)

SGE (Continued)

Summarized statement of comprehensive loss

		Year ended December 31, 2013	Period from July 4, 2012 (date of acquisition) to December 31, 2012
		截至 二零一三年 十二月三十一日 年度 RMB'000 人民幣千元	二零一二年 七月四日 (收購日)至 二零一二年 十二月三十一日 期間 RMB'000 人民幣千元
Revenue	收入	14	6
Other expense	其他費用	(928)	(701)
Depreciation and amortisation expense	折舊及攤銷費用	(327)	(343)
Foreign exchange losses	匯兌損失	(2,137)	(723)
General and administration expenses	管理費用	(45,624)	(16,534)
Geological & geophysical expenses	地質及地球物理費用	(86,939)	-
Loss before income tax	除所得稅前損失	(135,941)	(18,295)
Income tax expense	所得稅費用	-	-
Loss for the year/period	本年/期損失	(135,941)	(18,295)
Total comprehensive loss for the year/period	本年/期綜合損失總額	(135,941)	(18,295)

The information above reflects the amounts presented in the financial statements of the joint venture adjusted for differences in accounting policies between the Group and the joint venture, and not the Group's share of those amounts.

8. 合營安排 — 集團(續)

(b) 按權益法入賬的投資(續)

SGE (續)

摘要綜合損失表

		Year ended December 31, 2013	Period from July 4, 2012 (date of acquisition) to December 31, 2012
		截至 二零一三年 十二月三十一日 年度 RMB'000 人民幣千元	二零一二年 七月四日 (收購日)至 二零一二年 十二月三十一日 期間 RMB'000 人民幣千元
Revenue	收入	14	6
Other expense	其他費用	(928)	(701)
Depreciation and amortisation expense	折舊及攤銷費用	(327)	(343)
Foreign exchange losses	匯兌損失	(2,137)	(723)
General and administration expenses	管理費用	(45,624)	(16,534)
Geological & geophysical expenses	地質及地球物理費用	(86,939)	-
Loss before income tax	除所得稅前損失	(135,941)	(18,295)
Income tax expense	所得稅費用	-	-
Loss for the year/period	本年/期損失	(135,941)	(18,295)
Total comprehensive loss for the year/period	本年/期綜合損失總額	(135,941)	(18,295)

以上數據反映在合營企業的財務報表內呈列的數額(並非本集團享有此等數額的份額),並經就本集團與合營企業之間會計政策的差異作出調整。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

8. Joint arrangements — Group (Continued)

(b) Investments accounted for using the equity method (Continued)

Major differences in accounting policies between the Group and SGE

SGE adopts full cost method for its gas exploration and production activities. Under this method, all costs incurred in exploring for, acquiring and developing oil and gas reserves are capitalized, regardless of whether the results of specific costs are successful, as exploration and evaluation assets and will be transferred to oil & gas properties, and ultimately being depreciated on the unit-of-production basis upon production phase of the project in future.

The Group adopts successful efforts method, and certain expenditures incurred and capitalized by SGE would not be qualified for capitalization under successful efforts method; therefore, such expenditures were expensed off to ensure consistency with the Group's policies.

Reconciliation of summarized financial information

Summarized financial information 摘要財務資料

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Opening net assets January 1, 2013/ July 4, 2012 (date of acquisition)	期初淨資產 — 二零一三年 一月一日/二零一二年 七月四日(收購日)	634,491	548,656
Capital injections from shareholders	股東注資	180,773	104,130
Loss for the year/period	本年/期損失	(135,941)	(18,295)
Currency translation differences	外幣折算差額	(23,752)	-
Closing net assets	年末淨資產	655,571	634,491
Interest in joint venture (Note)	合營權益(附註)	275,295	168,694
Adjustment for unrealized gains resulting from downstream transactions	順流交易產生的 未實現利得調整	(1,947)	-
Carrying value	賬面價值	273,348	168,694

Note: According to the shareholders' agreement, the Group is entitled to 51% of SGE's post-acquisition profit or loss. As at December 31, 2013, the Group has provided a Deferred Subscription Price of US\$46.2 million (equivalent to RMB284.8 million) (2012: US\$16.5 million (equivalent to RMB104.1 million)) and a purchase price of US\$10 million for the acquisition and conversion of SGE ordinary shares, representing 30% (2012: 16%) of SGE's net assets.

8. 合營安排 — 集團(續)

(b) 按權益法入賬的投資(續)

本集團與SGE的主要會計政策差異

SGE對其天然氣開採及生產活動採用完全成本法核算。於該方法下，勘探、獲取和開發石油及天然氣儲量發生的所有成本，不論其結果是否成功，均於發生時資本化計入勘探和開發資產，並轉入油氣資產後最終於未來項目生產階段按單位產量法進行折舊。

本集團採用成果法核算，在該方法下，SGE原已發生並資本化的特定支出不符合資本化條件，為與本集團政策保持一致性，該等支出將會費用化。

摘要財務資料的調節

附註：根據股東協議，本集團享有SGE收購後損益51%的份額。於二零一三年十二月三十一日，本集團已經向SGE的提供46.2百萬美元(等價於人民幣284.8百萬元)(二零一二年：16.5百萬美元(等價於人民幣104.1百萬元))的遞延認購價款，並以10百萬美元的價格購買並轉換為SGE的普通股，該等股份佔SGE淨資產的30%(二零一二年：16%)。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

9. Investments in and amounts due from subsidiaries — Company

(a) Interests in subsidiaries

		As at December 31, 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Investments, at cost:	投資成本：		
— unlisted shares	— 非上市股份	1,968,025	1,739,866
Amounts due from subsidiaries	應收子公司款項	819,399	1,563,115
		2,787,424	3,302,981

Investments in subsidiaries are recorded at cost, which is the fair value of the consideration paid. The additions of investments in subsidiaries for the year are as follows:

予子公司投資以成本入賬，等價於支付對價的公允價值。下表列示年內新增子公司投資：

		Year ended December 31, 截至十二月三十一日止年度	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
At January 1,	於一月一日	1,739,866	1,418,595
Acquisitions of subsidiaries	收購子公司	—	248,701
Establishment of new subsidiaries	新成立子公司	12,194	—
Investment adjustment of share based payment	以股份為基礎的投資調整	2,993	72,570
Capital contributions to subsidiaries (Note 36)	為子公司注資(附註36)	372,724	—
Exchange differences	匯兌差額	(159,752)	—
At December 31,	於十二月三十一日	1,968,025	1,739,866

Amounts due from subsidiaries are non-trade related, unsecured, interest-free and have no fixed terms of repayment. They are part of the Company's net investment in these subsidiaries as the Company does not expect a repayment from these subsidiaries in a foreseeable future.

應收子公司款項為非貿易性、無抵押、無利息且無固定還款期限，構成本公司對子公司淨權益的一部分。本公司在可預見的未來並不預期子公司償還該投資款項。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

9. Investments in and amounts due from subsidiaries — Company (Continued)

(a) Interests in subsidiaries (Continued)

The Company has the following principal subsidiaries at December 31, 2013:

Name 名稱	Country of incorporation 註冊成立地點	Kind of legal entity 法律實體類型	Principal activities and Place of operation 主要業務及經營地點	Particulars of issued share 註冊及全部注入資本	Proportion (%) of ordinary shares held by 所持普通股比例(%)		
					The Company 公司	The Group 集團	Non- controlling interests 非控制權益
MI Energy Corporation ("MIE")	Cayman 開曼群島	Limited liabilities company 有限責任公司	Production and sale of oil in the PRC 在中國生產及出售石油	50,000 ordinary shares of 1 US\$ each 50,000 普通股， 每股一美元	100%	100%	-
Gobi Energy Limited ("Gobi")	Cayman 開曼群島	Limited liabilities company 有限責任公司	Production and sale of oil in the PRC 在中國生產及出售石油	100 ordinary shares of 1 US\$ each 100 普通股， 每股一美元	100%	100%	-
Riyadh Energy Limited ("Riyadh")	Cayman 開曼群島	Limited liabilities company 有限責任公司	Production and sale of oil in the PRC 在中國生產及出售石油	100 ordinary shares of 1 US\$ each 100 普通股，每股一美元	100%	100%	-
Emir-Oil, LLC ("Emir")	Kazakhstan 哈薩克斯坦	Limited liabilities partnership 有限責任合夥企業	Production and sale of oil and gas in Kazakhstan 在哈薩克斯坦生產及 出售油氣產品	Charter capital of the partnership being 82,300 KZT 合夥企業註冊資本 82,300 堅戈	100%	100%	-
Condor Energy Technology LLC ("Condor")	USA 美國	Limited liabilities company 有限責任公司	Exploration of oil and gas in the USA 在美國勘探油氣	-	80%	80%	20%
Asia Gas & Energy Ltd ("Asia Gas")	Cayman 開曼群島	Limited liabilities company 有限責任公司	Investment holding 投資控股	4,990 million ordinary shares of 0.001 US\$ each 4,990 百萬股普通股， 每股0.001 美元	92.18%	92.18%	7.82%
Pan-China Resources Ltd	BVI Business Company 英屬維爾京群島	Limited by shares 股份有限公司	Production and sale of oil in the PRC 在中國生產及 出售石油	33,450,229 shares of 0.01 US\$ each 33,450,229 股， 每股0.01 美元	100%	100%	-
Camel Oil and Gas Technical Service (Tianjin) Limited	PRC 中國	Limited liabilities company 有限責任公司	Research and technical development 研究及技術開發	Registered capital of US\$2 million 註冊資本2 百萬美元	100%	100%	-

9. 子公司權益及應收子公司款項 — 公司(續)

(a) 子公司權益(續)

於二零一三年十二月三十一日，主要子公司列表如下：

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

9. Investments in and amounts due from subsidiaries — Company (Continued)

(b) Loans and receivables from subsidiaries

		As at December 31, 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Loan to subsidiaries	予子公司貸款	2,643,596	1,346,407
Amounts due from subsidiaries	應收子公司款項	304,845	282,848
		2,948,441	1,629,255

At December 31, 2013 and 2012, loan to subsidiaries is unsecured, bearing interest ranging from 4.86% to 11.86% per annum and is not expected to be repaid within one year from the balance sheet date.

Amounts due from subsidiaries represent dividend receivables from subsidiaries.

(c) Disclosure of interests in subsidiaries

Material non-controlling interests

As at December 31, 2013, total amount of non-controlling interests is RMB43.4 million, of which RMB45.8 million is for Asia Gas and the remaining is attributed to Condor. The directors of the Company are of the opinion that these non-controlling interests are not material to the Group.

Significant restrictions

Cash and short-term deposits of RMB and KZT held in the PRC and Kazakhstan, respectively, are subject to local exchange control regulations. These local exchange control regulations provide for restrictions on exporting capital from the countries, other than through normal dividends.

9. 子公司權益及應收子公司款項 — 公司(續)

(b) 貸款及應收子公司款項

		As at December 31, 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Loan to subsidiaries	予子公司貸款	2,643,596	1,346,407
Amounts due from subsidiaries	應收子公司款項	304,845	282,848
		2,948,441	1,629,255

於二零一三年十二月三十一日及二零一二年十二月三十一日，予子公司之貸款無抵押，利息率區間為年利率4.86%到11.86%，預期無法於資產負債表日起一年內償還。

應收子公司款項為應收子公司股利。

(c) 子公司權益披露

重大的非控制性權益

於二零一三年十二月三十一日，非控制性權益總額為人民幣43.4百萬元，其中人民幣45.8百萬元屬於Asia Gas，其餘屬於Condor。本公司董事認為此等非控制性權益對本集團影響不重大。

重大限制

分別於中國和哈薩克斯坦以人民幣和堅戈持有的現金及短期存款，皆須遵守當地外匯管控制及法規。這些地方外匯管控制及法規對除通過正常股利外的其他出境資本施加了限制。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

10. Available-for-sale financial assets

10. 可供出售金融資產

		Group 集團		Company 公司	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
At January 1,	於一月一日	3,966	3,966	3,966	3,966
Exchange differences	匯兌差額	(335)	-	(335)	-
Acquisition of a subsidiary (Note 35)	收購子公司 (附註 35)	27,991	-	-	-
Gains transfer to equity (Note 19)	淨利得轉撥入權益 (附註 19)	27,762	-	13,847	-
Disposal	處置	(8,962)	-	-	-
At December 31,	於十二月三十一日	50,422	3,966	17,478	3,966
Represent:	包括：				
Listed equity securities — ordinary shares — USA	上市權益證券 — 美國	17,478	-	17,478	-
Unlisted debt securities — preferred shares — USA	非上市權益證券 — 優先股 — 美國	-	3,966	-	3,966
Contingent consideration	或有對價	32,944	-	-	-
		50,422	3,966	17,478	3,966

At December 31, 2012, the Group's available-for-sale financial assets represented ownership of 4 million shares of restricted convertible preferred shares in PEDEVCO. In April 2013, in connection with PEDEVCO's listing, these preferred shares were converted into 1.33 million common shares of PEDEVCO at a ratio of 3:1.

At December 31, 2013, the Group's available-for-sale financial assets are denominated in US\$. The market value of listed securities amounted to RMB17.5 million.

於二零一二年十二月三十一日，本集團的可供出售金融資產包括持有的PEDEVCO 4百萬股可轉換受限優先股。於二零一三年四月，隨PEDEVCO的上市，此等優先股以3比1的比例轉為1.33百萬普通股。

於二零一三年十二月三十一日，本集團的可供出售金融資產以美元計值。上市權益證券的市場價值為人民幣17.5百萬元。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

11. Derivative financial instruments

11. 衍生金融工具

		Group 集團		Company 公司	
		As at December 31, 於十二月三十一日		As at December 31, 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Assets	資產				
Current	流動				
Oil hedge options (Note (a))	石油套期期權 (附註 (a))	7,626	–	7,626	–
PEDEVCO warrants (Note (b))	PEDEVCO 認股權證 (附註 (b))	165	418	–	–
		7,791	418	7,626	–
Liabilities	負債				
Current	流動				
Options granted for interest in subsidiaries (Note 18(c))	為子公司權益而授予的 購股權 (附註 18(c))	–	–	2,770	–
Non-current	非流動				
Options granted for interest in subsidiaries (Note 18(c))	為子公司權益而授予的 購股權 (附註 18(c))	–	67,839	–	–

At December 31, 2013 and 2012, the Group did not designate any derivative financial instruments as hedging instruments, and are held for trading purpose.

於二零一三年十二月三十一日和二零一二年十二月三十一日，本集團並無指定任何衍生金融工具作為套期工具，並持作買賣用途。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

11. Derivative financial instruments (Continued)

Notes :

- (a) At December 31, 2013, the Group has outstanding oil hedge options as follows:

Counterparty	Monthly Notional Quantity	Commodity reference price	The Company sold put option at strike price	The Company bought put option at strike price	Premiums payable
合約對方	每月名義數量 (barrel) (桶)	商品參考價格	公司出售認沽期權行權價 (US\$ per barrel) (美元每桶)	公司購買認沽期權行權價 (US\$ per barrel) (美元每桶)	應付權利金 (US\$'000) (美元千元)
JPMorgan Chase Bank. N.A.	50,000	IPE Brent (IPE) 布倫特原油價格	70.00	85.00	570
Deutsche Bank AG	20,000	IPE Brent (IPE) 布倫特原油價格	70.00	85.00	240
Deutsche Bank AG	60,000	IPE Brent (IPE) 布倫特原油價格	70.00	85.00	713
The Hong Kong and Shanghai Banking Corporation Limited	80,000	IPE Brent (IPE) 布倫特原油價格	79.80	90.00	960

Settlement period of all the oil hedge options are from January 1, 2014 to December 31, 2014.

- (b) PEDEVCO warrants represent warrants to acquire 166,667 and 166,667 common shares of PEDEVCO at US\$3.75 per share and US\$4.50 per share, respectively. The warrants are expiring in May 2014.

