



**中國油氣控股有限公司**  
**SINO OIL AND GAS HOLDINGS LIMITED**

Stock Code 股份代號: 702

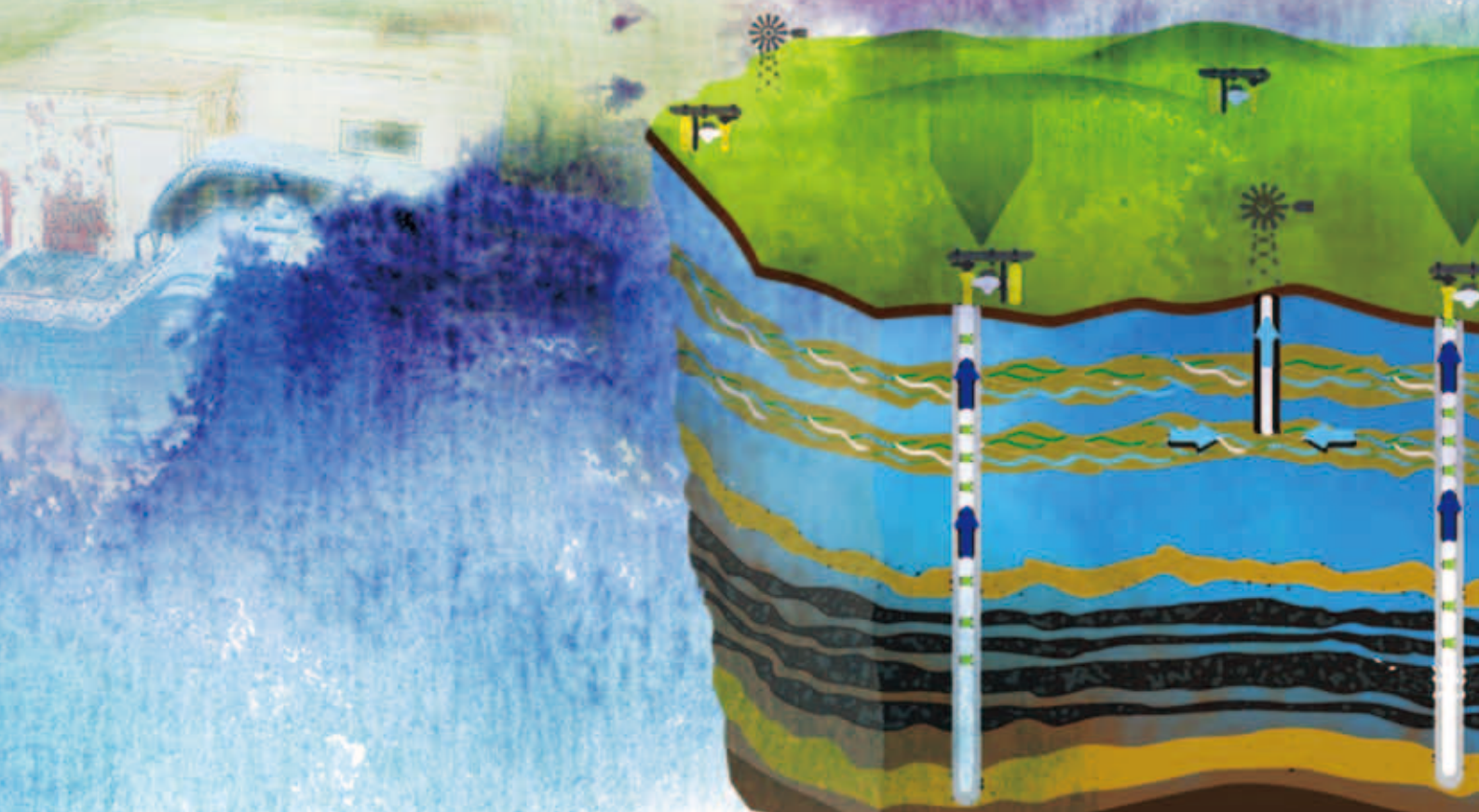
年  
**ANNUAL**報  
**REPORT** **2012**

油氣業務  
*Oil and Gas Operation*



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# Corporate Information

## 公司資料

### DIRECTORS

#### Executive Directors

Dr. Dai Xiaobing (*Chairman*)  
Mr. King Hap Lee (*Deputy Chairman*)  
Mr. Xu Zucheng (*Chief Executive Officer*)  
Mr. Wang Ziming  
Mr. Wan Tze Fan Terence

#### Non-executive Director

Mr. Kong Siu Tim

#### Independent Non-executive Directors

Mr. Wong Kwok Chuen Peter  
Professor Wong Lung Tak Patrick  
Dr. Wang Yanbin

### COMPANY SECRETARY

Ms. Yim Siu Hung

## 2 HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Suite 3707-3708, West Tower, Shun Tak Centre  
168-200 Connaught Road Central  
Hong Kong

### REGISTERED OFFICE

Clarendon House, 2 Church Street  
Hamilton HM11  
Bermuda

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited  
Shops 1712-1716, 17/F., Hopewell Centre  
183 Queen's Road East, Wanchai  
Hong Kong

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Butterfield Fulcrum Group (Bermuda) Limited  
26 Burnaby Street  
Hamilton HM 11  
Bermuda

### 董事

#### 執行董事

戴小兵博士 (*主席*)  
景哈利先生 (*副主席*)  
徐祖成先生 (*行政總裁*)  
王自明先生  
溫子勳先生

#### 非執行董事

江少甜先生

#### 獨立非執行董事

黃國全先生  
黃龍德教授  
王延斌博士

### 公司秘書

嚴筱虹女士

## 總辦事處及主要營業地點

香港  
干諾道中168-200號  
信德中心西座3707-3708室

### 註冊辦事處

Clarendon House, 2 Church Street  
Hamilton HM11  
Bermuda

### 香港股份過戶登記分處

香港中央證券登記有限公司  
香港  
灣仔皇后大道東183號  
合和中心17樓1712-1716室

### 主要股份過戶登記處

Butterfield Fulcrum Group (Bermuda) Limited  
26 Burnaby Street  
Hamilton HM 11  
Bermuda

### HONG KONG LEGAL ADVISOR

Michael Li & Co.  
19/F, Prosperity Tower,  
39 Queen's Road Central, Central, Hong Kong

### BERMUDA LEGAL ADVISOR

Conyers Dill & Pearman  
2901 One Exchange Square  
8 Connaught Place, Central  
Hong Kong

### AUDITOR

BDO Limited  
Certified Public Accountants  
25th Floor, Wing On Centre  
111 Connaught Road Central  
Hong Kong

### STOCK CODE

702

### WEBSITE

[www.sino-oilgas.hk](http://www.sino-oilgas.hk)

### 香港法律顧問

李智聰律師事務所  
香港中環皇后大道中39號  
豐盛創建大廈19樓

### 百慕達法律顧問

Conyers Dill & Pearman  
香港  
中環康樂廣場8號  
交易廣場第1座2901室

### 核數師

香港立信德豪會計師事務所有限公司  
執業會計師  
香港干諾道中111號  
永安中心25樓

### 股份代號

702

### 網址

[www.sino-oilgas.hk](http://www.sino-oilgas.hk)

# Corporate Milestone

## 企業里程碑

### 2010

2010.12

The first successfully application of horizontal drilling well with main-lateral screen liner casing in China  
多分支水平井主井眼下入篩管技術國內首次應用成功

2010.11

Sino Oil and Gas acquired 100% equity interest of Orion, entering the China CBM sector  
中國油氣收購奧瑞安100%權益，正式走進中國煤層氣開發業務

2010.2

Highest single well daily flowage recorded at 15,000m<sup>3</sup> in Sanjiao CBM block.  
三交煤層氣區塊內，一期集輸管網建設正式啟動，單井日產氣量首次突破1.5萬立方米

### 2009

2009.12

Zhang Dejiang, former Vice Premier of State Council approved to promote a Coalbed Methane (CBM) development model namely the "Sanjiao Model" as proposed by PetroChina, which focusing on mutual planning and joint development between sino-foreign parties

張德江前副總理批示推廣中石油所創立的煤層氣區塊開發模式：以中外雙方共同籌劃，合作開發為基礎的「三交模式」

2009.5

Sino Oil and Gas became an (MSCI) China Small Cap Index stock  
中國油氣成為摩根士丹利資本國際(MSCI)環球小型企業指數成份股

### 2006

2006.3

Production Sharing Contract ("PSC") of Sanjiao CBM Block signed between Orion and PetroChina. Production sharing proportion between Orion and PetroChina are 70% and 30% respectively.  
奧瑞安與中石油正式簽訂三交煤層氣區塊產品分成合同，雙方分成比例分別為奧瑞安70%及中石油30%

Note: Sino Oil and Gas Holdings Ltd. ("Sino Oil and Gas") acquired 100% equity interest of Orion Energy International Inc. ("Orion") in November 2010, and Orion had become a wholly subsidiary of the Group

附註：中國油氣控股有限公司(「中國油氣」)於2010年11月收購奧瑞安能源國際有限公司(「奧瑞安」)之100%權益，成為本集團全資附屬公司

# Corporate Milestone

## 企業里程碑

### 2011

2011.12

Received RMB 1 billion credit facility  
from CDB Leasing Co. Ltd.  
獲國銀金融租賃有限公司  
10億元人民幣之授信額度

2011.8

CNG station with daily compression capacity of 30,000 m<sup>3</sup> was  
commissioned, enabling the commencement of trial gas sales  
日處理能力3萬立方米壓縮天然氣站正式啟動進入商業化試銷售

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2011.6

Compressed Natural Gas ("CNG") Sales & Purchase Agreement signed with gas  
buyer, a private enterprise in Shanxi  
與一山西民企簽訂壓縮天然氣購銷協定

2011.5

CBM Sales Collaboration Agreement signed with PetroChina,  
the PRC partner  
與中方合作伙伴中石油簽署煤層氣合作銷售協議

2011.2

Sanjiao CBM block obtained Proved Reserve of 43.5 billion m<sup>3</sup> (in accordance with  
relevant Chinese standard) followed by endorsement of Expert Review Group of the  
National Reserve Committee  
經國家儲委專家評審組確認按中國標準三交煤層氣區塊證實儲量達435億立方米

# Five Year Financial Summary

## 五年財務概要

		Year ended 31 December 2012 截至2012年 12月31日 止年度 HK\$' 000 千港元	Year ended 31 December 2011 截至2011年 12月31日 止年度 HK\$' 000 千港元	Year ended 31 December 2010 截至2010年 12月31日 止年度 HK\$' 000 千港元	Year ended 31 December 2009 截至2009年 12月31日 止年度 HK\$' 000 千港元	Year ended 31 December 2008 截至2008年 12月31日 止年度 (restated) (經重列) HK\$' 000 千港元
<b>Turnover</b>	<b>營業額</b>					
– Continuing operations	– 持續經營業務	28,932	35,079	29,224	15,155	4,206
– Discontinued operations	– 已終止經營業務	–	–	–	19,279	38,532
		<b>28,932</b>	<b>35,079</b>	<b>29,224</b>	<b>34,434</b>	<b>42,738</b>
<b>Result</b>	<b>業績</b>					
– Continuing operations	– 持續經營業務					
(Loss)/profit before income tax expenses	除所得稅支出前 (虧損)/溢利	(126,761)	(92,611)	8,194	(32,940)	(40,244)
Income tax credit/(expenses)	所得稅抵減/(支出)	13,356	(3,628)	(3,510)	–	–
		<b>(113,405)</b>	<b>(96,239)</b>	<b>4,684</b>	<b>(32,940)</b>	<b>(40,244)</b>
– Discontinued operations	– 已終止經營業務					
Gain/(loss) from discontinued operations	已終止經營業務之 溢利/(虧損)	–	–	–	3,073	(9,543)
Gain/(loss) on disposal of subsidiaries	出售附屬公司收益/ (虧損)	–	–	–	11,593	(87,531)
Income tax expenses	所得稅支出	–	–	–	(651)	(2,830)
		<b>–</b>	<b>–</b>	<b>–</b>	<b>14,015</b>	<b>(99,904)</b>
(Loss)/profit for the year	本年度(虧損)/溢利	<b>(113,405)</b>	<b>(96,239)</b>	<b>4,684</b>	<b>(18,925)</b>	<b>(140,148)</b>
(Loss)/profit attributable to:	以下人士應佔(虧損)/溢利:					
Owners of the Company	本公司擁有人	(113,405)	(96,239)	6,108	(18,784)	(140,148)
Non-controlling interests	非控股權益	–	–	(1,424)	(141)	–
		<b>(113,405)</b>	<b>(96,239)</b>	<b>4,684</b>	<b>(18,925)</b>	<b>(140,148)</b>
(Loss)/earnings per share	每股(虧損)/盈利					
– Basic (HK cents)	– 基本(港仙)	(0.927)	(0.979)	0.101	(0.431)	(3.311)
– Diluted (HK cents)	– 攤薄(港仙)	(0.927)	(0.979)	0.098	(0.431)	(3.311)



# Five Year Financial Summary

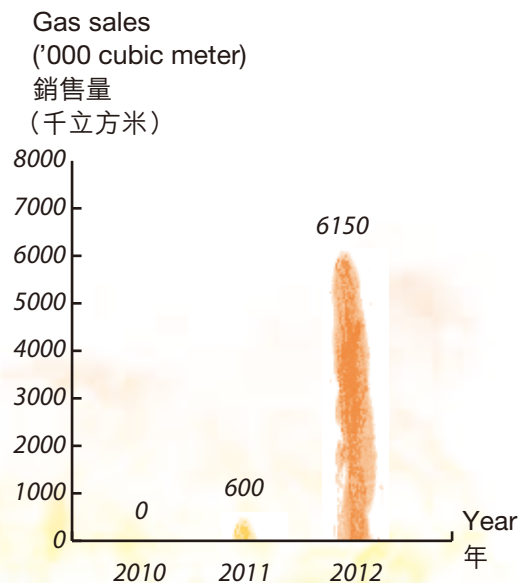
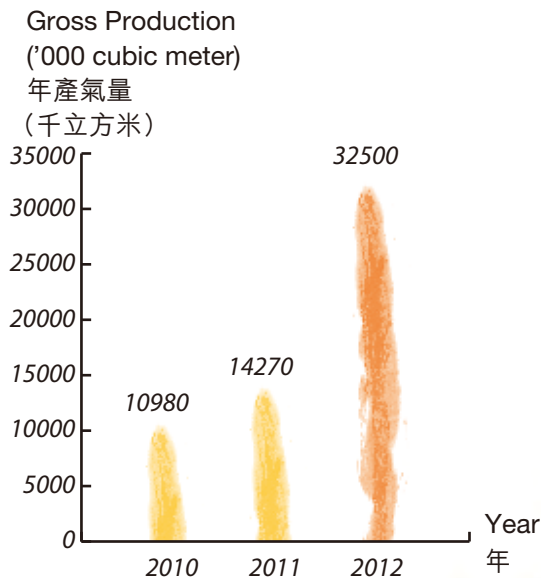
## 五年財務概要

		Year ended <b>31 December</b> <b>2012</b> 於2012年 12月31日 HK\$'000 千港元	Year ended 31 December 2011 於2011年 12月31日 HK\$'000 千港元	Year ended 31 December 2010 於2010年 12月31日 HK\$'000 千港元	Year ended 31 December 2009 於2009年 12月31日 HK\$'000 千港元	Year ended 31 December 2008 於2008年 12月31日 HK\$'000 千港元
<b>Assets and liabilities</b>	<b>資產與負債</b>					
Non-current assets	非流動資產	<b>3,810,593</b>	3,567,892	2,750,595	228,481	113,165
Net current (liabilities)/assets	流動(負債)/資產淨值	<b>(412,360)</b>	(201,437)	(207,122)	(4,384)	19,264
Non-current liabilities	非流動負債	<b>(375,059)</b>	(305,499)	(15,098)	(75,806)	-
Net assets	資產淨值	<b>3,023,174</b>	3,060,956	2,528,375	148,291	132,429
Non-controlling interest	非控股權益	-	-	-	(141)	(122)
Equity attributable to owners of the Company	本公司擁有人應佔權益	<b>3,023,174</b>	3,060,956	2,528,375	148,150	132,307

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### Sanjiao CBM Block Gross Production and Gas Sales

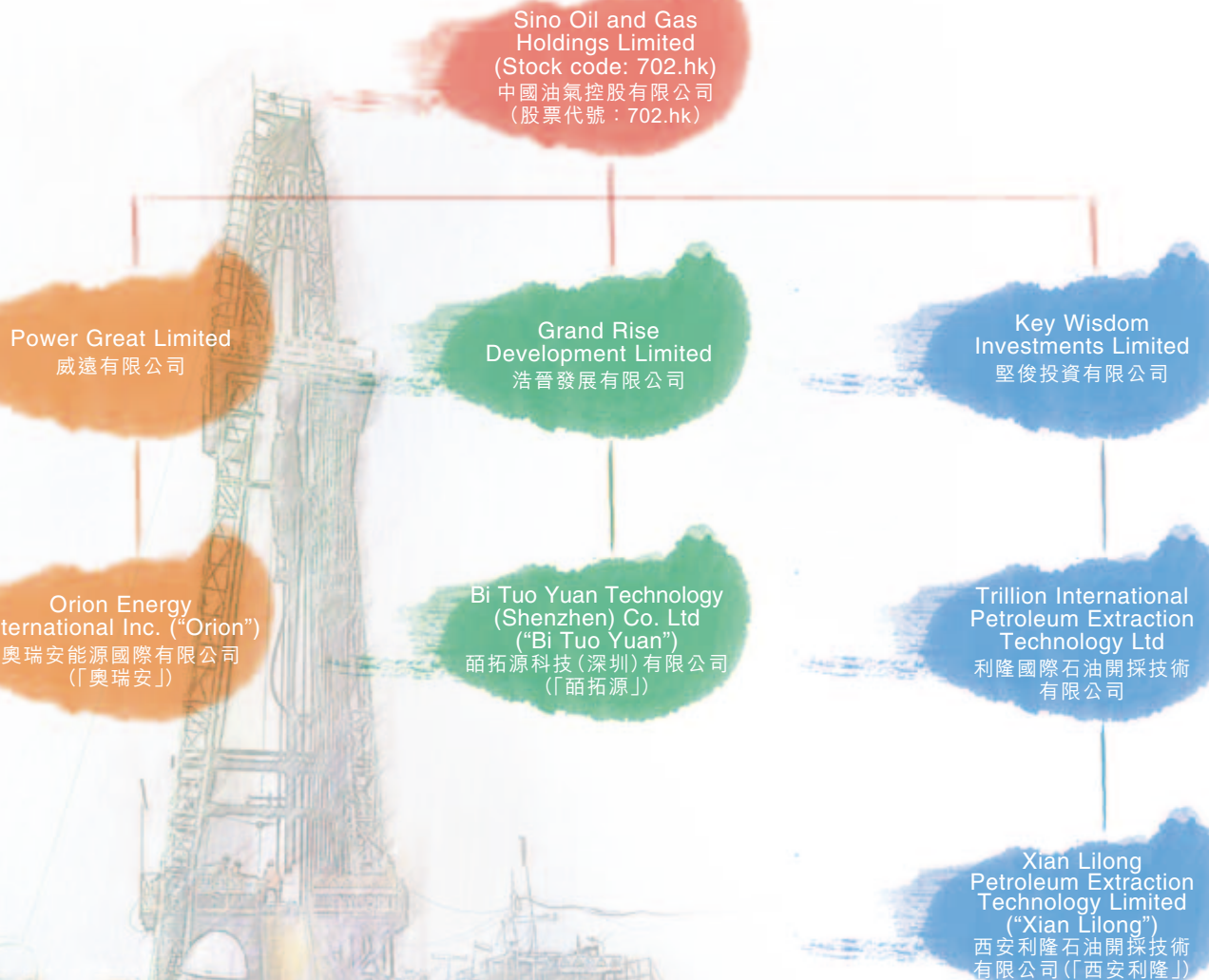
#### 三交煤層氣產量及銷售量



# Group Structure

## 集團架構圖

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- Orion holds 70% interest of Sanjiao CBM Block through a PSC
- 奧瑞安通過產品分成合同，持有三交煤層氣區塊70%的產品分成權
- Bi Tuo Yuan holds 95% revenue interest of Liuluoyu and Yanjiawan Oil Fields through a development contract
- 佰拓源通過開發合同，持有柳洛峪及閻家灣油田95%的收入分成權
- Xian Lilong holds 95% revenue interest of Jinzhuang Oil and Gas Field through a PSC
- 西安利隆通過產品分成合同，持有金莊油田95%的收入分成權

## Corporate Value

Have passion for our  
business and drive to  
accomplish our goals

企業價值觀  
激情開創事業  
理性成就夢想

## Management Principle

Count on talent and  
effective use of resources

企業精神  
唯才是用  
善用資源

## Business Policy

Steady investments  
to achieve progressive  
development

經營方針  
梯度發展  
穩健投資

Strategic Goal:

To become a leading Hong Kong-listed private unconventional natural gas producer  
operating in the PRC

戰略目標：

成為在香港上市民企領先之國內非常規天然氣生產商



# Chairman's Statement

主席報告書

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# Chairman's Statement

## 主席報告書

### Dear Shareholders,

On behalf of the board of directors, I would like to present the audited annual results of Sino Oil and Gas Holdings Limited (the "Company"), together with its subsidiaries (the "Group"), for the year ended 31 December 2012.

The Group is principally engaged in natural gas and oil exploration and exploitation, with a business focus on exploration, exploitation and production activities at Sanjiao coalbed methane ("CBM") block in Shanxi and Shaanxi Provinces in the PRC. The Group began to participate in the PRC's CBM business through the acquisition of Orion Energy International Inc. ("Orion") in 2010. Jointly with its PRC partner, China National Petroleum Corporation ("PetroChina"), the Group has actively pursued the development of the project, which has achieved breakthrough progress over the past two years with the aid of favorable state policies.

The rapid development of the Group's CBM investment and operation was driven by three critical prerequisites: "Right Time, Right Place and Right Management".

### 各位股東：

本人謹代表董事會，向股東提呈本公司及其附屬公司（「本集團」）截至2012年12月31日止之已審核全年業績。

本集團主要業務為天然氣及石油勘探及開採，其中位於中國山西及陝西省之三交煤層氣田勘探、開採及生產項目，乃集團發展重點。集團於2010年透過收購奧瑞安能源國際有限公司（「奧瑞安」）而開展在內地的煤層氣業務，過去兩年，項目得到國策支持，集團亦積極與中國夥伴中國石油天然氣集團公司（「中石油」）合作推展項目，使項目在短時間內取得突破性進展。

本集團在煤層氣業務上的投資和營運，具備了「天時、地利、人和」三大關鍵條件，因而取得快速的發展。

# Chairman's Statement

## 主席報告書

### State Policy and Technological Advancement Create Best Investment Time for CBM

The first prerequisite is the timing of investment. According to the National Energy Administration ("NEA"), China has an estimated reserve of 36.81 trillion cubic meters (tcm) of CBM – the world's third largest after Russia and Canada. Over the past decade, the country has pushed ahead with plans to develop the still nascent CBM industry in order to satisfy unfulfilled energy demand with clean energy sources. CBM development contracts have been signed with foreign companies in bid to employ overseas technology to speed up developments in this sector. However, as extraction technologies remained immature, most of the foreign companies engaged into production sharing contracts ("PSC") have eventually exited the PRC market. In addition, owing to lower production costs of conventional natural gas, the state-owned oil enterprises were more inclined to develop conventional gas. Recovery of CBM in China has therefore lagged behind other energy sources.

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Over more than a decade of development, CBM exploration technologies have advanced, leading to lower extraction costs. Coupled with the raising of sales prices for natural gas in China, has helped to unleash the profitability potential of CBM development.

The Chinese Government is forcefully pushing forward the development of unconventional natural gas in order to safeguard the supply of energy. Since 2007, the State Council has enacted a series of preferential taxation and financial subsidy schemes to encourage CBM development. These policies include: (1) rebate on value-added tax; (2) exemptions on import tariffs and import value-added tax on selected equipment and components; (3) exemption on resource tax; and (4) financial subsidies of RMB0.2 for mining one cubic meter of CBM.

### 國策技術造就投資良機

首要是投資時機。根據國家能源局公佈，中國的煤層氣量約36.81萬億立方米，居世界第三位，僅次於俄羅斯和加拿大。因此，中國於十多年前已計劃開發煤層氣，以清潔能源補充能源需求的缺口，故過去曾與多間外國公司簽署合作開發合同，冀借助外國技術加速發展。可是，早年煤層氣的開採技術不成熟，導致大部分曾訂立產品分成合約的外方公司最終撤出中國市場。另一方面，由於常規天然氣的生產成本較低，中國國有油企傾向發展常規天然氣，煤層氣的發展因而停滯不前。

經過十多年的發展，煤層氣開採技術已日趨成熟，生產成本逐漸下降，加上國內天然氣銷售價格逐步提升，煤層氣開發的盈利潛力逐漸顯現。

政府為保障能源供應，加強發展非常規天然氣，國務院在2007年起陸續出台了一系列稅收和財政補貼的優惠政策，以扶持煤層氣產業的發展，其中包括：(一)、增值稅實行先徵後退的徵收方式；(二)、企業進口規定的設備可免徵進口關稅和進口環節的增值稅；(三)、不徵資源稅；(四)、開發煤層氣每立方米補貼人民幣0.2元等。

In the “12th Five-Year Plan for Development and Utilization of Coalbed Methane”, CBM production was set to reach 30 billion cubic meters (bcm) by 2015. In March 2013, NEA further released a CBM sector policy paper indicating the increase of number of prospecting blocks and to introduce deadlines to exploration periods for the blocks. The CBM pricing mechanism will also be further enhance under the period.

NEA also encourages the participation of private capital and the establishment of specialized CBM enterprises. The agency further proposes to solicit the participation of funds from society and to broaden funding channels for enterprises. It will look into the feasibility of more preferential policies and financial incentives. The market anticipates tremendous potential for CBM exploitation in the coming years. This is the most appropriate time to invest in China's CBM industry, as its commercial value is best realized at the current phase.

### Right Location at the Core of CBM Production Base

The Sanjiao CBM project enjoys geographical advantages. According to NEA's “Policy of Coalbed Methane Industry” commentary, China will focus on the development of two CBM commercial bases in Qinshui and the eastern fringe of Erdos Basin during the “12th Five-Year Plan” period. Efforts will be put into the industrialization of the sector through the integrated development of CBM exploration, exploitation, production, processing, transportation and utilization. Situated at the heart of the eastern fringe of Erdos Basin, the Group's Sanjiao block will enjoy a complete network of CBM transportation and liquefaction facilities under construction in the peripheral areas. Benefiting from these complete sales-complementary facilities, the Sanjiao project will be able to lower its commercialization costs.

Furthermore, the inclusion of the Sanjiao block as a core project under the “12th Five-Year Plan” period will gain policy support for it, facilitating future land use applications, government approvals and funding support, thereby accelerating the progress of the project.

根據《煤層氣(煤礦瓦斯)開發利用「十二五」規劃》文件所提出的目標，到2015年，煤層氣產量將達300億立方米。國家能源局在2013年3月發佈煤層氣產業政策，表示將增加勘探區塊投放數量，實行限期開發制度，並完善煤層氣價格政策。

國家能源局並鼓勵具備條件的企業參與，成立專業化煤層氣公司；吸引社會資金參與，拓寬企業融資渠道；並落實完善扶持政策，研究更優惠的扶持政策，加大財稅優惠力度。因此市場普遍預計未來數年煤層氣開發利用方面的潛力巨大。目前正是國內發展煤層氣業務的最佳時機，業務的商業價值在現階段最能體現。

### 煤層氣產業化基地核心位置

三交煤層氣項目同時享有地利優勢。根據國家能源局發佈的《煤層氣產業政策》意見稿，「十二五」期間，中國將建成沁水盆地和鄂爾多斯盆地東緣煤層氣產業化基地，形成勘探開發、生產加工、輸送利用一體化發展的產業體系。本集團之三交區塊位於鄂爾多斯盆地東緣的核心區域，屆時周邊地區將建成完善的煤層氣輸配管網和液化煤層氣處理設施，三交項目將受惠於周邊完善的銷售配套，大大降低項目的商業化成本。

另一方面，三交列為「十二五」重點發展項目，今後在項目發展所需的土地利用、政府審批、財政配套支持方面，都將得到較大的政策扶持，項目的發展進度亦將大大加快。

# Chairman's Statement

## 主席報告書

Shanxi Province does not produce conventional natural gas and always has unsatisfied demand for natural gas, which is favorable to the rollout of CBM sales. The supply of natural gas to the province now relies on PetroChina's West-to-East Pipeline, and Shaanxi-Beijing First, Second and Third Pipelines. However, these pipelines are mainly to secure gas supply to the Central Eastern provinces and Beijing, with limited capability to provide gas for Shanxi Province. In 2010, Shanxi Provincial Government announced the strategic goal of growing natural gas consumption. Rapid growth in gas demand in Shanxi Province has since been witnessed and reached consumption of 2.226 bcm in 2012, a year-on-year growth of 38% or an increase of 0.629 bcm from 1.637 bcm in 2011. The magnitude of growth was the highest across the country. The province has since 2011 ranked the CBM industry as a core development focus in order to remedy the undersupply of natural gas.

### Sino-Foreign Joint Venture for Development

Finally, the rapid development of the project relies on the seamless collaboration between our management, technical teams and our PRC partner. With each taking up its respective responsibilities but with a shared vision to accelerate the project's pace of commercialization, the project received a reply letter from NEA in August 2012 giving consent for works in respect of the Overall Development Plan for the CBM reserve on the Sanjiao block. The granting of the reply letter signifies a major step towards commercialization for the Sanjiao project.

In early 2013, PetroChina adjusted the targets set for the "12th Five-Year Plan" period and raised the Sanjiao block's CBM production goal from 4 bcm to 6 bcm for 2015. The Sanjiao block is one of the core projects for PetroChina within the "12th Five-Year Plan" period.

銷售方面，山西省本地沒有常規天然氣的生產，天然氣供不應求。目前其天然氣主要來自中石油的西氣東輸線、陝京一線、陝京二線和陝京三線，但這些管道主要保證中國中東部省份和首都北京的供氣，向山西的供應能力有限。自山西省政府在2010年提出氣化山西的戰略目標後，山西省的天然氣需求迅速增長，2012年山西省天然氣消費量達到22.66億立方米，比上年的16.37億立方米增加6.29億立方米，同比增長38%，增幅全國第一。因此，山西省自2011年起，將煤層氣列為重點發展的行業之一，用以補充省內天然氣氣源的不足。

### 中外合資共同發展

最後，項目的快速發展有賴本集團管理層及技術團隊，與中方夥伴合作無間，雙方各司其職，並擁有共同的戰略目標，即加快速實現項目的煤層氣商業化步伐。在雙方的共同努力下，三交煤層氣項目在2012年8月獲國家能源局下發了整體開發計劃的回覆，使得三交項目在商業化步伐上邁出了重要的一步。

中石油在2013年年初調整當初的「十二五」期間目標，將三交項目在2015年的煤層氣產量由原來的40億立方米增至60億立方米；三交項目是中石油在「十二五」重點推進的項目之一。



### A New Phase of Commercial Production

The Sanjiao project commenced trial sales in August 2011 in the form of compressed natural gas. In January 2013, gas delivery commenced on the new Sanjiao-Linxian pipeline and a designated CBM pipeline for an industrial user in the province. With commencement of piped gas sales, the project has begun to generate income and returns.

2013 will mark the transition of the project from prospecting to the development phase. The Group will accelerate the drilling of wells and construction of the gas gathering network. CBM production volume and sales are expected to increase significantly this year, with the prospect of yielding more lucrative returns to shareholders in future. Management will be fully committed to unleashing the tremendous potential of the Sanjiao project, while building a successful model for China's CBM industry through a Sino-foreign joint venture.

Our continuous business progress is attributable to the support of our shareholders, business partners, as well as the devotion of our staff members. I wish to express my sincere gratitude to them on behalf of the board of directors.

### Dai Xiaobing

Chairman

Hong Kong, 27 March 2013

### 進入商業營運加快產出

三交項目自2011年8月開始通過壓縮天然氣方式試銷售，至2013年1月，連接三交與臨縣的天然氣管道，以及連接三交與一地方大型工業用戶的煤層氣專供管道已陸續通氣，煤層氣管道銷售已經展開，項目已開始產生收入和回報。

今年，此項目將從勘探期逐步過渡到開發期，集團會加快鑽井和集氣管網的建設步伐，預計2013年三交項目的煤層氣產量和銷量將較去年有大幅的提升，並開始為股東帶來豐厚的回報。三交項目的發展前景非常廣闊，管理層將全力以赴，令三交項目成為中國以中外合資方式成功產銷煤層氣的模範。

業務的不斷邁進，有賴所有股東及業務夥伴的支持，以及全體員工的努力，本人謹代表董事會致以衷心謝意。

主席

戴小兵

香港，2013年3月27日

# China CBM and the Unconventional Gas Industry

## 中國煤層氣及非常規天然氣行業

### UNCONVENTIONAL GAS: DEVELOPMENT AND EMERGING OPPORTUNITIES

#### Supply-Restricted Clean Energy

Energy is one of the core elements of China's development strategies. Historically, China has relied heavily on the use of fossil fuels such as coal and oil as its major sources of energy. According to statistics from China Energy Saving and Emissions Reduction Net (chinajnpw.com), coal and oil provided for more than 90% of energy supply in China in 2005, whilst new energy sources including nuclear and hydro power accounted for less than 7%, with the remainder of less than 3% derived from natural gas.

Demand for natural gas as a clean energy resource has increased steadily with the country's booming economic development, amidst trends of local urbanization and increase awareness of environmental protection. Developed countries like the United States, natural gas accounted for 25% of the primary energy consumption mix in 2011 (source from: U.S. Energy Information Administration eia.gov). In contrast, natural gas only contributed to about 5.5% of China's primary energy consumption mix in 2011, which suggests substantial room for growth in development. According to data provided by the Ministry of Land and Resources, natural gas consumption in China registered a compound annual growth rate of 12.94% from 2008 and 2012, growing to a total of 147.1 billion cubic meters (bcm) in 2012.

Domestic supply of natural gas in China has not been able to keep pace with the demand growth. In 2012, natural gas production was recorded at 107.7 bcm, with the remaining demand gap of 39.4 bcm filled up by import gas. It is estimated that by 2015, natural gas production and consumption in China will increase to approximately 150 bcm and 220 bcm respectively. This suggests a continued undersupply in the foreseeable future, which is also reflected in gas prices.

For example, the wellhead price of industrial-use gas from Changqing Gas Field has more than doubled from RMB0.6 per cubic meter in 2006 to RMB1.3 per cubic meter in 2012. Despite the price growth, China still needs to import natural gas from Central Asia at RMB2.0 per cubic meter (Xinjiang border price) (source from Ministry of Land and Resource mlr.gov.cn).