11. 衍生金融工具(續)

附註：

- (a) 本集團於二零一三年十二月三十一日分別在以下銀行擁有石油套期期權：

與上述三家銀行訂立的所有石油套期期權的結算期為自二零一四年一月一日至二零一四年十二月三十一日。

- (b) PEDEVCO 認股權證包括分別以每股 3.75 美元和每股 4.50 美元購入 166,667 股普通股。該認股權證將於二零一四年五月到期。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

12. Prepayments, deposits and other receivables – Group

At December 31, 2013, prepayments, deposits and other receivables are summarized as follows:

12. 預付款項、保證金及其他應收款 – 集團

於二零一三年十二月三十一日，預付款項、保證金及其他應收款概述如下：

		As at December 31, 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Amounts due from related parties (Note 37)	應收關聯方款項(附註37)	270,606	261,638
Advances to employees	員工備用金	6,569	7,068
Deposits	保證金	57,921	59,712
Loans and other receivables	貸款及其他應收款	147,631	46,898
Interest receivable	應收利息	3,571	3
Advances to suppliers	預付賬款	28,898	41,418
		515,196	416,737
Less: provision for impairment of advances to suppliers	減：預付賬款之減值準備	(2,106)	(2,171)
		513,090	414,566
Value-added-tax recoverable	待抵扣增值稅	62,114	34,323
Prepaid expenses	待攤費用	8,925	32,060
		584,129	480,949
Current	流動	549,188	302,132
Non-current	非流動	34,941	178,817
		584,129	480,949



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

12. Prepayments, deposits and other receivables – Group (Continued)

At December 31, 2013, the carrying amounts of other receivables are denominated in the following currencies:

		As at December 31, 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
US\$	美元	210,180	132,009
RMB	人民幣	276,620	253,757
KZT	堅戈	28,396	30,971
		515,196	416,737

Movements in the provision for impairment of advance to suppliers are as follows:

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
At January 1,	於一月一日，	2,171	1,123
Provision for impairment	計提減值準備	–	1,052
Exchange differences	匯兌差額	(65)	(4)
At December 31,	於十二月三十一日，	2,106	2,171

The other classes within prepayments and other receivables do not contain impaired assets. The maximum exposure to credit risk at the reporting date is the carrying value of each class of prepayments and other receivables mentioned above. The Group does not hold any collateral as security.

At December 31, 2013, except for US\$6.2 million (equivalent to RMB37.6 million) (2012: US\$2.2 million (equivalent to RMB13.6 million)) receivable from PEDCO bears an interest rate of 10% per annum and is due on August 31, 2014, all others are unsecured, interest-free and have no fixed term of repayment.

The fair value of loans and receivables approximates to their carrying amounts.

12. 預付款項、保證金及其他應收款 – 集團(續)

於二零一三年十二月三十一日，其他應收款的賬面價值以下列貨幣為單位：

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
US\$	美元	210,180	132,009
RMB	人民幣	276,620	253,757
KZT	堅戈	28,396	30,971
		515,196	416,737

預付賬款之減值準備變動如下：

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
At January 1,	於一月一日，	2,171	1,123
Provision for impairment	計提減值準備	–	1,052
Exchange differences	匯兌差額	(65)	(4)
At December 31,	於十二月三十一日，	2,106	2,171

預付及其他應收款中的其他類別不包含已減值資產。於報告日，最大的信用風險敞口為以上提及的各類預付及其他應收款的賬面價值。本集團並未持有任何擔保品作為抵押。

於二零一三年十二月三十一日，除將於二零一四年八月三十一日到期的應收 PEDCO 6.2 百萬美元(等價於人民幣 37.6 百萬元)(二零一二年：2.2 百萬美元(等價於人民幣 13.6 百萬元)) 款項以年利率 10% 計息外，其他均為無抵押、無利息且無固定償還期限。

貸款和應收賬款的公允價值與其賬面金額相近。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

13. Trade receivables — Group

		As at December 31, 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Trade receivables from PetroChina (Note 37)	應收中石油貿易款 (附註37)	167,190	223,701
Trade receivables from other third parties	應收第三方賬款	28,982	66,261
Unbilled receivables from PetroChina	未結算應收中石油款	76,953	148,086
		273,125	438,048
Less: allowance for impairment of trade receivables	減：應收賬款減值準備	—	—
Trade receivables — net	應收賬款淨額	273,125	438,048

The fair value of trade receivables approximates their carrying amount.

應收賬款的公允價值與其賬面金額相近。

The aging analysis of trade receivables were as follows:

應收賬款賬齡分析如下：

		As at December 31, 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
0–30 days	0至30日	273,094	376,538
31–180 days	31至180日	31	61,510
		273,125	438,048



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

13. Trade receivables — Group (Continued)

At December 31, 2013, the carrying amounts of trade receivables are denominated in the following currencies:

		As at December 31, 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
US\$	美元	227,340	393,492
RMB	人民幣	42,605	41,418
KZT	堅戈	3,180	3,138
		273,125	438,048

The Group's trade receivables have credit terms of between 30 days to 180 days. As at December 31, 2013 and 2012, there were no trade receivables past due which are impaired.

At December 31, 2013 and 2012, the trade receivables do not contain impaired assets. The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivables. The Group does not hold any collateral as security.

14. Inventories — Group

		As at December 31, 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
At cost	成本		
Oil in tank	庫存油	10,783	18,698
Materials and supplies	物料及供應品	34,052	33,918
		44,835	52,616

13. 應收賬款 — 集團(續)

於二零一三年十二月三十一日，應收賬款的賬面價值以下列貨幣為單位：

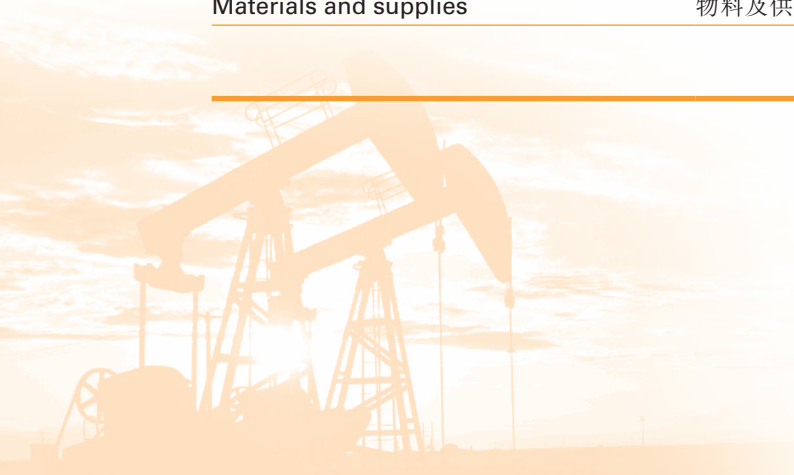
		As at December 31, 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
US\$	美元	227,340	393,492
RMB	人民幣	42,605	41,418
KZT	堅戈	3,180	3,138
		273,125	438,048

本集團應收賬款的信用期為30至180日。於二零一三年及二零一二年十二月三十一日，概無任何已逾期而減值的應收賬款。

於二零一三年及二零一二年十二月三十一日，應收賬款不包含已減值資產。於報告日，最大的信用風險敞口為各類應收賬款的賬面價值。本集團並未持有任何抵擔保品作為抵押。

14. 存貨 — 集團

		As at December 31, 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
At cost	成本		
Oil in tank	庫存油	10,783	18,698
Materials and supplies	物料及供應品	34,052	33,918
		44,835	52,616



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

15. Restricted cash — Group

		As at December 31, 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Current	流動	37,071	41,106
Non-current	非流動	11,884	9,687
		48,955	50,793

Current restricted cash is interest bearing and represent bank deposit pledged for notes payable (Note 21), and is denominated in RMB.

Under the laws of Kazakhstan, the Group is required to set aside funds for environmental remediation relating to its operations. As at December 31, 2013, the Group had restricted cash balances amounting to US\$2 million (equivalent to RMB11.9 million) (2012: US\$1.5 million (equivalent to RMB9.7 million)) set aside for this purpose. Management is unable to estimate reliably when these amounts will be utilized, and therefore, these amounts are classified as non-current.

15. 受限制現金 — 集團

流動受限制現金指作為應付票據保證金的銀行存款(附註21)，並以人民幣計價。

根據哈薩克斯坦法律，本集團須保留部分資金用於與其業務相關的環境恢復。於二零一三年十二月三十一日，本集團就此目的受限制現金為2百萬美元(等價於人民幣11.9百萬元)(二零一二年：1.5百萬美元(等價於人民幣9.7百萬元))。管理層未能可靠地估計該等金額將會被動用的時間，故該等金額被分類為非流動資產。

16. Cash and cash equivalents

		Group 集團		Company 公司	
		As at December 31, 於十二月三十一日		As at December 31, 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Cash in hand	現金	154	191	26	-
Cash at bank	銀行存款	274,375	466,973	52,611	7,965
		274,529	467,164	52,637	7,965



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

16. Cash and cash equivalents (Continued)

Cash and cash equivalents are denominated in the following currencies:

		Group 集團		Company 公司	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
US\$	美元	173,579	52,288	52,581	7,955
RMB	人民幣	70,342	400,682	-	-
KZT	堅戈	29,247	13,703	-	-
Other currencies	其他貨幣	1,361	491	56	10
		274,529	467,164	52,637	7,965

RMB-denominated deposits are placed with banks in the PRC. The conversion of these RMB-denominated deposits into foreign currencies and remittance out of the PRC are subject to certain PRC rules and regulations of foreign exchange control promulgated by the PRC government. Also, the exchange rates are determined by the PRC government.

There are also exchange restrictions and currency controls relating to converting KZT into other currencies. KZT is not freely convertible in most countries outside of Kazakhstan.

16. 現金及現金等價物(續)

現金及現金等價物以下列貨幣為單位：

以人民幣計價的存款存放於中國境內銀行。將該等人民幣存款兌換為外幣並匯出中國須遵守中國政府頒佈的若干中國外匯管控條例及法規。同時，相關匯率由中國政府釐定。

堅戈與其他幣種的兌換也受到兌換限制及貨幣管控，且一般不可在除哈薩克斯坦以外的國家進行自由兌換。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

17. Share capital and premium

17. 股本及溢價

		Group and Company 集團及公司			
		Number of shares 股數 (Thousand) 千股	Ordinary shares 普通股 RMB'000 人民幣千元	Share premium 股本溢價 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At January 1, 2012	於二零一二年一月一日	2,647,396	17,627	835,709	853,336
Issuance of shares for exercise of employee share options	僱員行使購股權所發行之 股份	445	2	665	667
At December 31, 2012	於二零一二年十二月 三十一日	2,647,841	17,629	836,374	854,003
Issuance of shares for exercise of employee share options	僱員行使購股權所發行之 股份	1,450	9	2,122	2,131
At December 31, 2013	於二零一三年十二月 三十一日	2,649,291	17,638	838,496	856,134

As at December 31, 2013 and 2012, all issued shares are fully paid.

於二零一三年及二零一二年十二月三十一日，所有已發行股份都已繳足。

As at December 31, 2013 and 2012, the total number of authorized shares is 100,000,000,000 ordinary shares with a par value of US\$0.001 each. Each share has one vote.

於二零一三年及二零一二年十二月三十一日，已授權股份總數為100,000,000,000普通股，每股面值0.001美元。每普通股擁有一票投票權。

The Company acquired 36,692,000 of its own shares under Share Award Scheme (Note 19(a)) through a trust from the market in 2013. The shares are held as 'treasury shares'.

本公司於二零一三年通過一家信託公司從市場上收購其本身的36,692,000股股份以實現股份獎勵酬金計劃(附註19(a))。這些股份以「庫存股」形式持有。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

18. Share-based payments

Details of the equity-settled share option schemes and stock appreciation rights adopted by the Company are as follows:

(a) Stock incentive compensation plan (“Plan”)

The Plan was adopted on November 20, 2009 with the purpose of providing additional incentive to employees, directors and consultants to attract and retain the best available personnel for positions of substantial responsibility. The Company originally reserved 6,072,870 ordinary shares for issuance under the Plan. The Company has undertaken that no further options shall be granted under the Plan upon its initial public offering. Any options granted prior to the initial public offering remain subject to the ordinary vesting and exercise provisions set out in the award agreement. A total of 4,422,000 shares originally reserved for the Plan were cancelled upon the initial public offering.

(i) Stock options under the Plan

The options granted under the Plan are evidenced by an option award agreement between the Company and its employees that contains, among other things, the number of shares granted and provisions concerning exercisability and forfeiture upon termination of employment, as determined by the Board of the Company.

Vesting schedule. The options granted under the Plan vest over a two or three-year period following a specified vesting commencement date. Typically, the options granted vest at each anniversary of the grant date within the vesting period, subject to the participant continuing to be an employee on each vesting date.

18. 股份支付

本公司採用的以股權結算的購股權和股份增值權計劃詳情載列如下：

(a) 股份獎勵酬金計劃(以下簡稱「計劃」)

本公司董事會於二零零九年十一月二十日所採納的股份獎勵酬金計劃，旨在為擔負重要職責的職位招攬及挽留最優秀的可用人員，並為僱員、董事及顧問提供額外獎勵。本公司原先預留 6,072,870 股普通股以預備股份獎勵酬金計劃。本公司已經承諾其在首次公開募股時，在該計劃下不再授予任何其他購股權。任何在公開募股前授出的期權仍予以保留，遵循股份增值權獎勵協議中的普通股授出及歸屬條款。原先為該計劃保留的總數 4,422,000 股已於首次公開募股時撤銷。

(i) 該計劃中包含的購股權

根據股份獎勵酬金計劃授出的購股權以本公司與其僱員之間的購股權獎勵協議為憑證，該協議載列(其中包括)所授出股份的數目及終止聘用後有關購股權的可行使性及沒收的條文(按本公司董事會所釐定)。

歸屬計劃。 根據股份獎勵酬金計劃授出的購股權於指定歸屬開始日期隨後的兩年或三年期間內歸屬。一般來講，所授出的購股權在歸屬期內的授出日期各周年屆滿日歸屬，惟參與者須於各歸屬日期仍為僱員。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

18. Share-based payments (Continued)

(a) Stock incentive compensation plan ("Plan") (Continued)

(i) Stock options under the Plan (Continued)

Right to exercise. The term of the options granted under the Plan will not exceed ten years from the grant date. Upon termination by the participant or termination of the participant without cause by the Company, any portion of the options that had not vested on or before such termination shall lapse immediately; any portion of the options that were vested before such termination to the extent not exercised within thirty days after such termination shall also lapse. Upon termination of the participant due to the participant's death, permanent disability or injury, the options remain subject to ordinary vesting schedule and exercise provision where the option agreement permits. Upon termination of the participant by the Company for cause, any portion of the options not already exercised lapse immediately.

Movements in the number of share options and their expiring date and exercise prices under the Plan are as follows:

18. 股份支付(續)

(a) 股份獎勵酬金計劃(以下簡稱「計劃」)(續)

(i) 該計劃中包含的購股權(續)

行使權。根據股份獎勵酬金計劃授出的購股權的期限自授出日期起計不會超過十年。倘購股權協議容許行使由參與者解除與本公司的僱傭關係或本公司無故解僱參與者之前歸屬的購股權，則尚未行使或購買的購股權將於上述終止後第三十一日終止。倘購股權協議允許由於參與者的身故、終生殘疾或受傷導致僱傭關係終止後普通歸屬及行使，則購股權仍須遵守普通歸屬計劃及行使。本公司因故解僱參與者後，仍未行使的購股權即告失效。

該計劃中包含未行使購股權數目、其到期日及行權價的變動如下：

		2013 二零一三年		2012 二零一二年	
		Average exercise price per share 平均行使價 每股	Options 期權	Average exercise price per share 平均行使價 每股	Options 期權
At January 1,	於一月一日	US\$0.14	21,577,386	US\$0.14	22,022,371
Exercised	已行權	US\$0.13	(1,450,000)	US\$0.13	(444,985)
At December 31,	於十二月三十一日	US\$0.15	20,127,386	US\$0.14	21,577,386
Expiry date	到期日				
November 20, 2019	二零一九年十一月二十日	US\$0.13	17,048,120	US\$0.13	18,498,120
November 23, 2020	二零二零年十一月二十三日	US\$0.25	3,079,266	US\$0.25	3,079,266
			20,127,386		21,577,386

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

18. Share-based payments (Continued)

(a) Stock incentive compensation plan ("Plan") (Continued)

(i) Stock options under the Plan (Continued)

At December 31, 2013, out of the 20,127,386 options (2012: 21,577,386 options), all 20,127,386 options (2012: 21,577,386 options) were exercisable.

(ii) Stock appreciation rights granted under the Plan

Stock appreciation rights granted under the plan are evidenced by a stock appreciation rights award agreement between the Company and employees that contains, among other things, the number of notional ordinary shares to which the stock appreciation rights relate and the provisions concerning exercisability and forfeiture upon termination of employment or consulting arrangement.

Vesting schedule. Stock appreciation rights granted under the Plan vest over a three-year period following a specified vesting commencement date. One-third of the stock appreciation rights granted vest at each anniversary of the grant date within the three-year vesting period, subject to the participant continuing to be an employee or a service provider on each vesting date.

Right to exercise. The term of stock appreciation rights granted under the Plan will not exceed ten years from the grant date. When a participant exercises the stock appreciation rights, the Company will pay such participant an amount in cash determined by multiplying (i) the excess of the fair market value of an ordinary share on the exercise date over the grant price by (ii) the number of notional ordinary shares to which the stock appreciation rights relate stated in such participant's exercise notice.

18. 股份支付(續)

(a) 股份獎勵酬金計劃(以下簡稱「計劃」)(續)

(i) 該計劃中包含的購股權(續)

於二零一三年十二月三十一日，在20,127,386份尚未行使的購股權(二零一二年：21,577,386份)中，20,127,386份(二零一二年：21,577,386份)為可行使購股權。

(ii) 該計劃中包含的股份增值權

根據股份獎勵酬金計劃授出的股份增值權以本公司及僱員之間的一份股份增值權獎勵協議為憑證，該協議載列(其中包括)股份增值權有關的名義普通股數目及終止聘用或諮詢安排終止後有關股份增值權的可行使性及沒收的條文。

*歸屬計劃。*根據股份獎勵酬金計劃授出的股份增值權於指定歸屬開始日期後三年期間內歸屬。三分之一的所授股份增值權在三年歸屬期間內的授出日期各周年屆滿日歸屬，惟參與者須於各歸屬日期仍為僱員或服務提供商。

*行使權。*根據股份獎勵酬金計劃授出的股份增值權的期限自授出日期起計不會超過十年。倘參與者行使股份增值權，則本公司將以現金向該名參與者支付一筆金額，該金額乃通過將該名參與者於其行使通告中所呈列的(i)一股普通股於行使日期的市場公允價值超出行權價的差額乘以(ii)股份增值權有關的名義普通股數目所釐定。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

18. Share-based payments (Continued)

(a) Stock incentive compensation plan ("Plan") (Continued)

(ii) Stock appreciation rights under the Plan (Continued)

Movements in the number of stock appreciation rights and their expiring date and exercise prices under the Plan are as follows:

		2013 二零一三年		2012 二零一二年	
		Average exercise price per share 平均行使價 每股	Stock appreciation rights 股份增值權	Average exercise price per share 平均行使價 每股	Stock appreciation rights 股份增值權
At January 1	於一月一日	US\$0.13	44,415,800	US\$0.13	45,744,468
Forfeited	已沒收	-	-	US\$0.13	(22,732)
Exercised	已行使	US\$0.13	(2,348,998)	US\$0.13	(1,305,936)
At December 31	於十二月三十一日	US\$0.13	42,066,802	US\$0.13	44,415,800
Expiry date	到期日				
November 20, 2019	二零一九年十一月二十日	US\$0.13	41,612,158	US\$0.13	43,961,156
February 26, 2020	二零二零年二月二十六日	US\$0.26	454,644	US\$0.26	454,644
			42,066,802		44,415,800

At December 31, 2013, out of the 42,066,802 outstanding stock appreciation rights (2012: 44,415,800 stock appreciation rights), all the 42,066,802 stock appreciation rights (2012: 44,264,252 stock appreciation rights) were exercisable.

於二零一三年十二月三十一日，在42,066,802份尚未行使的股份增值權中(二零一二年：44,415,800份)42,066,802份股份增值權(二零一二年：44,264,252份)為可行使股份增值權。

18. 股份支付(續)

(a) 股份獎勵酬金計劃(以下簡稱「計劃」)(續)

(ii) 該計劃中包含的股份增值權(續)

該計劃中包含的未行使股份增值權數目、其到期日及行權價的變動如下：

(b) Share option scheme under Chapter 17 of the Listing Rules

As approved by shareholders of the Company at a meeting held on November 27, 2010, the Company adopted a new share option scheme ("Scheme") in accordance with Chapter 17 of the Listing Rules.

(b) 購股權計劃(基於上市規則第十七章)

根據本公司股東於二零一零年十一月二十七日的會議決議，本公司根據上市規則第十七章的規定採用一項新的員工期權計劃(以下簡稱「該計劃」)。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

18. Share-based payments (Continued)

(b) Share option scheme under Chapter 17 of the Listing Rules (Continued)

The purpose of the Scheme is to enable the Company to grant options to selected participants as incentives or rewards for their contributions to the Group.

The Company's directors may, at their absolute discretion, invite any person belonging to any of the following classes of participants, to take up options to subscribe for the shares: (i) any employee (full time) of the Company or any of the subsidiaries, including any executive Director; and (ii) any non-executive Director (including independent non-executive Director) of the Company or any of the subsidiaries.

The subscription price for shares under the Scheme shall be a price determined by the directors, but shall be the highest of (i) the closing price of shares as stated in the Stock Exchange's daily quotations on the Offer Date; (ii) the average closing price of shares as stated in the Stock Exchange's daily quotations for the five trading days immediately preceding the Offer Date; and (iii) the nominal value of the shares. A nominal consideration of HK\$1.00 is payable on acceptance of the grant of an option.

The total number of shares issued and which may fall to be issued upon exercise of the options granted under the Scheme and any other share option scheme of the Company (including both exercised or outstanding options) to each participant in any 12-month period shall not exceed 1% of the issued share capital of the Company from time to time.

The maximum number of shares which may be issued upon exercise of any outstanding options granted and yet to be exercised under the Scheme and any other share option scheme of the Company must not in aggregate exceed 30% of the issued share capital of the Company from time to time.

The total number of shares which may be issued upon exercise of all options (excluding, for this purpose, options which have been lapsed in accordance with the terms of the Scheme and any other share option scheme of the Company) to be granted under the Scheme and any other share option scheme of the Company must not in aggregate exceed 10% of the shares in issue.

18. 股份支付(續)

(b) 購股權計劃(基於上市規則第十七章)(續)

購股權計劃旨在由本公司向選定參與者授出購股權，作為彼等對本集團所作貢獻的獎勵或回報。

本公司董事可酌情邀請屬於下列類別參與者的人士接納購股權以認購本公司股份：(i)本公司或其附屬公司的僱員(全職)，包括執行董事；及(ii)本公司或其附屬公司的非執行董事(包括獨立非執行董事)。

根據購股權計劃，股份的認購價將由本公司董事釐定，但須以下列價格的最高者為準(i)報價日期時聯交所每日報價表中列出的股份收市價；(ii)報價日期前五個交易日在聯交所每日報價表中列出的股份平均收市價；及(iii)股份面值。所有接受授予的購股權須繳付1.00港元的名義對價。

於任何十二個月期間內，根據購股權計劃及本公司任何其他購股權計劃向每位參與者授出的已發行購股權(包括已行使或尚未行使的購股權)及須予發行的股份數目，不得超過本公司當時已發行股本的1%。

因行使根據購股權計劃及本公司任何其他購股權計劃所授出而尚未行使的任何購股權的最高股份數目，不得超過本公司當時已發行股本的30%。

根據購股權計劃及本公司任何其他購股權計劃而將予授出的全部購股權(不包括根據購股權計劃及本公司任何其他購股權計劃的條款已失效的購股權)而可能予以發行的股份總數目，不得超過於上市日期已發行股份數目的10%。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

18. Share-based payments (Continued)

(b) Share option scheme under Chapter 17 of the Listing Rules (Continued)

An option may be accepted by a participant within 28 days from the date of the offer of grant of the option. An option may be exercised in whole or in part in accordance with the terms of the Scheme at any time during a period to be notified by the directors to each grantee, which period may commence on the date upon which the offer for the grant of options is made ("Offer Date") but shall expire on the day immediately preceding the tenth anniversary of the Offer Date.

At December 31, 2013, the number of shares in respect of which options had been granted under the Scheme and remained outstanding was approximately 4.1% of the Company's shares in issue at that date. Options granted under the Scheme together with the options under the Plan and remained outstanding as at December 31, 2013 were approximately 4.8% of the Company's shares in issue at that date.

The following table discloses details of the Company's options under the Scheme held by employees (including directors) and movement in such holdings during each of the two years ended December 31, 2013 and 2012:

		2013 二零一三年		2012 二零一二年	
		Average exercise price per share 平均行使價 每股	Options 期權	Average exercise price per share 平均行使價 每股	Options 期權
At January 1	於一月一日	HK\$2.254	110,461,000	HK\$2.254	112,048,000
Lapsed	已失效	HK\$2.254	(2,646,000)	HK\$2.254	(1,587,000)
At December 31	於十二月三十一日	HK\$2.254	107,815,000	HK\$2.254	110,461,000

At December 31, 2013, out of the 107,815,000 options (2012: 110,461,000 options), 71,876,666 options (2012: 36,820,333 options) were exercisable; all options outstanding are expiring on September 20, 2021.

18. 股份支付(續)

(b) 購股權計劃(基於上市規則第十七章)(續)

承受者可於決定授予購股權之日起28日內接受購股權。根據購股權計劃的條款，承授人可在董事通知各承授人的期限內隨時全部或部分行使購股權，該期限可由提出授出購股權建議日期(以下簡稱「報價日期」)起計，至報價日期第十個周年日前一日屆滿。

截至二零一三年十二月三十一日止年度，購股權計劃下所授予購股權中尚未行權部分，約佔本公司於該日已發行流通股數的4.1%。截至二零一三年十二月三十一日，購股權計劃及股份獎勵酬金計劃下所授予購股權中尚未行權部分，約佔本公司於該日已發行流通股數的4.8%。

在上述計劃下本公司員工(包括董事)持有的未行使的期權於截至二零一三年及二零一二年十二月三十一日止年度的數目及變動明細列示如下：

於二零一三年十二月三十一日，在107,815,000份未行使的購股權中(二零一二年：110,461,000份)，71,876,666份(二零一二年：36,820,333份)為可行使購股權；所有未行權購股權到期日為二零一二年九月二十日。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

18. Share-based payments (Continued)

(c) Options to acquire shares of subsidiaries

At December 31, 2013, the following options to acquire equity interests in certain subsidiaries of the Company are outstanding:

The Group, through a wholly-owned subsidiary, has granted to a consultant option to co-invest with the Company or its subsidiaries for up to 9.9% of the assets acquired within 36 months from the closing of the transaction for general consulting services rendered to the Group in connection with its acquisition of Emir in September 2011 (the "ACAP Options"). These options will expire on September 30, 2014.

The Company has granted to a consultant option to co-invest with the Company or its subsidiaries for up to 9.9% of the any equity interest, assets or business acquired within 24 months from the closing of the transaction for general consulting services rendered to the Group in connection with its acquisition of PCR in December 2012 (the "Essentia Options") (Note (d)). These options will expire on December 14, 2014.

(d) Fair values

Share options

During the year ended December 31, 2013 and 2012, there were no new employee share options granted or modified.

The fair value of the Essentia Option granted in 2012 was determined by using the Black-Scholes model. The significant inputs into the model were the exercise price of US\$3.9 million (equivalent to RMB24.6 million), volatility of 38.5%, dividend yield of 0%, remaining life of 2 years and an annual risk-free interest rate of 0.27%.

18. 股份支付(續)

(c) 可認購子公司股份購股權

於二零一三年十二月三十一日，未行使的可認購本公司特定子公司權益的期權如下：

一家諮詢公司於二零一一年九月在本集團收購Emir時提供一般諮詢服務，本集團透過一家全資子公司授予該諮詢公司一項共同投資權(以下簡稱「ACAP期權」)，使得該諮詢公司有權在交易完成後的36個月內與本公司或本公司之於公司共同投資於所收購的資產最高9.9%之股份。該期權將於二零一四年九月三十日到期。

一家諮詢公司於二零一二年十二月在本公司收購PCR時提供一般諮詢服務，本公司授予該諮詢公司一項共同投資權(以下簡稱「Essentia期權」)(附註(d))，使得該諮詢公司有權在交易完成後的24個月內與本公司或本公司之於公司共同投資於所收購的資產最高9.9%之股份。該期權將於二零一四年十二月十四日到期。

(d) 公允價值

購股權

截至二零一三年及二零一二年十二月三十一日止年度，無新授予或變更員工購股權。

二零一二年所授的Essentia期權的公允價值使用模型Black-Scholes確定。該模型中採用的重要輸入參數包括：行權價3.9百萬美元(等價於人民幣24.6百萬元)，波幅38.5%、股息率0%、購股權年期兩年及年度無風險利率0.27%。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

18. Share-based payments (Continued)

(d) Fair values (Continued)

Stock appreciation rights

At December 31, 2013, the fair value of stock appreciation rights outstanding is determined using the Binomial Model; their fair values and significant inputs into the model are as follows:

		2009 Grants 二零零九年授予		2010 Grants 二零一零年授予	
		2013 二零一三年	2012 二零一二年	2013 二零一三年	2012 二零一二年
Fair value per unit (US\$)	每單元公允價值(美元)	0.11	0.19	0.09	0.16
Fair value per share at period end (US\$)	期末每股公允價值(美元)	0.21	0.31	0.21	0.31
Exercise price (US\$)	行權價(美元)	0.13	0.13	0.26	0.26
Volatility (%)	波幅(百分比)	66.24	65.47	65.00	64.88
Dividend yield (%)	股息率(百分比)	-	-	-	-
Annual risk-free rate (%)	年度無風險利率(百分比)	5.89	6.89	6.16	7.16
Remaining term (year)	剩餘期限(年)	2.07	1.19	2.17	1.19

18. 股份支付(續)

(d) 公允價值(續)