### 非常規天然氣的機遇與發展

#### 供不應求的清潔能源

能源策略一向是國家發展中的重要一環。長久以來，中國都依賴煤及石油作為主要的能源，據國家節能減排網提供的統計資料 (chinajnpw.com)，中國在2005年約有超過九成的能源消耗來自煤及石油，核能和水力發電等新能源佔不足7%，餘下不足3%則來自天然氣。

隨著國家經濟發展，加上地方城市化和環保的大趨勢，天然氣作為清潔能源的需求與日俱增。如美國等已發展國家，2011年天然氣在一次性能源消費結構中所佔的比例是25% (資料來源：美國能源資訊管理中心eia.gov)。對比中國，在2011的比例亦只增至5.5%，反映未來仍有龐大的增長空間。根據國土資源部的數據，中國天然氣的消耗量由2008年至2012年的五年間，年複合增長率達12.94%，至2012年的消耗量達1,471億立方米。

天然氣的需求雖然一直保持增長，但天然氣在中國的產量卻一直未能滿足需求。在2012年，天然氣的產量只有1,077億立方米，需要入口394億立方米。預計至2015年，中國天然氣的產量將增加至1,500億立方米，但消耗量亦會增加至2,200億立方米，意味著中國天然氣在可見的將來，仍然會維持著供不應求的基本格局。事實上供應緊張的情況，亦反映了在價格上。

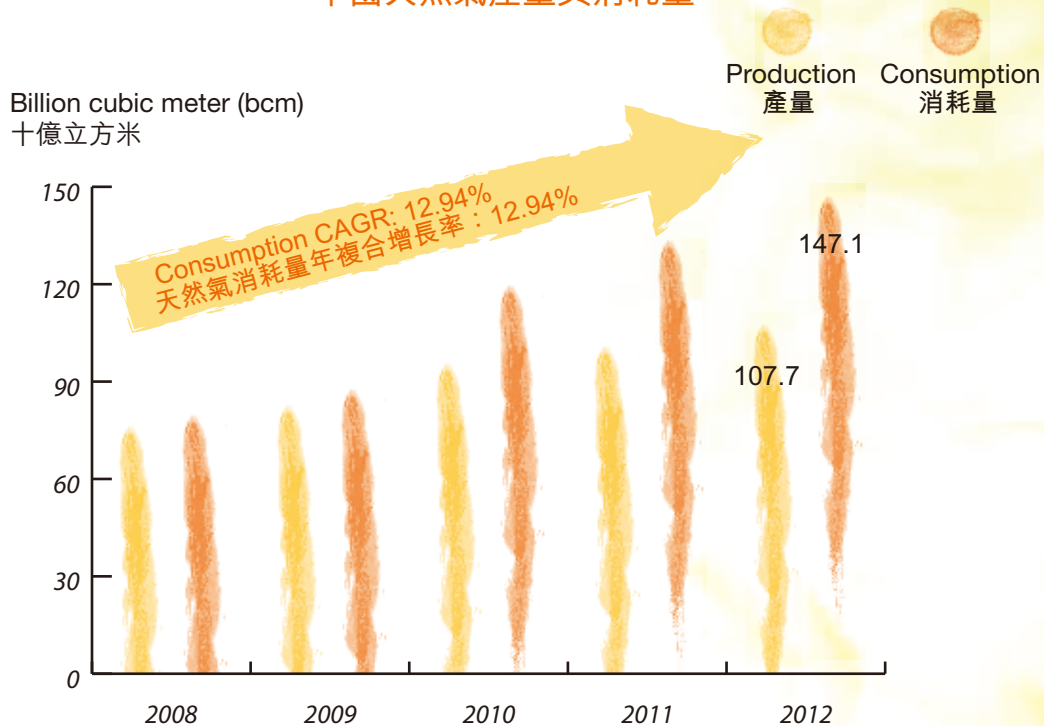
以長慶氣田的工業用天然氣出廠價為例，由2006年的每立方米0.6元人民幣，攀升至2012年的每立方米1.3元人民幣，上漲了超過一倍。儘管如此，中國仍需以每立方米2.0元人民幣的價格 (新疆口岸價格)，從中亞進口天然氣 (資料來源：國土資源部mlr.gov.cn)。

# China CBM and the Unconventional Gas Industry

## 中國煤層氣及非常規天然氣行業

### China Natural Gas Production and Consumption

#### 中國天然氣產量與消耗量



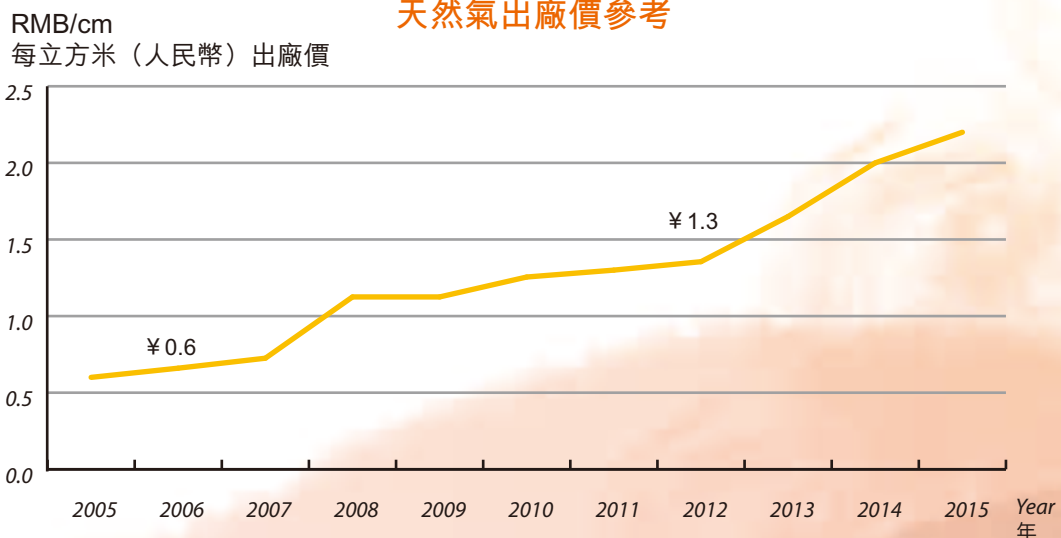
17

In 2012, China natural gas production and consumption was 107.7 bcm and 147.1 bcm (a demand gap of 39.4 bcm), where by 2015 the anticipated production of gas will be 150 bcm while consumption of which will be **220 bcm (demand gap will expand to 70 bcm)!**

2012年天然氣產量為1,077億立方米，消耗量1,471億立方米（缺口達394億立方米），到2015年天然氣產量預計1,500億立方米，消耗量將達**2,200億立方米（缺口將擴大至700億立方米）!**

### Natural Gas Wellhead Price Reference

#### 天然氣出廠價參考



Ref: Changqing Gas Field Wellhead Price (Industrial User)

參考：長慶氣田天然氣出廠價（工業用戶）

Source: Ministry of Land and Resource  
資料來源：國土資源部

# China CBM and the Unconventional Gas Industry

## 中國煤層氣及非常規天然氣行業

### Unconventional Gas Driven by State Preferential Policy

To resolve the demand-and-supply imbalance, China has adopted a preferential policy to drive the production of unconventional gas including coalbed methane (CBM) and shale gas. China has the world's third largest CBM reserves with a resource of approximately 36.81 trillion cubic meters (tcm) and recoverable reserves of approximately 10 tcm. CBM is mainly composed of methane, which has a similar calorific value to conventional natural gas per cubic meter—the equivalent of 1.13 liters of petrol or 1.21 kilograms of standard coal. Like conventional gas, CBM is a clean form of energy and emits practically no pollutants. It is suitable for industrial use and power generation, and is highly appropriate for residential use to reduce urban air pollution.

CBM is found within coal seams. Although China is a major coal producer, CBM output has been restricted by immature extraction technologies, resulting in high production costs. With an underdeveloped CBM industry, CBM released by coal mining is often discharged directly to the atmosphere, which is not only a waste of resources but also poses a threat to the ozone layer. As CBM's negative impact to the ozone layer is 20 times that of carbon dioxide. So long as the CBM industry is underdeveloped, the gas stored within the coal seams represents explosion hazards during underground coal mining.

Based on demand, environmental and coal mine safety considerations, the Chinese Government has adopted preferential measures to support the development of the CBM industry. The country's "12th Five-Year Plan for Development and Utilization of CBM" released on Nov 2011 has stipulated an investment of RMB20.3 billion to develop the eastern fringe of the Erdos Basin with the target of establishing an annual production capacity of 5.7 bcm for the area.

### 國策推動非常規天然氣開發

為解決天然氣供不應求的問題，中國的發展策略是大力增加非常規天然氣的產量，其中煤層氣與頁岩氣，均屬非常規天然氣。中國擁有全球第三大的煤層氣儲量，地質資源量約為36.81萬億立方米，可採儲量達約10萬億立方米。煤層氣成分主要為甲烷，一立方米的煤層氣熱值與常規天然氣相若，相當於1.13公斤汽油、1.21公斤標準煤。與常規天然氣一樣，煤層氣是清潔能源，燃燒後幾乎不會產生任何廢氣，適合用於工業及發電，更適合在城市作為居民生活燃料，以減低城市的空氣污染。

煤層氣依附於煤層及其圍岩之間。中國一直以來是產煤大國，但過去由於開採技術未成熟，導致煤層氣開採成本高，煤層氣行業一直未能大力發展，開採煤礦時採出的煤層氣，往往只會直接在大氣中排放。這種做法不但造成資源的浪費而且還會破壞大氣臭氧層，煤層氣對大氣臭氧層的破壞程度比二氧化碳高20倍；然而不積極開發煤層氣它會以瓦斯形式儲存在煤層之中，採煤時會有瓦斯爆炸的危險，威脅煤礦的安全生產。

基於能源需求、環保及安全等多方面因素的考慮，中國政府近年積極落實扶助煤層氣發展的政策。根據2011年11月發表之「十二五規劃」煤層氣開發利用規劃，國家計劃在鄂爾多斯盆地東緣投資203億元人民幣，目標是開發57億立方米的煤層氣年產能。

# China CBM and the Unconventional Gas Industry

## 中國煤層氣及非常規天然氣行業

After years of development and technological research, exploration technologies for CBM in China have advanced to a more mature stage leading to significantly lowered production costs. This has led to a gradual improvement in the commercial value of CBM extraction. Currently, CBM only accounts for approximately 2% of natural gas consumption, with an enormous potential for further development.

Further to the abovementioned favorable factors, the Chinese Government has also introduced a series of tax incentives and policies to encourage the development of the CBM industry. To relieve CBM developers' tax burdens, the Government offers a refund on VAT and a resources tax waiver to CBM enterprises, in addition, tariffs and VAT is waived for importing equipment and components. This will help expedite the sector's growth. In addition, the Government provides a direct subsidy of RMB0.2 per cubic meter on production of CBM. As CBM is a key focus under the "Twelfth Five-Year Plan", this government direct subsidy is expected to rise further in 2013.

經過多年來的發展和技術研究，現時中國的煤層氣開採技術已成熟，生產成本亦因而顯著下降。煤層氣的商業價值正逐步提高，以煤層氣目前只佔天然氣消耗量約2%的低水準，未來的發展空間非常龐大。

除以上的有利因素外，政府亦推出各項稅收及財政優惠政策，鼓勵煤層氣產業的發展。對煤層氣生產企業，政府提供增值稅退稅及資源稅減免，並豁免進口開採設備及組件的關稅及增值稅，以減輕煤層氣開發商的稅務負擔，藉此鼓勵加快產業的發展。此外，政府更為煤層氣的銷售提供每立方米0.2元人民幣的直接財政補貼。鑑於煤層氣開發為「十二五規劃」的重點項目，預計政府的直接補貼在2013年可望進一步提高。

### Preferential Policy

- VAT Refund
- Resource Tax Wavier
- Waiver on import tariffs (equipment and components used)
- Government direct subsidy RMB 0.2/m<sup>3</sup>

### 優惠政策

- 增值稅退稅
- 資源稅減免
- 豁免進口關稅（設備和元件）
- 政府直接財政補貼人民幣0.2元／立方米

# Calendar of Events

## 年度摘要

### 2012.01.03

National Development and Reform Commission (“NDRC”) release on its latest policy paper the “12<sup>th</sup> Five-Year Plan” included Sanjiao Coalbed Methane (“CBM”) block as one of the key development projects

國家發展和改革委員會(「發改委」)公佈三交煤層氣區塊獲十二五規劃納入重點發展的項目之一

### 2012.02.22

The formulation of the Overall Development Plan (“ODP”) of the Sanjiao CBM block for the first phase of annual production capacity of 500 million cubic meter was completed and passed the Expert Review Group of PetroChina 三交區塊第一期5億立方米產能整體開發方案(「ODP」)編制完成並通過中石油專家評審

### 2012.04.26

Construction completed for the compressed natural gas head Station with daily compression capacity of 150,000 cubic meter 日處理能力15萬立方米壓縮天然氣母站擴建工程完工

### 2012.08.16

NDRC – National Energy Administration (“NEA”) granted a reply for the application of the ODP with the consent on the work for the development of the coalbed methane reserve in the Sanjiao region. The granting of the reply represents NEA’s official acceptance of the application to have the Sanjiao CBM Project proceeding from exploration to production phase

三交煤層氣項目之整體開發計劃申請，獲得發改委—國家能源局同意三交地區煤層氣藏開發建設前期工作的覆函。覆函標誌著國家能源局正式受理了三交煤層氣項目由勘探期轉入開發期和生產期的申請

## 2012.09.12

First well completion of main lateral glass fiber screen casing liner application of CBM horizontal drilling in China

國內第一口主分支下入玻璃鋼篩管的煤層氣多分支水平井完井

## 2012.11.12

Three designated CBM pipelines and one small liquefied natural gas plant were planned in Sanjiao block by the Shanxi Provincial Government

山西省政府在三交煤層氣區塊內規劃三條煤層氣專用管線及一個小型液化天然氣站

## 2012.12.05

First commenced piped gas sales from Sanjiao CBM block

三交煤層氣項目首次開始管道煤層氣銷售

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## 2012.12.24

Sino Oil and Gas acquired 30% equity interest in a project of constructing liquefied natural gas plant to be located in the Sanjiao CBM block

收購一將位於三交區塊內籌建之液化天然氣站之百分之三十的權益



# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW

During the year ended 31 December 2012, Sino Oil and Gas Holdings Limited (the “Company”) and its subsidiaries (collectively the “Group”) reported a turnover of HK\$28,900,000 (2011: HK\$35,100,000). During the year under review, the Company recorded a loss of HK\$113,400,000 (2011: HK\$96,200,000), including the impairment losses of Liuluoyu and Yanjiawan Oil Fields of HK\$69,300,000 (2011: nil). There was a great progress in the development of Sanjiao CBM Block and the sales of piped gas commenced at the end of last year.

### Oil and Natural Gas Exploitation

*Coalbed Methane Exploitation—Sanjiao Block in the Erdos Basin*  
Through its wholly-owned subsidiary Orion Energy International Inc. (“Orion”), the Group entered into a production sharing contract (“PSC”) with its partner in the PRC, China National Petroleum Corporation (“PetroChina”), covering exploration, exploitation and production at a CBM field in the Sanjiao Block located in Shanxi and Shaanxi Provinces. The Group owns a 70% interest in the PSC.

The PSC entered between Orion and PetroChina covered the block in Erdos Basin in Shanxi and Shaanxi Provinces, with a total of 383 square kilometers. According to a competent person’s report provided to the Company in November 2011, the proved and probable coalbed methane reserve of Sanjiao Block amounted to 405.6 billion cubic feet (approximately 11.5 billion cubic meters).

### *Inclusion in the “12th Five-Year Plan” in China*

At the end of 2011, the National Development and Reform Commission (“NDRC”) officially released a policy paper on “The 12th Five-Year Plan for Development and Utilization of Coalbed Methane (Coal Mine Methane)” (the “Plan”). According to the Plan, the state will focus on the development of two CBM commercial bases in Qinshui Basin and the eastern fringe of the Erdos Basin. By 2015, the production of CBM on the eastern fringe of the Erdos Basin will reach 5 billion cubic meters (approximately 176.1 billion cubic feet). The Sanjiao Block was listed as one of the Plan’s core projects on the eastern fringe of the Erdos Basin.

### 業務回顧

截至2012年12月31日止年度內，中國油氣控股有限公司（「本公司」）及其附屬公司（統稱「本集團」）之營業額為28,900,000港元（2011年：35,100,000港元），本集團錄得虧損113,400,000港元（2011年：96,200,000港元），其中包括柳洛峪及閻家灣兩個油田的減值虧損共69,300,000港元（2011年：無）。而三交煤層氣區塊的開發則取得重大進展，且在去年年底剛開始了管道銷售。

### 天然氣及石油開採

#### *煤層氣開採—鄂爾多斯盆地三交區塊*

本集團透過旗下全資附屬公司奧瑞安能源國際有限公司（「奧瑞安」），與中國夥伴中國石油天然氣集團公司（「中石油」）訂立生產分成合約（「PSC」），在中國山西及陝西省三交區塊進行煤層氣田勘探、開採及生產，並享有當中70%權益。

奧瑞安與中石油之PSC，合約區覆蓋中國山西省及陝西省鄂爾多斯盆地合共383平方公里之區塊。根據一份由合資格人士於2011年11月向本公司提供之儲量報告，三交區塊的煤層氣證實及概略儲量為4,056億立方英尺（即約115億立方米）。

#### *納入國家十二五規劃*

國家發展和改革委員會（「發改委」）於2011年底正式公佈《煤層氣（煤礦瓦斯）開發利用「十二五」規劃》文件（「規劃」）。根據規劃，國家將重點建設沁水盆地和鄂爾多斯盆地東緣兩個煤層氣產業化基地。到2015年，鄂爾多斯盆地東緣煤層氣年產量將達到50億立方米（即約1,761億立方英尺）。三交區塊獲規劃列為鄂爾多斯盆地東緣重點發展的項目之一。



# Management Discussion and Analysis

## 管理層討論及分析

According to the Plan, China will accelerate the development of the industry by increasing CBM exploration investment during the “12th Five-Year” period, strengthening the management of external cooperation to encourage investment of foreign investors and private companies, and continuously adopting tax incentives and increasing the subsidies for the utilization of CBM.

Following the official publishing of the paper of the Plan, the total investment of the eastern fringe of the Erdos Basin amounted to approximately RMB20.3 billion. The Sanjiao Block project was officially included in the national plan and is expected to gain greater support from the central and local governments. The profitability of the project is enhanced with further improvement in the external environment for development, construction and operation.

### *Reply from National Energy Administration for ODP*

In August 2012, the National Development and Reform Commission – National Energy Administration (“NEA”) granted a reply for the application of the overall plan for the development of Sanjiao CBM Project (the “ODP”) with the consent on the work for the development of the coalbed methane reserve in the Sanjiao region (the “Reply”). The granting of the Reply represents NEA’s official acceptance of the application to have the Sanjiao CBM Project proceeding from exploration to production phase. It signifies a milestone in the project’s commercial production process.

### *Steady Development of the Blocks*

The exploration of Sanjiao Block lasted for six years since 2006 and is steadily undergoing the exploitation and sales of the output from well drilling and the portal, as well as the establishment of pipelines, central processing plant, pipeline network auxiliary facilities, compressed natural gas (“CNG”) stations and piped gas sales channels.

As of the end of 2012, the Sanjiao Block has a total of 32 vertical wells, and 38 sets of multi-lateral horizontal wells, and is equipped with a CNG head station with daily capacity of 150,000 cubic meters, a ground pipeline network of approximately 17 kilometers, inter-well pipelines of approximately 24 kilometers, and outbound pipelines of approximately 17 kilometers. There is also a completed grid system of approximately 10 kilometers exclusive for Sanjiao block.

根據規劃，國家在「十二五」期間，將通過加大煤層氣勘探投入，加強對外合作管理，鼓勵境外投資者和民營資本參與投資，繼續落實稅費優惠以及研究提高煤層氣利用補貼等方式，加速推動煤層氣產業的發展。

隨著規劃文件正式發佈，鄂爾多斯盆地東緣總投資額約人民幣203億元，三交區塊項目正式納入國家規劃，料將獲得中央和地方政府更加有力的支持，開發、建設和運營的外部環境進一步改善，項目的盈利能力亦可提升。

### *整體開發計劃獲國家能源局覆函*

同時，三交煤層氣項目之整體開發計劃（「ODP」）申請，於2012年8月獲得國家發展和改革委員會—國家能源局（「國家能源局」）同意三交地區煤層氣藏開發建設前期工作的覆函（「覆函」）。覆函標誌著國家能源局正式受理了三交煤層氣項目由勘探期轉入開發期和生產期的申請，為此煤層氣項目進入商業化生產過程中的一個里程碑。

### *區塊按步就班發展*

三交區塊自2006年起經歷六年勘探，正按步就班推進各項開採及銷售工作，包括鑽井、井口產出，以至建立集氣管道、中央處理廠、管網配套、壓縮天然氣（「CNG」）站、管道銷售渠道等。

三交區塊截至2012年年底已累計完成了煤層氣直井32口，多分支水平井組38口；建成日產能15萬立方米CNG站一座，以及氣田內集氣幹線約17公里，集氣支線約24公里，外輸管線約17公里；建成10公里氣田專用網電線路。

# Management Discussion and Analysis

## 管理層討論及分析

### Opening up of Sales Channels

The western area of Shanxi Province has a strong demand of natural gas due to under-supply of gas and the lack of infrastructures such as pipelines. To meet the gas demand of the markets near the Sanjiao Block, in addition to Orion's CNG head station, the Shanxi provincial government planned to set up three designated coalbed methane pipelines of the Sanjiao Block and its surrounding areas.

Pipelines are constructed and invested by a third party, including (1) the coalbed methane pipeline from Sanjiao to Linxian for gas supply for residential, commercial and industrial use and heating in winter; (2) the designated coalbed methane pipeline of the Sanjiao CBM Block for gas supply to Senze Coal & Aluminum Group, a local coal and aluminum manufacturer; (3) the coalbed methane pipeline from Sanjiao to Lishi for gas supply for residential, commercial and industrial use in Luliang.

On 5 December 2012, the first pipeline from Sanjiao to Linxian, with a designed annual capacity of 350 million cubic meters, commenced the operation and started to contribute to the piped gas sales of the Sanjiao project. On 21 January 2013, the second designated coalbed methane pipeline from Sanjiao to Senze Coal & Aluminum Group, with a designed annual capacity of 350 million cubic meters, began to supply gas for sales.

The commencement of operation of the Sanjiao CBM Project pipelines is a milestone for the project development. With the gradual improvement of pipelines, sales volume of coalbed methane in Sanjiao is expected to achieve a breakthrough in growth and signifies a new stage of development in 2013.

During the year, the sales volume of natural gas in the Sanjiao Block amounted to 6.15 million cubic meters, of which the trial sales of natural gas in the form of CNG were approximately 6 million cubic meters. The piped gas sales began in December and recorded sales of approximately 150,000 cubic meters.

### Liuluoyu and Yanjiawan

The Group's two oil fields in Liuluoyu and Yanjiawan in the Erdos Basin, Shaanxi Province, are both productive oil fields. However, after consideration of the delay in implementation of the development plans of the oil fields, the Group had made impairment losses of HK\$69,300,000 for the relevant oilfields. During the year under review, the two fields had an aggregate crude oil production of approximately 4,900 tonnes (2011: 6,500 tonnes).

### 打通銷售渠道

山西省西部地區由於氣源供應緊張以及缺乏管道等基礎設施，天然氣需求十分殷切。為滿足三交區塊周邊市場的用氣需求，除了奧瑞安本身的CNG站外，山西省政府在三交區塊及其周邊地區規劃了三條煤層氣專用管線。

管線由第三方建設及投資，其中包括：(一)、三交至臨縣煤層氣輸氣管道，供應臨縣城市居民、工商業用氣及冬季取暖用氣；(二)、三交煤層氣區塊專用煤層氣管道，向一間當地的煤鋁生產企業—森澤煤鋁集團供氣；(三)、三交至離石煤層氣輸氣管道，供應呂梁市民用及工商業用氣。

2012年12月5日，第一條三交至臨縣之管道投產，實現了三交項目管道售氣零的突破，管道設計年輸氣能力為3.5億立方米。2013年1月21日，第二條三交至森澤煤鋁集團專用煤層氣管道開始供氣銷售，管道設計年輸氣能力為3.5億立方米。

三交煤層氣項目管道相繼投產對項目的發展進程具有里程碑的意義。隨著管道建設的逐步完善，三交煤層氣銷售量於2013年可望實現突破性的增長，發展將邁上一個新的階段。

年度內，三交區塊天然氣銷售量共615萬立方米；其中通過CNG方式試銷售的天然氣約為600萬立方米；管道銷售於12月開始，共銷售15萬立方米。

### 柳洛峪及閻家灣

本集團位於陝西省鄂爾多斯盆地的柳洛峪及閻家灣兩個油田區塊均為生產中的油田。但由於考慮到油田開發進度的延誤，本集團對有關區塊作了減值虧損69,300,000港元。在回顧年度內，原油產量約為4,900噸（2011：6,500噸）。

# Management Discussion and Analysis

## 管理層討論及分析

### Jinzhuang

Jinzhuang is a producing oil field located on the Erdos Basin plateau in Shaanxi Province, with an area of 62 square kilometers. The Group acquired a company which holds the rights of exploitation and operation of Jinzhuang oil field up to 2025 and is entitled to share and receive 95% of the income generated from the sales of crude oil exploited at the oil field. The Group is drawing up an overall development plan for the various blocks in the oil field with a view to further expanding its production. During the year under review, crude oil output amounted to approximately 3,500 tonnes (2011: 5,000 tonnes).

### 金庄

金庄油田位處陝西省鄂爾多斯高原腹地，面積達62平方公里，為正在生產運營中的油田。本集團已收購擁有金庄油田的油氣開採運營權利的公司；該公司擁有油田運營權至2025年，且享有95%金庄油田開採石油銷售所產生的收入。集團正為金庄油田內的幾個區塊編制整體開發計劃，冀長遠進一步擴大油田的產量。在回顧年度內，原油產量約為3,500噸(2011: 5,000噸)。

### Summary of Resources

Oil and gas reserves of the Group as at 31 December 2012 are summarized as follows:

### 資源概覽

本集團於2012年12月31日的油氣儲備概述如下：

		Crude Oil 原油		Coalbed Methane 煤層氣
		Liuluoyu and Yanjiawan 柳洛峪及閻家灣 tonnes 噸	Jinzhuang 金庄 tonnes 噸	Sanjiao 三交 Billion cubic feet (Gross) 十億立方英尺(總額)
Proved and Probable	證實及概略	383,600 (Note a) (附註a)	4,164,000 (Note b) (附註b)	405.6 (Note c) (附註c)

Notes:

附註：

(a) The oil reserve is estimated by internal experts.

(a) 石油儲量由內部專家估計得出。

(b) The oil reserve is extracted from a report formulated by an independent professional reserve valuation firm in September 2011 according to the PRC's reserve standards.

(b) 石油儲量乃摘錄自一份由獨立的專業儲量評估機構於2011年9月份，按中國儲量標準編制的儲量報告。

(c) The gas reserve is extracted from a competent person's report prepared in accordance with the standards for "Petroleum Resources Management System" recognized under Chapter 18 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong and provided to the Company in November 2011.

(c) 天然氣儲量乃摘錄自一份由合資格人士，按香港聯合交易所有限公司證券上市規則第18章認可的「石油資源管理體系」標準編制，於2011年11月份向本公司提供之儲量報告。

# Management Discussion and Analysis

## 管理層討論及分析

### Category

類別

### Coalbed Methane Reserve

煤層氣儲量

Billion cubic feet (Gross)

十億立方英尺(總額)

Proved (1P)	證實(1P)	79.1
Proved and Probable (2P)	證實及概略(2P)	405.6

(d) Reserve translation reference: Crude oil per ton is approximately equivalent to 7.3 barrels; natural gas per cubic meter is approximately equivalent to 35.2 cubic feet.

(d) 儲量換算參考：原油每噸約等於7.3桶；天然氣每立方米約等於35.2立方英尺。

### Acquisition of LNG project

As at the end of December 2012, having completed financial and legal due diligence, the Group acquired a 30% equity interest of a sino-foreign joint venture established in Shanxi Province in China from an independent third party at a total consideration of RMB30 million, the remaining 51% and 19% interest were held by 山西燃氣產業集團有限公司 and 山西新新能源投資集團有限公司 respectively. The sino-foreign joint venture plans to set up a liquefied natural gas ("LNG") station with daily processing capacity of 1.2 million cubic meters in Sanjiao area, Shanxi. The joint venture has completed the preliminary preparation and obtained approval from the relevant government authorities. The first phase of LNG station is expected to be completed in the mid 2014, and our Sanjiao CBM Block will supply gas to the LNG station in the future.

### 收購液化天然氣項目

於2012年12月底，本集團完成財務及法律審慎調查後，以總代價人民幣3000萬元向一獨立第三者收購了一家於中國山西省成立的中外合資企業30%權益，其餘51%及19%權益分別為山西燃氣產業集團有限公司及山西新新能源投資集團有限公司擁有，該中外合資企業準備於山西三交籌建日處理能力120萬立方米之液化天然氣站，前期籌備工作已大致完成，有關主要政府部門之審批文件亦已獲得，第一期液化天然氣站預期於2014年中建成，日後本集團的三交煤層氣區塊將可為液化天然氣站提供氣源。

## FINANCIAL REVIEW

### Capital Structure

In July 2012, the Company successfully placed a total of 200,000,000 shares and the net proceeds of approximately HK\$29,950,000 were raised for use as general working capital and funds for the existing projects.

The Reply from NEA for the Sanjiao CBM Project in August 2012, and the loan facility of RMB1 billion granted by CDB Leasing Co., Ltd. at the end of 2011 and banking facilities granted by other financial institutions provided necessary funding to Sanjiao CBM Project. Currently, the implementation of various programs in the Sanjiao CBM Project has been satisfactory and sales have commenced. The Group's financial condition becomes sound and stable so as to facilitate new project developments.

### 財務回顧

#### 資本結構

於2012年7月，本公司成功配售200,000,000股股份，淨集資額約為29,950,000港元，集資款項用作一般營運資金及現有項目資金。

隨著三交煤層氣項目於2012年8月取得國家能源局之覆函，加上2011年底國銀金融租賃有限公司的人民幣10億元貸款額度，以及其他金融機構提供的備用額度，為三交煤層氣項目提供充裕資金。目前項目的營運狀況理想，各項工作進展順利，並已開始進行銷售。而本集團整體的財務狀況亦更趨穩健，足以應付項目發展所需。

# Management Discussion and Analysis

## 管理層討論及分析

### Liquidity and Financial Resources

As at 31 December 2012, the net assets of the Group were HK\$3,023 million (31 December 2011: HK\$3,061 million) while its total assets were HK\$3,936 million (31 December 2011: HK\$3,937 million). As at 31 December 2012, the Group had external borrowings of HK\$461.5 million (31 December 2011: HK\$307.9 million) and the gearing ratio based on total assets was 11.73% (31 December 2011: 7.82%). Details of the Group's pledge of assets and the maturity profile of the Group's borrowings are shown in the note 29 to the financial statements. As at 31 December 2012, the current ratio was 0.23 (31 December 2011: 0.65).

### Foreign Exchange Fluctuations

The Group is exposed to currency risk primarily through sales and purchase transactions and recognized liabilities and assets that are denominated in a currency other than the functional currency of the operations to which they relate. At 31 December 2012, no related hedges were made by the Group. In respect of trade and other receivables and payables held in currencies other than the functional currency of the operations to which they relate, the Group ensures that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates where necessary to address short-term imbalances.

### EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2012, the Group employed approximately 365 employees. The remuneration policy of the Group is based on the prevailing remuneration level in the market and the performance of respective companies and individual employees.

### PROSPECTS

The Group will continue to focus on expanding its oil and gas exploitation businesses in the Erdos Basin in Shaanxi Province.

The Sanjiao Block transmitted natural gas for sales in the form CNG and via a pipeline in 2012. Looking forward to 2013, sales of the Sanjiao Block will continue to grow and keep pace with the increase in its production. This will in turn help to enhance revenue and profitability of the project.

### 流動資金及財政資源

於2012年12月31日，本集團的資產淨值為3,023,000,000港元（2011年12月31日：3,061,000,000港元），總資產值則為3,936,000,000港元（2011年12月31日：3,937,000,000港元）。於2012年12月31日，本集團的總借貸為461,573,000港元（2011年12月31日：307,980,000港元），負債比例按資產總值計算為11.73%（2011年12月31日：7.82%）。有關本集團已抵押資產及借貸償還期限的詳情載於財務報表附註29。於2012年12月31日的流動比率為0.23（2011年12月31日：0.65）。

### 外匯波動

本集團承受之貨幣風險主要源自以有關業務之功能貨幣以外之貨幣計值之買賣交易及已確認資產和負債。於2012年12月31日，本集團並無作出相關對沖。就以有關業務之功能貨幣以外之貨幣持有之應收款項及應付款項，本集團在必要時按即期匯率買賣外匯以解決短期不均衡，以此確保風險處於可接受水平。

### 僱員薪酬政策

於2012年12月31日，本集團的僱員約有365人。本集團之薪酬政策主要按現行市場薪酬水平及各有關公司及個別僱員之表現釐訂。

### 前景

本集團將繼續專注在陝西鄂爾多斯盆地拓展天然氣及石油開採業務。

三交區塊已於2012年實現以CNG及一條管道運送銷售天然氣。展望2013年，項目銷售將持續增長，可配合三交區塊產量提升的步伐，項目的收益和盈利能力將可進一步改善。

# Management Discussion and Analysis

## 管理層討論及分析

In 2013, the Group will actively develop the facilities in the surrounding areas and plans to complete the ground pipeline of 35.5 kilometers by the end of the year, so that the total pipelines in the block will increase to 93.5 kilometers. We will also further expand and perfect the ground pipeline network to ensure that the CBM produced is fully utilized, and complete the first stage of construction of the central processing plant with daily processing capacity of 500,000 cubic meters, as well as commencing the construction of the LNG station with processing capacity of 1.2 million cubic meters acquired at the end of the year.

Both PetroChina and Orion maintain that the Sanjiao CBM Project is the project with the fastest development pace and most promising prospects among all of PetroChina's sino-foreign CBM development projects. As the operator of the project, Orion is now backed by the Reply of NEA and extensive financial support, and will ramp up well drilling and development works within the proven reserve block in order to maximize the development of the CBM reserve. PetroChina, as the PRC partner, will continue to support the foreign party's tasks and undertake the liaison and approval work in respect of related procedures.

The total area of Sanjiao Block is 383 square kilometers, among which 283 square kilometers have been explored. The potential for exploitation in Sanjiao Block remains substantial, which is favourable to the prospect for long-term development. Management believes that the Sanjiao CBM Project will become a growth driver of the Group and will bring satisfactory long-term returns for shareholders going forward. In addition to the focused development of the Sanjiao CBM Project, the Group is drawing up an overall development plan for the oil blocks in Jinzhuang so as to further expanding its production. In the meantime, the Group will also actively pursue other investment opportunities in non-conventional natural gas production and distribution and other mid-stream businesses.

集團將於2013年積極發展周邊配套設施，計劃於年底前完成地面集氣管道35.5公里，令區塊總管道增至合共93.5公里，地面集輸設施進行進一步擴建和完善，可保證所生產的煤層氣能夠充分地利用；另計劃完成第一期日處理能力能50萬立方米的中央處理廠及開始建設於年底收購完成，日處理量120萬立方米之LNG站。

中石油和奧瑞安雙方一致認為三交煤層氣項目是目前為止中石油對外合作煤層氣項目中發展最快、前景最好的項目。奧瑞安作為該項目的作業者，隨著獲得國家能源局覆函及融資貸款的支持，會進一步加強對於探明儲量區域的鑽井及開發生產投入，以便最大限度地開發煤層氣藏。中石油作為中方合作者，將一如既往支持外方的各項工作，並做好相關手續的協調、報批工作。

三交區塊383平方公里中只完成了283平方公里的勘探工作。三交區塊尚有龐大開採潛力，長遠發展前景優厚。管理層相信，三交煤層氣項目將會是本集團未來的增長亮點，可為股東帶來理想的長遠回報。除集中資源發展三交煤層氣項目外，集團正為金庄油田區塊編制整體開發計劃，長遠進一步擴大油田的產量。與此同時，集團亦積極關注其它非常規天然氣及分銷領域，以致其他中游之投資機會。

# Directors and Senior Management Profiles

## 董事及高層管理人員簡介

### BOARD OF DIRECTORS

#### Executive Directors

**Dr. Dai Xiaobing**, aged 45, was appointed as Executive Director of the Company in May 2010 and Chairman of the Board of the Company in September 2011. Dr. Dai was awarded a PhD in Econometrics by the School of Economics, Jilin University, the PRC. Dr. Dai is experienced in the corporate finance sector as well as merger and acquisitions and corporate restructuring of companies in the PRC. He is also familiar with the capital market in the PRC. Dr. Dai had been one of the co-founder of China Securities Journal published by Xinhua News Agency and was a journalist, department head and deputy general manager of the agency, through which he has extensive experience in government public relations and investor relations. Currently, Dr. Dai is the executive director and Co-chairman of China Precious Metal Resources Holdings Co., Ltd., (stock code: 1194), a company listed on the Hong Kong Stock Exchange. He is also an independent Director of Jiangxi Ganneng Co., Ltd. (江西贛能股份有限公司) (stock code: 000899), a company listed on the Shenzhen Stock Exchange.

**Mr. King Hap Lee**, aged 50, was appointed as Chief Executive Officer of the Company in November 2010 and Executive Director of the Company in September 2011. In September 2012, Mr. King resigned as Chief Executive Officer of the Company and assumed the position as Deputy Chairman of the Board of the Company. Mr. King is principally responsible for assisting the Chairman of the Company to lead the Board and formulating the corporate strategies and development plans for the oil and gas business with the Board, while pursuing and exploring the potential opportunities for the midstream and upstream oil and gas business in the PRC. Mr. King graduated from Xian Jiaotong University in 1983. He worked for various central government departments and state-owned enterprises for a considerable period of time and has more than 20 years experience in government organizations and enterprises management. He was the deputy director and Chairman of Workers Union of Mechanic and Electronic Products Importation and Exportation Office of the State Council, the deputy general manager of 中國機械工業供銷深圳集團公司 (China Machinery Industry Marketing & Supply Shenzhen Group Corporation\*) and managing director of 中機香港公司 (China National Machinery Hong Kong Company\*).