股份增值權

於二零一三年十二月三十一日，未行權的股份增值權公允價值採用二項式模型釐定；其公允價值及重要輸入參數列示如下：



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

19. Other reserves

(i) Group

		Treasury shares 庫存股 RMB'000 人民幣千元	Currency translation reserve 外幣折算 儲備 RMB'000 人民幣千元	Share based payment reserve 股份支付 儲備 RMB'000 人民幣千元	Safety fund reserve 安全基金 儲備 RMB'000 人民幣千元	Available- for-sale financial assets 可供出售 金融資產 RMB'000 人民幣千元	Others 其他 人民幣千元	Total 總計 RMB'000 人民幣千元
At January 1, 2012	於二零一二年一月一日	-	(55,638)	16,998	140,993	-	(270)	102,083
Appropriation for safety fund reserve (Note (b))	安全基金儲備撥款 (附註(b))	-	-	-	46,363	-	-	46,363
Currency translation differences	外幣折算差額	-	(4,794)	-	-	-	-	(4,794)
Employees stock option scheme – value of employee services	僱員購股權計劃 – 僱員服務價值	-	-	66,644	-	-	-	66,644
Shares purchased under Share Award Scheme (Note (a))	股份獎勵計劃所購股份 (附註(a))	(12,530)	-	-	-	-	-	(12,530)
Options granted for interest in subsidiaries (Note 18(c))	為子公司權益而授予的購股權 (附註18(c))	-	-	5,341	-	-	-	5,341
At December 31, 2012	於二零一二年十二月三十一日	(12,530)	(60,432)	88,983	187,356	-	(270)	203,107
Currency translation differences	外幣折算差額	-	(28,418)	-	-	-	-	(28,418)
Employees stock option scheme – value of employee services	僱員購股權計劃 – 僱員服務價值	-	-	26,549	-	-	-	26,549
– exercise of employee options	– 行使僱員購股權	-	-	(954)	-	-	-	(954)
Revaluation of available-for-sale financial assets – gross (Note 10)	可供出售金融資產重新估值 – 總值 (附註10)	-	-	-	-	27,762	-	27,762
Revaluation of available-for-sale financial assets – tax (Note 20)	可供出售金融資產重新估值 – 稅金 (附註20)	-	-	-	-	(3,479)	-	(3,479)
Reclassification of accumulated change in value of available-for-sale financial assets upon disposal – gross	重分類處置可供出售金融資產價值累計變動 – 總值	-	-	-	-	(5,458)	-	(5,458)
Reclassification of accumulated change in value of available-for-sale financial assets upon disposal – tax	重分類處置可供出售金融資產價值累計變動 – 稅金	-	-	-	-	1,365	-	1,365
Shares purchased under Share Award Scheme (Note (a))	股份獎勵計劃所購股份 (附註(a))	(48,264)	-	-	-	-	-	(48,264)
Options granted for interest in subsidiaries (Note 18(c))	予子公司共同投資權 (附註18(c))	-	-	67,839	-	-	-	67,839
Partial disposal of interest in a subsidiary (Note 36)	部分出售子公司權益 (附註36)	-	-	-	-	-	1,717	1,717
At December 31, 2013	於二零一三年十二月三十一日	(60,794)	(88,850)	182,417	187,356	20,190	1,447	241,766

19. 其他儲備

(i) 集團

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

19. Other reserves (Continued)

(ii) Company

		Treasury shares	Capital reserve	Currency translation reserve	Share based payment reserves	Available- for-sale financial assets	Total
		庫存股	資本儲備	外幣折算 儲備	股份支付 儲備	可供出售 金融資產	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At January 1, 2012	於二零一二年一月一日	-	1,366,956	(51,236)	16,998	-	1,332,718
Currency translation differences	外幣折算差額	-	-	(5,129)	-	-	(5,129)
Employees stock option scheme	僱員購股權計劃						
– value of employee services	– 僱員服務價值	-	-	-	66,644	-	66,644
Shares purchased under Share Award Scheme (Note (a))	股份獎勵計劃所購股份 (附註(a))	(12,530)	-	-	-	-	(12,530)
Options granted for interest in subsidiaries (Note 18(c))	為子公司權益而授予的購股權 (附註 18(c))	-	-	-	5,341	-	5,341
At December 31, 2012	於二零一二年十二月三十一日	(12,530)	1,366,956	(56,365)	88,983	-	1,387,044
Currency translation differences	外幣折算差額	-	-	(148,984)	-	-	(148,984)
Employees stock option scheme	僱員購股權計劃						
– value of employee services	– 僱員服務價值	-	-	-	4,166	-	4,166
– exercise of employee options	– 行使僱員購股權	-	-	-	(954)	-	(954)
Revaluation of available-for-sale financial assets (Note 10)	可供出售金融資產重新估值 (附註 10)	-	-	-	-	13,847	13,847
Shares purchased under Share Award Scheme (Note (a))	股份獎勵計劃所購股份 (附註(a))	(48,264)	-	-	-	-	(48,264)
Options granted for interest in subsidiaries (Note 18(c))	予子公司共同投資權 (附註 18(c))	-	-	-	(5,341)	-	(5,341)
At December 31, 2013	於二零一三年十二月三十一日	(60,794)	1,366,956	(205,349)	86,854	13,847	1,201,514

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

19. Other reserves (Continued)

(ii) Company (Continued)

Notes:

(a) Shares purchased under Share Award Scheme

To supplement the 2009 Stock Incentive Compensation Plan (the "Plan") in respect the operation of the share appreciation rights ("SAR"), the Board of Directors of the Company resolved on May 30, 2012 to adopt a share award scheme under which the Company will grant the SAR holders number of awarded shares of the Company ("Awarded Shares") that is equal to the number of outstanding notional SAR shares held by such holders; and to establish a trust to purchase up to 44,415,800 Awarded Shares from the market with cash contributed by the Group. The Awarded Shares will be held in trust for the benefit of the SAR holders and pending the exercise of the SAR ("Selected Grantees"). Upon exercise of the SARs, the trustee will sell the Awarded Shares to which the SARs so exercised relates and pay the Selected Grantees in satisfaction of the Company's payment obligations under the Plan. In this connection, for the year ended December 31, 2013, 2,349,000 ordinary shares were sold with a cash proceeds of RMB4.7 million for the benefit of the SAR holders (2012: nil).

For the year ended December 31, 2013, the trustee has acquired 36,692,000 shares from the market at an aggregate consideration of RMB55.0 million (including transaction costs) and received a dividend totalling to HK\$2.5 million (equivalent to RMB2.0 million) (2012: nil) on the shares held. The Awarded Shares purchased remain held in trust and did not result in any share cancellation.

(b) Safety fund reserve

Pursuant to the PSC contracts and the requirement of PetroChina, the Group is required to set aside a certain amount in proportion to its production income for the relevant year as safety fund reserve. As the Group has no legal or constructive obligation to pay out these amounts at point of recognition, the amount has been treated as an appropriation of reserves in the equity account. The fund can be used for improvements of safety at the oil exploration and development projects, and is not available for distribution to shareholders. Upon incurring qualifying safety expenditure, an equivalent amount is transferred from the safety fund reserve to retained earnings. For the year ended December 31, 2013, no safety fund reserve (2012: RMB46 million) was appropriated.

19. 其他儲備(續)

(ii) 公司(續)

附註：

(a) 為股份獎勵計劃回購股份

作為對二零零九年採納的股份獎勵酬金計劃中股份增值權計劃實施情況的補充，本公司董事會於二零一二年五月三十日作出決議採納一項股份獎勵計劃，即向持有股份增值權人士授出獎勵股份，而所授出之獎勵股份數目相等於承授人相關股份增值權的尚未發行名義股份數目。由本集團出資，通過受託人從市場回購不超過44,415,800股獎勵股份，並以信託形式代擁有股份增值權而尚未行權人員(以下簡稱「經甄選僱員」)持有。於股份增值權行權時，受託人將出售與所行權部分相關的獎勵股份並支付給經甄選僱員，以履行本公司所實施股份獎勵酬金計劃下的股份增值權計劃的支付義務。與此相關，截至二零一三年十二月三十一日止年度，受託人以股份增值權持有人為受益人出售了2,349,000股股票，所得款項為人民幣4.7百萬元(二零一二年：無)。

於截至二零一三年十二月三十一日止年度，受託人通過市場回購獲得了36,692,000股股票，支付對價總額為人民幣55.0百萬元(含交易費用)，受託人就其持有的股份獲得的股息為2.5百萬港元(折合人民幣約2百萬元)(二零一二年：無)。所購回之獎勵股份由信託持有並無任何股份注銷。

(b) 安全基金儲備

根據產品分成合同規定及中石油的要求，本集團須撥出與其有關年度的生產收益成比例的定額款項作為安全基金儲備。由於並無法律或推定義務規定本集團須於確認之時支付該等款項，故該款項已於權益賬內列作一項專項儲備撥款。該款項可用於提高石油開採項目的安全性，但不可用於股利分配。在實際發生與安全相關支出後，一筆等值金額的款項將自安全基金儲備轉撥至留存收益。截至二零一三年十二月三十一日止年度，未撥款為安全儲備基金(二零一二年：人民幣46百萬元)。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

20. Deferred income tax — Group

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same tax authority. The analysis of deferred tax assets and deferred tax liabilities is as follows:

		As at December 31, 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Deferred tax assets:	遞延稅項資產：		
Deferred tax assets to be recovered after more than 12 months	將於 12 個月後收回的遞延稅項資產	40,783	—
Deferred tax liabilities:	遞延稅項負債：		
Deferred tax liabilities to be settled after more than 12 months	將於 12 個月後清還的遞延稅項負債	(260,150)	(256,909)
Deferred tax liabilities to be settled within 12 months	將於 12 個月內清還的遞延稅項負債	(1,322)	(3,226)
		(261,472)	(260,135)
Deferred income tax liabilities — net	遞延所得稅負債 — 淨額	(220,689)	(260,135)

The movements in the deferred tax account are as follows:

遞延所得稅總體變動如下：

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
At January 1,	於一月一日	(260,135)	(213,447)
Exchange differences	匯兌差額	8,623	(1,559)
Acquisition of a subsidiary (Note 35)	收購子公司(附註 35)	(1,134)	(26,251)
Tax credited/(charged) to profit or loss (Note 29)	於損益確認(附註 29)	34,071	(18,878)
Charged to other comprehensive income	於其他綜合收益確認	(2,114)	—
At December 31,	於十二月三十一日	(220,689)	(260,135)

20. 遞延所得稅 — 集團

當存在可將當期稅項資產與當期稅項負債抵銷的法定可執行權利，且遞延所得稅涉及同一稅務機關時，則可將遞延所得稅資產與負債相互抵銷。遞延所得稅資產及遞延所得稅負債分析列示如下：

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

20. Deferred income tax — Group (Continued)

The movement in deferred tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

Deferred tax assets

		Accelerated tax depreciation 稅項加速 折舊 RMB'000 人民幣千元	Asset retirement obligations 資產棄置 義務 RMB'000 人民幣千元	Tax losses 稅損 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At January 1, 2012	於二零一二年一月一日	–	4,959	25,601	8,374	38,934
Credited/(charged) to profit or loss	於損益確認	44,819	4,812	14,761	(1,692)	62,700
Exchange differences	匯兌差額	–	(21)	(122)	(7)	(150)
At December 31, 2012	於二零一二年十二月 三十一日	44,819	9,750	40,240	6,675	101,484
(Charged)/credited to profit or loss	於損益確認	(5,760)	2,557	14,527	41,398	52,722
Exchange differences	匯兌差額	–	(216)	(1,425)	(760)	(2,401)
At December 31, 2013	於二零一三年十二月 三十一日	39,059	12,091	53,342	47,313	151,805

20. 遞延所得稅 — 集團(續)

遞延稅項資產與負債於本年度內的變動(沒有考慮結餘可在同一徵稅區內抵銷)如下:

遞延所得稅資產



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

20. Deferred income tax — Group (Continued)

20. 遞延所得稅 — 集團(續)

Deferred tax liabilities

遞延所得稅負債

		Accelerated tax depreciation	Fair value gains of mining rights 採礦權 公允價值 利得	Others 其他	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At January 1, 2012	於二零一二年一月一日	(139,488)	(112,893)	—	(252,381)
Acquisition of subsidiary (Note 35)	收購子公司 (附註 35)	(9,047)	(17,204)	—	(26,251)
(Charged)/credited to profit or loss	於損益確認	(89,621)	8,043	—	(81,578)
Exchange differences	匯兌差額	(2,678)	1,269	—	(1,409)
At December 31, 2012	於二零一二年十二月 三十一日	(240,834)	(120,785)	—	(361,619)
Adjustment to provisional fair value in relation to acquisition of a subsidiary (Note 35)	對收購子公司暫定 公允價值的調整 (附註 35)	—	5,864	(6,998)	(1,134)
(Charged)/credited to profit or loss	於損益確認	(23,141)	3,614	876	(18,651)
(Charged)/credited to other comprehensive income	於其他綜合收益確認	—	—	(2,114)	(2,114)
Exchange differences	匯兌差額	7,454	3,570	—	11,024
At December 31, 2013	於二零一三年十二月 三十一日	(256,521)	(107,737)	(8,236)	(372,494)

Deferred income tax assets are recognized for tax loss carry-forwards to the extent that the realization of the related tax benefit through future taxable profits is probable. The Group did not recognise deferred income tax assets of RMB1.6 million (2012: nil) in respect of losses amounting to RMB6.5 million (2012: nil) that can be carried forward against future taxable income, which will expire in 2018.

對可抵扣虧損確認為遞延所得稅資產的數額，是根據很可能產生的未來應課稅利潤而實現的相關稅務利益確認。本集團未對可能就未來應納稅所得結轉的虧損 6.5 百萬元(二零一二年：零) 確認遞延所得稅資產 1.6 百萬元(二零一二年：零)，該等虧損將於二零一八年到期。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

21. Trade and notes payable — Group

21. 應付賬款及應付票據 — 集團

		As at December 31, 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Trade payables	應付賬款	920,254	914,478
Notes payable	應付票據	148,283	205,526
		1,068,537	1,120,004
Less: non-current portion of trade payables	減：非流動應付賬款	(46,113)	(131,867)
Current	流動	1,022,424	988,137

At December 31, 2013 and 2012, the aging analysis of the trade and notes payable is as follows:

於二零一三年及二零一二年十二月三十一日，應付賬款及應付票據賬齡分析列示如下：

		As at December 31, 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
< 6 months	少於6個月	656,530	805,043
6 months–1 year	6個月至1年	232,232	189,299
1–2 years	1至2年	144,342	96,012
2–3 years	2至3年	28,853	12,440
> 3 years	多於3年	6,580	17,210
Total	合計	1,068,537	1,120,004



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

21. Trade and notes payable — Group (Continued)

The carrying amounts of trade and notes payable are denominated in the following currencies:

		As at December 31, 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
US\$	美元	10,589	30,422
RMB	人民幣	767,335	887,195
KZT	堅戈	290,613	202,387
Total	合計	1,068,537	1,120,004

The fair values of trade and notes payables approximate their carrying amounts.

21. 應付賬款及應付票據 — 集團(續)

應付賬款及應付票據的賬面金額以下列貨幣為單位：

		As at December 31, 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
US\$	美元	10,589	30,422
RMB	人民幣	767,335	887,195
KZT	堅戈	290,613	202,387
Total	合計	1,068,537	1,120,004

應付賬款及應付票據的公允價值與其賬面金額相近。

22. Provisions, accruals and other liabilities

22. 準備、預提及其他負債

		Group 集團		Company 公司	
		As at December 31, 於十二月三十一日		As at December 31, 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Amount due to related parties (Note 37)	應付關聯方款項 (附註 37)	61,293	8,353	-	-
Asset retirement obligations (Note (a))	資產棄置義務 (附註 (a))	56,372	45,090	-	-
Interest payable	應付利息	65,784	34,060	65,666	33,607
Cash retention (Note 35)	預留應付價款 (附註 35)	-	25,142	-	-
Salary and welfare payable (Note (b))	應付薪金及福利 (附註 (b))	79,515	94,463	54,261	53,673
Special oil levy	石油特別收益金	104,145	146,892	-	-
Withholding and other tax payable	代扣代繳稅及其他應付稅	123,289	99,071	17,442	16,437
Other payables	其他應付賬款	117,264	85,900	23,665	46,367
		607,662	538,971	161,034	150,084
Less: non-current portion of Asset retirement obligations	減：非流動部分之資產棄置義務	(56,372)	(45,090)	-	-
Withholding tax payable	代扣代繳稅	(38,314)	(42,307)	(17,442)	(16,437)
Other payables	其他應付賬款	(50,738)	(35,260)	-	-
		(145,424)	(122,657)	(17,442)	(16,437)
Current	流動	462,238	416,314	143,592	133,647

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

22. Provisions, accruals and other liabilities (Continued)

At December 31, 2012, included in the 'other payables' was an accrued expense amounting to RMB10.6 million which represented certain personnel cost, assistance fees and training fees payable to China Petroleum & Chemical Corporation ("Sinopec") ("Sinopec Services") for the period between 2006 and 2008, in relation to a PSC entered into between MIE and Sinopec. The related project was suspended at the end of 2004 and Sinopec notified the Company that it did not intend to fulfil its obligations under the PSC, including the provision of any Sinopec Services to MIE in 2006. Based on the legal advice from the Group's PRC counsel, the Company concluded that the Group was not required to fulfil its obligations from 2006 onward, including obligations to pay for any Sinopec Services, as Sinopec failed to perform its obligations under the PSC. Therefore, the accrued expense was written back during 2013.

Notes:

- (a) Movements of asset retirement obligations are as follows:

		As at December 31, 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
At January 1,	於一月一日	45,090	21,876
Additional provision	增加準備	10,327	21,269
Accretion expenses	增值費用	2,034	1,970
Exchange differences	匯兌差額	(1,079)	(25)
At December 31,	於十二月三十一日	56,372	45,090

- (b) At December 31, 2013, included in salary and welfare payable was stock appreciation rights liabilities of RMB30.5 million (2012: RMB50.5 million) both for the Group and the Company.

The carrying amounts of provisions, accruals and other liabilities are denominated in the following currencies:

		Group 集團		Company 公司	
		As at December 31, 於十二月三十一日		As at December 31, 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
US\$	美元	223,442	201,909	161,034	150,084
RMB	人民幣	227,607	268,325	-	-
KZT	堅戈	156,613	68,737	-	-
	合計	607,662	538,971	161,034	150,084

The fair values of provisions, accruals and other liabilities approximate their carrying amounts.

22. 準備、預提及其他負債(續)

於二零一二年十二月三十一日，「其他應付賬款」包含了一筆金額為人民幣10.6百萬元的預提費用，主要反映了二零零六年至二零零八年期間應付中國石油化工股份有限公司(以下簡稱「中石化」)的特定人員、協助及培訓(以下簡稱「中石化服務」)相關費用，該費用跟MIE與中石化簽訂的一份產品分成合同相關。相關項目於二零零四年末中止。中石化向本公司表示其打算不再履行於該產品分成合同下的義務，包括於二零零六年向MIE提供中石化服務。基於自中國律師的法律意見，本公司認為本集團自二零零六年起無需履行義務，包括支付任何中石化服務費用義務，概因中石化未能履行其於產品分成合同項下的義務。因此，該預提費用於二零一三年內予以沖銷。

附註：

- (a) 資產棄置義務變動列示如下：

		As at December 31, 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
At January 1,	於一月一日	45,090	21,876
Additional provision	增加準備	10,327	21,269
Accretion expenses	增值費用	2,034	1,970
Exchange differences	匯兌差額	(1,079)	(25)
At December 31,	於十二月三十一日	56,372	45,090

- (b) 於二零一三年十二月三十一日，應付薪金及福利中包含本集團和本公司的應付股份增值權金額為人民幣30.5百萬元(二零一二年：人民幣50.5百萬元)。

準備、預提及其他負債的賬面金額以下列貨幣為單位：

		Group 集團		Company 公司	
		As at December 31, 於十二月三十一日		As at December 31, 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
US\$	美元	223,442	201,909	161,034	150,084
RMB	人民幣	227,607	268,325	-	-
KZT	堅戈	156,613	68,737	-	-
	合計	607,662	538,971	161,034	150,084

準備、預提及其他負債的公允價值與其賬面金額相近。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

23. Borrowings

(i) Summary of borrowings

		Group 集團		Company 公司	
		As at December 31, 於十二月三十一日		As at December 31, 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Non-current	非流動				
– guaranteed bank loans (Note (a))	– 擔保銀行貸款 (附註(a))	–	860,161	–	–
– senior notes payable (Note (c))	– 優先票據 (附註(c))	3,589,503	2,467,733	3,589,503	2,467,733
		3,589,503	3,327,894	3,589,503	2,467,733
Current	流動				
– secured bank loans (Note (b))	– 抵押銀行貸款 (附註(b))	–	60,000	–	–
– unsecured bank loans (Note (b))	– 無抵押銀行貸款 (附註(b))	60,000	–	–	–
		60,000	60,000	–	–
		3,649,503	3,387,894	3,589,503	2,467,733

(a) Loan from China Minsheng Bank (“Minsheng Bank”)

At December 31, 2012, guaranteed bank loans of RMB860 million represented US\$80 million (equivalent to RMB489 million) and US\$60 million (equivalent to RMB371 million) drawn down under a US\$80 million term loan and a US\$100 million term loan respectively, both guaranteed by the Company. Under the US\$100 million term loan, the Company had agreed to secure part of the loan with a pledge of the Group’s entitlement under the Moliqing PSC and a charge over bank accounts of MIE, a subsidiary of the Group, with Minsheng Bank. On March 19, 2013, all outstanding balance under these two loans was repaid in full by the Group.

(a) 中國民生銀行(以下簡稱「民生銀行」)貸款

於二零一二年十二月三十一日，由本公司提供擔保的銀行貸款餘額人民幣約860百萬元，包括金額為80百萬元定期貸款協議下提取的80百萬元貸款(折合人民幣約489百萬元)和金額為100百萬元定期貸款協議下提取的60百萬元貸款(折合人民幣約371百萬元)。根據100百萬元定期貸款協議，本公司同意以本集團子公司MIE在民生銀行所開立賬戶以及在莫里青產品分成合同項下享有的權益作為質押，為該民生銀行貸款協議中的部分款項提供擔保。本集團於二零一三年三月十九日全額償還了該兩項貸款餘額。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

23. Borrowings (Continued)

(i) Summary of borrowings (Continued)

(b) Loan from China Construction Bank (“CCB”)

In July 2012, the Group obtained a 6-month working capital loan amounting to RMB60 million from CCB which was secured by a pledge of the Company's entitlement to the sales income from Moliqing and Miao 3 oilfields. All outstanding balance under this loan agreement was fully repaid in January 2013.

On January 25, 2013, the Company entered into a facility agreement for a new RMB60 million working capital loan for 6-month revolver commencing on January 25, 2013 with tender of 2 years. The interest rate is the base rate as published by the People's Bank of China at 5.6% per annum plus 15% of the base rate and the resulting effective interest rate is 6.44% per annum. The loan is guaranteed by two subsidiaries of the Company.

In July 2013, the Group repaid all outstanding balance upon expiration of the January CCB facility agreement and a new 6-month facility agreement for RMB60 million working capital loan with identical terms was entered into by and between CCB and the Group.

23. 借款(續)

(i) 借款概要(續)

(b) 中國建設銀行(以下簡稱「建行」)貸款

本集團於二零一二年七月與建行簽訂一項流動資金貸款協議，涉及一筆人民幣60百萬元的6個月期貸款。該項貸款以本公司於莫里青及廟3油田享有之原油銷售收入作為質押。該項貸款已於二零一三年一月全額償還。

本集團於二零一三年一月二十五日與建行新簽訂了一項兩年期的營運資金循環貸款協議，涉及一筆人民幣60百萬元的6個月期貸款，貸款期間自二零一三年一月二十五日起計。以中國人民銀行公佈之基準年利率5.6%上浮15%，即年利率6.44%作為實際利率。該貸款由本公司之兩個子公司擔保。

於二零一三年七月，本集團已全額償還上述貸款協議下的貸款，並與建行新訂立一項與上述條款一致的人民幣流動資金貸款協議，涉及一筆人民幣60百萬元的6個月期貸款。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

23. Borrowings (Continued)

(i) Summary of borrowings (Continued)

(c) Senior Notes

At December 31, 2013, the Group has the following Senior Notes outstanding:

	Coupon rate 票面利率	Due date 到期日	As at December 31, 於十二月三十一日	
			2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
2016 Notes 2016 票據	9.75%	May 12, 2016 二零一六年五月十二日	2,399,658	2,467,733
2018 Notes 2018 票據	6.875%	February 6, 2018 二零一八年二月六日	1,189,845	-
			3,589,503	2,467,733

On May 12, 2011, the Company issued US\$400 million senior notes due 2016 ("the 2016 Notes"). The 2016 Notes bear a coupon rate of 9.75% per annum, payable semi-annually in arrears on May 12 and November 12 annually. The net proceeds, after deduction of underwriting fees, discounts and commissions and other expenses amounted to approximately US\$390 million (equivalent to RMB2,535 million). A portion of the proceeds from the issuance of the 2016 Notes was used to repay in full US\$200 million MIE's credit facility with CITIC Bank. The remaining proceeds were used to finance the Company's acquisition of Emir-Oil from BMB Munai, Inc. and for working capital and general corporate purposes.

23. 借款(續)

(i) 借款概要(續)

(c) 優先票據

於二零一三年十二月三十一日，本集團擁有如下未償付優先票據：

本公司於二零一一年五月十二日發行於二零一六年到期400百萬美元的優先票據(以下簡稱「2016票據」)。此2016票據負擔票面利率為每年9.75厘，每半年於每年五月十二日及十一月十二日後付。經扣除與發行票據有關的包銷費用、折讓及佣金以及其他估計應付費用後，發行票據的所得款項淨額約達390百萬美元(折合人民幣約2,535百萬元)。本公司將所得款項淨額的大部分用於償還MIE結欠中信銀行200百萬美元的貸款。結餘部分用於向BMB Munai, Inc. 支付Emir-Oil收購款項，及作營運資金及一般企業用途。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

23. Borrowings (Continued)

(i) Summary of borrowings (Continued)

(c) Senior Notes (Continued)

On February 6, 2013, the Company issued US\$200 million senior notes due 2018 (the “2018 Notes”). The 2018 Notes bear coupon rate of 6.875% per annum, payable semi-annually in arrears on February 6 and August 6 annually. The net proceeds, after deduction of discounts, fees, commissions and other expenses, amounted to approximately US\$195 million (equivalent to RMB1,222 million). A substantial portion of the proceeds from the 2018 Notes was used to repay all of existing indebtedness of the Company’s subsidiary, MIE, to Minsheng Bank (Note 23(i)(a)). The remaining proceeds were used for capital expenditures, working capital and general corporate purposes of the Group.

The 2016 Notes and 2018 Notes (collectively “Senior Notes”) are general obligation of the Company and are senior in right of payment to any existing and future obligations of the Company and its subsidiaries expressly subordinated in right of payment to the 2016 Notes and 2018 Notes, respectively.

The Senior Notes and the guarantees provided by the certain subsidiaries will limit the ability of the Company and certain of its subsidiaries to, among other things (and subject to certain qualifications and exceptions) incur additional indebtedness, issue preferred stock and make investment. In addition, the 2016 Notes are secured by capital stock of certain subsidiaries of the Company.

23. 借款(續)

(i) 借款概要(續)

(c) 優先票據(續)

本公司於二零一三年二月六日發行於二零一八年到期200百萬美元優先票據(以下簡稱「2018票據」)。此2018票據負擔票面利率為每年6.875厘，每半年於每年二月六日及八月六日後付。經扣除首次發行折讓、費用、佣金及有關發行時其他應付支出後，此次發售的所得款項淨額為195百萬美元(折合人民幣約1,222百萬元)。本公司將所得款項淨額的大部分用於償還子公司MIE結欠民生銀行的全部負債(附註23(i)(a))，結餘部分用於資本支出、營運資金及一般企業用途。

2016票據及2018票據(統稱為「優先票據」)是本公司的—般負債，在受償權利上優先於本公司及其子公司已明確表示為從屬於該優先票據的任何現有及未來責任。

優先票據及若干附屬公司擔保人提供的擔保將限制本公司及其若干子公司在產生額外的債務、發行優先股以及投資等方面的能力(惟須符合若干資格及例外情況除外)。此外，2016票據以本公司若干子公司的股本作抵押。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

23. Borrowings (Continued)

(i) Summary of borrowings (Continued)

(c) Senior Notes (Continued)

At any time on or after May 12, 2014 and February 6, 2016, the Company may redeem the 2016 Notes and 2018 Notes, respectively, in whole or in part, at a redemption price equal to the percentage of principal amount set forth below, plus accrued and unpaid interest to the redemption date, if redeemed during the 12-month period commencing on May 12 and February 6, respectively, of any year set forth below:

		Redemption Price 贖回價格
<i>2016 Notes</i>	<i>2016 票據</i>	
2014	二零一四年	104.8750%
2015	二零一五年	102.4375%
<i>2018 Notes</i>	<i>2018 票據</i>	
2016	二零一六年	103.4375%
2017	二零一七年	101.7188%

At any time prior to May 12, 2014 and February 6, 2016, the Company may at its option redeem the 2016 Notes and the 2018 Notes, respectively, in whole but not in part, at a redemption price equal to 100% of the principal amount of the 2016 Notes and 2018 Notes, respectively, plus the applicable premium and accrued and unpaid interest to the redemption date.

In addition, at any time prior to May 12, 2014 and February 6, 2016, the Company may redeem up to 35% of the aggregate principal amount of the 2016 Notes and the 2018 Notes, respectively, with the net cash proceeds of one or more sales of common stock of the Company in an equity offering at a redemption price of 109.75% and 106.875% of the principal amount of the 2016 Notes and 2018 Notes, respectively, plus accrued and unpaid interest to the redemption date, provided that at least 65% of the aggregate principal amount of the 2016 Notes and the 2018 Notes issued on the original issue date remains outstanding after each such redemption and any such redemption takes place within 60 days after the closing of the related equity offering.

Both Senior Notes are listed on the Singapore Exchange Securities Trading Limited.

23. 借款(續)

(i) 借款概要(續)

(c) 優先票據(續)

於二零一四年五月十二日及二零一六年二月六日或之後任何時間，本公司可按相等於下文所載本金金額百份比的贖回價另加截至贖回日期(惟不包括贖回日期)的應計及未付利息(如有)(倘於下文所載任何年度五月十二日及二月六日開始的十二個月期間贖回)贖回全部或部分票據：

於二零一四年五月十二日(二零一六年二月六日)前任何時期，本公司可以選擇按相等於2016票據(2018票據)本金金額100%的贖回價格另加截至贖回日期的適用溢價以及應計及未付利息，須贖回全部而非部分優先票據。

此外，於二零一四年五月十二日(二零一六年二月六日)前任何期間，本公司可按相等於2016票據(2018票據)票面金額109.75%(106.875%)的贖回價格，另加截至贖回日期的應計及未付利息，以本公司在一次股本發售中一次或多次出售普通股所得現金淨額贖回最多為票據本金總額的35%，惟於相關股份發行結束後60日內，每次有關最初發行日發售的票據本金總額至少65%於相關贖回後仍尚未償還。

兩項優先票據都已在新加坡證券交易所有限公司上市。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

23. Borrowings (Continued)

(ii) Movements in borrowings and their effective interest rate at the end of reporting period are as follows:

23. 借款(續)

(ii) 借款及相應實際利率於報告期末變動列示如下：

		Group 集團			Company 公司	
		Minsheng Bank 民生銀行 RMB'000 人民幣千元	CCB 中國建設銀行 RMB'000 人民幣千元	Senior Notes 優先票據 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	Senior Notes 優先票據 RMB'000 人民幣千元
Carrying amount as at January 1, 2013	於二零一三年一月一日 賬面價值	860,161	60,000	2,467,733	3,387,894	2,467,733
Issuance of the 2018 Notes	發行2018票據	-	-	1,221,847	1,221,847	1,221,847
Drawdown	借入	-	120,000	-	120,000	-
Repayments	償還	(878,612)	(120,000)	-	(998,612)	-
Unwinding of discounts	融資費用攤銷	19,778	-	17,097	36,875	17,097
Exchange differences	匯兌差額	(1,327)	-	(117,174)	(118,501)	(117,174)
Carrying amount as at December 31, 2013	於二零一三年十二月 三十一日賬面價值	-	60,000	3,589,503	3,649,503	3,589,503
Effective interest rate: As at December 31, 2013	實際利率： 於二零一三年十二月 三十一日	-	6.44%	7.83% to 10.91%	6.44% to 10.91%	7.83% to 10.91%
As at December 31, 2012	於二零一二年十二月 三十一日	9.05% to 9.61%	6.44%	10.91%	6.44% to 10.91%	10.91%
Estimated fair value	估計公允價值	-	60,000	3,777,030	3,837,030	3,777,030

The fair values of Senior Notes are based on its closing prices quoted on Singapore Exchange Securities Trading Limited and are within level 1 of the fair value hierarchy; and the fair value of loan from CCB is based on the borrowing rate of 6.44% (2012: 6.44%) and within level 2 of the fair value hierarchy.