### 董事會

#### 執行董事

**戴小兵博士**，45歲，於2010年5月獲委任為本公司之執行董事，並於2011年9月獲委任為本公司董事會主席。戴博士持有中國吉林大學商學院計量經濟學博士學位。戴博士在企業融資和中國企業併購與企業重組方面擁有豐富的經驗，彼亦熟悉中國之資本市場。戴博士曾參與創辦新華通訊社出版的《中國證券報》，歷任記者、部門主任和報社副總經理，期間積累了豐富的政府公共關係和投資者關係等資源。戴博士現任中國貴金屬資源控股有限公司執行董事及聯席主席(股份代號：1194，於香港交易所上市的公司)。他亦是江西贛能股份有限公司之獨立董事(股份代號：000899，於深圳交易所上市的公司)。

**景哈利先生**，50歲，自2010年11月起出任本公司行政總裁，並於2011年9月獲委任為本公司之執行董事。於2012年9月，景先生獲委任為本公司董事會副主席，同時辭任本公司行政總裁。景先生的職責包括協助本公司主席領導董事會及與董事會共同制訂油氣業務上的企業策略及發展規劃，同時尋找及開拓國內潛在的中上游油氣業務機遇。景先生於1983年畢業於西安交通大學，長期任職於中央國家機關和國有企業，擁有20多年政府機關及企業管理工作經驗。曾任國務院機電產品進出口辦公室副處長及工會主席、中國機械工業供銷深圳集團公司副總經理、以及中機香港公司董事總經理。

# Directors and Senior Management Profiles

## 董事及高層管理人員簡介

**Mr. Xu Zucheng**, aged 61, was appointed as Executive Director of the Company in March 2012 and Chief Executive Officer of the Company in September 2012. Mr. Xu is principally responsible for monitoring the Group's operation of all oil and gas fields, in particular the coalbed methane project at the Sanjiao block, and implementing the strategies and policies formulated by the Company. Mr. Xu graduated from the Geological Department of Northwest University, the PRC, in 1976. Prior to joining the Company, Mr. Xu served as Deputy Chief Geologist in PetroChina Coalbed Methane Company Limited since 2008. Prior to the aforesaid position, Mr. Xu worked for the Shaanxi Bureau of Geology and Mineral Resources, the Daqing Oilfield Institute and the Secretariat Office of the Ministry of Petroleum. He was also the Head of Reserve and Mining Right Divisions of PetroChina Exploration & Production Company. Mr. Xu has substantial experience in oil and gas exploration and mining right management. He was also awarded the second prize of Science and Technology of the Ministry of Land and Resources.

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**Mr. Wang Ziming**, aged 46, was appointed as Executive Director of the Company in August 2010. Mr. Wang graduated from the College of Economy and Trade Management, Shanghai International Studies University in 1988, and received a Bachelor Degree in Economics. Mr. Wang has worked in Sinochem Corporation, PRC and has extensive experience in the exploration and management in the resources sector. He is also well experienced in mining business investment and possesses abundant governmental public relations resources.

**Mr. Wan Tze Fan Terence**, aged 48, was appointed as Executive Director of the Company in March 2009. He is also the chief financial officer of the Company. Mr. Wan holds a bachelor degree of commerce and a master degree of business administration. He has years of experience in accounting and financial management and has worked for international accounting firms and listed companies in Hong Kong. He is a fellow member of Hong Kong Institute of Certified Public Accountants and a Certified Practising Accountant of CPA Australia. He is an independent non-executive director of China Primary Resources Holdings Limited, a company listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.

**徐祖成先生**，61歲，於2012年3月獲委任為本公司之執行董事，並於2012年9月出任本公司之行政總裁，其主要角色及職能為監控本集團內以三交煤層區塊為主之各油氣項目的營運，並執行本公司所制訂的策略及政策。徐先生於1976年畢業於中國西北大學地質系，在加入本公司前，曾自2008年起出任中石油煤層氣有限責任公司副總地質師，之前曾出任陝西地礦局幹部，以及任職於大慶油田研究院及石油部辦公廳秘書處，歷任中國石油勘探與生產公司礦權儲量處處長及礦權處處長。徐先生長期從事油氣勘探工作及礦權管理，曾獲國土資源部科學技術二等獎。

**王自明先生**，46歲，於2010年8月獲委任為本公司之執行董事。王先生於1988年畢業於上海外國語大學經濟貿易管理學院，獲頒經濟學學士學位。王先生曾任職於中國中化集團，在資源領域的勘探和管理方面擁有豐富經驗，亦擁有豐富的礦業投資經驗和政府方面的公共關係資源。

**溫子勳先生**，48歲，於2009年3月獲委任為本公司之執行董事，溫先生目前為本公司之財務總監。溫先生持有商科學士學位及工商管理碩士學位，溫先生擁有多年會計及財務管理經驗，並曾在國際會計師事務所及香港上市公司等工作。溫先生為香港會計師公會資深會員及澳洲會計師公會註冊會計師。溫先生為中國基礎資源控股有限公司之獨立非執行董事，一間於香港聯合交易所創業板上市的公司。



# Directors and Senior Management Profiles

## 董事及高層管理人員簡介

### Non-executive Director

**Mr. Kong Siu Tim**, aged 47, resigned as Chairman and Executive Director and assumed the position as Non-Executive Director of the Company in September 2011. Mr. Kong was appointed as Non-Executive Director of the Company in August 2005 and redesignated as Executive Director of the Company in November 2005, and then appointed as Chairman of the Company in March 2009. Mr. Kong holds a master degree of Economics at University of Warwick, UK and has years of experience in banking and securities industries. He is a member of the Hong Kong Securities Institute.

### Independent Non-executive Director

**Mr. Wong Kwok Chuen Peter**, aged 53, was appointed as Independent Non-Executive Director of the Company in April 2006. Mr. Wong is currently a practising barrister-at-law of the High Court of the Hong Kong SAR. Mr. Wong holds a master degree of commerce in marketing from University of Strathclyde, UK and a post-graduate certificate in laws from University of Hong Kong. Mr. Wong has more than 19 years of extensive experience in legal practice.

**Professor Wong Lung Tak Patrick**, *BBS, JP*, aged 64, was appointed as an Independent Non-Executive Director of the Company in August 2010. Professor Wong is a practicing certified public accountant in Hong Kong and managing practicing director of Patrick Wong CPA Limited. He is also a Chartered Secretary and a Certified Tax Advisor. He has over 30 years' experience in the accountancy profession. Professor Wong was accorded Doctor of Philosophy in Business, was awarded a Badge of Honour by the Queen of England, was appointed a Justice of the Peace and was awarded a Bronze Bauhinia Star (BBS) by the Hong Kong Government of SAR. He has been appointed Adjunct Professor, School of Accounting and Finance, The Hong Kong Polytechnic University since 2002. Professor Wong participates in many types of community services, holding posts in various organizations and committees, both governmental and voluntary agencies. Professor Wong is currently an independent non-executive director of Water Oasis Group Limited, CC Land Holdings Limited, Galaxy Entertainment Group Limited, Real Nutraceutical Group Limited, Guangzhou Pharmaceutical Co. Ltd., China Precious Metal Resources Holdings Co. Ltd., Winox Holdings Limited and National Arts Holdings Ltd., all of which are listed on the Hong Kong Stock Exchange.

### 非執行董事

**江少甜先生**，47歲，於2011年9月辭任本公司主席及執行董事，並同時獲調任為本公司非執行董事。江先生曾於2005年8月獲委任為本公司之非執行董事，於2005年11月由本公司非執行董事轉職為執行董事，並於2009年3月出任本公司之主席。江先生持有英國華威大學經濟學碩士學位，於銀行及證券行業有多年經驗，他亦為香港證券專業學會會員。

### 獨立非執行董事

**黃國全先生**，53歲，於2006年4月獲委任為本公司之獨立非執行董事。黃先生現為香港執業大律師，黃先生持有英國University of Strathclyde之商業管理(市場學)碩士學位及香港大學之法律深造證書，黃先生擁有逾十九年豐富法律實務經驗。

**黃龍德教授**，*BBS*，*太平紳士*，64歲，於2010年8月獲委任為本公司之獨立非執行董事。黃教授為香港執業會計師，並為黃龍德會計師事務所有限公司的執行董事。黃教授亦是特許秘書及註冊稅務師。彼於會計專業擁有逾三十年經驗。黃教授取得商業哲學博士學位，獲英女皇頒發榮譽獎章，獲委任為太平紳士，並獲香港特別行政區政府頒授銅紫荊星章。彼於2002年起獲香港理工大學會計及金融學院委任為兼任教授。黃教授參與多項社區服務，並於多個官方組織、委員會及志願機構擔任職務。黃教授現為奧思集團有限公司、中渝置地控股有限公司、銀河娛樂集團有限公司、瑞年國際有限公司、廣州藥業股份有限公司、中國貴金屬資源控股有限公司、盈利時控股有限公司及國藝控股有限公司的獨立非執行董事，該些公司均於香港交易所上市。

# Directors and Senior Management Profiles

## 董事及高層管理人員簡介

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**Dr. Wang Yanbin**, aged 56, was appointed as an Independent Non-Executive Director of the Company in September 2011. Dr. Wang is a professor and tutor for doctoral candidates of China University of Mining & Technology (Beijing), and head of the Scientific Research Office of China University of Mining & Technology (Beijing). Dr. Wang holds a bachelor degree in coalfield geology from the faculty of geology of Huainan Mining Institute in China. He also holds a master degree in coal petrology and coalfield geology and a doctor degree in coalfield, oil and gas geology and organic geochemistry from China University of Mining & Technology (Beijing). Prior to 1993, Dr. Wang mainly engaged in teaching and scientific research on coalfield geology and coalbed methane geology. Since 1993, he has focused on geological research on coalfield geology, oil, natural gas and coalbed methane. He has led the development of a project for the National Natural Science Foundation of China, and few scientific projects for China National Petroleum Corporation and China Petrochemical Corporation. Dr. Wang has also participated in more than 30 scientific projects in cooperation with various oil fields and Mining Bureaus nationwide. He was granted the State Scientific and Technological Progress Award for several times and has published 3 books and more than 70 academic papers.

### Senior Management

**Dr. Rao Mengyu** has been working for Orion Energy International Inc. (a wholly-owned subsidiary of the Group since November 2010) since December 2007 and now serves as the general manager. Dr. Rao graduated from the Department of Geology of Anhui University of Science & Technology. In 2005, Dr. Rao was awarded a PhD in Geology by the China University of Petroleum (East China). He was engaged in research work for the oil and gas geology fundamental theories and coalbed methane (“CBM”) development technology in the post-doctoral station of the College of Petroleum and Natural Gas Engineering, China University of Petroleum (Beijing). He has over 20 years of experience in the industry and has years of experience in onsite work and indoor scientific research in respect of CBM projects. Currently, Dr. Rao is mainly responsible for the scientific research, exploration deployment, engineering design, onsite engineering design, CBM exploration of Sanjiao Block CBM project of the Group. Dr. Rao has published 24 research papers in the journals such as Acta Petrolei Sinica, and also is one of the principal participants in the scientific research achievement of “Research, development and application of CBM multi-lateral horizontal well”. Such achievement was awarded the second prize of science and technology advancement in 2009 by the China National Coal Association.

**王延斌博士**，56歲，於2011年9月獲委任為本公司之獨立非執行董事。王博士現為中國礦業大學(北京)教授、博士生導師，以及中國礦業大學(北京)科研處處長。王博士持有中國淮南礦業學院地質系煤田地質學士學位，以及中國礦業大學北京煤岩學和煤田地質學碩士學位及煤田、油氣地質學及有機地球化學博士學位。於1993年前，主要從事與煤田地質和煤層氣地質有關的教學科研工作。1993年以後，主要從事與煤田地質、石油天然氣和煤層氣有關的地質研究，先後主理國家自然科學基金項目，以及中國石油天然氣集團總公司、中國石化集團總公司等多項科技項目，與全國各油田和礦務局合作科技項目30餘項，先後多次獲得國家科技進步獎，出版專著3部，發表學術論文70餘篇。

### 高層管理人員

**饒孟餘博士**，自2007年12月起於奧瑞安能源國際有限公司(於2010年11月成為本集團之全資附屬公司)工作，現為總經理。饒博士畢業於安徽理工大學地質系，於2005年獲得中石油大學(華東)地質學理學博士學位，並曾在中國石油大學(北京)石油與天然氣工程學院博士後站從事油氣基礎理論及煤層氣開發工藝的研究工作。他於行內有逾20年工作經驗，擁有多年從事煤層氣專案的現場工作經驗和室內科研經歷，現時饒博士主要負責本集團於三交區塊煤層氣項目的科研、勘探部署、工程設計、現場工程施工、煤層氣試採等事務。饒博士曾在《石油學報》等期刊上發表科研論文24篇，亦是「煤層氣多分支水平井研發與應用」科技成果的主要參與人之一，該成果並榮獲2009年度中國煤炭工業協會科技進步二等獎。

## Directors and Senior Management Profiles

### 董事及高層管理人員簡介

**Mr. Zhu Danping** joined the Group and was appointed as Vice President of the Company on 24 September 2012. Mr. Zhu is responsible for the Group's operational management and the coordination in relation to the government's public affairs. Prior to joining the Group, Mr. Zhu worked in Shenzhen Industrial Exhibition Centre as a curator for the construction of the new building and the tender for exhibition during the period between 2007 and 2012 and has extensive experience in the operating management and working for government authorities. Mr. Zhu was a postgraduate in philosophy from Zhongshan University and worked for the institute for Shenzhen Intermediate People's Court as well as 深圳市海潤工貿公司 (Shenzhen Hairun Industrial and Trading Company\*) as a deputy general manager and a supervisor, 華展國際展覽公司 (Sinoexpo International Exhibition Company\*) of 深圳國際展覽中心 (Shenzhen International Exhibition Centre\*) as a managing director, Shenzhen Industrial Exhibition Centre as a deputy curator and Shenzhen Productivity Centre as an officer. He was responsible for the organization of various significant projects for the government and the planning and management of exhibitions during his term of office. With a strong social connection and network, he delivered a remarkable performance.

**Mr. He Hongbing** joined the Company in 2008 and was appointed as Vice President of the Company in November 2010. He is principally responsible for the corporate finance and investor relation of the Company. Mr. He holds a bachelor degree of Geology at Peking University and a master degree of Civil Law at Yantai University. He is a CFA Charterholder and a member of The Hong Kong Society of Financial Analysts. He holds a Chinese lawyer qualification, and has nearly 10 years working experience in corporate finance and investor relations. He was the financial manager of Shenzhen B&K Electronic Co., Ltd, the deputy general manager of the Investor Relation Division of China Gas Holdings Limited in Hong Kong and an investment analyst of Singapore UOB Kay Hian Research Pte Ltd.

**Ms. Yim Siu Hung** was appointed as the company secretary of the Company in December 2011. Ms. Yim has joined the Company since August 2005 and holds a degree in law and a degree in accountancy. She is an associate member of both The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators. She has years of extensive experience in the company secretarial sector and has worked for international accounting and law firms and listed companies in Hong Kong.

**朱耽平先生**，於2012年9月24日加入本集團，獲委任為本公司副總裁。朱先生負責本集團的營運管理和有關政府公共事務協調的事宜。朱先生於加入本集團前，曾自2007年至2012年期間出任深圳市工業展覽館館長，負責新館建設及展覽工程招標等工作，擁有豐富的營運管理及政府機關工作經驗。朱先生於中山大學哲學系研究生畢業，曾於深圳市中級人民法院研究室工作，並先後出任深圳市海潤工貿公司常務副總經理及主管、深圳國際展覽中心華展國際展覽公司總經理、深圳市工業展覽館副館長、深圳市生產力促進中心主任等職位，任內曾負責政府舉辦的各類大型項目及展覽會的策劃及管理工作，累積了豐富之人脈關係及網絡，成績斐然。

**賀紅兵先生**，於2008年加入本公司，於2010年11月獲委任為本公司副總裁，賀先生主要負責本公司的企業融資及投資者關係。賀先生持有北京大學地質學學士學位和煙臺大學民商法學碩士學位，乃CFA特許狀持有人，香港財經分析師協會會員，持有中國律師資格，擁有近10年企業融資及投資者關係工作經驗。曾任深圳邦凱電子有限公司財務經理，香港中國燃氣控股有限公司投資者關係部副總經理，新加坡大華繼顯研究(私人)有限公司投資分析員。

**嚴筱虹女士**，於2011年12月獲委任為本公司之公司秘書。嚴女士自2005年8月加入本公司，持有法律學士學位及會計學士學位，亦為香港特許秘書公會及英國特許秘書及行政人員公會的會員。嚴女士於公司秘書範疇擁有多年豐富經驗，並曾在國際會計師事務所和律師事務所以及香港上市公司等工作。

\* For identification purpose only

# Corporate Governance Report

## 企業管治報告

### CORPORATE GOVERNANCE PRACTICES

The Board of Directors (the “Board”) and management of the Company are committed to maintaining high standards of corporate governance for the purpose of providing a framework and solid foundation for its business operation and development. The Company considers that effective corporate governance with probity, transparency and accountability makes an important contribution to corporate success and to enhancement of shareholders value.

The Code on Corporate Governance Practices (the “Former Code”) set out in Appendix 14 to the the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) has been amended and renamed the “Corporate Governance Code” (the “New Code”) effective from 1 April 2012. The Company has complied with all the code provisions of the Former Code and the New Code during the period from 1 January 2012 to 31 March 2012 and the period from 1 April 2012 to 31 December 2012 respectively.

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### COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code (the “Model Code”) for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules as the Company’s code of conduct and rules governing dealing by all directors in the securities of the company.

All the Directors have confirmed that they have complied with the required standard regarding directors’ securities dealings set out in the Model Code during the year.

### THE BOARD OF DIRECTORS

As at 31 December 2012, the Board comprises five executive Directors, namely Dr. Dai Xiaobing (Chairman), Mr. King Hap Lee (Deputy Chairman), Mr. Xu Zucheng (Chief Executive Officer), Mr. Wang Ziming and Mr. Wan Tze Fan Terence; one Non-executive Director, Mr. Kong Siu Tim; and three Independent Non-executive Directors (“INEDs”), namely Mr. Wong Kwok Chuen Peter, Professor Wong Lung Tak Patrick and Dr. Wang Yanbin. There is no financial, business, family or other material/relevant relationship between the Directors.

### 企業管治常規

本公司董事會（「董事會」）及管理層竭力維持高水平的企業管治，以為其業務營運及發展提供一個架構及穩固基礎。本公司認為，有效的企業管治，乃通過高度誠信，具透明度及負責任的處事態度，為企業成功作出重要貢獻，並提升股東價值。

載於香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四的企業管治常規守則（「舊守則」）已修訂並更名為企業管治守則（「新守則」），於2012年4月1日生效。本公司於2012年1月1日至3月31日期間已遵守舊守則的全部守則條文，及於2012年4月1日至12月31日期間已遵守新守則的全部守則條文。

### 遵守董事進行證券交易之標準守則

本公司已採納上市規則附錄十所載的上市公司董事進行證券交易的標準守則（「標準守則」），作為本公司監管全體董事買賣本公司證券的操守準則和規則。

全體董事已確認，彼等於整個年度內一直遵守標準守則所載有關董事買賣證券所需的準則。

### 董事會

於2012年12月31日，董事會包括五名執行董事，即戴小兵博士（主席）、景哈利先生（副主席）、徐祖成先生（行政總裁）、王自明先生及溫子勳先生，一位非執行董事，即江少甜先生，以及三位獨立非執行董事（「獨立非執行董事」），即黃國全先生、黃龍德教授及王延斌博士。董事間並不存在任何財務、業務、家族或其他重大／相關關係。

The Board includes three INEDs representing one-third of the Board which is in compliance with under Rule 3.10(1) and 3.10A of the Listing Rules. Professor Wong Lung Tak Patrick has appropriate qualifications and accounting related financial expertise required under Rule 3.10(2) of the Listing Rules.

The Company has received from each of the independent non-executive directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. All the three INEDs are independent under these independence criteria, and with their wide range of skills and experience to the Group, they are capable to effectively exercise independent judgment on issues of strategy, performance, risk and people through their contribution at Board and committee meetings.

The Board has extensive corporate and strategic planning and industry experience for discharging their duties as Directors in the best interest of the Company and that the current board size is adequate for its present operations. Each of the Directors keeps abreast of his responsibilities as a Director of the Company and of the conduct, business activities and development of the Company.

On appointment to the Board, each Director receives a comprehensive induction package covering the general, statutory and regulatory obligations of being a Director to ensure that he is sufficiently aware of his responsibilities under the Listing Rules and other relevant regulatory requirements. All Directors and senior management are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Directors are regularly briefed on the business operations and policies of the Company and from time to time provided with written training materials to develop and refresh their professional skills.

According to the records maintained by the Company, all the Directors, namely Dr. Dai Xiaobing, Mr. King Hap Lee, Mr. Xu Zucheng, Mr. Wang Ziming and Mr. Wan Tze Fan Terence, Mr. Kong Siu Tim, Mr. Wong Kwok Chuen Peter, Professor Wong Lung Tak Patrick and Dr. Wang Yanbin, participated in continuous professional development by reading materials and attending seminars on corporate governance, regulatory development and other relevant topics with an emphasis on the roles, functions and duties of a director of a listed company in compliance with the New Code during the year.

董事會包括三名獨立非執行董事佔董事會成員人數的三份之一，符合上市規則第3.10(1)條及第3.10A條的規定。黃龍德教授擁有上市規則第3.10(2)條所規定的適當資格及相關會計財務專長。

本公司已接獲各獨立非執行董事之年度確認書，確認彼等符合上市規則第3.13條所載有關彼等的獨立性之規定。根據該等獨立性標準，全部三位獨立非執行董事均具獨立性，並在管理本集團方面擁有豐富技能及經驗，彼等可透過於董事會及委員會會議所付出的貢獻，就策略、表現、風險及人員事宜有效作出獨立判斷。

董事會各董事均具備履行彼等責任所需的豐富企業策略規劃及行業經驗，並以本公司最佳利益為依歸。董事會的現有規模足以應付其目前營運所需。各董事須瞭解擔任本公司董事所須負的責任，並瞭解操守、本公司業務活動及發展的最新情況。

在獲委任加入董事會時，各董事將收到一份詳盡之入職資料，涵蓋作為董事在一般、法律及監管規定上所須履行責任之資料，以確保其充分瞭解其於上市規則及其他相關監管規定下之責任。本公司鼓勵全體董事和高級管理層參與持續專業發展，以發展及更新彼等的知識及技能。董事定期獲簡介本公司業務營運和政策，以及不時獲提供書面培訓材料以發展及重溫專業技能。

根據本公司存置之記錄，所有董事，即戴小兵博士、景哈利先生、徐祖成先生、王自明先生及溫子勳先生，江少甜先生、黃國全先生、黃龍德教授及王延斌博士，為符合新守則，於年內透過閱讀有關企業管治、監管規定的發展和其他相關主題的讀物及參加相關研討會，參與重點在於上市公司董事的角色、職能及責任之持續專業發展。

# Corporate Governance Report

## 企業管治報告

Apart from the fiduciary duty and statutory responsibility towards the Company and the Group, the Board is responsible for the management of the business and affairs of the Group with the objective of enhancing the Company and shareholders' value. Key responsibilities include formulation of the Group's overall strategies, setting of corporate and management targets, monitoring of operational and financial matters, approval of major capital expenditures, material acquisitions and disposal of assets, corporate or financial restructuring, material borrowings and any issuing, or buying back, of equity securities. Responsibility for delivering Company's objectives and running the business on a day-to-day basis is delegated to divisional management who have been given clear guidelines and directions as to their authority.

The biographical details of the Directors are listed in the section of "Directors and Senior Management Profiles" in this annual report and the INEDs are expressly identified in all of the Company's publication such as circular, announcement or relevant corporate communications in which the names of Directors of the Company are disclosed. The Company maintains on its website and on the Stock Exchange's website a list of its directors with their role and function.

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### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The roles of Chairman and Chief Executive Officer are segregated and performed by two separate individuals, Dr. Dai Xiaobing and Mr. Xu Zucheng respectively, to ensure a balance of power and authority. The Chairman of the Company provides leadership to the Board and ensures that the Board discharges its responsibilities effectively. Dr. Dai Xiaobing's primary roles and duties include to formulate corporate strategies and plans in conjunction with the Board and to ensure that Directors receive complete, accurate and timely information and are properly briefed on issues arising at Board meetings. He also holds annually meeting with the non-executive directors (including independent non-executive directors) without the executive directors present. The Chief Executive Officer, Mr. Xu Zucheng, is responsible for the effective management and operation of the Company and his primary roles and duties include to monitor and control the operational and financial performance within the Group and to implement the Company's strategy and policies for achieving its objectives.

董事會除對本公司及本集團負有誠信責任及法定責任外，董事會亦負責管理本集團的業務及事務，目的乃提升本公司及股東的價值。主要責任包括制訂本集團的整體策略、設定公司及管理目標、監控營運及財務事宜、批准主要資本開支、重大收購及出售資產、公司或財務重組、重大借貸及任何發行或購回股本證券。各部門管理人員負責實現本公司的目標和本公司業務的日常營運工作，並已就該等人員的職權給予彼等清晰的指引及指示。

董事的履歷詳情載於本年報「董事及高層管理人員簡介」一節，而獨立非執行董事均可在本公司披露本公司董事姓名的所有刊物（如通函、公佈或相關企業通訊）中明確識別。於本公司網站及聯交所網站上已列載本公司的董事及其角色和職能。

### 主席及行政總裁

主席與行政總裁的角色清楚劃分，分別由戴小兵博士及徐祖成先生擔任，以確保權力和權利得以平衡。本公司主席領導董事會並確保董事會能有效地履行其職責。戴小兵博士的主要角色及職責包括與董事會共同制訂企業策略及規劃，以確保董事獲得完整、準確且及時的資料，並確保所有董事適當地獲悉董事會會議上提出的事宜。本公司主席每年與非執行董事（包括獨立非執行董事）舉行一次沒有執行董事出席的會議。行政總裁徐祖成先生負責本公司的有效管理及營運，其主要角色及職責包括監控本集團內的營運及財務表現，並執行本公司為達致其目標而制定的策略及政策。

### APPOINTMENTS AND RE-ELECTION

Each of the Directors has entered into a service contract with the Company for a specific term. Such term is subject to his re-election by the Company at an annual general meeting upon retirement. The Company's Bye-laws provide that any Director appointed by the Board to fill a casual vacancy in the Board or as an additional member of the Board shall hold office only until the first general meeting of the Company and shall then be eligible for re-election at such meeting. In accordance with the Company's Bye-laws, at each AGM of the Company, one third (or the number nearest to but not less than one-third) of the Directors shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years and, being eligible, offer themselves for re-election. Regarding the code provision of appointment of non-executive directors for a specific term, each of the Non-Executive Director and INEDs of the Company has entered into a service contract with the Company for a term of two years, subject to retirement by rotation.

### CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the corporate governance functions within its terms of reference. Its duties include to develop and review the Company's policies and practices on corporate governance; review and monitor the training and continuous professional development of directors and senior management and the Company's policies and practices on compliance with legal and regulatory requirements; develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and review the Company's compliance with the New Code and disclosure in the Corporate Governance Report as required under Appendix 14 of the Listing Rules.

### SUPPLY OF AND ACCESS TO INFORMATION

The Company updates the Directors from time to time with development in the laws and regulations relevant to their role as director of the Company. Directors are also encouraged to update their skills, knowledge and familiarity with the Group through initial induction, ongoing participation at Board and committee meetings.

### 委任及重選

每名董事均與本公司以指定任期訂立服務合約，並於本公司日後股東週年大會告退及膺選連任。根據本公司之公司細則規定，任何獲董事會委任以填補臨時空缺或新加入董事會的董事的任期將直至其獲委任後首屆股東大會為止，並於該大會上膺選連任。按照本公司公司細則規定，於本公司每屆股東週年大會上，三分之一董事（或最接近三分之一但不少於三分之一之數目）須輪席告退，惟各董事須最少每三年輪席告退一次，屆時均符合資格並可膺選連任。就有關以指定任期委任非執行董事之守則條文，本公司的非執行董事及獨立非執行董事已與本公司訂立為期兩年的服務合約，並須輪值退任。

### 企業管治職能

董事會依照企業管治職權範圍負責執行企業管治職務，職務包括制定及檢討本公司的企業管治政策及常規；檢討及監察董事及高級管理人員的培訓及持續專業發展；以及本公司在遵守法律及監管規定方面的政策及常規；制定、檢討及監察僱員及董事的操守準則及合規手冊（如有）；以及檢討本公司遵守上市規則附錄14新守則的情況及在《企業管治報告》內的披露。

### 資料的提供和使用

本公司不時向董事提供與擔任本公司董事相關的法律及法規之發展的更新資料。本公司亦會鼓勵董事透過就任須知、持續參與董事會會議及委員會會議來更新彼等的技能、知識及對本集團的瞭解。

# Corporate Governance Report

## 企業管治報告

The Company's senior management regularly supplies the Board and its committees with adequate information in a timely manner to enable them to make informed decisions. Monthly updates as required in C.1.2 of the New Code are provided by the senior management to all Directors to enable them to be apprised of the circumstances of the Company and to discharge their duties. All Directors have access to Board papers and related materials that will assist them for decision making. Any Director, wishing to do so in the furtherance of his duties, may take independent professional advice through the Company's expense. No such independent professional advice was requested by any Director in 2012.

### DIRECTORS' AND OFFICERS' INSURANCE

The Company continues to subscribe for an insurance policy to indemnify the Directors and senior executives from any losses, claims, damages, liabilities and expenses, including without limitation, any proceedings brought against them, arising from the performance of their duties pursuant to their appointment under their respective service agreements entered into with the Company. The current policy shall be under constant review to ensure that the insurance cover is appropriate.

### BOARD COMMITTEES

The Board has established three committees delegated with various responsibilities, including Audit Committee, Remuneration Committee and Nomination Committee. All the Board committees perform their distinct roles in accordance with their respective terms of reference which are available on the websites of the Company and the Stock Exchange. The meetings and proceedings of the committees are governed by the provisions contained in the bye-laws of the Company for regulating the meetings and proceedings of Directors unless otherwise stipulated in their respective terms of reference. The individual attendance records of each Director at the meetings of the Board, Audit Committee, Remuneration Committee, Nomination Committee and general meetings during the year are set out below:

本公司高級管理人員定期向董事會及其委員會適時提供充足的資料，以令彼等作出知情決定。高級管理人員會根據新守則第C.1.2條的規定每月提供更新資料予所有董事，使彼等了解本公司的現況，以履行其職責。全體董事均有權使用將有助於彼等作出決定的董事會文件及相關資料。任何董事因履行職責而欲尋求獨立專業意見，由此所產生的費用將由本公司承擔，於2012年內並無董事尋求此等獨立專業意見。

### 董事及要員的投保安排

本公司續保一份保單，乃關於彌償董事及高級行政人員因根據與本公司訂立之相關服務協議項下之委聘履行彼等之職責而產生之任何損失、索償、損害賠償、債務及開支（包括但不限於針對彼等提出之任何訴訟）。現有保單將獲定期檢討以確保投保安排適當。

### 董事委員會

董事會轄下已成立三個委員會，並將分派各種職責，分別為審核委員會、薪酬委員會及提名委員會。全部董事委員會均按其各自的職權範圍履行其特定的職務，而該職權範圍於本公司網站及聯交所網站可供查閱。除非各自的職權範圍另有規定外，各委員會之會議及程序均受本公司的細則規定，以規管各會議及其程序。於年內，各董事於董事會、審核委員會、薪酬委員會、提名委員會會議及股東大會之個別出席記錄載列如下：



# Corporate Governance Report

## 企業管治報告

### Number of meetings attended/held during term of office in 2012 於2012年任職期間出席／舉行的會議次數

		Board	Audit Committee	Remuneration Committee	Nomination Committee	Annual General Meeting	Special General Meeting
		董事會	審核委員會	薪酬委員會	提名委員會	股東週年大會	股東特別大會
<b>Number of meetings held during the year</b>	<b>本年度內舉行會議次數</b>	7	2	2	1	1	1
<b>Executive Directors</b>	<b>執行董事</b>						
Dai Xiaobing (Chairman)	戴小兵(主席)	7/7	-	2/2	1/1	1/1	0/1
King Hap Lee (Deputy Chairman)	景哈利(副主席)	7/7	-	-	-	0/1	0/1
Xu Zucheng (Chief Executive Officer) (appointed on 14 March 2012)	徐祖成(行政總裁) (於2012年3月14日獲委任)	6/6	-	-	-	0/1	0/1
Wang Ziming	王自明	7/7	-	-	-	0/1	0/1
Wan Tze Fan Terence	溫子勳	7/7	-	-	-	1/1	1/1
<b>Non-executive Director</b>	<b>非執行董事</b>						
Kong Siu Tim	江少甜	7/7	-	-	-	0/1	0/1
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>						
Wong Kwok Chuen Peter	黃國全	6/7	2/2	2/2	1/1	1/1	0/1
Wong Lung Tak Patrick	黃龍德	7/7	2/2	2/2	1/1	1/1	1/1
Wang Yanbin	王延斌	7/7	2/2	-	-	0/1	0/1

Notes:

附註：

- Mr. Xu Zucheng was appointed Executive Director on 14 March 2012.
  - The Audit Committee comprises Mr. Wong Kwok Chuen Peter, Professor Wong Lung Tak Patrick and Dr. Wang Yanbin.
  - The Remuneration Committee comprises Professor Wong Lung Tak Patrick, Dr. Dai Xiaobing and Mr. Wong Kwok Chuen Peter.
  - The Nomination Committee comprises Dr. Dai Xiaobing, Mr. Wong Kwok Chuen Peter and Professor Wong Lung Tak Patrick.
- 徐祖成先生於2012年3月14日獲委任為執行董事。
  - 審核委員會成員為黃國全先生、黃龍德教授及王延斌博士。
  - 薪酬委員會成員為黃龍德教授、戴小兵博士及黃國全先生。
  - 提名委員會成員為戴小兵博士、黃國全先生及黃龍德教授。

# Corporate Governance Report

## 企業管治報告

### AUDIT COMMITTEE

The Audit Committee assists the Board in discharging its responsibilities for financial reporting and corporate control. The Committee comprises three INEDs, namely Mr. Wong Kwok Chuen Peter, Professor Wong Lung Tak Patrick and Dr. Wang Yanbin, and is chaired by Professor Wong Lung Tak Patrick.

The Company has complied with Rule 3.21 of the Listing Rules which requires that the audit committee has a minimum of three non-executive directors, must be chaired by an INED, at least one of the audit committee member is an INED who possesses appropriate professional qualifications or accounting or related financial management expertise, and a majority of the audit committee are INEDs.

None of the Audit Committee members are members of the former or existing auditors of the Company. The Audit Committee met twice during the year in accordance with its terms of reference. During the year, the Audit Committee has discharged its duties which include to review the completeness, accuracy and fairness of the Company's financial statements, evaluating the Company's auditing scope and procedures as well as its internal control systems, to review the interim and final financial statements before their submission to the Board and the annual general meeting for approval, and to make recommendation on the appointment of external auditor and approve the remuneration and terms of engagement of external auditor. The Audit Committee is provided with sufficient resources, including independent access to and advice from external auditors.

The revised terms of reference of the Audit Committee setting out the Audit Committee's authority and duties, which has included changes in line with the New Code, are available on the websites of the Company and the Stock Exchange.

### REMUNERATION COMMITTEE

The Company's objective for its remuneration policy is to maintain fair and competitive packages based on business requirements and industry practice. The Remuneration Committee comprises three members including one Executive Director and two INEDs, namely Dr. Dai Xiaobing, Mr. Wong Kwok Chuen Peter and Professor Wong Lung Tak Patrick. The committee is chaired by Professor Wong Lung Tak Patrick. The Company has complied with Rule 3.25 of the Listing Rules which requires that the remuneration committee has a majority of the member being INEDs and must be chaired by an INED.

### 審核委員會

審核委員會負責協助董事會履行財務報告及企業監控的責任。審核委員會包括三名獨立非執行董事，即黃國全先生、黃龍德教授及王延斌博士，黃龍德教授是審核委員會的主席。

本公司已遵守上市規則第3.21條之規定，即審核委員會最少須由三名非執行董事組成，且必須由獨立非執行董事擔任主席，最少一名成員為具有適當專業資格或會計或相關財務管理經驗之獨立非執行董事，並且大部份的審計委員會成員為獨立非執行董事。

審核委員會的成員並非本公司前任或現任核數師。該委員會按照其職權範圍於年內舉行了兩次會議。於年內，審核委員會已履行其職責，包括檢討公司財務報表的完整性、準確性及公平性、評估本公司的審核範圍和程序以及本公司的內部監控系統、在中期和末期財務報表遞交給董事會並在股東週年大會上批准前對該等報表進行審閱、就外聘核數師的委任提供建議、以及批准外聘核數師的薪酬及聘用條款。審核委員會獲提供充足資源，包括獨立會晤外聘核數師及獲得外聘核數師的意見。

載有審核委員會權力及職責之經修訂之審核委員會職權範圍(其中包括符合新守則之更改)可於本公司網站及聯交所網站查閱。

### 薪酬委員會

本公司的薪酬政策旨在根據業務需求及行業慣例維持公平且具競爭力的薪酬計劃。董事會已設立薪酬委員會，包括一名執行董事及兩名獨立非執行董事共三名成員，分別為戴小兵博士、黃國全先生及黃龍德教授。該委員會的主席是獨立非執行董事黃龍德教授。本公司已遵守上市規則第3.25條之規定，即薪酬委員會之會員過半為獨立非執行董事，且必須由獨立非執行董事擔任主席。

With reference to business needs and company development, individual performance and contribution, changes in relevant markets and general economic situation, the Remuneration Committee has adopted the model set out in B.1.2(c)(ii) of the New Code where the Committee reviews and recommends to the Board on the Company's policy and structure for remuneration of the Directors and senior management. During the review process, no individual director is involved in decisions relating to his own remuneration.

The revised terms of reference of the Remuneration Committee setting out the Remuneration Committee's authority and duties, which has included changes in line with the New Code, are available on the websites of the Company and the Stock Exchange.

### NOMINATION COMMITTEE

During the year and prior to the establishment of the Nomination Committee, the Board was responsible for selection and approval of candidates for appointment as directors to the Board. The Board considered that the human resource policy in recruitment of new senior staff was also applicable to nomination of a new director. In considering the nomination of a new director, the Board would take into account the qualification, in particular any qualification as required in the Listing Rules, expertise, industry experience, leadership and integrity of the candidates that, in the opinion of the Directors, would enable them to make a positive contribution to the performance of the Board.

The Company's Nomination Committee was established in March 2012 in accordance with the New Code. The Nomination Committee currently has three members including one Executive Director and two INEDs, namely Dr. Dai Xiaobing, Mr. Wong Kwok Chuen Peter and Professor Wong Lung Tak Patrick. Dr. Dai Xiaobing acts as Chairman of the Nomination Committee. The Committee met once during the year in accordance with its terms of reference. The Nomination Committee bases on the aforesaid criteria when making recommendations to the Board on the nomination and appointment of directors, assesses the independence of INEDs, review the structure, size and composition of the Board at least annually and makes recommendations on any proposed changes to the Board to complement the Company's corporate strategy. The terms of reference of the Nomination Committee are made available on the websites of the Company and the Stock Exchange.

有關業務需求及公司發展情況、個人表現及貢獻、有關市場及整體經濟狀況的變動，薪酬委員會已採納新守則B.1.2(c)(ii)條所載之模式，就本公司董事及高級管理人員的薪酬政策及架構進行檢討，並向董事會提供意見。於檢討過程中，任何董事不會參予有關其本人薪酬的決定。

載有薪酬委員會權力及職責之經修訂之薪酬委員會職權範圍(其中包括符合新守則之更改)可於本公司網站及聯交所網站查閱。

### 提名委員會

年內於提名委員會成立前，是由董事會負責遴選及批准董事候選人加入董事會。董事會認為，招聘新高級員工的現有人力資源政策亦適用於提名新董事。考慮提名新董事時，董事會將計及候選人的資格(尤其是上市規則規定的任何資格)、專業知識、行業經驗、領導才能及誠信，董事認為，這將能促使彼等對董事會表現作出積極貢獻。

本公司提名委員會於2012年3月按照新守則成立。提名委員會現有三名成員，包括一名執行董事及兩名獨立非執行董事，分別為戴小兵博士、黃國全先生及黃龍德教授，戴小兵博士為提名委員會主席。提名委員會按照其職權範圍於年內舉行了一次會議。提名委員會按照上述準則，就提名及委任董事向董事會提出建議，以及評核獨立非執行董事的獨立性。提名委員會至少每年檢討董事會之架構、人數及組成，並就任何為配合公司策略而擬對董事會作出的變動提出建議。提名委員會之職權範圍可於本公司網站及聯交所網站查閱。

# Corporate Governance Report

## 企業管治報告

### ACCOUNTABILITY AND AUDIT

#### Financial Reporting

The Board is accountable for proper stewardship of the Company's affairs, and is responsible for ensuring that the Group keeps fair and accurate accounting records which disclose its financial position. The Directors also acknowledge their responsibility to prepare the financial statements of the Group in accordance with statutory requirements and applicable accounting standards. This responsibility extends to both interim and annual reports.

#### Internal Controls

The Board acknowledges its responsibility to establish, maintain and review the effectiveness of the Group's system of internal controls to ensure that shareholders' investments and the Group's assets are safeguarded.

In order to implement an effective and efficient internal control system, the Group performs comprehensive review for the internal control system systematically on a regular basis which covers financial, operational, and compliance controls as well as risk management function.

On behalf of the Board, the Audit Committee reviews annually the continued effectiveness of the Group's internal controls dealing with risk and financial accounting and reporting, the effectiveness and efficiency of operations, compliance with laws and regulations, risk management functions. During the year, no significant control failures or weaknesses have been noted. The Board considered that these systems of internal controls were effective and sufficient to guarantee the Group in achieving its business objectives.

#### EXTERNAL AUDITOR

BDO Limited was appointed as external auditor of the Company by shareholders at the 2012 Annual General Meeting until the conclusion of the next annual general meeting.

During the year, the fees paid or payable to the external auditors of the Company, BDO Limited were approximately HK\$1,400,000 and HK\$80,000 for audit service and non-audit service rendered (excluding disbursement fees) to the Group respectively.

### 問責及審核

#### 財務報告

董事會有責任適當地管理本公司業務，並負責確保本集團保存披露其財政狀況所需的公平及準確的會計記錄。董事亦知悉，彼等的責任是根據法定要求及適用會計準則編製本集團的財務報表。董事亦須承擔編製中期報告及年報的責任。

#### 內部監控

董事會明瞭其有責任設立、維持及檢討本集團內部監控系統的有效性，以確保股東投資及本集團資產受到保障。

為了可執行有效而高效率的內部監控系統，本集團定期對內部監控系統作出有系統的全面檢討，包括財務、營運、合規監控及風險管理職能。

審核委員會代表董事局每年就集團對處理風險與財務會計及報告的內部監控是否持續有效、營運是否有效及富效率、有否遵守有關法規和風險管理職能等方面進行檢討。於年內，並無發現任何重大監控失當或缺失。董事會認為該等內部監控系統行之有效，足以確保本集團能夠達致其業務目標。

#### 外聘核數師

香港立信德豪會計師事務所有限公司已於2012年股東週年大會上經股東批准獲重新委任為本公司外聘核數師，任期直至下屆股東週年大會結束時為止。

於本年度內，就本集團獲提供的審核服務及非審核服務(不包括支出費用)，已支付或應付予本公司外聘核數師香港立信德豪會計師事務所有限公司的酬金分別約為1,400,000港元及80,000港元。

The reporting responsibilities of BDO Limited, the auditors, are stated in the Auditors' Report on pages 55 to 57 of the Annual Report.

### COMPANY SECRETARY

The Company Secretary of the Company, Ms. Yim Siu Hung, is an employee of the Company and has day-to-day knowledge of the Company. The Directors have access to the advice and services of the Company Secretary regarding board procedures, and relevant laws, rules and regulations. Ms. Yim has confirmed that she took the required number of hours of relevant professional training in 2012 as stated in Rule 3.29 of the Listing Rules.

### SHAREHOLDERS' RIGHTS

Pursuant to Section 74 of the Companies Act 1981 of Bermuda (the "Act") and Bye-law 58 of the Bye-laws of the Company, shareholders holding in aggregate not less than 10% of the paid-up capital of the Company carrying the right of voting at general meetings of the Company have the right, by written requisition to the Board or the Company Secretary of the Company, to request a special general meeting to be called by the Board for the transaction of any business specified in such requisition, and such meeting shall be held within two months after the deposit of such requisition. If the directors do not within twenty-one days from the date of the deposit of the requisition proceed to convene such meeting, any of the requisitionists representing more than one half of the total voting rights of all of them, may themselves convene a meeting to be held within three months from the said date.

Any number of shareholders representing not less than 5% of the total voting rights of the Company at the date of the requisition or not less than 100 shareholders of the Company are entitled to put forward a proposal for consideration at a general meeting of the Company. Shareholders should follow the requirements and procedures as set out in Section 79 of the Act for putting forward such proposal at a general meeting. The procedures for shareholders to propose a person for election as a director are made available on our website as required by the Listing Rules. The requisition of the proposals made by shareholders may be addressed to the Company Secretary at the Company's head office and principal place of business in Hong Kong.

核數師香港立信德豪會計師事務所有限公司的申報責任載於本年報第55至57頁的核數師報告。

### 公司秘書

本公司的公司秘書為嚴彼虹女士，她為本公司的僱員，並瞭解本公司的每日運作情況。董事可就董事會程序及相關法律、法規和規章向公司秘書尋求意見及服務。嚴女士確認，彼在2012年度已接受了按上市規則第3.29條所要求的小時數目的相關專業培訓。

### 股東權利

根據百慕達1981年公司法（「公司法」）第74條及本公司之公司細則第58條，持有不少於10%本公司已繳足股本而有權於股東大會投票之股東有權透過向本公司董事會或公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明的任何事項，而有關會議須於遞交有關要求後之兩個月內舉行。倘於提交要求當日起計21日內，董事會並無著手召開有關大會，則提出要求人士（佔彼等全體之總投票權一半以上者）可自行召開大會，惟按此方式召開之任何大會須於有關日期起計三個月內舉行。

於提出要求當日佔不少於本公司總投票權5%之股東（不論任何人數）或不少於100名之本公司股東，有權於本公司股東大會上提出建議以供考慮。股東於股東大會上提出之有關建議須根據公司法第79條所載列之規定及程序作出。股東提名一名人士參選董事的程序已根據上市規則於本公司網站刊載。股東可致函本公司香港總辦事處及主要營業地點向公司秘書提出建議。

# Corporate Governance Report

## 企業管治報告

Annual general meetings and special general meetings provide a useful forum for shareholders to share views with the Board. Members of the Board (including member(s) of the Audit, Remuneration and Nomination Committees) attend shareholders' meetings and make themselves available to answer shareholders' questions. Enquiries of shareholders may also be put to the Board by contacting the Company Secretary by phone or email, as stated in our website, [www.sino-oilgas.hk](http://www.sino-oilgas.hk).

### COMMUNICATION WITH INVESTORS

The Board recognizes the importance of good communication with shareholders as well as investors. Information in relation to the Group is disseminated to shareholders and investors in a timely manner through a number of channels include interim and annual reports, announcements, circulars and press releases. Electronic copies of these documents and general information of the Group's operation can be obtained through the Company's website. During the year, no change was made to the Company's Memorandum of Association and Bye-laws. Throughout 2012, the Group also held numerous meetings with analysts and investors in Hong Kong and overseas, conducted investor group briefings, overseas roadshows and spoke at few investor conferences. The Company will continue to promote and enhance investor relations and communication with its investors.

股東週年大會及股東特別大會亦為股東與董事會交流意見提供了一個有效平台。董事會成員(包括審核委員會、薪酬委員會及提名委員會成員)出席股東大會,並於會議上回答股東提問。股東亦可透過刊載於本公司網站 [www.sino-oilgas.hk](http://www.sino-oilgas.hk) 的電話號碼和電郵地址聯絡本公司的公司秘書以便向董事會作出查詢。

### 與投資者的溝通

董事會認識到與股東及投資者保持良好聯繫的重要性。有關本集團的資料乃透過多種渠道適時向股東及投資者傳達,該等資料包括中期報告及年報、公佈、通函、以及新聞稿。此等文件的電子版及有關本集團營運的一般資料可於本公司網站取得。年內,本公司的組織章程大綱及細則並無變動。於2012年,本集團於香港及海外舉行多次會議與分析員及投資者會面、舉行了多次投資者簡報會、海外路演、以及於投資者會議上發言,本公司會繼續促進及提升與投資者的關係及溝通。

The directors submit their annual report together with the audited financial statements for the year ended 31 December 2012, which are set out on pages 58 to 172.

## PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The Group is principally engaged in operation of (i) exploitation and sale of crude oil and natural gas and (ii) exploration, development and production of coalbed methane in China.

## SUBSIDIARIES

Particulars of the Company's subsidiaries are set out in note 22 to the financial statements.

## DIVIDENDS

The Board has resolved not to recommend the payment of a dividend for the year ended 31 December 2012 (2011: Nil).

## PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment of the Group during the year are set out in note 16 to the financial statements.

## SHARE CAPITAL

Details of the movements in the share capital of the Company during the year are set out in note 33 to the financial statements.

## ISSUE OF SHARES UNDER GENERAL MANDATE

On 18 July 2012, the Company entered into the Subscription Agreements with not less than six subscribers who were third parties independent of the Company and the connected persons of the Company (as defined in the Listing Rules), under which the Company allotted and issued to the subscribers a total of 200,000,000 shares of the Company with the aggregate nominal value of HK\$2,000,000 at a price of HK\$0.15 per share. The closing market price of the Company's shares was HK\$0.178 per share on 18 July 2012, being the date on which the terms of the issue were fixed. The subscriptions were completed on 31 July 2012. The net proceeds from the subscriptions of approximately

董事會謹此提呈此年度報告以及載於第58頁至第172頁之截至2012年12月31日止年度之經審核財務報表。

## 主要業務

本公司之主要業務為投資控股，而本集團主要於中國從事(i)開採及銷售原油及天然氣及(ii)勘探、開發及生產煤層氣。

## 附屬公司

本公司附屬公司之詳情載於財務報表附註22。

## 股息

董事會已決議不會建議支付截至2012年12月31日止年度之股息(2011年：無)。

## 物業、廠房及設備

集團年內物業、廠房及設備之變動詳情載於財務報表附註16。

## 股本

本公司於年內股本變動之詳情載於財務報表附註33。

## 根據一般授權發行的股份

於2012年7月18日，本公司與不少於六位認購人訂立認購協議，認購人為與本公司及本公司關連人士(定義見上市規則)並無關連之獨立第三方人士，據此，本公司配發及發行200,000,000股股份(其面值總額為2,000,000港元)予認購人，作價每股股份0.15港元，本公司股份於2012年7月18日(即訂定發行條款當日)的收市價為每股0.178港元。認購事項於2012年7月31日完成，認購事項之所得款項淨額約為29,950,000港元用作一般營運資金及現有項目資金，每股股份之淨認購價約為

# Report of the Directors

## 董事會報告書

HK\$29,950,000 were used for general working capital and funds for existing projects. The net subscription price was about HK\$0.1497 per share. Further details of the aforesaid issue of shares are set out in the announcements of the Company dated 15 July 2012 and 31 July 2012 and note 33 to the financial statements.

### RESERVES

Details of movements in reserves of the Company and the Group during the year are set out in note 33 to the financial statements and the Consolidated Statement of Changes in Equity respectively.

### FINANCIAL SUMMARY

A summary of results, assets and liabilities of the Group for the last five financial years is set out on pages 6 and 7.

### MAJOR CUSTOMERS AND SUPPLIERS

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The aggregate sales to the Group's five largest customers took up 100% of the turnover for the year and the largest customer accounted for approximately 100% of the Group's turnover for the year. The aggregate purchases attributable to the Group's five largest suppliers accounted for 17% and the largest supplier accounted for approximately 7% of the Group's total purchases for the year.

During the year, none of the directors, their associates or shareholder of the Company (which to the knowledge of the directors owns more than 5% of the Company's share capital) had any interest in these major customers and suppliers.

0.1497港元。有關上述股份發行的進一步詳情載於本公司日期為2012年7月15日及2012年7月31日的公佈，以及財務報表附註33。

### 儲備

本公司及本集團於年內儲備之變動詳情分別載於財務報表附註33及綜合權益變動表。

### 財務概要

本集團最近五個財政年度之業績、資產及負債之概要載於第6及7頁。

### 主要客戶及供應商

本集團五大客戶之總銷售額佔本年度營業額之100%，而最大客戶之總銷售額則佔本年度營業額約100%。本集團五大供應商及最大供應商分別佔本集團於本年度總採購額17%及約7%。

於年內，概無任何董事、彼等之聯繫人士或據董事所知擁有本公司股本5%以上之本公司任何股東，於此等主要客戶及供應商中擁有任何權益。



# Report of the Directors

## 董事會報告書

### DIRECTORS

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

#### Executive Directors

Dr. Dai Xiaobing (*Chairman*)  
Mr. King Hap Lee (*Deputy Chairman*)  
Mr. Xu Zucheng (*Chief Executive Officer*)  
(appointed on 14 March 2012)  
Mr. Wang Ziming  
Mr. Wan Tze Fan Terence

#### Non-executive Director

Mr. Kong Siu Tim

#### Independent Non-executive Directors

Mr. Wong Kwok Chuen Peter  
Professor Wong Lung Tak Patrick  
Dr. Wang Yanbin

Pursuant to the Company's bye-law 87(1), Mr. Wan Tze Fan Terence, Mr. Kong Siu Tim and Mr. Wong Kwok Chuen Peter will retire by rotation and, being eligible, will offer themselves for re-election. All other remaining directors continue in office.

### DIRECTORS' SERVICE CONTRACTS

No director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment other than statutory compensation.

### 董事

本公司年內及截至本報告刊發日期止之在任董事如下：

#### 執行董事

戴小兵博士(主席)  
景哈利先生(副主席)  
徐祖成先生(行政總裁)  
(於2012年3月14日獲委任)  
王自明先生  
溫子勳先生

#### 非執行董事

江少甜先生

#### 獨立非執行董事

黃國全先生  
黃龍德教授  
王延斌博士

溫子勳先生、江少甜先生及黃國全先生將依據本公司細則第87(1)條輪席告退，並合資格及願意重選連任，所有其他董事均仍然留任。

### 董事之服務合約

擬在應屆股東週年大會上候選連任之董事概無與本公司訂立不可於一年內由本公司不作出賠償(法定賠償除外)而終止之服務合約。

# Report of the Directors

## 董事會報告書

### DIRECTORS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 31 December 2012, the interests and short positions of the directors (the "Directors") or chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of the Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register maintained by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") were as follows:

### 董事於股份及相關股份中之權益

於2012年12月31日，本公司董事（「董事」）或行政總裁於本公司或其任何相聯法團（具有證券及期貨條例（「證券及期貨條例」）第XV部所賦予之涵義）之股份、相關股份及債券中擁有誠如本公司根據證券及期貨條例第352條存置之登記冊所載或根據上市公司董事進行證券交易之標準守則（「標準守則」）而須知會本公司及聯交所之權益及淡倉如下：

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Name of Director 董事姓名	Long/short position 好倉／淡倉	Interests in shares/ underlying shares 於股份及 相關股份中權益	Nature of interest 權益性質	Number of shares/ underlying shares of the Company held 所持本公司股份／ 相關股份數目
Dai Xiaobing 戴小兵	Long position 好倉	shares 股份	Beneficial owner 實益擁有人	883,300,000
	Short position 淡倉	shares 股份	Beneficial owner 實益擁有人	708,000,000
	Long position 好倉	share options 購股權	Beneficial owner 實益擁有人	36,000,000
King Hap Lee 景哈利	Long position 好倉	shares 股份	Interest of controlled corporation (Note 2) 受控制公司的權益(附註2)	300,000,000
	Short position 淡倉	shares 股份	Interest of controlled corporation (Note 2) 受控制公司的權益(附註2)	200,000,000
	Long position 好倉	share options 購股權	Beneficial owner 實益擁有人	36,000,000
Wang Ziming 王自明	Long position 好倉	shares 股份	Beneficial owner 實益擁有人	100,000,000
	Short position 淡倉	shares 股份	Beneficial owner 實益擁有人	100,000,000
	Long position 好倉	shares 股份	Interest of controlled corporation (Note 3) 受控制公司的權益(附註3)	5,000,000
	Long position 好倉	share options 購股權	Beneficial owner 實益擁有人	36,000,000
Wan Tze Fan Terence 溫子勳	Long position 好倉	shares 股份	Beneficial owner 實益擁有人	33,660,000
	Long position 好倉	share options 購股權	Beneficial owner 實益擁有人	36,000,000
Kong Siu Tim 江少甜	Long position 好倉	shares 股份	Beneficial owner 實益擁有人	44,000,000
	Long position 好倉	share options 購股權	Beneficial owner 實益擁有人	3,000,000
Wong Kwok Chuen Peter 黃國全	Long position 好倉	share options 購股權	Beneficial owner 實益擁有人	3,000,000
Wong Lung Tak Patrick 黃龍德	Long position 好倉	share options 購股權	Beneficial owner 實益擁有人	3,000,000
Wang Yanbin 王延斌	Long position 好倉	share options 購股權	Beneficial owner 實益擁有人	3,000,000

### Notes:

- (1) Particulars of directors' interests in the share options of the Company are set out in the section "Share Option Schemes".
- (2) Wai Tech Limited owns 300,000,000 shares and has short position of 200,000,000 shares of the Company. Wai Tech Limited is wholly owned by Petromic Corporation which in turn is wholly and beneficially owned by Mr. King Hap Lee.
- (3) 5,000,000 shares of the Company are owned by Harmonie Developments Limited which is wholly and beneficially owned by Mr. Wang Ziming.

Save as disclosed above, as at 31 December 2012, none of the Directors or chief executive nor any of their associates had any interests or short positions in the securities of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

### SHARE OPTION SCHEMES

At the Annual General Meeting of the Company held on 28 May 2010, the shareholders of the Company approved the adoption of a new share option scheme (the "New Option Scheme") and the termination of the old share option scheme adopted on 6 March 2002 (the "Old Option Scheme", together with the New Option Scheme, collectively the "Schemes"). No further options may be granted under the Old Option Scheme upon its termination and options granted and unexercised prior to such termination shall continue to be valid and exercisable in accordance with the provisions of the Old Option Scheme. All the outstanding options under the Old Option Scheme lapsed on 5 March 2012 upon expiration of the exercise period.

The Schemes are in full compliance with the relevant requirements of Chapter 17 of the Listing Rules. The purpose of the Schemes is to enable the Company to recognise the contributions of the participants to the Group and to motivate the participants to continuously work to the benefit of the Group by offering to the participants an opportunity to have personal interest in the share capital of the Company.

### 附註：

- (1) 董事於本公司購股權的權益詳情載於「購股權計劃」一節。
- (2) 威達有限公司持有300,000,000股股份的權益及200,000,000股股份的淡倉，而威達有限公司由美科石油有限公司擁有，而後者則由景哈利先生全資及實益擁有。
- (3) 5,000,000股股份由王自明先生全資及實益擁有之公司Harmonie Developments Limited持有。

除上文所披露者外，於2012年12月31日，根據證券及期貨條例第352條存置之登記冊所載，概無董事或行政總裁或彼等之聯繫人士於本公司或其相聯法團（具有證券及期貨條例第XV部所賦予之涵義）之證券中擁有任何權益或淡倉，或擁有須根據標準守則知會本公司及聯交所之任何權益或淡倉。

### 購股權計劃

本公司於2010年5月28日舉行的股東週年大會上經股東批准採納新購股權計劃（「新購股權計劃」）及終止於2002年3月6日通過的購股權計劃（「舊購股權計劃」，連同新購股權計劃，統稱「計劃」），舊購股權計劃於終止後不可再授出購股權，惟已授出而尚未行使的購股權仍為有效，並可根據其發行條款行使。所有在舊購股權計劃項下而尚未行使的購股權已於2012年3月5日因行使期限屆滿而失效。

計劃完全符合上市規則第17章之有關規定。計劃之目的為透過向參與者提供擁有本公司股本權益之機會，肯定其對本集團之貢獻，並激勵其繼續為集團之利益而工作。

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The eligible participants include any full-time and part-time employees (including Directors) of the Company or its subsidiaries, any suppliers, consultants, agents and advisers. The Old Option Scheme and the New Option Scheme became effective on 6 March 2002 and 28 May 2010 respectively and, unless otherwise cancelled or amended, will remain in force for 10 years from the date of coming into effect.

Pursuant to the Schemes, the maximum number of shares in respect of which options may be granted under the Schemes shall not in aggregate exceed 10% of the shares of the Company in issue as at the date of approval of the limit and such limit may be refreshed by shareholders in general meeting. However, the total maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Schemes and any other share option schemes must not exceed 30% of the shares in issue from time to time. As at the date of this report, there are outstanding options for subscription of 563,200,000 shares under the New Option Scheme, representing 4.56% of the issued share capital of the Company.

Under the Schemes, the maximum entitlement for any eligible person (other than a substantial shareholder or an independent non-executive director of the Company, or any of their respective associates) is that the total number of shares issued and to be issued upon exercise of all options granted and to be granted in any 12-month period up to and including the date of the latest grant does not exceed 1% of the shares of the Company in issue at the relevant time. Any further grant of share options in excess of this limit is subject to shareholders' approval in general meeting. Share options to be granted to a director, chief executive or substantial shareholder of the Company or any of their respective associates are subject to approval by the independent non-executive directors of the Company. In addition, any grant of share options to a substantial shareholder or an independent non-executive director of the Company or any of their respective associates, when aggregated with all share options (whether exercised, cancelled or outstanding) already granted to any of them during the 12-month period up to the date of grant, in excess of 0.1 percent of the shares of the Company in issue and with an aggregate value in excess of HK\$5,000,000 (based on the closing price of the shares at the date of each grant of the options), is subject to shareholders' approval in general meeting of the Company.

計劃之合資格參與者包括本公司或其附屬公司之任何全職或兼職僱員(包括董事)及任何供應商、諮詢人、代理及顧問。舊購股權計劃及新購股權計劃分別於2002年3月6日及2010年5月28日生效，而除非另行註銷或修訂，否則計劃將由生效日期起計10年內有效。

根據計劃可能授出之購股權涉及之股份數目最多不得超過於批准限制日期之已發行本公司股份之10%，股東可於股東大會上更新該限制。然而，因行使根據計劃及任何其他購股權計劃授出的所有尚未行使及有待行使之購股權而可能發行之最高股份數目總額須不得超過不時已發行股份之30%。於本年報之日期，於新購股權計劃下尚有可認購563,200,000股股份的購股權尚未行使，佔本公司已發行股本的4.56%。

根據計劃，任何合資格人士(不包括本公司之主要股東或獨立非執行董事或彼等各自之任何聯繫人士)之配額最多為截至最後授出日期(包括該日)止任何12個月期間內授出及將授出之所有購股權獲行使時發行及將發行之股份總數不得超過於有關時間之本公司已發行股份之1%，任何進一步授出之購股權倘超過此限制，則須得到股東於股東大會上批准。向本公司董事或行政總裁或主要股東或其任何聯繫人士授出購股權，均須待本公司獨立非執行董事批准，方可作實。此外，如果向本公司主要股東或獨立非執行董事或其任何聯繫人士授出的任何購股權，連同其於直至授出日期的十二個月期間獲授的所有購股權(不論是否已經行使、註銷或尚未行使)合共超過本公司已發行股份0.1%，且總值超過5,000,000港元(按每次購股權授出當日股份收市價計算)，則須待股東於本公司股東大會批准，方可作實。

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The period within which an option may be exercised under the Schemes will be determined by the Board in its absolute discretion. Under the Old Option Scheme, no option may be exercised later than 10 years from 6 March 2002. Under the New Option Scheme, an option may not be exercised after the expiration of 10 years from the date of grant of the option.

Pursuant to the Schemes, the exercise price in relation to each option shall be determined by the Board in its absolute discretion, but in any event shall not be less than the highest of: (i) the closing price of the shares as stated in the Stock Exchange's daily quotation sheet on the date of grant of such option; (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant of such option; and (iii) the nominal value of a share on the date of grant of such option.

Some further disclosures relating to the Schemes are set out in note 32 to the financial statements.

計劃之購股權可行使之期限將由董事會絕對酌情釐定，惟舊購股權計劃之購股權不可於2002年3月6日起計10年後行使，而新購股權計劃之購股權不得於授出購股權日期起計十年屆滿後行使。

根據計劃，每份購股權之行使價將由董事會絕對酌情釐定，惟於任何情況下均不可低於下列3者中之最高者：(i)股份於授出購股權日期在聯交所每日報價表載列之收市價；(ii)股份於緊接授出購股權日期前5個營業日在聯交所每日報價表載列之平均收市價；及(iii)股份於授出該購股權日期之面值。

有關計劃之若干進一步披露載於財務報表附註32。

# Report of the Directors

## 董事會報告書

As at 31 December 2012, the directors and employees of the Group had the following personal interests in options to subscribe for shares of the Company granted at nominal consideration under the Schemes. Each option gives the holder the right to subscribe for one share. Details of share options held by the Directors and employees of the Group and movements in such holdings during the year ended 31 December 2012 are as follows:

於2012年12月31日，本集團董事及僱員於根據計劃以名義上的代價授出可認購本公司股份之購股權中擁有以下之個人權益，每份購股權賦予持有人認購1股股份之權利。本集團董事及僱員於截至2012年12月31日止年度所持購股權及該等持股量之變動詳情載於下表：

	Number of options 購股權數目			Outstanding at 31 December 2012 於2012年 12月31日 尚未行使	Date of grant (D.M.Y) 授出日期 (日.月.年)	Exercise period (D.M.Y) 行使期限 (日.月.年)	Exercise price per share HK\$ 每股股份 之行使價 港元
	Outstanding at 1 January 2012 於2012年 1月1日 尚未行使	Exercised during the year 於年內行使	Lapsed during the year 於年內失效				
<b>Directors</b> 董事							
Dai Xiaobing 戴小兵	36,000,000	-	-	36,000,000	06.12.2011	06.12.2011-05.12.2021	0.276
King Hap Lee 景哈利	36,000,000	-	-	36,000,000	06.12.2011	06.12.2011-05.12.2021	0.276
Wang Ziming 王自明	36,000,000	-	-	36,000,000	06.12.2011	06.12.2011-05.12.2021	0.276
Wan Tze Fan Terence 溫子勳	10,000,000 3,000,000 36,000,000	- 3,000,000 -	10,000,000 - -	- - 36,000,000	22.08.2007 21.08.2008 06.12.2011	22.08.2007-05.03.2012 21.08.2008-05.03.2012 06.12.2011-05.12.2021	0.375 0.180 0.276
Kong Siu Tim 江少甜	17,000,000 5,000,000 3,000,000	- - -	17,000,000 5,000,000 -	- - 3,000,000	22.08.2007 22.04.2010 06.12.2011	22.08.2007-05.03.2012 22.04.2010-05.03.2012 06.12.2011-05.12.2021	0.375 0.390 0.276
Wong Kwok Chuen Peter 黃國全	4,000,000 2,000,000 3,000,000	- - -	4,000,000 2,000,000 -	- - 3,000,000	22.08.2007 22.04.2010 06.12.2011	22.08.2007-05.03.2012 22.04.2010-05.03.2012 06.12.2011-05.12.2021	0.375 0.390 0.276
Wong Lung Tak Patrick 黃龍德	3,000,000	-	-	3,000,000	06.12.2011	06.12.2011-05.12.2021	0.276
Wang Yanbin 王延斌	3,000,000	-	-	3,000,000	06.12.2011	06.12.2011-05.12.2021	0.276
Employees 僱員	56,250,000 338,190,000 6,000,000 210,800,000 547,700,000	- - 6,000,000 - 128,000,000	56,250,000 338,190,000 - 210,800,000 12,500,000	- - - - 407,200,000	26.01.2007 22.08.2007 21.08.2008 22.04.2010 06.12.2011	26.02.2007-25.02.2012 22.08.2007-05.03.2012 21.08.2008-05.03.2012 22.04.2010-05.03.2012 06.12.2011-05.12.2021	0.189 0.375 0.180 0.390 0.276

Notes:

- (1) No option was granted during the year.
- (2) During the year, the weighted average closing price of the Company's shares immediately before the dates on which the options were exercised was HK\$0.199 per share.

附註：

- (1) 於年內並無購股權被授出。
- (2) 於年內，本公司股份於緊接行使日期前行使購股權之加權平均收市價為每股0.199港元。

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Apart from as disclosed under the sections "Directors' Interests in Shares and Underlying Shares" and "Share Option Schemes", at no time during the year was the Company or any of its associated corporations a party to any arrangement to enable the directors of the Company or any of their spouses or children under eighteen years of age to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

## SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 31 December 2012, the following persons, not being a Director or chief executive of the Company, had an interest or short position in the shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO:

### Long position in the shares of the Company

Name 名稱	Nature of interest 權益性質	Number of shares held 所持股份數目
CDB Leasing Co., Ltd. (Note 1) 國銀金融租賃有限公司(附註1)	Security interest 保證權益	2,296,000,000

Note:

- Regarding the security interest in 2,296,000,000 shares being held by CDB Leasing Co., Ltd. ("CDB Leasing"), China Development Bank Corporation which holds 88.95% interest in CDB Leasing is deemed to have security interest in such shares.

Saved as disclosed above in this section, as at 31 December 2012, the Company has not been notified of any other persons (other than the Directors or chief executive of the Company) who had any interest or short position in the shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO.

## RETIREMENT SCHEMES

The employees of the Group's subsidiaries in the PRC are members of retirement schemes operated by local authorities in the PRC. The Group also operates a defined contribution scheme covering full time employees in Hong Kong. Details of employee retirement benefits are set out in note 31 to the financial statements.

## 董事購買股份或債券之權利

除於「董事於股份及相關股份中之權益」及「購股權計劃」兩節中所披露者外，本公司或其任何相聯法團概無於年內任何時間訂立任何安排，致使本公司董事或彼等任何配偶或18歲以下子女藉購入本公司或任何其他公司機構之股份或債券而獲益。

## 主要股東之權益

於2012年12月31日，以下人士（並非本公司董事或行政總裁）於根據證券及期貨條例第336條存置之登記冊所載於本公司之股份或相關股份中擁有權益或淡倉：

### 於本公司股份中擁有之好倉

附註：

- 有關國銀金融租賃有限公司（「國銀租賃」）擁有的2,296,000,000股股份的保證權益，由於國家開發銀行股份有限公司持有國銀租賃88.95%權益，據此亦視為於該等股份中擁有保證權益。

除上文所披露者外，於2012年12月31日，本公司並無接獲任何其他人士（不包括本公司之董事或行政總裁）告知於根據證券及期貨條例第336條存置之登記冊所記錄於本公司股份或相關股份中擁有權益或淡倉。

## 退休計劃

本集團於中國之附屬公司僱員乃中國地方機關營辦之退休計劃之成員。本集團亦營辦一個定額供款計劃，成員包括香港之全職僱員。僱員退休福利詳情載列於財務報表附註31。

# Report of the Directors

## 董事會報告書

### DIRECTORS' REMUNERATION AND HIGHEST PAID INDIVIDUALS' EMOLUMENTS

Particulars of the directors' remuneration and highest paid individuals' emoluments are set out in note 10 and note 11 to the financial statements respectively.

### DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in note 43 to the financial statements, no contracts of significance subsisted at any time during the year to which the Company or any of its subsidiaries was a party and in which a director of the Company had material interest, whether directly or indirectly.

### PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of its directors, as of the date of this report, there is sufficient public float of the shares with not less than 25% of the total issued shares of the Company as required under the Listing Rules.

### PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES

During the year, neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities.

### PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's bye-laws or the laws in Bermuda which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

### AUDITOR

The financial statements for the year have been audited by BDO Limited who retires and, being eligible, offers for re-appointment.

By order of the Board

**Dai Xiaobing**

Chairman

Hong Kong, 27 March 2013

### 董事及最高薪人士之酬金

有關董事及最高薪人士之酬金之詳情已分別載於財務報表附註10及附註11。

### 董事於合約中之權益

除財務報表附註43所披露者外，本公司董事概無在本公司或其任何附屬公司於年內任何時間訂立之重大且仍然生效之合約中直接或間接擁有任何重大權益。

### 公眾持股量

根據本公司可取得的資料及據董事所知，於本報告日期，公眾人士持有本公司所有已發行股份不少於25%，符合上市規則的規定。

### 購買、贖回或出售上市證券

年內，本公司或其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

### 優先購股權

根據本公司之公司細則或百慕達法例，並無有關優先購股權之規定以致本公司須就此按比例向現有股東提呈發售新股。

### 核數師

本年度財務報表經香港立信德豪會計師事務所有限公司審核，該核數師現依章卸任，惟願意受聘連任。

承董事會命

主席

**戴小兵**

香港，2013年3月27日



# Independent Auditor's Report

## 獨立核數師報告書



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### TO THE SHAREHOLDERS OF SINO OIL AND GAS HOLDINGS LIMITED

*(Incorporated in Bermuda with limited liability)*

We have audited the consolidated financial statements of Sino Oil and Gas Holdings Limited ("the Company") and its subsidiaries (together "the Group") set out on pages 58 to 172, which comprise the consolidated and company statements of financial position as at 31 December 2012, 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.