優先票據的公允價值是基於其在新加坡證券交易所的收盤報價而定，並歸屬於公允價值第一層級；而建行貸款的公允價值是基於借款利率6.44%（二零一二年：6.44%）而定，並歸屬於公允價值第二層級。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註 (續)

23. Borrowings (Continued)

- (iii) The exposure of the Group's bank borrowings to contractual interest rate changes based on LIBOR and the base rate as published by the People's Bank of China at December 31, 2013 are as follows:

		As at December 31, 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
<1 year:	少於一年	60,000	60,000
1-2 years:	一至兩年	-	357,321
2-5 years:	兩至五年	-	502,840
		60,000	920,161

The Senior Notes which bear fixed interest rates are not subject to interest rate changes.

優先票據的票面利率固定，且不隨利率波動而變動。

- (iv) The carrying amount of the borrowing are denominated in the following currencies:

- (iv) 所有借款賬面值的以如下貨幣為單位：

		Group 集團		Company 公司	
		As at December 31, 於十二月三十一日		As at December 31, 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
US\$	美元	3,589,503	3,327,894	3,589,503	2,467,733
RMB	人民幣	60,000	60,000	-	-
		3,649,503	3,387,894	3,589,503	2,467,733



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

23. Borrowings (Continued)

- (v) The Group has the following undrawn banking facilities at fixed rate:

		As at December 31, 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Expiring within one year	一年內到期	-	334,474
Expiring beyond one year	一年以上到期	451,717	-
		451,717	334,474

23. 借款(續)

- (v) 本集團擁有如下列示的未提取固定利率銀行授信額度：

24. Other (losses)/gains, net

		Year ended December 31, 截至十二月三十一日止年度	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
(Losses)/gains on oil hedge options	石油套期期權(虧損)/利得	(7,626)	1,487
Gains from change in fair value on financial liabilities at fair value through profit or loss	以公允價值計量且其變動計入損益的金融負債公允價值變動利得	-	17,317
Service income	服務收入	14,111	17,499
Gain on disposal of available-for-sale financial assets	可供出售金融資產處置收益	5,458	-
Losses on disposal of investment in a joint venture (Note 8)	出售合營投資的虧損(附註8)	(1,379)	-
Accident indemnity (Note)	事故損失(附註)	(23,055)	-
Others	其他	7,856	3,244
		(4,635)	39,547

24. 其他(損失)/利得 — 淨額

Note: During the year ended December 31, 2013, the Group accrued provisions amounting to RMB23 million for indemnities resulting from a traffic accident involving oil tanks in Kazakhstan.

附註：截至二零一三年十二月三十一日止年度，本集團計提了人民幣23百萬元的準備，概因在哈薩克斯坦當地發生了一場油罐車引發的車禍事故。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

25. Taxes other than income taxes

25. 稅項(所得稅除外)

		Year ended December 31, 截至十二月三十一日止年度	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
<i>PRC:</i>	<i>中國:</i>		
Special oil levy	石油特別收益金	399,323	524,391
Urban construction tax and education surcharge	城建稅及教育附加費	13,473	15,611
Others	其他	398	294
		413,194	540,296
<i>Kazakhstan:</i>	<i>哈薩克斯坦:</i>		
Mineral extraction tax	礦物開採稅	45,329	34,984
Rent export tax	租金出口稅	185,696	135,150
Rent export duty expenditures	租金出口關稅支出	56,973	29,876
Property tax	物業稅	31,452	24,420
Social liability expense	社會責任支出	–	2,925
		319,450	227,355
<i>USA:</i>	<i>美國:</i>		
Withholding tax	代扣代繳稅	386	–
<i>Corporate:</i>	<i>總部:</i>		
Withholding tax (Note)	代扣代繳稅(附註)	7,598	49,321
		740,628	816,972

Note: For the year ended December 31, 2013, all (2012: all) withholding tax is related to interest expense arising from the intra-group loans.

附註：截至二零一三年十二月三十一日止年度，所有(二零一二年：所有)代扣代繳稅皆與集團內部貸款所產生的利息相關。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

26. Finance costs — net

26. 財務費用 — 淨值

		Year ended December 31, 截至十二月三十一日止年度	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Finance income	財務收入		
Interest income on deposits	存款利息收入	6,431	5,797
Finance costs	財務費用		
Interest expenses at coupon rates/bank rates	利息費用(按照票面利率和銀行利率核算)	(330,972)	(262,286)
Unwinding of discount/up-front and other fees	融資費用攤銷、前期安排費及其他費用	(69,278)	(18,744)
Accretion expenses of asset retirement obligations	資產棄置費用	(2,034)	(1,970)
		(402,284)	(283,000)
Exchange gains/(losses), net	匯兌利得/(虧損)淨額	50,300	(2,307)
		(351,984)	(285,307)
Finance costs — net	財務費用 — 淨值	(345,553)	(279,510)

For the year ended December 31, 2013, unwinding of discounts/up-front and other fees represents mainly RMB44.8 million (2012: nil) write off of unamortized transaction costs, and early payment fee in relation to the early repayment of Minsheng Bank loan (Note 23).

During the years ended December 31, 2013 and 2012, the Group did not capitalize any borrowing costs.

截至二零一三年十二月三十一日止年度，融資費用攤銷、前期安排費及其他費用中主要包括金額為人民幣44.8百萬元(二零一二年：無)的核銷未攤銷交易費用支出以及提前償還民生銀行貸款的還款費用支出(附註23)。

截至二零一三及二零一二年十二月三十一日止年度中，本集團未資本化任何借款成本。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

27. Profit from operation

Profit from operation is arrived at after charging:

27. 經營利潤

在扣減以下項目後計出經營利潤：

		Year ended December 31, 截至十二月三十一日止年度	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Employee compensation costs:	員工薪酬成本：		
Wages, salaries and allowances	工資、薪金及津貼	184,730	147,839
Housing subsidies	住房補貼	2,509	3,143
Share options — value of employee services	購股權 — 僱員服務價值	26,549	66,644
Stock appreciation rights expenses	股份增值權費用	(16,965)	19,422
Pension costs — defined contribution plans (Note)	退休金成本 — 定額供款計劃(附註)	16,190	14,961
Welfare and other expenses	福利及其他費用	14,756	17,537
		227,769	269,546
Amortization of intangible assets (Note 7)	無形資產攤銷(附註7)	17,318	44,639
Depreciation and depletion of property, plant and equipment	不動產、工廠及設備的折舊及折耗	887,714	816,728
Auditor's remuneration	核數師報酬		
— audit and audit related services	— 審計服務	4,619	3,831
— Non-audit services	— 非審計服務	1,097	307
Operating lease expenses	經營租賃費用	13,951	13,216

Note: The Group is required to make specific contributions to the state-sponsored retirement plan at a rate of 20% (2012: 20%) of the specified salaries of the qualified employees in the PRC. The PRC government is responsible for the pension liability to the retired employees.

附註：本集團需按合資格中國員工特定工資的20%（二零一二年：20%）的款項支付予國家規定的職工退休金計劃。中國政府負責該等退休員工的養老金責任。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

28. Directors', supervisors' and senior management's emoluments

(a) Directors' emoluments

The remuneration of every director and the chief executive officer is set out below:

Name of Director	Fees	Salaries and allowances	Discretionary bonuses	Employer's contribution to pension scheme	Share options expenses	Total
董事姓名	袍金	薪金及津貼	酌情獎金	退休計劃的僱主供款	購股權費用	總計
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
For the year ended December 31, 2013	截至二零一三年十二月三十一日止年度					
Zhang Ruilin*	張瑞霖*	-	4,332	3,714	-	8,624
Zhao Jiangwei	趙江巍	-	3,640	928	-	5,146
Forrest Dietrich**	Forrest Dietrich**	-	2,184	-	-	2,762
Allen Mak**	Allen Mak**	-	2,888	4,333	-	7,799
Sing Wang	王統	-	-	-	-	-
Jeffrey W. Miller	Jeffrey W. Miller	309	-	-	-	309
Mei Jianping	梅建平	248	-	-	-	248
Cai Rucheng	才汝成	248	-	-	-	248
Tao Tak Yin Dexter***	陶德賢***	-	1,444	3,590	-	5,034
Andrew Sherwood Harper***	Andrew Sherwood Harper***	-	2,236	619	-	3,181
Tsang Chi Kin	Tsang Chi Kin	-	-	-	-	-
Hung Leung	Hung Leung	-	-	-	-	-
		805	16,724	13,184	-	33,351

For the year ended December 31, 2012	截至二零一二年十二月三十一日止年度					
Zhang Ruilin*	張瑞霖*	-	4,295	960	-	6,625
Zhao Jiangwei	趙江巍	-	3,591	960	-	5,921
Forrest Dietrich	Forrest Dietrich	-	2,152	-	-	4,134
Allen Mak	Allen Mak	-	2,748	-	-	4,662
Sing Wang	王統	-	-	-	-	-
Tsang Chi Kin	Tsang Chi Kin	-	-	-	-	-
Law Cheuk Kin, Stephen	羅卓堅	-	-	-	-	-
Jeffrey W. Miller	Jeffrey W. Miller	315	-	-	-	604
Mei Jianping	梅建平	252	-	-	-	454
Cai Rucheng	才汝成	252	-	-	-	252
		819	12,786	1,920	-	22,652

* Mr. Zhang Ruilin is also the chief executive officer.
 ** Resigned with effect from July 19, 2013.
 *** Appointed with effect from July 19, 2013.

28. 董事、監事及高級管理層薪酬

(a) 董事酬金

截至二零一三年及二零一二年十二月三十一日止年度，每位董事及首席執行官的酬金載列如下：

Name of Director	Fees	Salaries and allowances	Discretionary bonuses	Employer's contribution to pension scheme	Share options expenses	Total
董事姓名	袍金	薪金及津貼	酌情獎金	退休計劃的僱主供款	購股權費用	總計
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
For the year ended December 31, 2013	截至二零一三年十二月三十一日止年度					
Zhang Ruilin*	張瑞霖*	-	4,332	3,714	-	8,624
Zhao Jiangwei	趙江巍	-	3,640	928	-	5,146
Forrest Dietrich**	Forrest Dietrich**	-	2,184	-	-	2,762
Allen Mak**	Allen Mak**	-	2,888	4,333	-	7,799
Sing Wang	王統	-	-	-	-	-
Jeffrey W. Miller	Jeffrey W. Miller	309	-	-	-	309
Mei Jianping	梅建平	248	-	-	-	248
Cai Rucheng	才汝成	248	-	-	-	248
Tao Tak Yin Dexter***	陶德賢***	-	1,444	3,590	-	5,034
Andrew Sherwood Harper***	Andrew Sherwood Harper***	-	2,236	619	-	3,181
Tsang Chi Kin	Tsang Chi Kin	-	-	-	-	-
Hung Leung	Hung Leung	-	-	-	-	-
		805	16,724	13,184	-	33,351

For the year ended December 31, 2012	截至二零一二年十二月三十一日止年度					
Zhang Ruilin*	張瑞霖*	-	4,295	960	-	6,625
Zhao Jiangwei	趙江巍	-	3,591	960	-	5,921
Forrest Dietrich	Forrest Dietrich	-	2,152	-	-	4,134
Allen Mak	Allen Mak	-	2,748	-	-	4,662
Sing Wang	王統	-	-	-	-	-
Tsang Chi Kin	Tsang Chi Kin	-	-	-	-	-
Law Cheuk Kin, Stephen	羅卓堅	-	-	-	-	-
Jeffrey W. Miller	Jeffrey W. Miller	315	-	-	-	604
Mei Jianping	梅建平	252	-	-	-	454
Cai Rucheng	才汝成	252	-	-	-	252
		819	12,786	1,920	-	22,652

* 張瑞霖先生亦為首席執行官。
 ** 於二零一三年七月十九日辭任。
 *** 於二零一三年七月十九日獲委任。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

28. Directors', supervisors' and senior management's emoluments (Continued)

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the years ended December 31, 2013 and 2012 are as follows:

		Year ended December 31, 截至十二月三十一日止年度	
		2013 二零一三年	2012 二零一二年
Directors	董事	2	3
Non-director individual	非董事人士	3	2

The details of emoluments paid to the five highest individuals who were Directors of the Company during the years ended December 31, 2013 and 2012 have been included in above. Details of emoluments paid to the remaining non-director individual are as follows:

		Year ended December 31, 截至十二月三十一日止年度	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Salaries and allowances	薪金及津貼	4,697	1,170
Discretionary bonuses	酌情獎金	7,799	1,189
Stock appreciation rights granted	已授股份增值權	–	2,995
Share options granted	已授出購股權	8,397	30,898
		20,893	36,252

28. 董事、監事及高級管理層薪酬(續)

(b) 五名最高薪人士

本集團截至二零一三年及二零一二年十二月三十一日止年度五名最高薪人士如下：

		Year ended December 31, 截至十二月三十一日止年度	
		2013 二零一三年	2012 二零一二年
Directors	董事	2	3
Non-director individual	非董事人士	3	2

本公司截至二零一三年及二零一二年十二月三十一日止年度已付五名最高薪人士中的本公司董事的酬金詳情已在上文列示。已付餘下非董事人士的酬金詳情如下：

		Year ended December 31, 截至十二月三十一日止年度	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Salaries and allowances	薪金及津貼	4,697	1,170
Discretionary bonuses	酌情獎金	7,799	1,189
Stock appreciation rights granted	已授股份增值權	–	2,995
Share options granted	已授出購股權	8,397	30,898
		20,893	36,252



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

28. Directors', supervisors' and senior management's emoluments (Continued)

(b) Five highest paid individuals (Continued)

The emoluments fell within the following bands:

Emolument bands (in HK dollar)	薪酬範圍(港元)	Number of individuals 人數	
		2013 二零一三年	2012 二零一二年
HK\$5,500,001–HK\$6,000,000	5,500,001 港元–6,000,000 港元	–	1
HK\$6,500,001–HK\$7,000,000	6,500,001 港元–7,000,000 港元	1	–
HK\$7,000,001–HK\$7,500,000	7,000,001 港元–7,500,000 港元	1	1
HK\$8,000,001–HK\$8,500,000	8,000,001 港元–8,500,000 港元	–	1
HK\$9,500,001–HK\$10,000,000	9,500,001 港元–10,000,000 港元	2	–
HK\$10,500,001–HK\$11,000,000	10,500,001 港元–11,000,000 港元	1	–
HK\$20,000,001–HK\$20,500,000	20,000,001 港元–20,500,000 港元	–	1
HK\$24,000,001–HK\$24,500,000	24,000,001 港元–24,500,000 港元	–	1
		5	5

(c) During the financial year ended December 31, 2013, none of the directors of the Company and the five highest paid individuals:

- (i) received any emolument from the Group as an inducement upon joining the Group;
- (ii) receive any compensation for losses of office as a director or managerial of any member of the Group;
- (iii) waived or has agreed to waive any emoluments.