### 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 the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of 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.

### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. This report is made solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

### 致中國油氣控股有限公司股東

*(於百慕達註冊成立之有限公司)*

本核數師(以下簡稱「本行」)已審核中國油氣控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)列載於第58至172頁之綜合財務報表,此綜合財務報表包括於2012年12月31日之綜合及公司財務狀況表與截至該日止年度之綜合全面收益表、綜合權益變動表及綜合現金流量表,以及主要會計政策概要及其他說明附註。

### 董事就綜合財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製綜合財務報表,以令綜合財務報表作出真實公平之反映,及落實董事認為編製綜合財務報表所必要之內部控制,以使綜合財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述。

### 核數師之責任

本行之責任為根據本行之審核對該等綜合財務報表提出意見。根據百慕達1981年公司法第90條,本報告僅向全體股東報告而不作其他用途。本行不會就本報告之內容,對任何其他人士負責或承擔責任。

# Independent Auditor's Report

## 獨立核數師報告書

### AUDITOR'S RESPONSIBILITY (Continued)

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. 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.

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 31 December 2012 and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

### 核數師之責任(續)

本行乃根據香港會計師公會頒佈之香港核數準則進行審核工作。該等準則規定本行遵守道德規範，並規劃與履行審核工作，以合理確保綜合財務報表是否不存有重大錯誤陳述。

審核包括進行獲取有關綜合財務報表內金額及披露事項之審核憑證之程序。所選擇之程序視乎核數師之判斷而定，包括評估綜合財務報表是否存在由於欺詐或錯誤而導致之重大錯誤陳述風險。評估該等風險時，核數師考慮與該實體編製綜合財務報表相關之內部控制，以令綜合財務報表作出真實公平之反映，並按情況設計適當之審核程序，但並非旨在對該實體之內部控制成效表示意見。審核亦包括評估所使用之會計政策是否適當、董事作出之會計估計是否合理，以及評估綜合財務報表之整體列報。

本行認為本行已取得充分及適當之審核憑證，作為本行之審核意見之基準。

### 意見

本行認為，綜合財務報表已根據香港財務報告準則真實公平地反映 貴公司及 貴集團於2012年12月31日之財務狀況及 貴集團截至該日止年度之虧損及現金流量，並已按照香港公司條例之披露規定妥為編製。

# Independent Auditor's Report

## 獨立核數師報告書

### EMPHASIS OF MATTER

Without qualifying our opinion, we draw attention to note 3(b) to the consolidated financial statements which states that: (i) the Group incurred a loss of HK\$113,405,000 during the year ended 31 December 2012 and its current liabilities exceeded current assets by HK\$412,360,000 as at that date; and (ii) the Group can only utilise the remaining loan facility of RMB900,000,000 on meeting certain prerequisites. These conditions indicate the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern.

### 強調事項

本行在不作保留意見之情況下，謹請閣下垂注綜合財務報表附註3(b)所顯示：(i) 貴集團截至2012年12月31日止年度錄得虧損113,405,000港元且其於當日之流動負債超出其流動資產412,360,000港元；及(ii) 貴集團僅可於達成若干先決條件後，方可動用餘下貸款金額人民幣900,000,000元。該等情況顯示貴集團存在重大不明朗因素，或會對貴集團持續經營之能力構成重大疑問。

#### **BDO Limited**

*Certified Public Accountants*

#### **Shiu Hong NG**

Practising Certificate Number P03752

Hong Kong, 27 March 2013

#### **香港立信德豪會計師事務所有限公司**

*執業會計師*

#### **伍兆康**

執業證書號碼P03752

香港，2013年3月27日

# Consolidated Statement of Comprehensive Income

## 綜合全面收益表

For the year ended 31 December 2012 截至2012年12月31日止年度

		Notes 附註	2012 HK\$' 000 千港元	2011 HK\$' 000 千港元
Turnover	營業額	5 & 15	28,932	35,079
Direct costs	直接成本		(25,415)	(31,380)
Gross profit	毛利		3,517	3,699
Other revenue	其他收入	6	9,573	8,803
Other gains and (losses), net	其他收益及(虧損)淨額	7	(69,769)	2,475
Administrative expenses	行政費用		(68,462)	(107,086)
Loss from operations	經營虧損		(125,141)	(92,109)
Finance costs	融資成本	8(a)	(116)	(6)
Share of loss of a jointly controlled entity	應佔共同控權合資公司虧損	20	(1,505)	(496)
Share of profit of an associate	應佔聯營公司溢利	21	1	-
Loss before income tax expenses	除所得稅支出前虧損	8	(126,761)	(92,611)
Income tax credit/(expenses)	所得稅抵減/(支出)	9	13,356	(3,628)
Loss for the year	本年度虧損		(113,405)	(96,239)
Other comprehensive income, after tax	其他全面收益·除稅後			
Exchange differences on translating foreign operation	換算海外業務之匯兌差異		8,675	13,023
Other comprehensive income for the year	本年度其他全面收益		8,675	13,023
Total comprehensive income for the year	本年度全面收益總額		(104,730)	(83,216)
Loss attributable to:	以下人士應佔虧損:			
Owners of the Company	本公司擁有人	12	(113,405)	(96,239)
Non-controlling interests	非控股權益		-	-
			(113,405)	(96,239)
Total comprehensive income attributable to:	以下人士應佔總全面收益:			
Owners of the Company	本公司擁有人		(104,730)	(83,216)
Non-controlling interests <sup>#</sup>	非控股權益 <sup>#</sup>		-	-
			(104,730)	(83,216)
Loss per share	每股虧損			
- Basic and diluted	- 基本及攤薄	14	(0.927) HK cents港仙	(0.979) HK cents港仙

<sup>#</sup> Non-controlling interest represented 30% equity interest of a subsidiary listed in note 22(a).

<sup>#</sup> 非控股權益指附註22(a)所列一家附屬公司30%股本權益。

# Consolidated Statement of Financial Position

## 綜合財務狀況表

At 31 December 2012 於2012年12月31日

	Notes 附註	2012		2011	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>Non-current assets</b>					
Property, plant and equipment	16		229,847		267,471
Gas exploration and evaluation assets	17		3,272,934		3,007,374
Intangible assets	18		227,088		249,997
Goodwill	19		-		4,230
Interest in a jointly controlled entity	20		4,947		6,452
Interest in an associate	21		63,354		-
Deposits and prepayments	24		12,423		32,368
Total non-current assets			3,810,593		3,567,892
<b>Current assets</b>					
Inventories	23		3,924		635
Trade, notes and other receivables, deposits and prepayments	24		42,388		24,235
Pledged bank deposits	25		7,954		-
Cash and cash equivalents	26		71,114		344,451
Total current assets			125,380		369,321
<b>Total assets</b>			3,935,973		3,937,213
<b>Current liabilities</b>					
Other payables and accruals	27		(442,561)		(546,149)
Borrowings – secured	29		(92,834)		(22,287)
Taxation			(2,345)		(2,322)
Total current liabilities			(537,740)		(570,758)
<b>Net current liabilities</b>			(412,360)		(201,437)
<b>Total assets less current liabilities</b>			3,398,233		3,366,455
<b>Non-current liabilities</b>					
Provisions	28		(971)		(1,132)
Borrowings – secured	29		(368,739)		(285,693)
Deferred tax liabilities	30		(5,349)		(18,674)
Total non-current liabilities			(375,059)		(305,499)
<b>NET ASSETS</b>			3,023,174		3,060,956
<b>Capital and reserves attributable to owners of the Company</b>					
Share capital	33(a)		123,560		120,190
Reserves			2,899,614		2,940,766
<b>TOTAL EQUITY</b>			3,023,174		3,060,956

On behalf of the Board  
代表董事會

**Dai Xiaobing**  
戴小兵  
Director  
董事

**Wan Tze Fan Terence**  
溫子勳  
Director  
董事

# Statement of Financial Position

## 財務狀況表

At 31 December 2012 於2012年12月31日

	Notes 附註	2012		2011	
		HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元
<b>ASSETS AND LIABILITIES</b>					
<b>Non-current assets</b>					
Interests in subsidiaries	22		<b>3,056,188</b>		2,850,382
Total non-current assets			<b>3,056,188</b>		2,850,382
<b>Current assets</b>					
Other receivables, deposits and prepayments	24		<b>1,143</b>		240
Cash and cash equivalents	26		<b>61</b>		147,428
Total current assets			<b>1,204</b>		147,668
<b>Total assets</b>			<b>3,057,392</b>		2,998,050
<b>Current liabilities</b>					
Other payables and accruals	27		<b>(47,293)</b>		(1,932)
<b>Net current (liabilities)/assets</b>			<b>(46,089)</b>		145,736
<b>NET ASSETS</b>			<b>3,010,099</b>		2,996,118
<b>Capital and reserves attributable to owners of the Company</b>					
Share capital	33(a)		<b>123,560</b>		120,190
Reserves	33(b)		<b>2,886,539</b>		2,875,928
<b>TOTAL EQUITY</b>			<b>3,010,099</b>		2,996,118

On behalf of the Board

代表董事會

**Dai Xiaobing**

戴小兵

Director

董事

**Wan Tze Fan Terence**

溫子勳

Director

董事

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 December 2012 截至2012年12月31日止年度

Attributable to owners of the Company

本公司擁有人應佔

(note 33(c))

(附註33(c))

		Share capital	Share premium	Contributed surplus	Share option reserve	Warrant reserve	Convertible note equity reserve	Exchange reserve	Accumulated losses	Equity attributable to owners of the Company	Non-controlling interests <sup>#</sup>	Total
		股本	股份溢價	繳納盈餘	購股權儲備	認股權證儲備	可換股票據權益儲備	匯兌儲備	累計虧損	本公司擁有人應佔權益	非控股權益 <sup>#</sup>	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
<b>At 1 January 2011</b>	<b>於2011年1月1日</b>	91,414	1,935,448	81,043	32,366	4,990	780,000	16,797	(413,683)	2,528,375	-	2,528,375
Loss for the year	本年度虧損	-	-	-	-	-	-	-	(96,239)	(96,239)	-	(96,239)
Other comprehensive income	其他全面收益	-	-	-	-	-	-	13,023	-	13,023	-	13,023
Total comprehensive income for the year	本年度全面收益總額	-	-	-	-	-	-	13,023	(96,239)	(83,216)	-	(83,216)
Shares issued on exercise of warrants (note 33(a)(ii))	行使認股權證而發行之股份 (附註33(a)(ii))	100	2,200	-	-	(100)	-	-	-	2,200	-	2,200
Issue of convertible notes	發行可換股票據	-	-	-	-	-	32,480	-	-	32,480	-	32,480
Shares issued under share option scheme (note 33(a)(iii))	按購股權計劃發行之股份 (附註33(a)(iii))	596	14,654	-	(1,297)	-	-	-	-	13,953	-	13,953
Conversion of convertible notes (note 33(a)(v))	可換股票據之轉換 (附註33(a)(v))	24,960	1,207,324	-	-	-	(812,480)	-	-	419,804	-	419,804
Shares issued on acquisitions (note 33(a)(iv))	就收購發行股份 (附註33(a)(iv))	3,120	84,240	-	-	-	-	-	-	87,360	-	87,360
Issue of share options (note 32)	發行購股權 (附註32)	-	-	-	60,000	-	-	-	-	60,000	-	60,000
<b>At 31 December 2011 and at 1 January 2012</b>	<b>於2011年12月31日及於2012年1月1日</b>	<b>120,190</b>	<b>3,243,866</b>	<b>81,043</b>	<b>91,069</b>	<b>4,890</b>	<b>-</b>	<b>29,820</b>	<b>(509,922)</b>	<b>3,060,956</b>	<b>-</b>	<b>3,060,956</b>
Loss for the year	本年度虧損	-	-	-	-	-	-	-	(113,405)	(113,405)	-	(113,405)
Other comprehensive income	其他全面收益	-	-	-	-	-	-	8,675	-	8,675	-	8,675
Total comprehensive income for the year	本年度全面收益總額	-	-	-	-	-	-	8,675	(113,405)	(104,730)	-	(104,730)
Shares issued under share option scheme (note 33(a)(iii))	按購股權計劃發行之股份 (附註33(a)(iii))	1,370	46,783	-	(11,205)	-	-	-	-	36,948	-	36,948
Shares issued on placing (note 33(a)(v))	按配售發行股份 (附註33(a)(v))	2,000	28,000	-	-	-	-	-	-	30,000	-	30,000
Release upon lapse of vested share option (note 33(a)(ix))	於已歸屬購股權失效時撥回 (附註33(a)(ix))	-	-	-	(31,844)	-	-	-	31,844	-	-	-
Release upon lapse of vested warrants (note 33(a)(vii))	於已歸屬認股權證失效時撥回 (附註33(a)(vii))	-	-	-	-	(3,640)	-	-	3,640	-	-	-
<b>At 31 December 2012</b>	<b>於2012年12月31日</b>	<b>123,560</b>	<b>3,318,649</b>	<b>81,043</b>	<b>48,020</b>	<b>1,250</b>	<b>-</b>	<b>38,495</b>	<b>(587,843)</b>	<b>3,023,174</b>	<b>-</b>	<b>3,023,174</b>

<sup>#</sup> Non-controlling interest represented 30% equity interest of a subsidiary listed in note 22(a).

<sup>#</sup> 非控股權益指附註22(a)所列一家附屬公司30%股本權益。

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 December 2012 截至2012年12月31日止年度

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		2012 HK\$'000 千港元	2011 HK\$'000 千港元
<b>Operating activities</b>	<b>經營業務</b>		
Loss before income tax expenses	除所得稅支出前虧損	(126,761)	(92,611)
Adjustments for:	調整項目：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	4,960	8,802
Amortisation of intangible assets	無形資產之攤銷	1,397	46
Interest expenses	利息支出	116	6
Interest income	利息收入	(217)	(7,897)
Loss on write off of property, plant and equipment	註銷物業、廠房及設備之 虧損	330	-
Impairment loss on property, plant and equipment	物業、廠房及設備之 減值虧損	41,103	1,414
Impairment loss on intangible assets	無形資產之減值虧損	23,924	-
Impairment loss on goodwill	商譽減值虧損	4,230	-
Equity-settled share-based payment expenses	股本結算以股份支付之支出	-	60,000
Share of loss of a jointly controlled entity	應佔共同控權合資公司虧損	1,505	496
Share of profit of an associate	應佔聯營公司溢利	(1)	-
Deposits and other receivables written off	按金及其他應收賬款註銷	172	2,355
<b>Operating loss before changes in working capital</b>	<b>營運資金變動前經營虧損</b>	<b>(49,242)</b>	<b>(27,389)</b>
Increase in inventories	存貨增加	(3,289)	(635)
Decrease in other assets	其他資產減少	-	56,656
Decrease in trade, notes and other receivables, deposits and prepayments	應收賬款、應收票據、其他應收 賬款、按金及預付款項減少	1,617	19,783
Decrease in other payables and accruals	其他應付款項及預提費用減少	(119,740)	(36,916)
Effect of foreign exchange rate changes	匯率變動之影響	10	(6,241)
<b>Net cash (used in)/generated from operating activities</b>	<b>經營業務(所用)/產生之 現金淨額</b>	<b>(170,644)</b>	<b>5,258</b>



# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 December 2012 截至2012年12月31日止年度

	Notes 附註	2012 HK\$'000 千港元	2011 HK\$'000 千港元
<b>Investing activities</b>			
Payment for purchase of property, plant and equipment		(6,167)	(36,511)
Payment for purchase of gas exploration and evaluation assets		(223,835)	(104,830)
Acquisitions of subsidiaries, net of cash acquired		–	(39,439)
Payment for acquisition of a subsidiary acquired in prior year	34	–	(500,000)
Acquisition of an associate		(23,974)	–
Capital injection to an associate		(26,100)	–
Cash advance to a related party		–	(140,000)
Cash receipts from a related party		–	140,000
Increase in pledged bank deposits		(7,954)	–
Interest received		217	7,897
Interest paid		(28,958)	(4,561)
Proceeds from notes receivable		–	13,000
Net cash used in investing activities		(316,771)	(664,444)
<b>Financing activities</b>			
Proceeds from shares issued under share option scheme		36,948	13,953
Proceeds from issuance of shares	33(a)(iii)	30,000	–
Proceeds from bank borrowings	33(a)(v)	150,598	307,980
Proceeds from convertible note issued		–	468,000
Issuance cost on convertible notes		–	(15,716)
Proceeds from exercising warrants	33(a)(vi)	–	2,200
	33(a)(ii)	–	–
Net cash generated from financing activities		217,546	776,417
Net (decrease)/increase in cash and cash equivalents		(269,869)	117,231
Cash and cash equivalents at 1 January		344,451	242,529
Effect of foreign exchange rate changes		(3,468)	(15,309)
Cash and cash equivalents at 31 December, representing cash and bank balances	26	71,114	344,451

# Notes to the Financial Statements

## 財務報表附註

### 1. GENERAL

Sino Oil and Gas Holdings Limited was incorporated as an exempted company with limited liability in Bermuda on 2 November 1999 under the Companies Act 1981 of Bermuda and its shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited on 9 February 2000. The registered office and principal place of business of the Company are located at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and Suite 3707-3708, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong, respectively.

The Company acts as an investment holding company. The principal activities of its subsidiaries are set out in note 22(a).

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

#### (a) Adoption of amendments to HKFRSs – first effective on 1 January 2012

Amendments to HKFRS 1

香港財務報告準則第1號之修訂

Amendments to HKFRS 7

香港財務報告準則第7號之修訂

Amendments to HKAS 12

香港會計準則第12號之修訂

The adoption of these amendments have no material impact on the Group’s financial statements.

### 1. 一般資料

中國油氣控股有限公司根據百慕達1981年公司法於1999年11月2日在百慕達註冊成立為受豁免有限公司，其股份於2000年2月9日於香港聯合交易所有限公司主板上市。本公司之註冊辦事處及主要營業地點分別位於Clarendon House, 2 Church Street, Hamilton HM11, Bermuda及香港干諾道中168-200號信德中心西座3707-3708室。

本公司為一家投資控股公司，其附屬公司之主要業務載於附註22(a)。

### 2. 採納香港財務報告準則

#### (a) 採納香港財務報告準則之修訂 – 於2012年1月1日生效

Severe Hyper Inflation and Removal of Fixed Dates for First-time Adopters

嚴重高通脹及剔除首次採用者之固定日期

Disclosures – Transfers of Financial Assets

披露 – 轉讓財務資產

Deferred Tax – Recovery of Underlying Assets

遞延稅項 – 收回相關資產

採納該等修訂不會對本集團之財務報表構成重大影響。

## 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

### (b) New/revised HKFRSs that have been issued but are not yet effective

The following new/revised HKFRSs, potentially relevant to the Group’s financial statements, have been issued, but are not yet effective and have not been early adopted by the Group.

HKFRSs (Amendments)  
香港財務報告準則(修訂本)  
Amendments to HKAS 1 (Revised)  
香港會計準則第1號之修訂(經修訂)  
Amendments to HKAS 32  
香港會計準則第32號之修訂  
Amendments to HKFRS 7  
  
香港財務報告準則第7號之修訂  
HKFRS 9  
香港財務報告準則第9號  
HKFRS 10  
香港財務報告準則第10號  
HKFRS 11  
香港財務報告準則第11號  
HKFRS 12  
香港財務報告準則第12號  
HKFRS 13  
香港財務報告準則第13號  
HKAS 27 (2011)  
香港會計準則第27號(2011年)  
HKAS 28 (2011)  
香港會計準則第28號(2011年)  
HKAS 19 (2011)  
香港會計準則第19號(2011年)  
HK(IFRIC) – Interpretation 20  
  
香港(國際財務報告詮釋委員會)  
— 詮釋第20號  
Amendments to HKFRS 10, HKFRS 12  
and HKAS 27 (2011)  
香港財務報告準則第10號、  
香港財務報告準則第12號及香港會計準則  
第27號(2011年)之修訂

## 2. 採納香港財務報告準則(續)

### (b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則

本集團並無提前採納下列已頒佈但尚未生效之新訂／經修訂香港財務報告準則，但有關準則可能與本集團之財務報表相關。

Annual Improvements 2009-2011 Cycle<sup>2</sup>  
2009年至2011年週期之年度改進<sup>2</sup>  
Presentation of Items of Other Comprehensive Income<sup>1</sup>  
其他全面收益項目之呈列<sup>1</sup>  
Offsetting Financial Assets and Financial Liabilities<sup>3</sup>  
抵銷財務資產及財務負債<sup>3</sup>  
Disclosure of Offsetting Financial Assets  
and Financial Liabilities<sup>2</sup>  
披露抵銷財務資產及財務負債<sup>2</sup>  
Financial Instruments<sup>4</sup>  
財務工具<sup>4</sup>  
Consolidated Financial Statements<sup>2</sup>  
綜合財務報表<sup>2</sup>  
Joint Arrangements<sup>2</sup>  
聯合安排<sup>2</sup>  
Disclosure of Interests in Other Entities<sup>2</sup>  
於其他實體權益之披露<sup>2</sup>  
Fair Value Measurement<sup>2</sup>  
公平值計量<sup>2</sup>  
Separate Financial Statements<sup>2</sup>  
獨立財務報表<sup>2</sup>  
Investments in Associates and Joint Ventures<sup>2</sup>  
於聯營公司及合營企業之投資<sup>2</sup>  
Employee Benefits<sup>2</sup>  
僱員福利<sup>2</sup>  
Stripping Costs of the Production Phase of a  
Surface Mine<sup>2</sup>  
露天礦場生產階段之剝採成本<sup>2</sup>  
Investment entities<sup>3</sup>  
投資實體<sup>3</sup>

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### (b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

- 1 Effective for annual periods beginning on or after 1 July 2012
- 2 Effective for annual periods beginning on or after 1 January 2013
- 3 Effective for annual periods beginning on or after 1 January 2014
- 4 Effective for annual periods beginning on or after 1 January 2015

#### HKFRSs (Amendments) – Annual Improvements 2009-2011 Cycle

The improvements made amendments to five standards.

##### (i) HKAS 1 Presentation of Financial Statements

The amendments clarify that the requirement to present a third statement of financial position when an entity applies an accounting policy retrospectively or makes a retrospective restatement or reclassification of items in its financial statements is limited to circumstances where there is a material effect on the information in that statement of financial position. The date of the opening statement of financial position is the beginning of the preceding period and not, as at present, the beginning of the earliest comparative period. The amendments also clarify that, except for disclosures required by HKAS 1.41-44 and HKAS 8, the related notes to the third statement of financial position are not required to be presented. An entity may present additional voluntary comparative information as long as that information is prepared in accordance with HKFRS. This may include one or more statements and not a complete set of financial statements. Related notes are required for each additional statement presented.

### 2. 採納香港財務報告準則(續)

#### (b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)

- 1 於2012年7月1日或之後開始之年度期間生效
- 2 於2013年1月1日或之後開始之年度期間生效
- 3 於2014年1月1日或之後開始之年度期間生效
- 4 於2015年1月1日或之後開始之年度期間生效

#### 香港財務報告準則(修訂本) – 2009年至2011年週期之年度改進

該等改進已對五項準則作出修訂。

##### (i) 香港會計準則第1號財務報表之呈列

該等修訂澄清，當實體追溯應用會計政策或於其財務報表將項目追溯重列或重新分類而須呈列第三份財務狀況表之規定僅適用於對該財務狀況表內之資料構成重要影響之情況。期初財務狀況表之日期是指前一段期間開始之時，而非(截至目前為止)最早可比較期間開始之時。該等修訂亦澄清，除香港會計準則第1.41-44號及香港會計準則第8號規定之披露外，毋須為第三份財務狀況表呈列有關附註。實體可呈列額外的自願比較資料，惟有關資料須根據香港財務報告準則編製。此可包括一份或多份報表，而並非一套完整財務報表。所呈列之各額外報表均須呈列相關附註。

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### (b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

##### HKFRSs (Amendments) – Annual Improvements 2009-2011 Cycle (Continued)

###### (ii) HKAS 16 Property, Plant and Equipment

The amendments clarify that items such as spare parts, stand-by equipment and servicing equipment are recognised as property, plant and equipment when they meet the definition of property, plant and equipment. Otherwise, such items are classified as inventory.

###### (iii) HKAS 32 Financial Instruments: Presentation

The amendments clarify that income tax relating to distributions to holders of an equity instrument and to transaction costs of an equity transaction should be accounted for in accordance with HKAS 12 Income Taxes. Depending on the circumstances these items of income tax might be recognised in equity, other comprehensive income or in profit or loss.

###### (iv) HKAS 34 Interim Financial Reporting

The amendments clarifies that in interim financial statements, a measure of total assets and liabilities for a particular reportable segment need to be disclosed when the amounts are regularly provided to the chief operating decision maker and there has been a material change in the total assets and liabilities for that segment from the amount disclosed in the last annual financial statements.

### 2. 採納香港財務報告準則(續)

#### (b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續) 香港財務報告準則(修訂本) – 2009年至2011年週期之年度改進(續)

###### (ii) 香港會計準則第16號物業、廠房及設備

該等修訂澄清，當項目(例如備件、備用設備及服務設備)符合物業、廠房及設備之定義時，有關項目乃確認為物業、廠房及設備。否則，有關項目分類為存貨。

###### (iii) 香港會計準則第32號財務工具：呈列

該等修訂澄清，與向股本工具持有人作出分派及股本交易之交易成本有關之所得稅應根據香港會計準則第12號所得稅入賬。視不同情況而定，該等所得稅項目可能於權益、其他全面收益或損益中確認。

###### (iv) 香港會計準則第34號中期財務報告

該等修訂澄清，於中期財務報表，當就一個特定可報告分部而計量之總資產及負債金額乃定期向主要經營決策者匯報，且該分部之總資產及負債較上一份年度財務報表所披露金額有重大變動時，則須披露有關總資產及負債之計量。

## 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

### (b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

#### Amendments to HKAS 1 (Revised) – Presentation of Items of Other Comprehensive Income

The amendments to HKAS 1 (Revised) require the Group to separate items presented in other comprehensive income into those that may be reclassified to profit and loss in the future (e.g. revaluations of available-for-sale financial assets) and those that may not (e.g. revaluations of property, plant and equipment). Tax on items of other comprehensive income is allocated and disclosed on the same basis. The amendments will be applied retrospectively.

#### Amendments to HKAS 32 – Offsetting Financial Assets and Financial Liabilities

The amendments clarify the offsetting requirements by adding appliance guidance to HKAS 32 which clarifies when an entity “currently has a legally enforceable right to set off” and when a gross settlement mechanism is considered equivalent to net settlement.

#### Amendments to HKFRS 7 – Disclosure of Offsetting Financial Assets and Financial Liabilities

HKFRS 7 is amended to introduce disclosures for all recognised financial instruments that are set off under HKAS 32 and those that are subject to an enforceable master netting agreement or similar arrangement, irrespective of whether they are set off under HKAS 32.

#### Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011) – Investment Entities

The amendments apply to a particular class of businesses that qualify as investment entities. An investment entity’s business purpose is to invest funds solely for returns from capital appreciation, investment income or both. It evaluates the performance of its investments on a fair value basis. Investment entities could include private equity organisations, venture capital organisations, pension funds and investment funds.

## 2. 採納香港財務報告準則(續)

### (b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)

#### 香港會計準則第1號之修訂(經修訂) – 其他全面收益項目之呈列

香港會計準則第1號之修訂(經修訂)規定本集團將呈列於其他全面收益之項目分為該等可能於日後重新分類至損益之項目(如可供出售財務資產之重新估值)及該等未必會重新分類至損益之項目(如物業、廠房及設備之重新估值)。就其他全面收益項目繳納之稅項會按相同基準進行分配及披露。該等修訂將追溯應用。

#### 香港會計準則第32號之修訂 – 抵銷財務資產及財務負債

該等修訂透過對香港會計準則第32號加入應用指引而澄清抵銷規定，並澄清實體何時「現時擁有法律上可強制執行權利以抵銷」以及何時總額結算機制被認為等同於淨額結算。

#### 香港財務報告準則第7號之修訂 – 披露抵銷財務資產及財務負債

修訂香港財務報告準則第7號旨在引入有關根據香港會計準則第32號抵銷之所有已確認財務工具以及該等須受可強制執行總對銷協議或類似安排所規限者(而不論是否根據香港會計準則第32號抵銷)之披露規定。

#### 香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號(2011年)之修訂 – 投資實體

修訂適用於符合投資實體資格之某一類業務。投資實體之業務目的為僅為資本增值、投資收入或兩者兼備之回報而投資資金。其根據公平值評估其投資之表現。投資實體可包括私人權益組織、風險資本組織、退休金基金及投資基金。

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### (b) New/revised HKFRSs that have been issued but are not yet effective (Continued) Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011) – Investment Entities (Continued)

The amendments provide an exception to the consolidation requirements in HKFRS 10 Consolidated Financial Statements and require investment entities to measure particular subsidiaries at fair value through profit or loss rather than to consolidate them. The amendments also set out the disclosure requirements for investment entities. The amendments are applied retrospectively subject to certain transitional provisions.

#### HKFRS 9 – Financial Instruments

Under HKFRS 9, financial assets are classified into financial assets measured at fair value or at amortised cost depending on the entity’s business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. Fair value gains or losses will be recognised in profit or loss except for those non-trade equity investments, which the entity will have a choice to recognise the gains and losses in other comprehensive income. HKFRS 9 carries forward the recognition, classification and measurement requirements for financial liabilities from HKAS 39, except for financial liabilities that are designated at fair value through profit or loss, where the amount of change in fair value attributable to change in credit risk of that liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, HKFRS 9 retains the requirements in HKAS 39 for derecognition of financial assets and financial liabilities.

### 2. 採納香港財務報告準則(續)

#### (b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續) 香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號(2011年)之修訂－投資實體(續)

修訂提供香港財務報告準則第10號綜合財務報表綜合要求之例外情況，並要求投資實體以按公平值於損益賬列賬之方式計量個別附屬公司，而並非將其綜合處理。修訂亦載列有關投資實體之披露要求。修訂獲追溯應用，惟須受限於若干過渡性條文。

#### 香港財務報告準則第9號－財務工具

根據香港財務報告準則第9號，財務資產乃視乎實體管理財務資產之業務模式及財務資產之合約現金流量特徵分類為按公平值或攤銷成本計量之財務資產。公平值之盈虧將於損益賬中確認，惟就若干非買賣性股本投資而言，實體可選擇於其他全面收益中確認盈虧。香港財務報告準則第9號貫徹香港會計準則第39號之財務負債確認、分類及計量規定，惟按公平值於損益列賬之財務負債除外，該負債信貸風險變動產生之公平值變動金額於其他全面收益確認，除非會引致或加劇會計錯配則作別論。此外，香港財務報告準則第9號保留香港會計準則第39號有關終止確認財務資產及財務負債之規定。

## 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

### (b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

#### HKFRS 10 – Consolidated Financial Statements

HKFRS 10 introduces a single control model for consolidation of all investee entities. An investor has control when it has power over the investee (whether or not that power is used in practice), exposure or rights to variable returns from the investee and the ability to use the power over the investee to affect those returns. HKFRS 10 contains extensive guidance on the assessment of control. For example, the standard introduces the concept of “de facto” control where an investor can control an investee while holding less than 50% of the investee’s voting rights in circumstances where its voting interest is of sufficiently dominant size relative to the size and dispersion of those of other individual shareholders to give it power over the investee. Potential voting rights are considered in the analysis of control only when these are substantive, i.e. the holder has the practical ability to exercise them. The standard explicitly requires an assessment of whether an investor with decision making rights is acting as principal or agent and also whether other parties with decision making rights are acting as agents of the investor. An agent is engaged to act on behalf of and for the benefit of another party and therefore does not control the investee when it exercises its decision making authority. The implementation of HKFRS 10 may result in changes in those entities which are regarded as being controlled by the Group and are therefore consolidated in the financial statements. The accounting requirements in the existing HKAS 27 on other consolidation related matters are carried forward unchanged. HKFRS 10 is applied retrospectively subject to certain transitional provisions.

## 2. 採納香港財務報告準則(續)

### (b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續) 香港財務報告準則第10號－綜合財務報表

香港財務報告準則第10號就綜合計算所有被投資實體引入單一控股權模式。當投資者有權控制被投資方(不論實際上有否行使該權力)、對來自被投資方之浮動回報享有之承擔或權利,以及能運用對被投資方之權力以影響該等回報時,投資者即擁有控制權。香港財務報告準則第10號載有評估控制權之詳細指引。例如,該準則引入「實際」控制權之概念,倘相對其他個人股東之表決權益之數量及分散情況,投資者之表決權益數量足以佔優,使其獲得對被投資方之權力,持有被投資方表決權少於50%之投資者仍可控制被投資方。潛在表決權僅在實質存在(即持有人有實際能力可行使該等表決權)時,在分析控制權時考慮。該準則明確要求評估具有決策權之投資者是否以委託人或代理人身份行事,以及具有決策權之其他各方是否以投資者之代理人身份行事。代理人獲委聘以代表另一方及為另一方之利益行事,故在其行使其決策權時並不控制被投資方。實施香港財務報告準則第10號可能導致該等被視為受本集團控制並因此在財務報表中綜合入賬之實體出現變動。現行香港會計準則第27號有關其他綜合計算相關事項之會計規定貫徹不變。香港財務報告準則第10號獲追溯應用,惟須受限於若干過渡性條文。



## 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

### (b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

#### HKFRS 11 – Joint Arrangements

Joint arrangements under HKFRS 11 have the same basic characteristics as joint ventures under HKAS 31. Joint arrangements are classified as either joint operations or joint ventures. Where the Group has rights to the assets and obligations for the liabilities of the joint arrangement, it is regarded as a joint operator and will recognise its interests in the assets, liabilities, income and expenses arising from the joint arrangement. Where the Group has rights to the net assets of the joint arrangement as a whole, it is regarded as having an interest in a joint venture and will apply the equity method of accounting. HKFRS 11 does not allow proportionate consolidation. In an arrangement structured through a separate vehicle, all relevant facts and circumstances should be considered to determine whether the parties to the arrangement have rights to the net assets of the arrangement. Previously, the existence of a separate legal entity was the key factor in determining the existence of a jointly controlled entity under HKAS 31. HKFRS 11 will be applied retrospectively with specific restatement requirements for a joint venture which changes from proportionate consolidation to the equity method and a joint operation which changes from equity method to accounting for assets and liabilities.

#### HKFRS 12 – Disclosure of Interests in Other Entities

HKFRS 12 integrates and makes consistent the disclosures requirements about interests in subsidiaries, associates and joint arrangements. It also introduces new disclosure requirements, including those related to unconsolidated structured entities. The general objective of the standard is to enable users of financial statements to evaluate the nature and risks of a reporting entity's interests in other entities and the effects of those interests on the reporting entity's financial statements.

## 2. 採納香港財務報告準則(續)

### (b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續) 香港財務報告準則第11號－聯合安排

香港財務報告準則第11號所指之聯合安排與香港會計準則第31號所指之合營企業之基本特點相同。聯合安排分類為合營業務或合營企業。倘本集團有權享有聯合安排之資產及有義務承擔其負債，則被視為合營者，並將確認其於聯合安排產生之資產、負債、收益及支出之權益。倘本集團有權享有聯合安排之整體資產淨值，則被視為於合營企業擁有權益，並將應用權益會計法。香港財務報告準則第11號不允許採用比例綜合法。在透過獨立實體組織之安排中，所有相關事實及情況均應予考慮，以釐定參與該安排之各方是否有權享有該安排之資產淨值。以往，獨立法律實體之存在為釐定香港會計準則第31號所指之共同控股合資公司是否存在之主要因素。香港財務報告準則第11號將獲追溯應用，並特別規定由比例綜合法改為權益法之合營企業及由權益法改為將資產及負債入賬之合營業務。

### 香港財務報告準則第12號－於其他實體權益之披露

香港財務報告準則第12號整合有關於附屬公司、聯營公司及聯合安排之權益之披露規定，並使有關規定貫徹一致。該準則亦引入新披露規定，包括有關非綜合計算結構實體之披露規定。該準則之一般目標是令財務報表使用者可評估呈報實體於其他實體之權益之性質及風險，以及該等權益對呈報實體之財務報表之影響。

# Notes to the Financial Statements

## 財務報表附註

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### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### (b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

##### HKFRS 13 – Fair Value Measurement

HKFRS 13 provides a single source of guidance on how to measure fair value when it is required or permitted by other standards. The standard applies to both financial and non-financial items measured at fair value and introduces a fair value measurement hierarchy. The definitions of the three levels in this measurement hierarchy are generally consistent with HKFRS 7 “Financial Instruments: Disclosures”. HKFRS 13 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e. an exit price). The standard removes the requirement to use bid and ask prices for financial assets and liabilities quoted in an active market. Rather the price within the bid-ask spread that is most representative of fair value in the circumstances should be used. It also contains extensive disclosure requirements to allow users of the financial statements to assess the methods and inputs used in measuring fair values and the effects of fair value measurements on the financial statements. HKFRS 13 can be adopted early and is applied prospectively.

### 2. 採納香港財務報告準則(續)

#### (b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續) 香港財務報告準則第13號 – 公平值計量

香港財務報告準則第13號提供有關如何在其他準則要求或准許時計量公平值之單一指引來源。該準則適用於按公平值計量之金融項目及非金融項目，並引入公平值計量等級。此計量等級中三個層級之定義一般與香港財務報告準則第7號「財務工具：披露」一致。香港財務報告準則第13號將公平值界定為在市場參與者於計量日期進行之有序交易中出售資產所收取或轉讓負債所支付之價格(即平倉價)。該準則撤銷以買入價及賣出價釐定於交投活躍市場掛牌之財務資產及負債之規定，而應採用買賣差價中在該等情況下最能代表公平值之價格。該準則亦載有詳細之披露規定，使財務報表使用者可評估計量公平值所採用之方法及輸入數據，以及公平值計量對財務報表之影響。香港財務報告準則第13號可提早採用，現按未來適用基準應用。

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

#### (b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

##### HKAS 19 (2011) – Employee Benefits

HKAS 19 (2011) abandons the corridor approach with the result that changes in defined benefit obligations and the fair value of plan assets are recognised in the period in which they occur. The revised standard requires the changes in the Group’s net defined benefit liability (or asset) to be separated into three components: service cost (including current and past service cost and settlements) recognised in profit or loss; net interest on the net defined benefit liability recognised in profit or loss; and re-measurements of the defined benefit liability (or asset) recognised in other comprehensive income. The revised standard distinguishes between short-term and long-term employee benefits based on the expected date of settlement. The previous standard used the term “due to be settled”. This change may result in more plans being classified as long-term employee benefit plans that will need to be accounted for in a similar way to defined benefit plans as detailed in note 4(q) to these financial statements. HKAS 19 (2011) provides additional guidance on the definition of termination benefits. Benefits that are conditional on future service being provided including those that increase if additional service is provided are not termination benefits. The revised standard requires that a liability for termination benefits is recognised on the earlier of the date when the entity can no longer withdraw the offer of those benefits and the date the entity recognises any related restructuring costs. This could lead to later recognition of voluntary termination benefits in some cases. The amendments will generally be applied retrospectively with two exceptions.

### 2. 採納香港財務報告準則(續)

#### (b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)

##### 香港會計準則第19號(2011年)－僱員福利

香港會計準則第19號(2011年)廢除緩衝區法，使界定福利責任出現變化，而計劃資產之公平值則於彼等出現期間確認。經修訂準則規定將本集團之界定福利負債(或資產)淨額之變動分為三部分：於損益中確認之服務成本(包括目前及過往服務成本及結算)；於損益中確認之界定福利負債淨額之利息淨額；及於其他全面收益中確認之重新計量之界定福利負債(或資產)。經修訂準則基於預計結算日期將短期及長期僱員福利區分。過往準則使用「尚待結算」一詞。此變動可令更多計劃被分類為長期僱員福利計劃，並將需要按與界定福利計劃類似之方式列賬(詳情見本財務報表附註4(q))。香港會計準則第19號(2011年)就界定終止福利提供額外指引。須視乎日後所提供服務而提供之福利(包括就提供額外服務而增加之福利)並非終止福利。經修訂準則規定終止福利之負債於實體不能取消提供該等福利時及實體確認任何有關重組成本當日(以較早者為準)確認。此舉導致自願終止福利於某些情況下會稍遲確認。除兩種情況外，修訂一般會追溯應用。

## 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

### (b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

#### HK(IFRIC) Interpretation 20 – Stripping Costs in the Production Phase of a Surface Mine

Stripping activities carried out in the production phase of a surface mine may give rise to two benefits: usable ore that can be used to produce inventory and improved access to further quantities of material that will be mined in future periods. The Interpretation requires that costs of stripping activity are accounted for in accordance with the principles in HKAS 2 Inventories to the extent that the benefit from stripping activity is realised in the form of inventory produced. The costs of stripping activity that provide a benefit in the form of improved access to ore are recognised as a non-current stripping activity asset when certain criteria are met. This asset will be accounted for as an addition or enhancement to an existing asset and is classified as tangible or intangible according to the nature of the existing asset of which it forms part. The stripping activity asset is measured initially at cost and subsequently in the same way as the existing asset of which it forms part. It is depreciated or amortised on a systematic basis over the expected useful life of the component of the ore body that becomes more accessible as a result of the stripping activity. The interpretation is applied to production stripping costs incurred after the beginning of the earliest period presented. Predecessor stripping activity asset balance is reclassified as a part of an existing asset subject to the conditions in the Interpretation.

The Group is in the process of making an assessment of the potential impact of these pronouncements. The directors so far concluded that the adoption of the amendments to HKFRS 1 and HKAS 34 as part of the Annual Improvements 2009-2011 Cycle will have no impact on the Group’s annual financial statements. In respect of the other new pronouncements, the directors anticipate that more disclosures would be made but are not yet in a position to state whether they would have material financial impact on the Group’s financial statements.

## 2. 採納香港財務報告準則(續)

### (b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續) 香港(國際財務報告詮釋委員會)詮釋第20號－露天礦場生產階段之剝採成本

露天礦場生產階段之剝採活動可產生兩種利益：可用於生產存貨之可用礦及方便取得於未來期間將予開採之更多物料。該詮釋規定剝採活動之成本須根據香港會計準則第2號存貨之原則入賬，致使剝採活動之利益以所生產存貨之方式實現。以取得更多礦之方式提供利益之剝採活動成本，於符合若干條件後確認為非經常性剝採活動資產。該資產將計入為現有資產之添置或改良，並根據構成現有資產之一部分之性質分類為有形或無形資產。剝採活動資產初始按成本計量，其後以相同方式計入為構成現有資產之一部分，其以有系統之基準按因剝採活動而更方便取得之礦體組成部分之預計可使用年期折舊或攤銷。該詮釋已應用於所呈列最早期間開始後產生之生產剝採成本。過往剝採活動資產之結餘已根據詮釋內之條件重新分類為現有資產之一部分。

本集團現正評估該等頒佈之潛在影響。董事迄今認為採納香港財務報告準則第1號之修訂及香港會計準則第34號作為2009年至2011年週期之年度改進之一部分不會對本集團之年度財務報表構成影響。就其他新頒佈而言，董事預期會作出更多披露，惟尚未能就該等頒佈對本集團之財務報表會否有重大財務影響而作出說明。

### 3. BASIS OF PREPARATION

#### (a) Statement of compliance

The consolidated financial statements have been prepared in accordance with all applicable HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations (hereinafter collectively referred to as the “HKFRSs”) and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

#### (b) Basis of measurement and going concern assumption

The consolidated financial statements have been prepared under the historical cost basis.

During the year, the Group incurred a loss of HK\$113,405,000 and its current liabilities exceeded current assets by HK\$412,360,000 at end of reporting period. In addition, as described in the paragraphs below, the Group can only utilise the remaining loan facilities of RMB900,000,000 if certain prerequisites as described in (i) and (ii) below are met. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Group’s ability to continue as a going concern. The directors are taking the following measures to improve the financial position and liquidity of the Group:

- (i) As set out in note 29, in December 2011, the Group obtained a loan facility of RMB1,000,000,000 repayable by instalment over five years from a financial institution in the People’s Republic of China (“PRC”). As at 31 December 2012, the Group had utilised RMB320,000,000 of the facility. RMB80,000,000 of the remaining facility is available for use at any time and the other RMB600,000,000 can only be drawn after the Group has obtained final approval of its plan for the development of the coalbed methane field or part of the coalbed methane field (the “Overall Development Program” or “ODP”) of the production sharing contract set out in note 35 (“Sanjiao PSC”) by the National Development and Reform Commission – National Energy Administration (“NEA”). Through the PRC partner of the project, China National Petroleum Corporation (“PetroChina”), the Group submitted the ODP to the NEA in May 2012. The Group received a reply from NEA in August 2012 which gave consent on the preliminary work on the development of the Sanjiao PSC. The directors anticipate that the final approval of the ODP will be obtained in the fourth quarter of 2013;

### 3. 編製基準

#### (a) 遵例聲明

綜合財務報表乃按照所有適用之香港財務報告準則、香港會計準則及詮釋(以下統稱「香港財務報告準則」)及香港公司條例之披露規定編製。此外，本綜合財務報表亦符合香港聯合交易所有限公司證券上市規則之適用披露規定。

#### (b) 計量基準及持續經營假設

本綜合財務報表乃採用歷史成本為基礎編製。

本集團於年內錄得虧損113,405,000港元，且於報告期間結束時之流動負債超出其流動資產412,360,000港元。此外，誠如下段所述，本集團僅可於達成以下(i)和(ii)所述之若干先決條件後，方可動用餘下貸款額度人民幣900,000,000元。該等情況顯示本集團存在重大不明朗因素，或會對本集團持續經營之能力構成重大疑問。董事正採取以下措施，以改善本集團的財務狀況和流動性：

- (i) 誠如附註29所載，於2011年12月，本集團從一家位於中華人民共和國(「中國」)的金融機構取得一項貸款融資，金額為人民幣1,000,000,000元，須於五年內分期償還。於2012年12月31日，本集團動用該筆貸款之人民幣320,000,000元。人民幣80,000,000元貸款結餘可供隨時運用及其他貸款金額人民幣600,000,000元僅可於本集團就開發附註35所載之產品分成合同(「三交產品分成合同」)之煤層氣田或部分煤層氣田(「整體開發計劃」)獲得國家發展和改革委員會—國家能源局(「國家能源局」)最終批准其計劃後，方可提取。2012年5月，本集團通過項目之中方夥伴中國石油天然氣集團公司(「中石油」)向國家能源局提交了整體開發計劃。2012年8月，本集團收到國家能源局同意三交產品分成合同開發前期工作之覆函。董事預計將於2013年第四季取得整體開發計劃之最終批文；

# Notes to the Financial Statements

## 財務報表附註

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### 3. BASIS OF PREPARATION (Continued)

#### (b) Basis of measurement and going concern assumption (Continued)

- (ii) The Group obtained confirmation from another financial institution in the PRC for a loan facility of up to RMB500,000,000 for the Sanjiao PSC, of which RMB200,000,000 can be drawn any time by the Group. The remaining balance can only be drawn after the Group has obtained the final approval of the ODP from NEA in respect of the Sanjiao PSC;
- (iii) The Group is in close discussion with a bank in the PRC for a loan facility to the extent of RMB300,000,000. The bank has already issued a letter of intent to the Group which confirms that negotiation and due diligence are in progress; and
- (iv) Other than the above mentioned, the Group is considering other possible sources of financing, including but not limited to advances from major shareholders and equity financing.

As a result of the above measures and after taking into account the Group's cash flow projection for the coming year, the directors are of the opinion that the Group will have sufficient working capital to meet its liabilities as they fall due at least for a period of twelve months from the end of reporting period. If the Group were unable to continue as a going concern, the Group might not be able to realise its assets and discharge its liabilities in the normal course of business.

#### (c) Functional and presentational 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 consolidated financial statements are presented in Hong Kong dollar ("HKD"), which is also the functional currency of the Company.

### 3. 編製基準(續)

#### (b) 計量基準及持續經營假設(續)

- (ii) 本集團從中國另一家金融機構取得有關三交產品分成合同之貸款額度人民幣500,000,000元之確認，其中人民幣200,000,000元可由本集團隨時提取。餘下結餘須於本集團就三交產品分成合同自國家能源局取得整體開發計劃之最終批文後方可提取；
- (iii) 本集團正與一家中國銀行就貸款額度人民幣300,000,000元進行密切洽談。該銀行已向本集團發出意向書，確認正在進行磋商及盡職審查；及
- (iv) 除上文所述者外，本集團正考慮其他可能的融資來源，包括(但不限於)來自主要股東的墊款及股本融資。

鑒於上文所述措施及本集團對來年現金流量之預測，董事認為本集團將具備足夠營運資金應付自報告期間結束時起未來至少十二個月之到期負債。如本集團未能維持持續經營之能力，本集團可能無法於正常業務過程中變現資產及清償負債。

#### (c) 功能及呈報貨幣

本集團各實體之財務報表內之項目，均採用該實體經營業務所在之主要經濟環境之貨幣計量。綜合財務報表乃以香港貨幣(「港元」)(亦即本公司之功能貨幣)呈報。

#### 4. SIGNIFICANT ACCOUNTING POLICIES

##### (a) Business combination and basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries (the "Group"). Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective dates of acquisition or up to the effective dates of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

Acquisitions of subsidiaries or businesses are accounted for using the acquisition method. The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group's previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interests that represent present ownership interests in the subsidiary either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other non-controlling interests are measured at fair value unless another measurement basis is required by HKFRSs. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity.

#### 4. 主要會計政策

##### (a) 業務合併及綜合基準

綜合財務報表包括本公司及其附屬公司（「本集團」）之財務報表。集團內公司間之交易及結餘連同未變現溢利均於編製綜合財務報表時全數對銷。未變現虧損亦予以對銷，除非有關交易顯示已轉讓資產出現減值，在此情況下，虧損於損益賬內確認。

於年內收購或出售之附屬公司之業績，乃由收購生效日期起或截至出售生效日期止（如適當）列入綜合全面收益表。必要時，附屬公司之財務報表將予調整以使其會計政策與本集團其他成員公司所使用者一致。

收購附屬公司或業務採用收購法入賬。收購成本乃按所轉讓資產、所產生負債及本集團（作為收購方）發行之股權於收購當日之公平值總額計量。所收購可辨別資產及所承擔負債則主要按收購當日之公平值計量。本集團先前所持被收購方之股權以收購當日公平值重新計量，而所產生之收益或虧損則於損益賬內確認。本集團可按每宗交易選擇以公平值或被收購方之可識別資產淨值應佔比例計算現時於附屬公司之擁有權權益之非控股權益。除非香港財務報告準則有規定其他計量基準，否則所有其他非控股權益均按公平值計量。所產生之收購相關成本列作支出，除非該等成本乃於發行股本工具時產生，在該情況下，有關成本乃從權益中扣除。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (a) Business combination and basis of consolidation (Continued)

Any contingent consideration to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss.

Contingent consideration balances arising from business combinations whose acquisition dates preceded 1 January 2010 (i.e. the date the Group first applied HKFRS 3 (2008)) have been accounted for in accordance with the transition requirements in the standard. Such balances are not adjusted upon first application of the standard. Subsequent revisions to estimates of such consideration are treated as adjustments to the cost of these business combinations and are recognised as part of goodwill.

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the Group's interest and the non-controlling interest are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

#### 4. 主要會計政策 (續)

##### (a) 業務合併及綜合基準 (續)

收購方將予轉讓之任何或有代價按收購日期之公平值確認。其後對代價之調整僅於調整源出於計量期(最長為收購日期起計十二個月)內所取得有關於收購日期之公平值之新資料時,方以商譽確認。所有其他分類為資產或負債之或有代價之其後調整均於損益賬內確認。

收購日期為2010年1月1日(即本集團首次應用香港財務報告準則第3號(2008年)之日)前之業務合併所產生之或有代價結餘已根據該準則之過渡規定入賬。有關結餘於首次應用該準則時並未作調整。其後對有關代價估計之修訂作為對該等業務合併成本之調整處理,並被確認為商譽之一部分。

本集團於附屬公司之權益變動如未導致失去控制權,則入賬列為權益交易。本集團權益及非控股權益之賬面值均予調整,以反映其各自於附屬公司之權益之變動。經調整後非控股權益金額與所付或所收代價公平值之任何差額,直接於權益中確認,並歸屬於本公司擁有人。

當本集團失去附屬公司控制權,出售損益乃按以下兩者之差額計算:(i)已收代價之公平值與任何保留權益之公平值之總額;與(ii)該附屬公司之資產(包括商譽)及負債與任何非控股權益過往之賬面值。先前於其他全面收益確認與附屬公司有關之金額以相同方式入賬,猶如有關資產或負債已經出售。



#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (a) Business combination and basis of consolidation (Continued)

Subsequent to acquisition, the carrying amount of non-controlling interests that represent present ownership interests in the subsidiary is the amount of those interests at initial recognition plus such non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to such non-controlling interests even if this results in those non-controlling interests having a deficit balance.

##### (b) Subsidiaries

A subsidiary is an entity over which the Company is able to exercise control. Control is achieved where the Company, directly or indirectly, has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that are presently exercisable are taken into account.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

##### (c) Acquisition of subsidiaries

When the Group acquires a subsidiary where the underlying assets are not integrated in forming a business to generate revenues, the transaction is accounted for as a purchase of net assets. The cost of the acquisition is allocated to the identifiable assets and liabilities acquired based on their relative fair values at the date of acquisition and no goodwill is recognised.

##### (d) Goodwill

Goodwill is initially recognised at cost being the excess of the aggregate of consideration transferred and the amount recognised for non-controlling interests over the fair value of identifiable assets, liabilities and contingent liabilities acquired.

#### 4. 主要會計政策 (續)

##### (a) 業務合併及綜合基準 (續)

收購後，現時於附屬公司之擁有權益之非控股權益之賬面值為該等權益於初步確認時之款額加以非控股權益應佔權益其後變動之部分。即使會導致非控股權益出現虧絀結餘，全面收益總額乃歸屬於非控股權益。

##### (b) 附屬公司

附屬公司指本公司能對其行使控制權之實體。倘本公司直接或間接有權監控一家實體之財務及經營政策，並藉此從其活動中取得利益，即本公司具有控制權。在評估控制權時，已考慮現時可行使之潛在投票權。

在本公司之財務狀況表中，於附屬公司之投資按成本扣除減值虧損（如有）列賬。附屬公司之業績按已收及應收股息由本公司入賬。

##### (c) 收購附屬公司

當本集團收購一家附屬公司（其相關資產並非合併為產生收益之業務），則交易入賬列為購買資產淨值。收購成本根據所收購之可識別資產及負債各自於收購日期之公平值分配至可識別資產及負債，概不會確認商譽。

##### (d) 商譽

商譽初步按成本確認，即所轉讓代價總額及已確認之非控股權益金額超出所收購可辨別資產、負債及或有負債公平值之金額。

# Notes to the Financial Statements

## 財務報表附註

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (d) Goodwill (Continued)

Where the fair value of identifiable assets, liabilities and contingent liabilities exceed the fair value of consideration paid, the excess is recognised in profit or loss on the acquisition date, after re-assessment.

Goodwill is measured at cost less impairment losses. For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units that are expected to benefit from the synergies of the acquisition. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired.

For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro-rata on the basis of the carrying amount to each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss and is not reversed in subsequent periods.

#### (e) Associate

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but not control or joint control over those policies. Associates are accounted for using the equity method whereby they are initially recognised at cost and thereafter, their carrying amount are adjusted for the Group's share of the post-acquisition change in the associates' net assets except that losses in excess of the Group's interest in the associate are not recognised unless there is an obligation to make good those losses.

### 4. 主要會計政策 (續)

#### (d) 商譽 (續)

倘可辨別資產、負債及或有負債之公平值超出已付代價之公平值，則超出部分於重估後於收購日期在損益賬內確認。

商譽按成本減任何減值虧損計量。就減值測試而言，因收購而產生之商譽分配至相關預期受惠於收購所帶來協同效益之各現金產生單位。獲分配商譽之現金產生單位每年及每當有跡象顯示單位可能出現減值時進行減值測試。

就於某一財政年度進行收購產生之商譽而言，獲分配商譽之現金產生單位會於該財政年度完結之前進行減值測試。倘現金產生單位之可收回金額低於該單位之賬面值，則本集團首先會分配減值虧損以減少分配予該單位之任何商譽之賬面值，再根據該單位之各項資產之賬面值按比例分配至該單位之其他資產。商譽之任何減值虧損於損益賬內確認，且不會在其後期間撥回。

#### (e) 聯營公司

聯營公司為本集團對其擁有重大影響力之實體，既非附屬公司，亦非合營企業。重大影響力指有權力參與被投資方之財務及經營決策，但並非對該等政策擁有控制或聯合控制權。聯營公司乃採用權益法入賬，據此聯營公司按成本初步確認，此後其賬面值於聯營公司之資產淨值內調整以反映本集團應佔收購後變動，惟超過本集團於聯營公司之權益之虧損不會確認，除非有責任彌補該等虧損。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (e) Associate (Continued)

Profits and losses arising on transactions between the Group and its associates are recognised only to the extent of unrelated investors' interests in the associate. The investor's share in the associate's profits and losses resulting from these transactions is eliminated against the carrying value of the associate.

Any premium paid for an associate above the fair value of the Group's share of the identifiable assets, liabilities and contingent liabilities acquired is capitalised as goodwill and included in the carrying amount of the associate and the entire carrying amount of the investment is subject to impairment test, by comparing the carrying amount with its recoverable amount, which is higher of value in use and fair value less costs to sell.

In the Company's statement of financial position, investments in associates are carried at cost less impairment losses, if any. The results of associates are accounted for by the Company on the basis of dividends received and receivable during the year.

##### (f) Joint Venture

A joint venture is a contractual arrangement whereby the Group and other parties undertake an economic activity which is subject to joint control and none of the participating parties has unilateral control over the economic activity.

##### *Jointly controlled entities*

Jointly controlled entities are accounted for using equity method whereby they are initially recognised at cost and thereafter, their carrying amounts are adjusted for the Group's share of the post-acquisition change in the jointly controlled entities' net assets except that losses in excess of the Group's interest in the jointly controlled entities are not recognised unless there is an obligation to make good those losses.

Unrealised profits and losses resulting from transactions between the Group and its jointly controlled entities are eliminated to the extent of the Group's interest in the jointly controlled entities, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are immediately recognised in profit or loss.

#### 4. 主要會計政策 (續)

##### (e) 聯營公司 (續)

本集團與其聯營公司之間的交易產生之損益僅於不相關投資者於聯營公司擁有權益時方才確認。該等交易產生之投資者分佔聯營公司溢利及虧損與聯營公司之賬面值對銷。

聯營公司已付任何溢價高於已收購本集團應佔可識別資產、負債及或有負債之公平值作為商譽撥充資本，計入聯營公司之賬面值內，且投資之全部賬面值須透過比較賬面值與可收回金額（即使用價值與公平值減銷售成本兩者中之較高者）進行減值測試。

於本公司之財務狀況表內，於聯營公司之投資按成本減去減值虧損（如有）列賬。聯營公司之業績由本公司以年內已收及應收股息為基準入賬。

##### (f) 合營企業

合營企業指本集團與其他有關方在共同控制下進行經濟活動之合約安排，合營各方不能單方面控制合營企業之經濟活動。

##### *共同控權合資公司*

共同控權合資公司採用權益法列賬，初步按成本確認，此後其賬面值就本集團應佔共同控權合資公司收購後之資產淨值變動作出調整，惟超出本集團所佔共同控權合資公司權益之虧損不予確認，除非有責任補償該等虧損則除外。

本集團與其共同控權合資公司進行交易時所產生之未變現溢利及虧損，將按本集團所佔共同控權合資公司之權益對銷，但假如未變現虧損顯示已轉讓資產出現減值，則該等未變現虧損會即時在損益賬內確認。

# Notes to the Financial Statements

## 財務報表附註

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (f) Joint Venture (Continued)

##### *Accounting for production sharing contracts*

Production sharing contracts constitute jointly controlled operations. The Group's interests in production sharing contracts are accounted for in the financial statements on the following bases:

- (i) the assets that the Group controls and the liabilities that the Group incurs on an accrual basis; and
- (ii) the Group's share of income that it earns from jointly controlled operations together with the expenses that it incurs are separately included in profit or loss when it is probable that economic benefits associated with the transaction will flow to/from the Group according to the terms of the contracts.

#### (g) Property, plant and equipment

The property, plant and equipment are stated in the consolidated statement of financial position at cost less accumulated depreciation and accumulated impairment losses.

The cost of property, plant and equipment includes its purchase price and the costs directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised 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 the replaced part is derecognised. All other repairs and maintenance are recognised as an expense in profit or loss during the financial period in which they are incurred.

Expenditure on the construction, installation or completion of infrastructure facilities such as platforms, pipelines and the drilling of development wells is capitalised as oil and gas properties under property, plant and equipment.

### 4. 主要會計政策 (續)

#### (f) 合營企業 (續)

##### *產品分成合同之會計處理*

產品分成合同構成共同控制之業務。本集團於產品分成合同之權益在財務報表內按下列基準列賬：

- (i) 本集團控制之資產及本集團產生之應計負債；及
- (ii) 在與交易有關之經濟利益可能流入／來自本集團時，按此等合約之條款分享本集團自共同控制之業務賺取之收入，及分擔本集團所產生之已單獨列入損益之開支。

#### (g) 物業、廠房及設備

物業、廠房及設備項目乃按照成本扣除累計折舊及累計減值虧損於綜合財務狀況表列賬。

物業、廠房及設備之成本包括其購入價及收購項目之直接應佔成本。

其後成本包括在資產賬面值內，或僅於與項目有關之未來經濟利益可能流向本集團且項目成本能可靠計量時確認為獨立資產（視何者適用而定）。替補部分之賬面值予以終止確認。所有其他維修及保養開支於其產生之財政期間在損益確認為開支。

興建、安裝或完成平台、管道等基礎設施及鑽探開發井之開支乃撥充作物業、廠房及設備項下之油氣資產。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (g) Property, plant and equipment (Continued)

Property, plant and equipment are depreciated so as to write off their cost net of expected residual value over their estimated useful lives on a straight-line basis. The useful lives, residual value and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period. The useful lives are as follows:

- Leasehold improvements	the shorter of their estimated useful lives or the lease term
- Oil and gas properties	Units of production
- Furniture, fixtures and office equipment	3 – 10 years
- Motor vehicles	4 – 5 years

During the year, the Group reassessed the depreciation method of oil and gas properties and determined to change it to units of production method from straight line over estimated useful life of 14 years as management considered the change can more accurately reflect the expected pattern of consumption of future economic benefits generated from these assets. The estimate has been applied prospectively from the start of 1 January 2012 and it is not practicable to estimate the effect in future period. The effect of the change in accounting estimate was a reduction in the depreciation charge for the year of HK\$14,479,000.

Construction in progress is stated at cost less impairment losses. Cost comprises direct costs of construction as well as borrowing costs capitalised during the periods of construction and installation. Capitalisation of these costs ceases and the construction in progress is transferred to the appropriate class of property, plant and equipment when substantially all the activities necessary to prepare the assets for their intended use are completed. No depreciation is provided for in respect of construction in progress until it is completed and ready for its intended use.

An asset is written down immediately to its recoverable amount if its carrying amount is higher than the asset's estimated recoverable amount.

The gain or loss on disposal of an item of property, plant and equipment is the difference between the net sale proceeds and its carrying amount, and is recognised in profit or loss on disposal.

#### 4. 主要會計政策 (續)

##### (g) 物業、廠房及設備 (續)

物業、廠房及設備於估計可用年限內按直線基準折舊，以註銷其扣除預計剩餘價值後之成本。於各報告期間結束時，均會檢討可用年限、剩餘價值及折舊方法，並視需要作出調整。可用年限如下：

- 租賃物業裝修	估計可用年限或租賃期間(以較短者為準)
- 油氣資產	生產單位
- 傢俬、固定裝置及辦公室設備	3至10年
- 汽車	4至5年

年內，本集團重新評估油氣資產之折舊方法，並決定將其由估計可用年限為14年的直線法改為生產單位法，原因是管理層認為變更能更準確地反映該等資產所產生的未來經濟利益之預期消費方式。該評估已於2012年1月1日開始提前應用，評估未來期間的影響並不可行，而會計估計發生變更之影響為年度折舊費下降14,479,000港元。

在建工程按成本減去減值虧損入賬。成本包括直接建築成本，以及建築及安裝期間之資本化借貸成本。當資產投入擬定用途所需之準備工作大致完成時，該等成本便會停止資本化，而在建工程亦會轉入適當類別之物業、廠房及設備內。在建工程在完工並可隨時投入擬定用途前不計提任何折舊準備。

資產之賬面值如高於估計可收回金額，則會立即撇減至可收回金額。

出售物業、廠房及設備項目之盈虧，乃出售所得款項淨額與其賬面值之差額，且會於出售時於損益中確認。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (h) Intangible assets

###### *Oil operation rights*

Oil operation rights are stated at cost less accumulated amortisation and any impairment losses and are amortised on the units of production method.

###### *Motor vehicle registration license*

Motor vehicle registration licenses with indefinite useful lives acquired are carried at cost less any accumulated impairment losses. The Group tests impairment for the indefinite useful lives motor vehicle licenses annually by comparing its carrying amounts with its recoverable amounts, irrespective of whether there is any indication that it may be impaired. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, but when an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years.

##### (i) Gas exploration and evaluation assets

Gas exploration and evaluation activity involves the search for mineral resources, the determination of technical feasibility and the assessment of commercial viability of an identified resource.

Licence costs paid in connection with a right to explore in an existing exploration area are capitalised and amortised over the term of the permit.

Once the legal right to explore has been acquired, costs directly associated with an exploration well are capitalised as gas exploration and evaluation assets until the drilling of the well is complete and the results have been evaluated. These costs include directly attributable employee remuneration, materials and fuel used, rig costs and payments made to contractors.

#### 4. 主要會計政策 (續)

##### (h) 無形資產

###### *石油營運權*

石油營運權按成本減累計攤銷及任何減值虧損列賬，並以生產單位法攤銷。

###### *汽車登記牌照*

具無限使用年期之汽車登記牌照按成本減任何累計減值虧損列賬。就擁有無限使用年期之汽車登記牌照而言，不論其有否出現可能減值跡象，本集團均會每年透過比較汽車登記牌照之賬面值及其可收回金額為其進行減值測試。倘資產之可收回金額估計低於賬面值，則資產之賬面值會調低至其可收回金額。減值虧損即時確認為開支，惟倘減值虧損其後撥回，則資產之賬面值增加至經修訂之估計可收回金額，惟增加後之賬面值不可超逾倘資產於過往年度並無確認減值虧損而原應釐定之賬面值。

##### (i) 天然氣勘探及評估資產

天然氣勘探及評估活動包括尋找礦產資源、釐定技術可行性及評估已識別資源之商業可行性。

已支付之特許權費用連同於現有開採區之勘探權乃於特許期內撥充資本及攤銷。

倘合法勘探權被收購，與勘探井直接相關之成本將資本化為天然氣勘探及評估資產，直至鑽井結束及就結果進行評估為止。該等成本包括直接應佔僱員薪酬、所用物料及燃料費、鑽機成本及向承包商支付之款項。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (i) Gas exploration and evaluation assets (Continued)

Geological and geophysical costs are recognised in profit or loss as incurred.

If no coalbed methane with commercial potential is discovered, the exploration asset is written off as a dry hole. If extractable coalbed methane is found and, subject to further appraisal activity (e.g., the drilling of additional wells), is likely to be capable of being commercially developed, the costs continue to be carried as gas exploration and evaluation assets while sufficient/continued progress is made in assessing the commerciality of the coalbed methane. Costs directly associated with appraisal activity undertaken to determine the size, characteristics and commercial potential of a reservoir following the initial discovery of coalbed methane, including the costs of appraisal wells where coalbed methane was not found, are initially capitalised as gas exploration and evaluation assets.

All such capitalised costs are subject to technical, commercial and management review as well as review for indicators of impairment at least once a year. This is to confirm the continued intent to develop or otherwise extract value from the discovery. When this is no longer the case, the costs are written off to profit or loss.

When proved reserves of coalbed methane are identified, development is sanctioned by management and approved by relevant government bodies, the relevant capitalised expenditure is first assessed for impairment and (if required) any impairment loss is recognised, then the remaining balance is transferred to oil and gas properties or intangible assets. No amortisation is charged during the exploration and evaluation phase.

#### 4. 主要會計政策 (續)

##### (i) 天然氣勘探及評估資產 (續)

地質及地球物理成本已在發生時於損益中確認。

如未發現潛在商業煤層氣，則勘探資產將視為乾井撇銷。如發現可萃取煤層氣，且根據進一步評估活動（例如，新井鑽探），該等煤層氣可能能夠進行商業開發，則在評估煤層氣之商業性取得充分／繼續進展時，成本將繼續作為天然氣勘探及評估資產入賬。與最初發現煤層氣之後進行之釐定儲集層之大小、特性及商業潛力之評估活動直接相關之成本（包括評估未發現煤層氣之乾井之成本）將作為天然氣勘探及評估資產初步撥作資本。

所有該等資本化成本每年至少須接受一次技術、商業及管理審核，以及減值指標檢討，以確定繼續開發或以其他方式萃取有關儲量價值之意圖。如情況有變，有關成本將於損益中註銷。

當釐定煤層氣之已探明儲量，且管理層及有關政府機構已批准開發時，有關資本化開支將首先接受減值評估及（如必要），任何減值虧損將獲確認，之後，剩餘結餘將轉移至油氣資產或無形資產。在勘探及評估階段期間，不作任何攤銷。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (j) Leases

###### (i) Classification of assets leased to the Group

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases.

###### (ii) Operating lease charges

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to profit or loss in equal installments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

##### (k) Financial instruments

###### (i) Financial assets

The Group classifies its financial assets at initial recognition, depending on the purpose for which the asset was acquired. Financial assets are initially measured at fair value plus transaction costs that are directly attributable to the acquisition of the financial assets. Regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. A regular way purchase or sale is a purchase or sale of a financial asset under a contract whose terms require delivery of the asset within the time frame established generally by regulation or convention in the marketplace concerned.

##### Loans and receivables

These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (trade debtors), and also incorporate other types of contractual monetary asset. Subsequent to initial recognition, they are carried at amortised cost using the effective interest method, less any identified impairment losses.

#### 4. 主要會計政策 (續)

##### (j) 租賃

###### (i) 租賃予本集團資產之分類

就本集團根據租賃而持有之資產，如有關租賃將擁有資產之絕大部分風險及回報轉移至本集團，則有關資產會分類為根據融資租賃持有。不會轉移擁有資產之絕大部分風險及回報至本集團之租賃乃分類為經營租賃。

###### (ii) 經營租賃開支

假如本集團使用經營租賃持有資產，則根據租賃作出之付款會在租賃期所涵蓋之會計期間內，以等額分期在損益賬扣除；惟倘有其他基準能更清楚地反映租賃資產所產生之收益模式則除外。租賃所涉及之激勵措施均在損益賬內確認為租賃淨付款總額之組成部分。或有租金於其產生之會計期間內在損益賬扣除。

##### (k) 財務工具

###### (i) 財務資產

本集團於初步確認時按收購資產之目的將財務資產分類。財務資產初步按公平值加收購財務資產之應佔直接交易成本計量。所有按常規購買或出售之財務資產乃按交易日基準確認及終止確認。所謂按常規購買或出售，指根據合約購買或出售財務資產，而該合約條款規定須一般按有關市場之規則或慣例所設時限內交付資產。

##### 貸款及應收款項

該等資產為沒有活躍市場報價並具固定或可確定收款金額之非衍生財務資產，主要透過向客戶(貿易債務人)提供貨品及服務而產生，亦涵蓋其他具有合約性之貨幣資產類別。初步確認後，該等資產採用實際利率法按攤銷成本減任何已確定之減值虧損列賬。



### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (k) Financial instruments (Continued)

##### (ii) Impairment loss on financial assets

The Group assesses, at the end of each reporting period, whether there is any objective evidence that financial asset is impaired. Financial asset is impaired if there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset that can be reliably estimated. Evidence of impairment may include:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- granting concession to a debtor because of debtor's financial difficulty; or
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation.

#### For loans and receivables

An impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. The carrying amount of financial asset is reduced through the use of an allowance account. When any part of financial asset is determined as uncollectible, it is written off against the allowance account for the relevant financial asset.