28. 董事、監事及高級管理層薪酬(續)

(b) 五名最高薪人士(續)

此等薪酬在下列組合範圍內：

Emolument bands (in HK dollar)	薪酬範圍(港元)	Number of individuals 人數	
		2013 二零一三年	2012 二零一二年
HK\$5,500,001–HK\$6,000,000	5,500,001 港元–6,000,000 港元	–	1
HK\$6,500,001–HK\$7,000,000	6,500,001 港元–7,000,000 港元	1	–
HK\$7,000,001–HK\$7,500,000	7,000,001 港元–7,500,000 港元	1	1
HK\$8,000,001–HK\$8,500,000	8,000,001 港元–8,500,000 港元	–	1
HK\$9,500,001–HK\$10,000,000	9,500,001 港元–10,000,000 港元	2	–
HK\$10,500,001–HK\$11,000,000	10,500,001 港元–11,000,000 港元	1	–
HK\$20,000,001–HK\$20,500,000	20,000,001 港元–20,500,000 港元	–	1
HK\$24,000,001–HK\$24,500,000	24,000,001 港元–24,500,000 港元	–	1
		5	5

(c) 於截至二零一三年十二月三十一日止的財政年度期間，無任何本公司董事或五名最高薪人士涉及下列之事項：

- (i) 收取任何酬金作為加入本集團時的獎勵；
- (ii) 收取任何補償金作為失去董事或任何管理層職位的補償；
- (iii) 放棄或同意放棄任何報酬。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

28. Directors', supervisors' and senior management's emoluments (Continued)

(d) Senior management remuneration band

The emoluments fell within the following band:

Emolument bands (in HK dollar)	薪酬範圍(港元)	Number of individuals 人數	
		2013 二零一三年	2012 二零一二年
HK\$300,000–HK\$1,000,000	300,000 港元–1,000,000 港元	4	–
HK\$1,000,001–HK\$1,500,000	1,000,001 港元–1,500,000 港元	3	–
HK\$1,500,001–HK\$2,000,000	1,500,001 港元–2,000,000 港元	1	–
HK\$3,000,001–HK\$3,500,000	3,000,001 港元–3,500,000 港元	1	–
HK\$3,500,001–HK\$4,000,000	3,500,001 港元–4,000,000 港元	2	2
HK\$4,000,001–HK\$4,500,000	4,000,001 港元–4,500,000 港元	1	1
HK\$4,500,001–HK\$5,000,000	4,500,001 港元–5,000,000 港元	–	–
HK\$5,000,001–HK\$5,500,000	5,000,001 港元–5,500,000 港元	–	1
HK\$5,500,001–HK\$6,000,000	5,500,001 港元–6,000,000 港元	–	2
HK\$6,000,001–HK\$6,500,000	6,000,001 港元–6,500,000 港元	2	–
HK\$7,000,001–HK\$7,500,000	7,000,001 港元–7,500,000 港元	–	1
HK\$8,000,001–HK\$8,500,000	8,000,001 港元–8,500,000 港元	–	1
HK\$20,000,001–HK\$20,500,000	20,000,001 港元–20,500,000 港元	–	1
HK\$24,000,001–HK\$24,500,000	24,000,001 港元–24,500,000 港元	–	1
		14	10

29. Income tax expense

Current income tax — overseas
Deferred income tax (Note 20)

當期所得稅 — 海外
遞延所得稅(附註20)

28. 董事、監事及高級管理層薪酬(續)

(d) 高級管理層薪酬按組合範圍呈列

此等薪酬在下列組合範圍內：

29. 所得稅費用

Year ended December 31,
截至十二月三十一日止年度

		2013	2012
		二零一三年 RMB'000 人民幣千元	二零一二年 RMB'000 人民幣千元
Current income tax — overseas	當期所得稅 — 海外	209,154	276,887
Deferred income tax (Note 20)	遞延所得稅(附註20)	(34,071)	18,878
		175,083	295,765

Taxation has been calculated on the estimated assessable profit for the year at the rates of taxation prevailing in the countries in which the Group operates.

課稅按照本年度估計應課稅利潤計算，計算基礎乃本集團經營業務所在國家的現行稅率。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

29. Income tax expense (Continued)

The tax on the Group's profit before tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the consolidated entities as follows:

		Year ended December 31, 截至十二月三十一日止年度	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Profit before income tax	除所得稅前利潤	454,867	837,037
Tax calculated at domestic tax rates applicable to profits in the respective countries	在各有關國家的利潤按適用的當地稅率計算的稅項	195,689	248,467
Tax effects of:	稅項影響		
— Income not subject to tax	— 無須繳稅收入	(2,912)	(2,621)
— Expenses not deductible for tax purposes	— 不可扣稅支出	7,674	27,315
— Re-measurement of deferred tax due to change in the Kazakhstan tax rate	— 根據哈薩克斯坦稅率的變化重新計量遞延稅項	(30,728)	28,294
— Tax losses for which no deferred income tax asset was recognized	— 未確認遞延所得稅資產的稅務虧損	1,624	—
— Over provision in respect of prior years	— 以前年度超額準備	3,736	—
— Others	— 其他	—	(5,690)
Tax charge	稅項支出	175,083	295,765

The weighted average effective tax rate was 38% (2012: 35%) for the year ended December 31, 2013.

Deferred tax in Kazakhstan has been re-measured to reflect the changes in excess profit tax rate of Kazakhstan will be applied in the future, which is mainly caused by changes in management forecast of future capital expenditures and other tax rates.

The excess profit tax rate is based on rate of return on subsurface use operations and requires estimation of future taxable income, capital expenditures and other assumptions which affect the estimations of amounts and periods when deductible/taxable temporary differences existing at the reporting date are reversed/settled.

29. 所得稅費用(續)

本集團就除稅前利潤的稅項，與採用合併主體利潤適用的加權平均稅率而應產生的理論稅額的差額如下：

		Year ended December 31, 截至十二月三十一日止年度	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Profit before income tax	除所得稅前利潤	454,867	837,037
Tax calculated at domestic tax rates applicable to profits in the respective countries	在各有關國家的利潤按適用的當地稅率計算的稅項	195,689	248,467
Tax effects of:	稅項影響		
— Income not subject to tax	— 無須繳稅收入	(2,912)	(2,621)
— Expenses not deductible for tax purposes	— 不可扣稅支出	7,674	27,315
— Re-measurement of deferred tax due to change in the Kazakhstan tax rate	— 根據哈薩克斯坦稅率的變化重新計量遞延稅項	(30,728)	28,294
— Tax losses for which no deferred income tax asset was recognized	— 未確認遞延所得稅資產的稅務虧損	1,624	—
— Over provision in respect of prior years	— 以前年度超額準備	3,736	—
— Others	— 其他	—	(5,690)
Tax charge	稅項支出	175,083	295,765

截至二零一三年十二月三十一日止年度之加權平均有效稅率為38% (二零一二年：35%)。

對本集團於哈薩克斯坦之作業的遞延所得稅進行的重新計量是用以反映未來超額利潤稅率估計的變化，該變化主要是因為管理層對未來資本支出及其他稅率估計的變化。

超額利潤稅率基於地下開發使用的回報率，並需要對未來應課稅收入、資本性支出及其他會影響到財務報告期間可抵扣/應課稅暫時性差異轉回/結算的期間及數量的估計的相關假設。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

30. Profit attributable to owners of the Company

The profit attributable to owners of the Company is dealt with in the financial statements of the Company to the extent of RMB61.6 million (2012: RMB97.8 million).

31. Earnings per share

(a) Basic

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year.

30. 本公司所有者應佔利潤

本公司所有者應佔利潤列載於本公司財務報表，總金額為人民幣61.6百萬元(二零一二年：人民幣97.8百萬元)。

31. 每股收益

(a) 基本

基本每股收益是根據本公司所有者的應佔利潤，除以本年度內已發行普通股的加權平均數目計算。

		Year ended December 31, 截至十二月三十一日止年度	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Profit attributable to owners of the Company	本公司所有者應佔利潤	283,009	543,966
Weighted average number of ordinary shares (thousands)	加權平均普通股數目(千股)	2,615,535	2,644,812
Earnings per share, Basic (RMB per share)	每股基本收益(每股人民幣)	0.11	0.21



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

31. Earnings per share (Continued)

(b) Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company has share options outstanding which are potentially dilutive. A calculation is performed to determine the number of ordinary shares that could have been acquired at fair value (determined as the average annual market share price of the Company's shares) based on the monetary value of the subscription rights attached to the weighted average number of outstanding share options. The number of ordinary shares calculated above for basic earnings per share is increased by the number of ordinary shares that would have been issued assuming the exercise of the share options at the date later of beginning of the relevant period or the date of issue.

31. 每股收益(續)

(b) 稀釋

每股稀釋收益乃假設所有稀釋潛在普通股獲兌換後，經調整已發行普通股的加權平均數計算。本公司尚未行使之購股權具有潛在稀釋效應。至於購股權，根據未行使購股權的加權平均數所附認購權的貨幣價值，釐定可能已按公允價值(即本公司股份的平均年度市價)購入的普通股數目。按以上基本每股收益方式計算的普通股數目，需加上假設購股權於相關期間期初或實際發行日兩者之中較晚日期獲行使或轉換而發行的普通股數量。

		Year ended December 31, 截至十二月三十一日止年度	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Earnings	收益		
Profit attributable to owners of the Company used to determine diluted earnings per share	用於釐定每股稀釋收益的本公司所有者應佔淨利潤	283,009	543,966
Weighted average number of ordinary shares (thousands)	加權平均普通股數目(千股)	2,615,535	2,644,812
Adjustments for:	調整：		
— share options (thousands)	— 購股權(千份)	8,123	10,592
Weighted average number of diluted potential ordinary shares for diluted earnings per share (thousands)	為計算每股稀釋收益的稀釋潛在普通股加權平均數(千股)	2,623,658	2,655,404
Earnings per share, Diluted (RMB per share)	每股稀釋利潤(每股人民幣)	0.11	0.20



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

32. Dividends

A final dividend of HK\$0.059 per share in respect of the year ended December 31, 2012, amounting to a total dividend of HK\$156 million (equivalent to RMB126 million) was approved at the annual general meeting on May 24, 2013 and was fully paid on June 13, 2013.

A dividend in respect of the year ended December 31, 2013 of HK\$0.029 per share, amounting to a total dividend of HK\$78 million (equivalent to RMB61 million), is to be proposed at the forthcoming annual general meeting. These financial statements do not reflect this dividend payable.

32. 權益分派

於二零一三年五月二十四日的股東周年大會上通過了截至二零一二年十二月三十一日止年度相關股息之提議。該股息為每股0.059港元，總額為156百萬港元(等價於人民幣126百萬元)，並已於二零一三年六月十三日支付。

於即將舉行的股東周年大會上，董事會將建議就截至二零一三年十二月三十一日止年度派發股息為每普通股0.029港元，總額為78百萬港元(等價於人民幣61百萬元)。本財務報表未反映此項應付股利。

		Year ended December 31, 截至十二月三十一日止			
		2013 二零一三年		2012 二零一二年	
		HK\$'000 千港元	RMB'000 人民幣千元	HK\$'000 千港元	RMB'000 人民幣千元
Proposed final dividend of HK\$0.029 (2012: HK\$0.059) per ordinary share	擬派本期股利每普通股 0.029 港元(二零一二年： 每普通股0.059 港元)	77,572	60,969	156,223	126,665



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

33. Cash generated from operating activities

33. 經營活動產生的現金

		Year ended December 31, 截至十二月三十一日止年度	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Profit before income tax	除所得稅前利潤	454,867	837,037
Adjustments for:	調整：		
Depreciation, depletion and amortization	折舊、折耗及攤銷	905,032	861,367
Interest expenses — net	淨利息支出	394,826	275,707
Exchange (gains)/losses	匯兌(利得)/虧損	(50,300)	2,307
Losses/(gains) on oil hedge options	石油套期期權的公允價值 損失/(利得)	7,626	(1,487)
Loss/(gain) from changes of fair value of derivative financial instruments	衍生金融工具公允價值變動 損失/(收益)	—	(17,317)
Loss on disposal of joint venture	處置合營投資損失	1,379	—
Share-based payment to consultants	予諮詢公司以股份為基礎的支付	—	5,341
Share-based payment to employees	員工購股權	26,549	66,644
Share of losses from investments in joint ventures	享有合營投資虧損的份額	68,777	8,265
Others	其他	—	2,482
Changes in working capital:	營運資金變動：		
Inventories	存貨	2,681	(780)
Trade and other receivables	應收及其他應收款	88,316	(196,577)
Trade and other payables	應付及其他應付款	(127,154)	(163,914)
Cash generated from operations	經營產生的現金	1,772,599	1,679,075



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

34. Commitments and contingencies

(a) Commitments

- (i) The Group does not have any capital expenditure contracted for at the end of the reporting period.

The Group has operating lease commitments related to its non-cancellable operating leases for offices. The future aggregate minimum lease payments under these operating leases are as follows:

		As at December 31, 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Less than 1 year	少於一年	13,530	5,044
Within 1–2 years	一至兩年	3,202	2,843
Within 2–5 years	二至五年	320	1,853
		17,052	9,740

- (ii) According to the production contracts for four blocks in Kazakhstan, the Group is obligated to perform minimum work program during the life of the production contracts. Set out below is the commitments for the minimum work program:

		As at December 31, 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Less than 1 year	少於一年	409,438	514,249
Within 1–2 years	一至兩年	434,868	412,856
Within 2–5 years	二至五年	1,429,438	1,377,279
Over 5 years	五年以上	5,388,564	5,955,974
		7,662,308	8,260,358

34. 承諾事項及或有負債

(a) 承諾

- (i) 於報告期末，本集團不存在任何已簽訂合同的資本支出。

本集團因經營租賃辦公室而擁有不可撤銷的經營租約承諾。經營租賃項下的未來最低租賃付款額列示如下：

		As at December 31, 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Less than 1 year	少於一年	13,530	5,044
Within 1–2 years	一至兩年	3,202	2,843
Within 2–5 years	二至五年	320	1,853
		17,052	9,740

(ii) 根據哈薩克斯坦四個區塊的生產合同，本集團必須在合同期限內執行最低工作計劃列示如下：

		As at December 31, 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Less than 1 year	少於一年	409,438	514,249
Within 1–2 years	一至兩年	434,868	412,856
Within 2–5 years	二至五年	1,429,438	1,377,279
Over 5 years	五年以上	5,388,564	5,955,974
		7,662,308	8,260,358

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

34. Commitments and contingencies (Continued) 34. 承諾事項及或有負債(續)

(a) Commitments (Continued)

(ii) (Continued)

The minimum work program includes capital expenditure of RMB2,161 million (2012: RMB2,491 million) to be incurred over the life of the production contracts expiring in 2036. Other commitments represent mainly other direct operation and maintenance costs of wells and related facilities.

The Group has a commitment to provide funding if called by SGE in accordance with the 2014 SGE annual budget as approved by its board of directors up to US\$69.3 million (equivalent to RMB422.5 million).

(b) Contingencies

On August 28, 2000, MIE entered into a PSC with Sinopec for exploration and development of Luojiayi 64 block at Shengli oilfield in Shandong Province, which was suspended since the end of 2004. In April 2005, MIE requested an extension from Sinopec to restart the project. On September 27, 2006, MIE received a letter from Sinopec denying the request to restart the project and seeking to terminate the PSC on the grounds that the extension period of the trial-development phase had expired and MIE had not met its investment commitment under the PSC. The Company believes its investment in the project at Shengli oilfield had met the required commitment amount under the PSC. The PSC with Sinopec has not been formally terminated and the dispute has not entered any judicial proceedings.

As advised by the external legal counsel of the Company, the probability of claim from Sinopec for unfulfilled investment commitment, if any, in relation to the pilot-development phase is remote as the statute of limitations has run out.