Impairment losses are reversed in subsequent periods when an increase in the asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to a restriction that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

### 4. 主要會計政策 (續)

#### (k) 財務工具 (續)

##### (ii) 財務資產之減值虧損

本集團於每個報告期間結束時評估是否存在客觀跡象顯示財務資產出現減值。倘於初步確認資產後發生一項或多項事件導致存在客觀減值跡象，而該項事件對財務資產之估計未來現金流量造成之影響能夠可靠地估計，則有關財務資產為出現減值。減值跡象包括：

- 債務人有重大財務困難；
- 違反合約，如違約或拖欠償還利息或本金；
- 由於債務人出現財務困難而給予債務人優惠條件；或
- 債務人可能破產或進行其他財務重組。

#### 貸款及應收款項

減值虧損於有客觀證據顯示資產已減值時在損益賬內確認，並按資產賬面值與以原實際利率折現之估計未來現金流量現值之差額計量。財務資產之賬面值透過使用撥備賬目減少。倘財務資產之任何部分被釐定為無法收回，則與相關財務資產之撥備賬目撇銷。

倘資產可收回金額之增加客觀上可與確認減值後發生之事件有關，則減值虧損於其後期間撥回，惟該資產於撥回減值當日之賬面值不得超出倘並無確認減值原應有之攤銷成本。

# Notes to the Financial Statements

## 財務報表附註

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (k) Financial instruments (Continued)

##### (iii) Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at amortised costs are initially measured at fair value, net of directly attributable costs incurred.

#### Financial liabilities at amortised cost

Financial liabilities at amortised cost including trade and other payables, borrowings, the debt element of convertible debts issued by the Group are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

##### (iv) Convertible notes containing liability and equity components

Convertible notes issued by the Group that contain both the liability and conversion option components are classified separately into their respective items on initial recognition. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is classified as an equity instrument.

On initial recognition, the fair value of the liability component is determined using the prevailing market interest of similar non-convertible debts. The difference between the proceeds of the issue of the convertible loan notes and the fair value assigned to the liability component, representing the conversion option for the holder to convert the loan notes into equity, is included in equity (convertible note equity reserve).

### 4. 主要會計政策 (續)

#### (k) 財務工具 (續)

##### (iii) 財務負債

本集團按產生負債之目的將其財務負債分類。按攤銷成本計量之財務負債初步按公平值減直接應佔所產生之成本計量。

#### 按攤銷成本計量之財務負債

按攤銷成本計量之財務負債包括應付賬款及其他應付款項、借貸及本集團所發行可換股債項之債務部分，其後使用實際利率法按攤銷成本計量。相關利息支出於損益賬確認。

當負債終止確認時，以及在攤銷過程中，收益或虧損會在損益賬內確認。

##### (iv) 包括負債及權益部分之可換股票據

本集團發行之可換股票據包括負債及兌換權部分，於初步確認時分別歸類至相關項目。將以指定金額現金或其他財務資產交換本公司指定數目之股本工具結算之兌換權分類為股本工具。

初步確認時，負債部分之公平值按同類非可換股債項之現行市場利率釐定。發行可換股貸款票據之所得款項與撥入負債部分之公平值差額（即持有人將貸款票據兌換為權益之兌換權）計入權益中之可換股票據權益儲備。

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (k) Financial instruments (Continued)

##### (iv) Convertible notes containing liability and equity components (Continued)

In subsequent periods, the liability component of the convertible note is carried at amortised cost using the effective interest method. The equity component, represented by the option to convert the liability component into ordinary shares of the Company, will remain in convertible note equity reserve until the embedded option is exercised (in which case the balance stated in convertible note equity reserve will be transferred to share premium). Where the option remains unexercised at the expiry dates, the balance stated in convertible note equity reserve will be released to accumulated losses. No gain or loss is recognised upon conversion or expiration of the option.

##### (v) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

##### (vi) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Warrants issued by the Company that will be settled by a fixed amount of cash for fixed number of the Company's own equity instruments are equity (warrant reserve). The warrant reserve will be transferred to the share capital and share premium accounts upon the exercise of the warrants. When the warrants are still not yet exercised at the expiry date, the amount previously recognised in warrant reserve will be transferred to accumulated losses.

### 4. 主要會計政策 (續)

#### (k) 財務工具 (續)

##### (iv) 包括負債及權益部分之可換股票據 (續)

於其後期間，可換股票據之負債部分使用實際利率法按攤銷成本列賬。權益部分（即將負債部分兌換為本公司普通股之選擇權）保留於可換股票據權益儲備，直至附帶選擇權獲行使為止，屆時可換股票據權益儲備之結餘將轉撥至股份溢價。倘選擇權於到期日仍未行使，則可換股票據權益儲備之結餘將轉撥至累計虧損。選擇權兌換或到期時不會確認任何收益或虧損。

##### (v) 實際利率法

實際利率法乃財務資產或財務負債攤銷成本及於有關期間分配利息收入或利息支出之計算方法。實際利率乃於財務資產或負債之預期年期或（倘適用）較短期間用作準確折現估計未來現金收款或付款之利率。

##### (vi) 股本工具

由本公司發行之股本工具按收取之款項扣除直接發行成本入賬。

本公司發行之認股權證乃一種股本（認股權證儲備），其將以指定金額現金交換本公司指定數目股本工具之方式結算。認股權證儲備將於行使認股權證時轉撥至股本及股份溢價賬。倘認股權證於到期日仍未行使，則先前於認股權證儲備確認之金額將轉撥至累計虧損。

# Notes to the Financial Statements

## 財務報表附註

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (k) Financial instruments (Continued)

##### (vii) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKAS 39.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

Where the Group issues its own equity instruments to a creditor to settle a financial liability in whole or in part as a result of renegotiating the terms of that liability, the equity instruments issued are the consideration paid and are recognised initially and measured at their fair value on the date the financial liability or part thereof is extinguished. If the fair value of the equity instruments issued cannot be reliably measured, the equity instruments are measured to reflect the fair value of the financial liability extinguished. The difference between the carrying amount of the financial liability or part thereof extinguished and the consideration paid is recognised in profit or loss for the year.

#### (l) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and deposits held at call with banks, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

#### (m) Inventories

Inventories are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

### 4. 主要會計政策 (續)

#### (k) 財務工具 (續)

##### (vii) 終止確認

倘涉及財務資產之未來現金流量之合約權利屆滿，或倘財務資產已經轉讓，而有關轉讓符合香港會計準則第39號之終止確認標準，則本集團可終止確認該項財務資產。

財務負債於有關合約內指定之責任獲履行、被取消或到期時終止確認。

倘由於重新磋商財務負債之條款，本集團向債權人發行其自身股本工具以支付全部或部分之財務負債，則已發行之股本工具為已付代價並於抵銷全部或部分財務負債日期按彼等之公平值初步確認及計量。倘已發行股本工具之公平值不能可靠計量，則股本工具將計量以反映所抵銷財務負債之公平值。所抵銷財務負債或其部分之賬面值與已付代價之差額於本年度損益賬中確認。

#### (l) 現金及現金等價物

現金及現金等價物包括手頭現金及銀行通知存款以及其他具高流動性之短期投資，此等投資可隨時變現為可知數量之現金，而所須承受之價值變動風險屬輕微。

#### (m) 存貨

存貨初步按成本確認，其後按成本及可變現淨值兩者中之較低數額確認。成本包括所有採購成本、加工成本及將存貨運輸至現時地點及變成現狀所產生之其他成本。成本以加權平均法計算。可變現淨值指以日常業務過程中之估計售價減去銷售所需之估計成本後所得之數。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (n) Provisions and contingent liabilities

###### (i) Provisions

###### General

Provision are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

###### Decommissioning liability

Decommissioning liability is recognised when the Group has a present legal or constructive obligation as a result of past events, and it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount of obligation can be made. A corresponding amount equivalent to the provision is recognised as part of the cost of the related gas exploration and evaluation assets. The amount recognised is the estimated cost of decommissioning, discounted to its present value. Changes in the estimated timing of decommissioning or decommissioning cost estimates are dealt with prospectively by recording an adjustment to the provision, and a corresponding adjustment to gas exploration and evaluation assets. The unwinding of the discount on the decommissioning provision is included as a finance cost.

#### 4. 主要會計政策 (續)

##### (n) 撥備及或有負債

###### (i) 撥備

###### 一般情況

倘若本集團須就已發生事件承擔現有法律或推定責任，而本集團有可能須履行有關責任，且能夠可靠地估計有關責任數額，則會確認撥備。

已確認為撥備之數額乃計及有關責任之風險及不確定因素後，於報告期間結束時履行現有責任所需代價之最佳估計數額。倘撥備以預期履行現有責任之現金流量計算，則其賬面值為該等現金流量之現值。

倘預期結算撥備所需之部分或全部經濟利益可自第三方收回，且幾乎肯定能收回償付金額及應收款項金額能可靠地計量，則該應收款項將確認為資產。

###### 停止運作負債

本集團因過往事件產生法律或推定責任，並可能流出資源以清償該責任而有有關責任之金額能可靠估計時，則確認停止運作負債。相等於有關撥備之相應金額確認為相關天然氣勘探及評估資產成本之一部分。所確認之金額為停止運作之估計成本並經折現至其現值。停止運作之估計時間或停止運作成本估計數字之變動乃透過將撥備之調整金額及天然氣勘探及評估資產之相應調整金額記錄入賬之方式處理。停止運作撥備折現值回撥入賬列為融資成本。

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (n) Provisions and contingent liabilities (Continued)

##### (ii) Contingent liability

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the financial statements. When a change in the probability of an outflow occurs so that the outflow is probable, it will then be recognised as a provision.

#### (o) Income tax

Income tax expense represents current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for goodwill and recognised assets and liabilities that affect neither accounting nor taxable profits, deferred tax liabilities are recognised for all temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates expected to apply in the period when the liability is settled or the asset is realised based on tax rates that have been enacted or substantively enacted at the end of reporting period.

### 4. 主要會計政策 (續)

#### (n) 撥備及或有負債 (續)

##### (ii) 或有負債

或有負債指一項因已發生事件而可能引致之責任，而其存在與否僅取決於日後是否發生一件或以上並非完全受本集團控制之不確定事件而定。或有負債亦可能是已發生事件所引致之現有承擔，但由於可能不需要有經濟資源流出，或承擔金額不能可靠地計量而未有確認。

或有負債不予確認，但須於財務報表中披露。當經濟資源流出之可能性改變而可能導致資源流出時，則或有負債將確認為撥備。

#### (o) 所得稅

所得稅支出指現時應付稅項及遞延稅項之總和。

即期稅項乃按已就毋須就所得稅課稅或不可扣減所得稅之項目作出調整之日常業務損益，按報告期間結束時已頒佈或實際頒佈之稅率計算。

遞延稅項乃就財務報告之資產及負債之賬面值與就稅務所用相應數值間之暫時差額確認。除不影響會計或應課稅溢利之商譽及已確認資產及負債外，所有暫時差額之遞延稅項負債均會確認。遞延稅項資產僅在應課稅溢利可供可扣減暫時差額抵銷時確認。遞延稅項乃按預期適用於清償負債或變現資產期間之稅率，按報告期間結束時已頒佈或實際頒佈之稅率計量。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (o) Income tax (Continued)

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, associates and jointly controlled entities, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Income taxes are recognised in profit or loss except when they relate to items directly recognised in other comprehensive income in which case the taxes are also directly recognised in other comprehensive income.

##### (p) Foreign currencies

Transactions entered into by group entities in currencies other than the currency of the primary economic environment in which they operate (the “functional currency”) are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income, in which case, the exchange differences are also recognised directly in other comprehensive income.

#### 4. 主要會計政策 (續)

##### (o) 所得稅 (續)

除本集團可控制暫時差額之撥回而暫時差額有可能在可預見未來不予撥回之情況外，因投資附屬公司、聯營公司及共同控權合資公司而引致之應課稅暫時差額會確認遞延稅項負債。

所得稅乃於損益賬內確認，惟所得稅與直接於其他全面收益確認之項目有關則除外，在此情況下，所得稅亦直接於其他全面收益確認。

##### (p) 外幣

本集團旗下各實體以其經營業務所在之主要經濟環境之貨幣（「功能貨幣」）以外其他貨幣進行之交易，乃按交易當日之匯率入賬。以外幣為單位之貨幣資產及負債按報告期間結束時之匯率換算。以外幣表示公平值之非貨幣項目按公平值釐定當日之現行匯率重新換算。以外幣歷史成本計量之非貨幣項目毋須重新換算。

因結算及換算貨幣項目所產生之匯兌差異，於產生期間之損益賬內確認。重新換算按公平值列賬之非貨幣項目所產生之匯兌差異計入期內損益賬，惟重新換算有關收益及虧損而直接於其他全面收益確認之非貨幣項目所產生之匯兌差異，亦直接於其他全面收益確認。

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## 財務報表附註

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (p) Foreign currencies (Continued)

On consolidation, income and expense items of foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the rates approximating to those ruling when the transactions took place are used. All assets and liabilities of foreign operations are translated at the rate ruling at the end of reporting period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity as foreign exchange reserve (attributed to minority interests as appropriate). Exchange differences recognised in profit or loss of group entities' separate financial statements on the translation of long-term monetary items forming part of the Group's net investment in the foreign operation concerned are reclassified to other comprehensive income and accumulated in equity as foreign exchange reserve.

On disposal of a foreign operation, the cumulative exchange differences recognised in the exchange reserve relating to that operation up to the date of disposal are reclassified to profit or loss as part of the profit or loss on disposal.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of reporting period. Exchange differences arising are recognised in the exchange reserve.

#### (q) Employees' benefits

##### (i) Short term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

### 4. 主要會計政策 (續)

#### (p) 外幣 (續)

綜合賬目時，海外業務之收入及支出項目以年內平均匯率換算為本集團之呈報貨幣（即港元），除非期內匯率大幅波動，在此情況下，則按進行該等交易時之相若匯率換算。所有海外業務之資產及負債均以報告期間結束時之匯率換算。所產生之匯兌差異（如有），於其他全面收益確認，並於權益累計入賬為外匯儲備（在適當情況下歸屬於少數股東權益）。於換算構成本集團於所涉海外業務之部分投資淨額之長期貨幣項目時，在本集團旗下各實體獨立財務報表之損益賬內確認之匯兌差異則重新分類至其他全面收益，並於權益累計入賬為外匯儲備。

出售海外業務時，外匯儲備內確認該業務截至出售日期止之累計匯兌差異將轉至損益賬，作為出售損益之一部分。

於2005年1月1日或之後，於收購海外業務時產生之所收購可辨別資產之商譽及公平值調整乃作為該海外業務之資產及負債處理，並按報告期間結束時之適用匯率進行換算。產生之匯兌差異乃於外匯儲備內確認。

#### (q) 僱員福利

##### (i) 短期僱員福利及界定供款退休計劃之供款

薪金、年度花紅、有薪年假、界定供款退休計劃供款及非貨幣福利成本在僱員提供相關服務之年度內累計。如屬遞延付款或結算，而其影響可能很大，則該等數額會以現值列示。



#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (q) Employees' benefits (Continued)

###### (ii) Share-based payments

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss over the remaining vesting period, with a corresponding adjustment to the share option reserve.

Equity-settled share-based payment transactions with other parties are measured at the fair value of the goods or services received, except where the fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the Group obtains the goods or the counterparty renders the service.

For cash-settled share-based payments, a liability equal to the portion of the goods or services received is recognised at the current fair value determined at the end of each reporting period.

#### 4. 主要會計政策(續)

##### (q) 僱員福利(續)

###### (ii) 以股份支付之款項

向僱員及提供類似服務之其他人士支付股本結算以股份支付之款項，乃以股本工具於授出日期之公平值計量。

於股本結算以股份支付之款項授出日期釐定之公平值會於歸屬期內根據最終將會歸屬之本集團股本工具之估計，按直線法支銷。於各報告期間結束時，本集團會修訂預期將歸屬之股本工具數目之估計數字。對原估計進行修訂(如有)所產生之影響乃於餘下歸屬期於損益賬內確認，並對購股權儲備作出相應調整。

與其他人士所進行股本結算以股份付款之交易，乃以所獲貨品或服務之公平值計量，惟倘公平值未能可靠地估計，則將於本集團獲得貨品或交易方提供服務當日以授出股本工具之公平值計量。

就現金結算以股份支付之款項而言，相等於所獲貨品或服務部分之負債按於各報告期間結束時釐定之當前公平值確認。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (q) Employees' benefits (Continued)

###### (iii) Retirement benefits scheme

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "Scheme") under the Mandatory Provident Fund Schemes Ordinance for all of its employees in Hong Kong. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the Scheme. The assets of the Scheme are held separately from those of the Group in an independently administered fund. The Group's contributions as employer vest fully with the employees when contributed into the Scheme.

The Group has joined a mandatory central pension scheme organised by the PRC government for certain of its employees, the assets of which are held separately from those of the Group. Contributions made are based on a percentage of the eligible employees' salaries and are charged to profit or loss as they became payable, in accordance with the rules of the scheme. The employer's contributions vest fully once they are made.

##### (r) Impairment of other assets

At the end of each reporting period, the Group reviews the carrying amounts of the following assets to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment under cost model;
- gas exploration and evaluation assets;
- intangible assets; and
- investments in subsidiaries, jointly controlled entities and associate

#### 4. 主要會計政策 (續)

##### (q) 僱員福利 (續)

###### (iii) 退休福利計劃

本集團根據強制性公積金計劃條例，為其香港所有僱員設立定額供款強制性公積金退休福利計劃（「該計劃」）。供款乃以僱員之基本薪金百分比作出，並根據該計劃之規則於應付時在損益賬內扣除。該計劃之資產乃存放於一個獨立管理之基金內，與本集團之資產分開持有。當本集團向該計劃供款後，僱員有權完全享有僱主供款。

本集團已為若干僱員參加由中國政府管理之強制性中央退休金計劃，計劃資產與本集團資產分開持有。供款乃以合資格僱員之薪金百分比作出，並根據計劃之規則於應付時在損益賬內扣除。僱主供款於作出供款時即全數歸屬僱員。

##### (r) 其他資產之減值

於每個報告期間結束時，本集團審閱下列資產之賬面值，以判斷是否有任何跡象顯示該等資產出現減值虧損，或先前確認之減值虧損已不復存在或已有所減少：

- 成本模式下之物業、廠房及設備；
- 天然氣勘探及評估資產；
- 無形資產；及
- 於附屬公司、共同控權合資公司及聯營公司之投資

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (r) Impairment of other assets (Continued)

If the recoverable amount (i.e. the greater of the fair value less costs to sell and value in use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

##### (s) Capitalisation of borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets which require a substantial period of time to be ready for their intended use or sale, are capitalised as part of the cost of those assets, until such time as the assets, are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

##### (t) Related parties

(i) *A person or a close member of that person's family is related to the Group if that person:*

- (a) has control or joint control over the Group;
- (b) has significant influence over the Group; or
- (c) is a member of key management personnel of the Group or the Company's parent.

#### 4. 主要會計政策 (續)

##### (r) 其他資產之減值(續)

倘資產之可收回金額(即公平值減銷售成本之差額與使用價值之較高者)估計低於其賬面值,則資產之賬面值會調低至其可收回金額。減值虧損即時確認為開支。

倘減值虧損其後撥回,則資產之賬面值增加至其經修訂之估計可收回金額,惟增加後之賬面值不可超逾倘資產於過往年度並無確認減值虧損而原應釐定之賬面值。減值虧損撥回即時確認為收入。

##### (s) 借貸成本資本化

需要相當長時間才可以投入原定用途或銷售之合資格資產在購入、建設或生產過程中直接引致之借貸成本,均撥充資本作為該等資產之部分成本,直至該等資產大致上可作其原定用途或銷售。

所有其他借貸成本均於產生期間於損益賬內確認。

##### (t) 關連人士

(i) *倘適用下列情況,該名人士或該名人士之近親家屬成員便被視為與本集團有關聯:*

- (a) 對本集團有控制權或共同控制權;
- (b) 對本集團有重大影響力;或
- (c) 為本集團或本公司母公司主要管理人員。

# Notes to the Financial Statements

## 財務報表附註

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (t) Related parties (Continued)

(ii) An entity is related to the Group if any of the following conditions apply:

- (a) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
- (b) One entity is joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
- (c) Both entities are joint ventures of the same third party;
- (d) One entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (e) The entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group;
- (f) The entity is controlled or jointly controlled by a person identified in (a); and
- (g) A person identified in (a)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity).

(iii) Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (a) that person's children and spouse or domestic partner;
- (b) children of that person's spouse or domestic partner; and
- (c) dependents of that person or that person's spouse or domestic partner.

### 4. 主要會計政策 (續)

#### (t) 關連人士 (續)

(ii) 倘適用下列情況，該實體便被視為與本集團有關聯：

- (a) 該實體及本集團屬同一集團之成員（即各母公司、附屬公司及同系附屬公司互相關聯）；
- (b) 一個實體為另一實體之合營企業（或為某一集團之成員之聯營企業或合營企業，而該另一實體為此集團之成員）；
- (c) 兩個實體皆為相同第三方之合營企業；
- (d) 一個實體為第三實體之合營企業及另一實體為第三實體之聯營企業；
- (e) 該實體為本集團或與本集團有關聯之實體之僱員福利而設之離職後福利計劃；
- (f) 該實體受(a)部分所識別之人士控制或共同控制；及
- (g) 於(a)(i)所識別對實體有重大影響之人士，或是實體（或實體之母公司）高級管理人員。

(iii) 某一人士之近親家屬成員指預期可影響該人士與實體進行買賣或於買賣時受該人士影響之有關家屬成員並包括：

- (a) 該名人士之子女及配偶或家庭夥伴；
- (b) 該名人士之配偶或家庭夥伴之子女；及
- (c) 該名人士或該名人士之配偶或家庭夥伴之受養人。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (u) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances and excluded value added tax or other sales related taxes.

##### (i) Sale of crude oil

Revenue is recognised when crude oil is delivered at the customers' premises which is taken to be the point in time when the customer has accepted the crude oil delivered and the related risks and rewards of ownership.

##### (ii) Sale of coalbed methane

Revenue from sale of coalbed methane is recognised when the coalbed methane is siphoned to the customers' tankers which is taken to be the point in time when the customer has accepted the coalbed methane delivered and the related risks and rewards of ownership.

##### (iii) Interest income

Interest income is accrued on a time-apportioned basis by reference to the principal outstanding using the effective interest method.

#### 4. 主要會計政策 (續)

##### (u) 收入確認

收入乃以已收或應收代價之公平值計量。收入已就估計客戶退貨、回扣及其他類似津貼作出扣減，惟不包括增值稅或其他銷售稅。

##### (i) 銷售原油

收入在原油送達客戶物業時(即視為客戶接收已送達原油及其擁有權相關之風險及回報時)確認。

##### (ii) 銷售煤層氣

煤層氣銷售收入在煤層氣吸入至客戶之油箱時(即視為客戶接收已送達煤層氣及其擁有權相關之風險及回報時)確認。

##### (iii) 利息收入

利息收入就未償還本金額使用實際利率法按時間比例基準累計。

# Notes to the Financial Statements

## 財務報表附註

### 5. TURNOVER

The principal activities of the Group are operation of (i) exploitation and sale of crude oil and natural gas; and (ii) exploration, development and production of coalbed methane. Since the operation of exploration, development and production of coalbed methane is in the exploration stage, revenue generated from trial sales was not recorded as turnover during the year 2012 and 2011.

The amount of revenue recognised in turnover during the year was as follows:

		2012 HK\$' 000 千港元	2011 HK\$' 000 千港元
Sale of crude oil	銷售原油	28,932	35,079

### 6. OTHER REVENUE

Interest income on bank deposits	銀行存款利息收入	217	75
Interest income on other loan (note (i))	其他貸款利息收入(附註(i))	-	7,822
Income from sale of coalbed methane (note (ii))	煤層氣銷售收入(附註(ii))	9,110	550
Others	其他	246	356

Notes:

- (i) In August 2011, the Group advanced HK\$140,000,000 to a third party at an interest rate of 15% per annum. The principal together with the interest thereon of HK\$7,822,000 were fully settled in December 2011. A director of the Company is also a director of the third party.
- (ii) It represents trial sales of coalbed methane generated from the Sanjiao PSC.

### 5. 營業額

本集團之主要業務是經營(i)開採及銷售原油及天然氣；及(ii)勘探、開發及生產煤層氣。由於勘探、開發及生產煤層氣之業務尚在勘探階段，故此於2012年及2011年內試銷售產生之收入並未入賬列作營業額內。

年內在營業額確認之收入款額如下：

	2012 HK\$' 000 千港元	2011 HK\$' 000 千港元
Sale of crude oil	28,932	35,079

### 6. 其他收入

Interest income on bank deposits	銀行存款利息收入	217	75
Interest income on other loan (note (i))	其他貸款利息收入(附註(i))	-	7,822
Income from sale of coalbed methane (note (ii))	煤層氣銷售收入(附註(ii))	9,110	550
Others	其他	246	356
		9,573	8,803

附註：

- (i) 於2011年8月，本集團向第三方放貸140,000,000港元，該款項按年利率15%計息。本金與利息7,822,000港元已於2011年12月悉數償還。一位本公司董事同時為第三方董事。
- (ii) 此乃於三交產品分成合同測試生產中產生之煤層氣銷售。

# Notes to the Financial Statements

## 財務報表附註

### 7. OTHER GAINS AND (LOSSES), NET

### 7. 其他收益及(虧損)淨額

		2012 HK\$' 000 千港元	2011 HK\$' 000 千港元
Impairment loss on property, plant and equipment (note 16)	物業、廠房及設備之減值虧損(附註16)	(41,103)	(1,414)
Impairment loss on intangible assets (note 18)	無形資產減值虧損(附註18)	(23,924)	-
Impairment loss on goodwill (note 19)	商譽減值虧損(附註19)	(4,230)	-
Loss on write off of property, plant and equipment	註銷物業、廠房及設備之虧損	(330)	-
Deposits and other receivables written off	按金及其他應收賬款註銷	(172)	(2,355)
Exchange gains/(losses), net	匯兌收益/(虧損)淨額	(10)	6,244
		<b>(69,769)</b>	<b>2,475</b>

### 8. LOSS BEFORE INCOME TAX EXPENSES

Loss before income tax expenses is arrived at after charging/(crediting):

### 8. 除所得稅支出前虧損

除所得稅支出前虧損已扣除/(計入):

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		2012 HK\$' 000 千港元	2011 HK\$' 000 千港元
<b>a) Finance costs</b>	<b>a) 融資成本</b>		
Interest on borrowings wholly repayable within five years	須於五年內全部償還的 借款利息	31,447	4,555
Others	其他	407	6
		<b>31,854</b>	<b>4,561</b>
Less: interest capitalised as gas exploration and evaluation assets (note 17)	減: 已資本化天然氣勘探及 評估資產之利息(附註17)	(31,738)	(4,555)
		<b>116</b>	<b>6</b>

# Notes to the Financial Statements

## 財務報表附註

### 8. LOSS BEFORE INCOME TAX EXPENSES (Continued)

### 8. 除所得稅支出前虧損(續)

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
<b>b) Staff costs (including directors' remuneration in note 10)</b>	<b>b) 員工成本(包括附註10之董事酬金)</b>		
Salaries, wages and other benefits	薪金、工資及其他福利	<b>33,604</b>	24,288
Equity-settled share-based payment expenses (note 32)	股本結算以股份支付之支出(附註32)	-	60,000
Contributions to defined contribution retirement plan	定額供款退休計劃之供款	<b>1,953</b>	880
		<b>35,557</b>	85,168
<b>c) Other items</b>	<b>c) 其他項目</b>		
Auditor's remuneration	核數師酬金	<b>1,443</b>	1,656
Depreciation of property, plant and equipment (note 16)	物業、廠房及設備折舊(附註16)	<b>4,960</b>	8,802
Amortisation of intangible assets# (note 18)	無形資產之攤銷#(附註18)	<b>1,397</b>	46
Minimum lease payments under operating lease – property rentals	經營租賃之最低租賃款項 – 物業租金	<b>6,044</b>	4,450

# Included in "direct costs" in the consolidated statement of comprehensive income.

# 計入綜合全面收益表之「直接成本」。



# Notes to the Financial Statements

## 財務報表附註

### 9. INCOME TAX CREDIT/(EXPENSES)

No provision for Hong Kong profits tax has been made as the group companies did not have any estimated assessable profits subject to Hong Kong profits tax during the years ended 31 December 2012 and 2011. During the years 2012 and 2011, the subsidiaries in the PRC were subject to statutory tax rate of 25%.

- (i) The amount of income tax expenses (credited)/charged to the consolidated statement of comprehensive income represents:

### 9. 所得稅抵減／（支出）

截至2012年及2011年12月31日止年度內，由於集團公司並毋須繳納香港利得稅之估計應課稅溢利，故並無計提香港利得稅撥備。於2012及2011年度內，位於中國之附屬公司按法定稅率25%繳納稅項。

- (i) （扣除）／計入綜合全面收益表的所得稅支出包括：

		2012 HK\$' 000 千港元	2011 HK\$' 000 千港元
Current income tax	即期所得稅		
– PRC enterprises income tax	– 中國企業所得稅	–	1,358
Deferred tax for the year (note 30)	年內之遞延稅項支出(附註30)	<b>(13,356)</b>	2,270
Income tax (credit)/expenses	所得稅(抵減)／支出	<b>(13,356)</b>	3,628

# Notes to the Financial Statements

## 財務報表附註

### 9. INCOME TAX CREDIT/(EXPENSES) (Continued)

(ii) The income tax expenses for the year can be reconciled to the Group's loss before income tax expenses per the consolidated statement of comprehensive income as follows:

### 9. 所得稅抵減／(支出)(續)

(ii) 本年度之所得稅支出與綜合全面收益表之本集團除所得稅支出前虧損對賬如下：

		2012 HK\$' 000 千港元	2011 HK\$' 000 千港元
Loss before income tax expenses	除所得稅支出前虧損	<b>(126,761)</b>	(92,611)
Tax credit on loss before income tax expenses, calculated at 25% (2011: 25%)	除所得稅支出前虧損稅項抵減，按25%計算(2011年：25%)	<b>(31,690)</b>	(23,153)
Effect of different tax rates of subsidiaries operating in other jurisdiction	於其他司法權區營運之附屬公司不同稅率之影響	<b>2,825</b>	6,845
Tax effect of non-deductible expenses	不可扣除支出之稅務影響	<b>12,407</b>	19,260
Tax effect of non-taxable income	毋須課稅收入之稅務影響	-	(1,594)
Tax effect of tax loss not recognised	未確認之稅項虧損之稅務影響	<b>3,102</b>	-
Tax effect of temporary differences	暫時差額之稅務影響	-	2,270
Income tax (credit)/expenses	所得稅(抵減)／支出	<b>(13,356)</b>	3,628

# Notes to the Financial Statements

## 財務報表附註

### 10. DIRECTORS' REMUNERATION

Directors' and the chief executive's remuneration disclosed pursuant to section 161 of the Hong Kong Companies Ordinance is as follows:

### 10. 董事酬金

根據香港公司條例第161條披露之董事及最高行政人員酬金如下：

For the year ended 31 December 2012

截至2012年12月31日止年度

		Directors' fees	Salaries, allowances and benefits in kind	Retirement scheme contributions	Sub-total	Share-based payments (note 32)	Total
		董事袍金	薪金、津貼及實物利益	退休計劃供款	小計	以股份支付之款項	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Executive directors	執行董事						
Dai Xiaobing	戴小兵	-	2,000	14	2,014	-	2,014
Wang Ziming	王自明	-	2,000	14	2,014	-	2,014
Wan Tze Fan Terence	溫子勳	-	2,160	14	2,174	-	2,174
King Hap Lee <sup>3</sup>	景哈利 <sup>3</sup>	-	2,000	14	2,014	-	2,014
Xu Zucheng <sup>5</sup>	徐祖成 <sup>5</sup>	-	1,597	-	1,597	-	1,597
		-	9,757	56	9,813	-	9,813
Independent non-executive directors	獨立非執行董事						
Wong Lung Tak Patrick	黃龍德	200	-	-	200	-	200
Wong Kwok Chuen Peter	黃國全	200	-	-	200	-	200
Wang Yanbin <sup>3</sup>	王延斌 <sup>3</sup>	200	-	-	200	-	200
		600	-	-	600	-	600
Non-executive directors	非執行董事						
Kong Siu Tim <sup>2</sup>	江少甜 <sup>2</sup>	200	-	-	200	-	200
		800	9,757	56	10,613	-	10,613

# Notes to the Financial Statements

## 財務報表附註

### 10. DIRECTORS' REMUNERATION (Continued)

For the year ended 31 December 2011

### 10. 董事酬金(續)

截至2011年12月31日止年度

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		Directors' fees	Salaries, allowances and benefits in kind	Retirement scheme contributions	Sub-total	Share-based payments (note 32)	Total
		董事袍金	薪金、津貼及實物利益	退休計劃供款	小計	以股份支付之款項	總計
		HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000
		千港元	千港元	千港元	千港元	千港元	千港元
Executive directors	執行董事						
Dai Xiaobing	戴小兵	-	1,467	12	1,479	3,069	4,548
Wang Ziming	王自明	-	1,355	9	1,364	3,069	4,433
Kong Siu Tim <sup>2</sup>	江少甜 <sup>2</sup>	-	688	8	696	-	696
Wan Tze Fan Terence	溫子勳	-	1,355	12	1,367	3,069	4,436
King Hap Lee <sup>3</sup>	景哈利 <sup>3</sup>	-	667	4	671	3,069	3,740
		-	5,532	45	5,577	12,276	17,853
Independent non-executive directors	獨立非執行董事						
Di Lungjun <sup>4</sup>	邱領軍 <sup>4</sup>	133	-	-	133	-	133
Wong Lung Tak Patrick	黃龍德	200	-	-	200	256	456
Wong Kwok Chuen Peter	黃國全	200	-	-	200	256	456
Wang Yanbin <sup>3</sup>	王延斌 <sup>3</sup>	67	-	-	67	256	323
		600	-	-	600	768	1,368
Non-executive directors	非執行董事						
Ni Zhenwei <sup>1</sup>	倪振偉 <sup>1</sup>	117	-	-	117	-	117
Kong Siu Tim <sup>2</sup>	江少甜 <sup>2</sup>	67	-	-	67	256	323
		184	-	-	184	256	440
		784	5,532	45	6,361	13,300	19,661

## 10. DIRECTORS' REMUNERATION (Continued)

Notes:

1. Deceased in July 2011
2. Redesignated from executive director to non-executive director in September 2011
3. Appointed in September 2011
4. Resigned in September 2011
5. Appointed as executive director in March 2012 and appointed as chief executive officer in September 2012

During the year, no emoluments (2011: HK\$ Nil) were paid by the Group to any of the directors as an inducement to join or upon joining the Group or as a compensation for loss of office. None of the directors waived or agreed to waive any remuneration for the years ended 31 December 2012 and 2011.

## 11. INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, five (2011: four) were directors of the Company whose emoluments are disclosed in note 10. The emoluments of the remaining one individual in 2011 was as follows:

		2012 HK\$' 000 千港元	2011 HK\$' 000 千港元
Salaries and other emoluments	薪金及其他酬金	–	1,032
Share-based payments	以股份支付之款項	–	1,535
Retirement scheme contributions	退休計劃供款	–	12
		–	2,579

## 10. 董事酬金 (續)

附註：

1. 於2011年7月去世
2. 於2011年9月由執行董事調任為非執行董事
3. 於2011年9月獲委任
4. 於2011年9月辭任
5. 於2012年3月獲委任為執行董事並於2012年9月獲委任為行政總裁

年內，本集團並無向任何董事支付酬金（2011年：零港元）作為彼等加入或於加入本集團時之獎勵或作為離職之補償。截至2012年及2011年12月31日止年度，概無董事放棄或同意放棄任何酬金。

## 11. 最高薪人士

本集團五位最高薪人士中，五位（2011年：四位）均為本公司之董事，其酬金已在附註10披露。於2011年，其餘一位最高薪人士之酬金如下：

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# Notes to the Financial Statements

## 財務報表附註

### 11. INDIVIDUALS WITH HIGHEST EMOLUMENTS (Continued)

The emoluments of the one non-director individual in 2011 with the highest emoluments were within the following bands:

		2012 Number of individuals 人數	2011 Number of individuals 人數
Below HK\$1,000,000	1,000,000港元以下	-	-
HK\$1,000,000 – HK\$1,500,000	1,000,000港元至1,500,000港元	-	-
HK\$1,500,001 – HK\$3,000,000	1,500,001港元至3,000,000港元	-	1
		-	1

No emoluments were paid by the Group to the above highest paid non-director individual as an inducement to join or upon joining the Group or as a compensation for loss of office.