(a) 承諾(續)

(ii) (續)

該最低工作量計劃中包含截至二零三六年生產合同終止日內發生的資本性支出人民幣2,161百萬元(二零一二年: 人民幣2,491百萬元)。其他承諾支出主要是油氣井及相關設施的運行和維護成本。

本集團對SGE承諾, 根據SGE董事會同意的2014年度預算, 如果SGE發出籌款要求, 即共提供至多6,930萬美元(等價於422.5百萬元人民幣)。

(b) 或有負債

於二零零零年八月二十八日, MIE與中石化訂立產品分成合同, 以勘探及開發位於山東省勝利油田的羅家義64區塊。該項目已自二零零四年末起被擱置。二零零五年四月, MIE向中石化要求延長期限以重新啟動勝利油田項目。於二零零六年九月二十七日, MIE接獲中石化否決其重新啟動該項目要求的函件, 且中石化以試驗開發階段延長期限已屆滿及MIE並未履行產品分成合同項下的投資承諾為由, 要求終止產品分成合同。MIE認為於勝利油田項目中的投資已符合產品分成合同的所規定的承諾金額。與中石化的產品分成合同並未正式終止, 且該爭端並未進入任何司法程序。

根據本公司所獲外部法律顧問建議, 中石化對試驗開發階段相關未完成投資承諾索賠(如有)的可能性較小, 概因已超過訴訟時效。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

34. Commitments and contingencies (Continued)

(b) Contingencies (Continued)

Apart from the above, the Group has contingent liabilities in respect of claims or other legal procedures arising in its ordinary course of business from time to time. As at December 31, 2013, the directors of the Company did not anticipate that any material liabilities will arise from the contingent liabilities other than those provided for in the financial statements.

35. Business combination

On November 21, 2012, the Company and Sunwing Energy Limited (“Sunwing”), a limited liability company incorporated in Canada, entered into an agreement to acquire all of the issued and outstanding equity interest of PCR for a total cash consideration of US\$39.6 million (equivalent to RMB248.7 million). The acquisition was completed on December 14, 2012.

Pursuant to a production sharing contract with PetroChina, PCR holds 100% participating interest in the foreign contractor’s entitlement and obligations. The production sharing contract, originally signed in 1997 with a maximum term of 30 years, has been in the commercial production phase since 2009 and covers an area of 31.29 square kilometres named Kongnan block within Dagang oilfield in Hebei province in the PRC. PCR can conduct oil development and production operations in the contracted area and share in the production of crude oil with PetroChina after the successful development of oil reserves.

34. 承諾事項及或有負債(續)

(b) 或有負債(續)

除上述情況外，本集團在日常業務中時而會發生與索償或其他法律程序相關的或有負債。於二零一三年十二月三十一日，本公司董事預期除已於財務報表中撥備外，不存在任何或有負債將構成重大負債的事項。

35. 業務合併

於二零一二年十一月二十一日，本公司與 Sunwing Energy Limited (一家在加拿大註冊的有限責任公司，以下簡稱「Sunwing」) 簽訂了收購協議，以收購價款 39.6 百萬美元 (等價於人民幣 248.7 百萬元) 收購全部已發行的 PCR 股份。收購於二零一二年十二月十四日完成。

根據與中石油簽訂的產品分成合同，PCR 擁有外國合作者權益下 100% 的權利及義務份額。該產品分成合同最初於 1997 年簽署，期限最長為 30 年，合同區域涵蓋河北省大港油田孔南區塊面積為 31.29 平方公里的區域。該項目自 2009 年已進入商業生產階段。PCR 有權在合同區域內進行石油開發和生產經營活動，並在成功實施油藏開發後與中石油分享原油產出收益。



Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

35. Business combination (Continued)

The following table summarizes the consideration paid for PCR, using the fair value of assets acquired and liabilities assumed at the date the Group assumed control.

35. 業務合併(續)

下表為根據本集團視同對PCR取得控制之日起以公允價值計量的資產與負債計算得到的收購對價。

		RMB'000 人民幣千元
Consideration at December 31, 2012	於二零一二年十二月三十一日之對價	
Cash paid at completion	交割完成支付的現金	223,559
Cash retention amount to be paid in 180 days after closing (Note 22)	應於交割後180天內支付的預留款項 (附註22)	25,142
Total consideration	總對價	248,701
Recognized amounts of identifiable assets acquired and liabilities assumed	可辨認的購買資產和承擔負債的 確認數額	
Cash and cash equivalents	現金及現金等價物	9,239
Property, plant and equipment (Note 6)	不動產、工廠及設備(附註6)	217,957
Intangible assets (Note 7)	無形資產(附註7)	57,197
Trade and other receivables	應收及其他應收賬款	23,835
Trade and other payables	應付及其他應付賬款	(38,907)
Current income tax liabilities	當期所得稅負債	(897)
Deferred tax liabilities (Note 20)	遞延所得稅負債(附註20)	(26,251)
Total identifiable net assets	可辨認淨資產總額	242,173
Goodwill arising from acquisition of PCR (Note 7)	收購PCR產生的商譽 (附註7)	6,528
Cash consideration paid	支付的現金對價	223,559
Cash and cash equivalents of PCR at date of acquisition	收購日PCR擁有的現金及 現金等價物	(9,239)
Net cash out flow	現金流出淨值	214,320

Acquisition-related costs of RMB24 million have been charged to the consolidated statement of comprehensive income for the year ended December 31, 2012.

收購相關成本人民幣24百萬元已從截至二零一二年十二月三十一日止年度的利潤表中支銷。

Had PCR been consolidated from January 1, 2012, the consolidated statement of comprehensive income would show pro-forma revenue of RMB3,709 million and pro-forma net profit of RMB574 million. The consolidated revenue and profit, assuming PCR has been consolidated from January 1, 2012, have included additional amortization of mining rights and oil and gas properties recognized on acquisition.

若PCR於二零一二年一月一日起納入合併範圍，則反映於合併綜合收益表的估計收益為人民幣3,709百萬元，估計淨利潤為574百萬元。該估計收益及估計利潤已考慮收購時確認的採礦權及油氣資產額外的折舊攤銷金額。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

35. Business combination (Continued)

In 2013, the Company has finalized the purchase price allocation and adjusted the relevant assets and liabilities acquired which resulted in a decrease of RMB3.4 million (Note 7) in the recognized goodwill. In this connection, contingent consideration amounting to RMB28.0 million was recognized (Note 10). The fair value of this contingent consideration was estimated by applying the discounted cash flow model.

36. Transaction with non-controlling interests

Disposal of interest in a subsidiary without loss of control

On or around October 23, 2013, Asia Power entered into share subscription agreements with the Company and other independent investors pursuant to which Asia Power offered ordinary shares for subscription, on a private placement basis ("Placement"). Prior to the Placement, the Company has funded Asia Power a total of US\$49.0 million (equivalent to RMB299.0 million), which was converted from a shareholder loan to its equity interest in Asia Power. Pursuant to the share subscription agreements, the Company and the various investors paid the subscription proceeds of US\$12.0 million (equivalent to RMB73.7 million) and US\$7.8 million (equivalent to RMB47.6 million), respectively. Upon the completion of the Placement, the Company's equity interest in Asia Power was diluted from 100% to 92.18%. The effect of changes in the interests of Asia Power on the equity attributable to owners of the Company during the year is summarized as follows:

35. 業務合併(續)

於二零一三年，本公司最終確定收購對價分配及對相關收購資產、負債的調整，這導致原確認的商譽減少人民幣3.4百萬元(附註7)。與此相關，確認的或有對價金額為人民幣28.0百萬元(附註10)。或有對價的公允價值使用現金流折現模型估計。

36. 與非控制權益的交易

未喪失控制權條件下出售對子公司權益

於二零一三年十月二十三日前後，Asia Power與本公司及其他獨立投資者簽訂了股份認購協議，以非公開配售方式(以下簡稱「配售」)向本公司及其他獨立投資者發行可認購普通股。在配售之前，本公司向Asia Power總計注資49.0百萬美元(等價於人民幣299.0百萬元)，該筆款項由股東貸款轉換為對Asia Power的股權。根據股份認購協議，本公司及其他投資者分別支付了12.0百萬美元(等價於人民幣73.7百萬元)及7.8百萬美元(等價於人民幣47.6百萬元)認購款。配售完成後，本公司對Asia Power的權益由100%稀釋到92.18%。Asia Power年內股權份額的變化對歸屬於本公司所有者權益的影響概述如下：

		As at December 31, 2013 於二零一三年 十二月三十一日 RMB'000 人民幣千元
Carrying amount of non-controlling interests disposed of	出售非控制權益的賬面價值	(45,838)
Consideration received from non-controlling interests	從非控制權益收到的價款	47,555
Gain on disposal within equity	出售利得計入權益	1,717

Asia Power subsequently changed its name to Asia Gas & Energy Limited (Note 9) after the completion of the Placement.

Asia Power在完成配售之後更名為Asia Gas & Energy Limited(附註9)。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

37. Related party transactions

The Group is controlled by Far East Energy Limited (“FEEL”), which owns 53.42% of the Company’s shares and is also the ultimate parent company of the Group. FEEL is a limited liability company incorporated in Hong Kong and its ultimate benefit owners are Mr. Zhang Ruilin, Mr. Zhao Jiangwei and Ms. Zhao Jiangbo (“Mrs. Zhang”).

(a) The following transactions were carried out with related parties:

37. 關聯方交易

本集團受Far East Energy Limited(以下簡稱「FEEL」)直接控制。FEEL擁有本公司股本的53.42%，並且是本集團的最終母公司。FEEL為一家在香港註冊的有限責任公司，其最終受益方為張瑞霖先生、趙江巍先生及趙江波女士(張先生之配偶，以下簡稱「張夫人」)。

(a) 與關聯方的交易列示如下：

		Year ended December 31, 截至十二月三十一日止年度	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Transactions with PSC partners	與產品分成合同夥伴的交易		
Global Oil Corporation (“GOC”)	環球石油		
– Cash receipts from the PSCs received by the Group on GOC’s behalf	– 根據產品分成合同代表環球石油收取的款項	253,665	323,457
– Repayment of loan by GOC	– 環球石油償還貸款	35,870	–
– Loans to GOC	– 予環球石油貸款	(154,158)	(106,713)
– Expenditures for PSCs incurred on GOC’s behalf	– 根據產品分成合同代表環球石油所付生產費用	(140,689)	(267,732)
– Deposit paid on GOC’s behalf	– 代環球石油支付勞動用工風險保證金	(620)	–
PetroChina	中石油		
– Sales to PetroChina	– 對中石油的銷售額	2,440,923	2,924,726
– Expenditures for PSCs incurred on PetroChina’s behalf	– 根據產品分成合同代表中石油所支付的生產費用	(310,789)	(177,259)
Transactions with joint ventures	與合營企業的交易		
White Hawk	White Hawk		
– Loan granted to White Hawk	– 授予White Hawk的貸款	(5,131)	(2,093)
– Interest income from loan	– 貸款利息收入	122	3
SGE	SGE		
– Loan to SGE	– 授予SGE的貸款	(9,450)	(2,766)
Transactions with controlling shareholder of the Company’s ultimate holding company and/or a company/person related to the controlling shareholder of the Company’s ultimate holding company(*)	與本公司最終控股公司、 控股股東或本公司 最終控股公司 控股股東的 關聯公司/人士的 交易(*)		
– Purchases of spare parts	– 採購備品備件	(165)	(392)
– Purchases of vehicles	– 採購汽車	–	(2,005)
– Purchase for oilfield services	– 購買鑽井服務	(206,632)	(181,878)
– Rental of vehicles and office premises	– 汽車和房屋的租賃	(4,060)	(4,501)

* All amounts disclosed above represented gross amount transacted between the Group’s subsidiaries, acting as operator for Daan, Moliqing, Miao 3 and Kongnan, with Jilin Guotai Petroleum Development Company and its subsidiaries, which are controlled by Mrs. Zhang.

* 以上所披露的金額為本集團子公司(作為大安、莫里青和廟3三個油田的作業者)與關聯公司交易的總額。吉林省國泰石油開發有限公司及其子公司為張夫人所控制。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

37. Related party transactions (Continued)

(b) Year-end balances with related parties are summarized as follows:

37. 關聯方交易(續)

(b) 關聯方交易年末餘額總結如下：

		As at December 31, 於十二月三十一日	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Included in 'trade and other receivables':	「應收及其他應收賬款」包括：		
Trade receivables from PSC partner	應收產品分成合同夥伴款項	244,143	371,787
Other receivables from PSC partners	其他應收產品分成合同夥伴款項	258,473	256,776
Cash call paid to the Group's joint venture	現金投入於本集團合營企業	12,133	4,862
		514,749	633,425
Included in 'trade and notes payables':	「應付賬款及應付票據」包括：		
Trade payables to companies controlled by the controlling shareholder of the Company's ultimate holding company	應付受本公司最終控股方 控股股東控制的公司的款項	61,293	8,353

Other receivables from PSC partners represent advances to GOC and PetroChina mainly from cash receipts received by the Group on the behalf of GOC and expenditures incurred from and for the respective PSCs by the Group on the behalf of GOC and PetroChina, respectively.

「其他應收產品分成合同合作夥伴款項」為預付給環球石油和中石油的款項，主要來自於本集團按照環球石油應享有的份額代環球石油收取的款項及根據產品分成合同代環球石油和中石油代墊的費用。

Cash call paid to the Group's joint venture represent the loans to the Group's joint ventures for their development and operation.

「現金投入於本集團合營企業」為對本集團合營企業開發及經營的貸款。

Trade payables to companies controlled by the controlling shareholder of the Company's ultimate holding company represent payables for oilfield related services from Jilin Guotai Petroleum Development Company and its subsidiaries, Songyuan Guotai Petroleum Technology Service Company and Jilin Guotai Drilling Engineering Technology Service Company.

「應付受本公司最終控股方控股股東控制的公司的款項」為向吉林省國泰石油開發有限公司及其子公司松原市國泰石油科技服務有限公司及吉林省國泰鑽採工程技術服務有限公司支付油田相關服務的應付款。

At December 31, 2013, all (2012: all) balances are interest-free and unsecured.

於二零一三年十二月三十一日，所有(二零一二年：所有)上述結餘款項無抵押性質且不計利息。

Notes to the Consolidated Financial Statements (Continued)

合併財務報表附註(續)

37. Related party transactions (Continued)

(c) Loan to related parties

		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Loans to joint ventures:	予共同控制實體貸款：		
At January 1,	於一月一日	4,861	-
Loans advanced during year	年內預付貸款	14,582	5,800
Loan repayments received	已償還貸款	(7,162)	(942)
Exchange difference	匯兌差額	(148)	4
At December 31,	於十二月三十一日	12,133	4,862

The loans to joint ventures are interest-free and have no fixed terms of repayment.

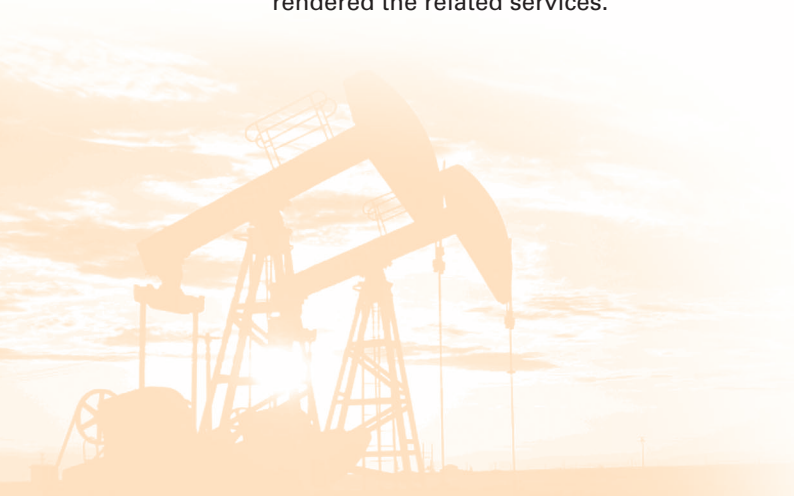
予共同控制實體貸款無利息且沒有固定償還條款。

(d) Key management compensation:

		Year ended December 31, 截至十二月三十一日止年度	
		2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Salaries	薪金	24,124	22,384
Bonuses	獎金	21,690	4,989
Share option — value of employee services	購股權 — 僱員服務價值	12,826	48,026
Benefits in-kind	其他福利	3,146	1,056
		61,786	76,455

Bonuses fall due wholly within twelve months after the end of the reporting period in which management rendered the related services.

紅利將於管理人員提供相關服務期滿後十二個月內全數到期。





MIE HOLDINGS CORPORATION
MI 能源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock code 股份代號: 1555)

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