The emoluments paid or payable to members of senior management (non-director individual) were within the following bands:

		2012 Number of individuals 人數	2011 Number of individuals 人數
Below HK\$1,000,000	1,000,000港元以下	2	-
HK\$1,000,000 – HK\$1,500,000	1,000,000港元至1,500,000港元	5	-
HK\$1,500,001 – HK\$3,000,000	1,500,001港元至3,000,000港元	-	6
		7	6

### 12. LOSS ATTRIBUTABLE TO OWNERS OF THE COMPANY

The loss attributable to owners of the Company includes a loss of HK\$15,623,000 (2011: HK\$69,427,000) which has been dealt with in the financial statements of the Company.

### 11. 最高薪人士(續)

於2011年，最高薪之一位非董事人士之酬金介乎下列範圍：

本集團並無向上述最高薪非董事人士支付酬金作為彼加入或於加入本集團時之獎勵或作為離職之補償。

已支付或應付予高級管理層成員(非董事人士)之酬金介乎下列範圍：

### 12. 本公司擁有人應佔虧損

本公司擁有人應佔虧損包括已載於本公司財務報表之虧損15,623,000港元(2011年：69,427,000港元)。

**13. DIVIDEND**

The directors do not recommend the payment of any dividend for the year ended 31 December 2012 (2011: Nil).

**14. LOSS PER SHARE****(a) Basic loss per share**

The calculation of basic loss per share is based on the loss attributable to owners of the Company of HK\$113,405,000 (2011: HK\$96,239,000) and the weighted average number of 12,230,404,000 (2011: 9,832,554,000) ordinary shares in issue during the year.

*(i) Loss*

Loss attributable to owners of the Company	本公司擁有人應佔虧損
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*(ii) Number of ordinary shares*

Weighted average number of ordinary shares in issue during the year	年內已發行普通股之加權平均數
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**(b) Diluted loss per share**

Diluted loss per share is calculated based on the loss attributable to owners of the Company and the weighted average number of shares in issue during the year after adjusting for the number of dilutive potential ordinary shares on share options granted and warrants subscribed.

Diluted loss per share for the year ended 31 December 2012 and 2011 are the same as the basic loss per share as the Company's outstanding share options and warrants, where applicable, had an anti-dilutive effect on the basic loss per share in both years.

**13. 股息**

董事不建議派發截至2012年12月31日止年度任何股息(2011年：無)。

**14. 每股虧損****(a) 每股基本虧損**

每股基本虧損乃根據本公司擁有人應佔虧損113,405,000港元(2011年：96,239,000港元)，以及年內已發行普通股之加權平均數12,230,404,000股(2011年：9,832,554,000股)普通股計算。

*(i) 虧損*

	2012 HK\$'000 千港元	2011 HK\$'000 千港元
Loss attributable to owners of the Company	<b>(113,405)</b>	(96,239)

*(ii) 普通股數目*

	2012 '000 千股	2011 '000 千股
Weighted average number of ordinary shares in issue during the year	<b>12,230,404</b>	9,832,554

**(b) 每股攤薄虧損**

每股攤薄虧損乃根據本公司擁有人應佔虧損及年內已發行股份之加權平均數(就已授出購股權及已認購認股權證涉及之潛在攤薄普通股數目作出調整後)計算。

由於本公司於截至2012年及2011年12月31日止年度尚未行使之購股權及認股權證(如適用)對該兩個年度之每股基本虧損構成反攤薄影響，故該兩個年度之每股攤薄虧損與每股基本虧損相同。

# Notes to the Financial Statements

## 財務報表附註

### 15. SEGMENT REPORTING

The Group determines its operating segments based on the reports reviewed by the chief operating decision-maker that are used to make strategic decisions.

The Group has two (2011: two) reportable segments. The segments are managed separately as each business offers different products and services and requires different business strategies. The following summary describes the operations in each of the Group's reportable segments:

Oil and gas exploitation:	Exploitation and sale of crude oil and natural gas
Coalbed methane:	Exploration, development and production of coalbed methane

There are no sales or trading transactions between the business segments. Corporate revenue and expenses are not allocated to the operating segments as they are not included in the measurement of the segments' results used by the chief operating decision-maker in the assessment of segment performance.

### 15. 分部報告

本集團按主要經營決策者審閱並用以作出策略性決策之報告釐定其經營分部。

本集團擁有兩個(2011年：兩個)可報告分部。由於各自業務提供不同產品及服務並需要不同業務策略，故分部須獨立管理。以下為本集團各可報告分部營運之概要：

石油和天然氣開採：	開採及銷售原油和天然氣
煤層氣：	勘探、開發和生產煤層氣

業務分部間並無出售或買賣交易。企業收入及開支不分配至各經營分部，原因是主要經營決策者評估分部表現的分部業績計算並無包括有關收益及開支在內。



# Notes to the Financial Statements

## 財務報表附註

### 15. SEGMENT REPORTING (Continued)

#### (a) Business segments

Segment information about these businesses is set out as follows:

For the year ended 31 December 2012

### 15. 分部報告(續)

#### (a) 業務分部

有關該等業務之分部資料載列如下：

截至2012年12月31日止年度

		Oil and gas exploitation 石油和 天然氣開採 HK\$'000 千港元	Coalbed methane 煤層氣 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Results</b>	<b>業績</b>				
Revenue from external customers	來自外界客戶之收入	28,932	-	-	28,932
Segment results (notes (i) & (ii))	分部業績(附註(i)及(ii))	(9,423)	(8,983)	(37,478)	(55,884)
Finance costs	融資成本	(116)	-	-	(116)
Impairment loss on property, plant and equipment	物業、廠房及設備之 減值虧損	(41,103)	-	-	(41,103)
Impairment loss on goodwill	商譽減值虧損	(4,230)	-	-	(4,230)
Impairment loss on intangible assets	無形資產之減值虧損	(23,924)	-	-	(23,924)
Share of profit of an associate	應佔聯營公司溢利	-	1	-	1
Share of loss of a jointly controlled entity	應佔共同控權合資 公司虧損	(1,505)	-	-	(1,505)
Loss before income tax credit	除所得稅抵減前虧損	(80,301)	(8,982)	(37,478)	(126,761)
Income tax credit	所得稅抵減	13,356	-	-	13,356
Loss for the year	本年度虧損	(66,945)	(8,982)	(37,478)	(113,405)
<b>Assets and liabilities</b>	<b>資產及負債</b>				
Reportable segment assets (note (iii))	可報告分部資產(附註(iii))	469,933	3,460,214	5,826	3,935,973
Reportable segment liabilities	可報告分部負債	34,191	827,043	51,565	912,799
<b>Other segment information</b>	<b>其他分部資料</b>				
Depreciation and amortisation	折舊及攤銷	4,092	1,709	556	6,357
Capital expenditure incurred during the year	年內產生之資本支出	4,023	257,546	10	261,579

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# Notes to the Financial Statements

## 財務報表附註

### 15. SEGMENT REPORTING (Continued)

#### (a) Business segments (Continued)

Segment information about these businesses is set out as follows:

For the year ended 31 December 2011

### 15. 分部報告(續)

#### (a) 業務分部(續)

有關該等業務之分部資料載列如下：

截至2011年12月31日止年度

		Oil and gas exploitation 石油和 天然氣開採 HK\$' 000 千港元	Coalbed methane 煤層氣 HK\$' 000 千港元	Unallocated 未分配 HK\$' 000 千港元	Total 總計 HK\$' 000 千港元
<b>Results</b>	<b>業績</b>				
Revenue from external customers	來自外界客戶之收入	35,079	–	–	35,079
Segment results (notes (i) & (ii))	分部業績(附註(i)及(ii))	(2,877)	(5,999)	(81,819)	(90,695)
Finance costs	融資成本	(2)	(3)	(1)	(6)
Impairment loss on property, plant and equipment	物業、廠房及設備之 減值虧損	(1,414)	–	–	(1,414)
Share of loss of a jointly controlled entity	應佔共同控權合資 公司虧損	(496)	–	–	(496)
Loss before income tax expenses	除所得稅支出前虧損	(4,789)	(6,002)	(81,820)	(92,611)
Income tax expenses	所得稅支出	(3,628)	–	–	(3,628)
Loss for the year	本年度虧損	(8,417)	(6,002)	(81,820)	(96,239)
<b>Assets and liabilities</b>	<b>資產及負債</b>				
Reportable segment assets (note (iii))	可報告分部資產(附註(iii))	555,743	3,229,218	152,252	3,937,213
Reportable segment liabilities	可報告分部負債	69,616	794,356	12,285	876,257
<b>Other segment information</b>	<b>其他分部資料</b>				
Depreciation and amortisation	折舊及攤銷	7,213	842	793	8,848
Capital expenditure incurred during the year	年內產生之資本支出	267,088	383,443	74	650,605

**15. SEGMENT REPORTING (Continued)****(a) Business segments (Continued)**

Notes:

- (i) Unallocated results mainly include salaries, rental expense and professional fees for Hong Kong head office and equity-settled share-based payment expenses.
- (ii) Included in the segment result of coalbed methane segment is revenue of HK\$9,110,000 (2011: HK\$550,000) from the trial sales of coalbed methane generated from the Sanjiao PSC for the year 2012.
- (iii) Unallocated assets mainly include cash and cash equivalents.

**(b) Geographical information and major customers**

The following table provides an analysis of the Group's revenue from external customers and non-current assets other than deposits paid, interest in a jointly controlled entity and interest in an associate ("specified non-current assets").

**15. 分部報告 (續)****(a) 業務分部 (續)**

附註：

- (i) 未分配業績主要包括工資、租金、專業費用等香港總辦事處開支及權益結算的股份支付費用。
- (ii) 2012年煤層氣之分部業績包括9,110,000港元(2011年：550,000港元)來自三交產品分成合同產生煤層氣試銷售之收入。
- (iii) 未分配資產主要包括現金和現金等價物。

**(b) 地區資料及主要客戶**

下表就本集團來自外界客戶之收益及除已付按金、於一家共同控權合資公司及於一家聯營公司之權益以外之非流動資產(「指定非流動資產」)進行分析。

		Revenue from external customers 來自外界客戶之收入		Specified non-current assets 指定非流動資產	
		2012 HK\$' 000 千港元	2011 HK\$' 000 千港元	2012 HK\$' 000 千港元	2011 HK\$' 000 千港元
Hong Kong (place of domicile)	香港(所在地)	-	-	988	2,443
The PRC	中國	28,932	35,079	3,731,651	3,553,131
		<b>28,932</b>	<b>35,079</b>	<b>3,732,639</b>	<b>3,555,574</b>

During the year, revenues from the Group's largest customer were HK\$28,932,000 (2011: HK\$35,079,000), being 100% (2011: 100%) of the Group's total revenue from the oil and gas exploitation segment.

年內，來自本集團最大客戶之收益為28,932,000港元(2011年：35,079,000港元)，佔本集團石油和天然氣開採分部收益總額之100%(2011年：100%)。

# Notes to the Financial Statements

## 財務報表附註

### 16. PROPERTY, PLANT AND EQUIPMENT

#### The Group

### 16. 物業、廠房及設備

#### 本集團

		Leasehold improvements	Construction in progress	Oil and gas properties	Furniture, fixtures and office equipment	Motor vehicles	Total
		租賃 物業裝修	在建工程	油氣資產	傢俬、 固定裝置及 辦公室設備	汽車	總計
		HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000
		千港元	千港元	千港元	千港元	千港元	千港元
			(note (i)) (附註(i))	(note (ii)) (附註(ii))			
<b>Costs:</b>	<b>成本：</b>						
At 1 January 2011	於2011年1月1日	40	-	93,730	773	6,374	100,917
Acquired through acquisition (note 34)	通過收購添置(附註34)	-	120	34,942	16	-	35,078
Additions	添置	3,629	18,015	119,907	2,712	1,932	146,195
Disposals	出售	(14)	-	-	(5)	-	(19)
Exchange adjustments	匯兌調整	82	407	7,134	71	160	7,854
At 31 December 2011	於2011年12月31日	3,737	18,542	255,713	3,567	8,466	290,025
Additions	添置	-	3,988	-	173	2,006	6,167
Transfer	轉撥	-	-	34	(34)	-	-
Written off	註銷	-	-	-	(1)	(377)	(378)
Exchange adjustments	匯兌調整	36	225	2,487	31	65	2,844
At 31 December 2012	於2012年12月31日	3,773	22,755	258,234	3,736	10,160	298,658

# Notes to the Financial Statements

## 財務報表附註

### 16. PROPERTY, PLANT AND EQUIPMENT (Continued)

### 16. 物業、廠房及設備(續)

		Leasehold improvements	Construction in progress	Oil and gas properties	Furniture, fixtures and office equipment	Motor vehicles	Total
		租賃 物業裝修	在建工程	油氣資產	傢俬、 固定裝置及 辦公室設備	汽車	總計
		HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000
		千港元	千港元	千港元	千港元	千港元	千港元
			(note (i)) (附註(i))	(note (ii)) (附註(ii))			
<b>Accumulated depreciation and impairment:</b>	<b>累計折舊及減值：</b>						
At 1 January 2011	於2011年1月1日	27	-	9,410	541	1,740	11,718
Charge for the year (note 8(c))	年內支出(附註8(c))	333	-	6,688	299	1,482	8,802
Written back on disposal	出售時撥回	(14)	-	-	(5)	-	(19)
Impairment loss (note 7) (note (iii))	減值虧損(附註7)(附註(iii))	-	-	1,414	-	-	1,414
Exchange adjustments	匯兌調整	8	-	592	13	26	639
At 31 December 2011	於2011年12月31日	354	-	18,104	848	3,248	22,554
Charge for the year (note 8(c))	年內支出(附註8(c))	667	-	1,795	631	1,867	4,960
Transfer	轉撥	-	-	3	(3)	-	-
Written back on disposal	出售時撥回	-	-	-	-	(48)	(48)
Impairment loss (note 7) (note (iv))	減值虧損(附註7)(附註(iv))	-	-	41,103	-	-	41,103
Exchange adjustments	匯兌調整	11	-	196	10	25	242
At 31 December 2012	於2012年12月31日	1,032	-	61,201	1,486	5,092	68,811
<b>Carrying amount:</b>	<b>賬面值：</b>						
At 31 December 2012	於2012年12月31日	2,741	22,755	197,033	2,250	5,068	229,847
At 31 December 2011	於2011年12月31日	3,383	18,542	237,609	2,719	5,218	267,471

# Notes to the Financial Statements

## 財務報表附註

### 16. PROPERTY, PLANT AND EQUIPMENT (Continued)

Notes:

- (i) It represents oil and gas properties under construction as at the end of the reporting period.
- (ii) The additions in 2011 included oil and gas properties of HK\$105,802,000 transferred from other assets.
- (iii) During the year ended 31 December 2011, oil and gas properties were impaired by HK\$1,414,000 due to the temporary suspension on the development of a minor project.
- (iv) During the year ended 31 December 2012, as a result of the delay in the implementation of the development plans of the Liuluoyu Oil Field and Yanjiawan Oil Field, the recoverable amount of each of the cash generating unit of Liuluoyu Oil Field and Yanjiawan Oil Field, as determined by an independent professional firm of valuers using the value in use approach is less than the respective carrying amount. Accordingly, impairment losses of HK\$26,160,000 and HK\$14,943,000 on the oil and gas properties and HK\$21,972,000 and HK\$1,952,000 on the operation rights (Note 18) of Liuluoyu Oil Field and Yanjiawan Oil Field respectively, and HK\$4,230,000 on goodwill (Note 19) of Liuluoyu Oil Field were recognised. The discount rate used in the value in use calculations at 31 December 2012 was 18%.

### 16. 物業、廠房及設備(續)

附註：

- (i) 其表示於報告期間結束時之在建油氣資產。
- (ii) 2011年之添置包括由其他資產轉移而來的105,802,000港元之油氣資產。
- (iii) 截至2011年12月31日止年度內，由於暫停發展一個小型項目，油氣資產減值1,414,000港元。
- (iv) 截至2012年12月31日止年度內，由於柳洛峪油田及閩家灣油田之開發計劃的實施延遲，並經一家獨立專業估值公司使用價值法釐定，柳洛峪油田及閩家灣油田之各現金產生單位之可收回金額低於其各自之賬面值。因此，柳洛峪油田及閩家灣油田有關油氣資產之減值虧損分別為26,160,000港元及14,943,000港元，有關該兩個油田營運權(附註18)之減值虧損分別為21,972,000港元及1,952,000港元及柳洛峪油田商譽(附註19)之減值虧損為4,230,000港元均獲確認。於2012年12月31日計算使用價值所用之折現率為18%。

## 17. GAS EXPLORATION AND EVALUATION ASSETS

## The Group

## 17. 天然氣勘探及評估資產

## 本集團

HK\$' 000  
千港元

Cost:	成本：	
At 1 January 2011	於2011年1月1日	2,598,644
Additions through acquisition	通過收購添置	87,360
Additions*	添置*	291,749
Interest capitalised (note 8(a))	資本化利息(附註8(a))	4,555
Exchange adjustments	匯兌調整	25,066
		3,007,374
At 31 December 2011	於2011年12月31日	3,007,374
Additions*	添置*	223,674
Interest capitalised (note 8(a))	資本化利息(附註8(a))	31,738
Exchange adjustments	匯兌調整	10,148
		3,272,934
At 31 December 2012	於2012年12月31日	3,272,934

\* The amount included an adjustment for the decrease in provision for environmental restoration and decommissioning costs of HK\$161,000 (2011: HK\$1,132,000 increase) (Note 28).

\* 該金額包括就提供環境修復和停止使用費的撥備減少161,000港元(2011年：增加1,132,000港元)作出之調整(附註28)。

As at 31 December 2012 and 2011, the major components of gas exploration and evaluation assets were exploratory drilling and trenching costs. The directors have assessed the gas exploration and evaluation assets for impairment in accordance with the criteria under HKFRS 6 and by reference to the progress in the implementation of the PSC during the year, and the valuation report prepared by the Asset Appraisal Limited, an independent firm of professional valuers, which possesses the relevant professional qualifications and experience. The directors concluded that there are no facts or circumstances which may indicate that the carrying amount of gas exploration and evaluation assets has exceeded the recoverable amount as at the end of reporting period.

於2012年及2011年12月31日，天然氣勘探及評估資產主要由勘探鑽井及槽探成本組成。董事已根據香港財務報告準則第6號之標準並參考年內產品分成合同之執行進度及一份由獨立專業評估公司—中誠達資產評估顧問有限公司編製之估值報告對天然氣勘探及評估資產進行減值評估，該公司具有相關專業資格及經驗。董事推定，於報告期間結束時，不存在事實或情況表明天然氣勘探及評估資產之賬面值已超過其可收回金額。

# Notes to the Financial Statements

## 財務報表附註

### 18. INTANGIBLE ASSETS

#### The Group

### 18. 無形資產

#### 本集團

		Motor vehicle registration license 汽車 登記牌照 HK\$'000 千港元	Operation rights 營運權 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Cost:</b>	<b>成本：</b>			
At 1 January 2011	於2011年1月1日	910	48,486	49,396
Additions through acquisition (note 34)	通過收購添置(附註34)	-	197,157	197,157
Exchange differences	匯兌調整	-	3,679	3,679
At 31 December 2011	於2011年12月31日	910	249,322	250,232
Exchange differences	匯兌調整	-	2,429	2,429
At 31 December 2012	於2012年12月31日	910	251,751	252,661
<b>Accumulated amortisation:</b>	<b>累計攤銷：</b>			
At 1 January 2011	於2011年1月1日	-	177	177
Amortisation for the year (note 8(c))	本年度攤銷(附註8(c))	-	46	46
Exchange differences	匯兌調整	-	12	12
At 31 December 2011	於2011年12月31日	-	235	235
Amortisation for the year (note 8(c))	本年度攤銷(附註8(c))	-	1,397	1,397
Impairment loss (note 7)	減值虧損(附註7)	-	23,924	23,924
Exchange differences	匯兌調整	-	17	17
At 31 December 2012	於2012年12月31日	-	25,573	25,573
<b>Carrying amount:</b>	<b>賬面值：</b>			
At 31 December 2012	於2012年12月31日	910	226,178	227,088
At 31 December 2011	於2011年12月31日	910	249,087	249,997



**18. INTANGIBLE ASSETS (Continued)****Operation rights**

The Group's operation rights represent the rights under three (2011: three) development contracts which give the Group the rights to participate in the production of crude oil with details as follows:

<b>Oil fields</b> 油田	<b>Location</b> 地點	<b>Expiry date</b> 到期日
1. Liuluoyu Oil Field 柳洛峪油田	Shaanxi Province, the PRC 中國陝西省	2023
2. Yanjiawan Oil Field 閻家灣油田	Shaanxi Province, the PRC 中國陝西省	2023
3. Jinzhuang Oil Field 金庄油田	Shaanxi Province, the PRC 中國陝西省	2025

The operation rights are initially recognised at their fair value on the date of acquisition by reference to a professional valuation prepared by Asset Appraisal Limited. Subsequent to the reporting period, the operation rights are measured using the cost model.

Amortisation is provided to write off the cost of the operation rights using the units of production method based on the amount of proven and probable oil and gas reserves. Amortisation is charged to "direct costs" in the consolidated statement of comprehensive income.

During the year ended 31 December 2012, impairment losses on the operation rights of Liuluoyu Oil Field and Yanjiawan Oil Field were recognised since the recoverable amounts of the rights were estimated to be less than the carrying amounts as set out in note 16(iv).

**18. 無形資產(續)****營運權**

本集團之營運權乃三份(2011年:三份)開發合同內之權利,讓本集團有權參與原油生產,詳情如下:

營運權初步按收購當日之公平值經參考中誠達資產評估顧問有限公司進行之專業估值後確認。於報告期間後,營運權採用成本模式計量。

註銷營運權成本乃按探明及概略油氣儲量以生產單位法進行攤銷。攤銷在綜合全面收益表之「直接成本」內扣除。

於截至2012年12月31日止年度,由於營運權之可收回金額估計將低於賬面值,故已就柳洛峪油田及閻家灣油田之營運權確認如附註16(iv)所載之減值虧損。

# Notes to the Financial Statements

## 財務報表附註

### 19. GOODWILL

#### The Group

At 31 December 2011 and 1 January 2012  
Impairment loss (note 7)

於2011年12月31日及2012年1月1日  
減值虧損(附註7)

HK\$'000  
千港元

4,230  
(4,230)

Carrying amount as at 31 December 2012

於2012年12月31日之賬面值

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#### IMPAIRMENT TESTING ON GOODWILL

For the purpose of impairment test, goodwill acquired through business combination of Liuluoyu Oil Field is allocated to the cash generating units ("CGU") of oil and gas exploitation of Liuluoyu Oil Field. The recoverable amount of the CGU has been determined from the value in use calculations based on formally approved cash flow projections and budgets, covering a ten-year period, which is the remaining contractual period of the operation right of Liuluoyu Oil Field. Management considered that the budgets should cover the remaining contractual period of the operation right as it reflects the development and production plan of this CGU.

The following key assumptions have been made for the purpose of the analysis:

1	Discount rate	18%
2	Operating margin	18%
3	Wage inflation	3%
4	Crude oil price increase	5%

The discount rate used is pre-tax and reflects the specific risks of the oil and gas exploitation segment. The operating margin are by referenced to industry data. Wage inflation is based on the expected long term inflation rate set by the PRC Government. Crude oil price is based on the expected market price.

Full impairment was provided on goodwill as the cash flow projections and budgets indicate that the value in use of this CGU cannot cover the goodwill as set out in note 16(iv).

### 19. 商譽

#### 本集團

#### 商譽之減值測試

就減值測試而言，通過柳洛峪油田業務合併獲取之商譽分配至柳洛峪油田石油及天然氣開採之現金產生單位（「現金產生單位」）。現金產生單位之可收回金額乃根據使用價值釐定，而使用價值則根據正式獲批准之十年期（為柳洛峪油田營運權之餘下合約年期）現金流量預測及預算計算。管理層認為由於預算反映該現金產生單位之發展及生產計劃，故預算應涵蓋營運權之餘下合約年期。

為進行分析，已作出下列重要假設：

1	折現率	18%
2	經營利潤率	18%
3	工資通脹	3%
4	原油價格上升	5%

所使用之折現率為反映石油和天然氣開採分部之特定風險之稅前折現率。經營利潤率乃參考業內數據釐定。工資通脹乃根據中國政府之預期長期通脹率而定。原油價格乃以預期市場價格為準。

由於現金流量預測及預算表明該現金產生單位之使用價值並不包括商譽（如附註16(iv)所述），故已就商譽計提全面減值撥備。

# Notes to the Financial Statements

## 財務報表附註

### 20. INTEREST IN A JOINTLY CONTROLLED ENTITY

#### The Group

The Group has a 50% interest in a jointly controlled entity which is accounted for by the equity method.

		2012 HK\$' 000 千港元	2011 HK\$' 000 千港元
Share of net assets	分佔資產淨值		
As at 1 January	於1月1日	6,452	6,948
Share of loss for the year	本年度分佔虧損	(1,505)	(496)
As at 31 December	於12月31日	4,947	6,452

Particulars of the Group's jointly controlled entity are as follows:

Name of company 公司名稱	Form of business structure 業務架構形式	Place of incorporation 註冊成立地點	Percentage of ordinary shares indirectly held 間接持有普通股百分比	Principal activity 主要業務
Smart Win International Limited 凱智國際有限公司	Limited company 有限公司	The British Virgin Islands ("BVI") 英屬處女群島	50%	Investment holding 投資控股

The financial information in respect of the Group's jointly controlled entity is set out below:

		2012 HK\$' 000 千港元	2011 HK\$' 000 千港元
Total assets	總資產	9,894	12,904
Total liabilities	總負債	-	-
Net assets	資產淨值	9,894	12,904
Group's share of net assets	本集團分佔資產淨值	4,947	6,452
Turnover	營業額	-	-
Expenses	支出	(3,010)	(993)
Loss for the year	本年度虧損	(3,010)	(993)
Group's share of loss for the year	本年度本集團分佔虧損	(1,505)	(496)

### 20. 於一家共同控權合資公司之權益

#### 本集團

按權益法計算，本集團於一家共同控權合資公司擁有50%權益。

本集團之共同控權合資公司詳情如下：

有關本集團共同控權合資公司之財務資料如下：

# Notes to the Financial Statements

## 財務報表附註

### 21. INTEREST IN AN ASSOCIATE

#### The Group

		2012 HK\$' 000 千港元	2011 HK\$' 000 千港元
Investment costs	投資成本	63,353	–
Share of post-acquisition profit	分佔收購後溢利	1	–
As at 31 December	截至12月31日	<b>63,354</b>	–

Particulars of the Group's associate are as follows:

Name of company 公司名稱	Form of business structure 業務架構形式	Place of incorporation 註冊成立地點	Percentage of ordinary shares indirectly held 間接持有普通股百分比	Principal activity 主要業務
山西國梁煤層氣開發有限公司	Sino-foreign equity joint venture	The PRC	30%	Development and operation of a liquefied natural gas plant ("LNG plant") in the PRC to produce liquefied coalbed methane
山西國梁煤層氣開發有限公司	中外合資企業	中國		於中國發展及經營液化天然氣站，以生產液化煤層氣

On 24 December 2012 ("Date of Acquisition"), the Group acquired a 30% equity interest of 山西國梁煤層氣開發有限公司("山西國梁") by acquiring a 100% equity interest of Superb China Limited and its wholly-owned subsidiary – Pipeline International Limited (collectively "Superb Group") for a consideration of RMB30,000,000 (equivalents to HK\$37,230,000). The directors of the Company consider that the Company has significant influence over 山西國梁 and accounted for the equity interest in 山西國梁 as an associate. Subsequent to the acquisition and before 31 December 2012, shareholders of 山西國梁 injected capital of RMB70,000,000 into 山西國梁 of which HK\$26,100,000 (equivalents to RMB21,000,000) was contributed by the Group.

### 21. 於一家聯營公司之權益

#### 本集團

		2012 HK\$' 000 千港元	2011 HK\$' 000 千港元
Investment costs	投資成本	63,353	–
Share of post-acquisition profit	分佔收購後溢利	1	–
As at 31 December	截至12月31日	<b>63,354</b>	–

有關本集團聯營公司之詳情如下：

於2012年12月24日(「收購日」)，本集團透過收購秀華有限公司及其全資附屬公司—國際管網有限公司(統稱「秀華集團」) 100%股本權益取得山西國梁煤層氣開發有限公司(「山西國梁」)之30%股本權益，代價為人民幣30,000,000元(相等於37,230,000港元)。本公司董事認為本公司對山西國梁有重大影響力，因此，於山西國梁之股本權益應視作聯營公司入賬。於收購完成後，2012年12月31日前，山西國梁之股東注入山西國梁資本合共人民幣70,000,000元，其中26,100,000港元(相等於人民幣21,000,000元)乃由本集團出資。

# Notes to the Financial Statements

## 財務報表附註

### 21. INTEREST IN AN ASSOCIATE (Continued)

The financial information in respect of the Group's associate is set out below:

### 21. 於一家聯營公司之權益(續)

有關本集團聯營公司之財務資料載列如下：

		2012 HK\$'000 千港元
Total assets	總資產	87,079
Total liabilities	總負債	-
Net assets	資產淨值	<u>87,079</u>
Group's share of net assets as at 31 December 2012	本集團分佔於2012年12月31日之資產淨值	<u>26,124</u>
Other revenue for the period from Date of Acquisition to 31 December 2012	自收購日至2012年12月31日止期間之其他收入	3
Expenses for the period from Date of Acquisition to 31 December 2012	自收購日至2012年12月31日止期間之開支	-
Profit for the period from Date of Acquisition to 31 December 2012	自收購日至2012年12月31日止期間之溢利	<u>3</u>
Group's share of profit for the period	期間本集團分佔溢利	<u>1</u>

# Notes to the Financial Statements

## 財務報表附註

### 22. INTERESTS IN SUBSIDIARIES

#### The Company

Unlisted equity investments, at cost	非上市股本投資，按成本
Less: impairment loss (note 22(b))	減：減值虧損(附註22(b))
Amounts due from subsidiaries (note 22(c))	應收附屬公司款項(附註22(c))

(a) Details of principal subsidiaries as at 31 December 2012 are listed below. The class of shares held is ordinary unless stated otherwise.

### 22. 於附屬公司之權益

#### 本公司

	2012 HK\$' 000 千港元	2011 HK\$' 000 千港元
	<b>2,529,920</b>	2,492,721
	<b>(81,143)</b>	(81,143)
	<b>2,448,777</b>	2,411,578
	<b>607,411</b>	438,804
	<b>3,056,188</b>	2,850,382

(a) 於2012年12月31日主要附屬公司之詳情如下。除另有說明者外，所持股份類別為普通股。

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Name of the Company	Notes	Place of incorporation/ operation 註冊成立/ 經營地點	Particulars of issued and paid up capital 已發行及繳足股本詳情	Proportion of ownership interest 擁有權百分比			Principal activities 主要業務
				Group's effective holding 本集團 實際持股量	Held by the Company 由本 公司持有	Held by a subsidiary 由一家附 屬公司持有	
Wiseley Investments Limited 偉利投資有限公司		the BVI 英屬處女群島	100 ordinary shares of US\$1.00 each 100股每股面值1.00美元之普通股	100%	100%	-	Investment holding 投資控股

22. INTERESTS IN SUBSIDIARIES  
(Continued)

## (a) (Continued)

## 22. 於附屬公司之權益(續)

## (a) (續)

Name of the Company 公司名稱	Notes 附註	Place of incorporation/ operation 註冊成立/ 經營地點	Particulars of issued and paid up capital 已發行及繳足股本詳情	Proportion of ownership interest 擁有權百分比			Principal activities 主要業務
				Group's effective holding 本集團 實際持股量	Held by the Company 由本 公司持有	Held by a subsidiary 由一家附 屬公司持有	
Easy Sino Investments Limited 慧領投資有限公司		Hong Kong 香港	1 ordinary share of HK\$1.00 each 1股每股面值1.00港元之普通股	100%	100%	-	Provision of administrative services to group companies 向集團公司提供行政服務
Chuang Xin Management Services Limited 創新管理服務有限公司		Hong Kong 香港	2 shares of HK\$1.00 each 2股每股面值1.00港元之股份	100%	100%	-	Provision of management services to group companies 向集團公司提供管理服務
Genesis International Petroleum & Chemicals Co., Ltd. 創新國際石油化工有限公司		the BVI 英屬處女群島	100 ordinary shares of US\$1.00 each 100股每股面值1.00美元之普通股	70%	70%	-	Inactive 暫無業務
Elite Ascend Holdings Limited 怡隆控股有限公司		the BVI 英屬處女群島	690 ordinary shares of US\$1.00 each 690股每股面值1.00美元之普通股	100%	100%	-	Investment holding 投資控股
Grand Rise Development Limited 浩晉發展有限公司		Hong Kong 香港	100 ordinary shares of HK\$1.00 each 100股每股面值1.00港元之普通股	100%	100%	-	Investment holding 投資控股
Key Wisdom Investments Limited 堅俊投資有限公司		the BVI 英屬處女群島	100 ordinary shares of US\$1.00 each 100股每股面值1.00美元之普通股	100%	100%	-	Investment holding 投資控股
Power Great Limited 威遠有限公司		the Cayman Islands 開曼群島	1 ordinary share of US\$1.00 each 1股每股面值1.00美元之普通股	100%	100%	-	Investment holding 投資控股
Superb China Limited 秀華有限公司	(ii) (ii)	the BVI 英屬處女群島	100 ordinary shares of US\$1.00 each 100股每股面值1.00美元之普通股	100%	100%	-	Investment holding 投資控股
Key Well Development Limited 啟隆發展有限公司		Hong Kong 香港	100 ordinary shares of HK\$1.00 each 100股每股面值1.00港元之普通股	100%	-	100%	Investment holding 投資控股

# Notes to the Financial Statements

## 財務報表附註

### 22. INTERESTS IN SUBSIDIARIES (Continued)

#### (a) (Continued)

Name of the Company 公司名稱	Notes 附註	Place of incorporation/ operation 註冊成立/ 經營地點	Particulars of issued and paid up capital 已發行及繳足股本詳情	(a) (續)			Principal activities 主要業務
				Proportion of ownership interest 擁有權百分比			
				Group's effective holding 本集團 實際持股量	Held by the Company 由本 公司持有	Held by a subsidiary 由一家附 屬公司持有	
Genesis Energy (Hong Kong) Limited 創新能源(香港)有限公司		Hong Kong 香港	2 ordinary shares of HK\$1.00 each 2股每股面值1.00港元之普通股	100%	-	100%	Provision of administrative services to group companies 向集團公司提供行政服務
Bi Tuo Yuan Technology (Shenzhen) Co., Ltd 聶拓源科技(深圳)有限公司	(i) (i)	the PRC 中國	Registered capital RMB500,000 註冊股本人民幣500,000元	100%	-	100%	Participation in oil and gas projects 參與油氣項目
Orion Energy International Inc. 奧瑞安能源國際有限公司		the Cayman Islands 開曼群島	100,000,000 ordinary shares of US\$0.001 each 100,000,000股每股面值0.001美元之普通股	100%	-	100%	Exploration, development and production of coalbed methane 勘探、開發和生產煤層氣
Xian Hong Chang Co., Ltd 西安鴻昌石油開發服務有限公司	(i) (i)	the PRC 中國	Registered capital RMB51,706,600 註冊股本人民幣51,706,600元	100%	-	100%	Participation in oil and gas projects 參與油氣項目
Trillion International Petroleum Extraction Technology Ltd 利隆國際石油開採技術有限公司		Hong Kong 香港	1 ordinary share of HK\$1.00 each 1股每股面值1.00港元之普通股	100%	-	100%	Investment holding 投資控股
Xian Lilong Petroleum Extraction Technology Limited 西安利隆石油開採技術有限公司	(i) (i)	the PRC 中國	Registered capital HK\$50,000,000 註冊股本50,000,000港元	100%	-	100%	Participation in oil and gas projects 參與油氣項目
Pipeline International Limited 國際管網有限公司	(ii) (ii)	Hong Kong 香港	1 ordinary share of HK\$1.00 each 1股每股面值1.00港元之普通股	100%	-	100%	Investment holding 投資控股



## 22. INTERESTS IN SUBSIDIARIES (Continued)

### (a) (Continued)

Notes:

- (i) Registered under the laws of the PRC as a wholly-owned foreign enterprise
- (ii) Acquired in 2012

### (b) Impairment on investments in subsidiaries

There were no movements in the provision for impairment loss during the year. The impairment loss on investments in subsidiaries are made by the directors by reference to the net assets of the subsidiaries and their ability to generate sufficient future economic benefits as evident by the internal reporting of their economic performance.

### (c) Amounts due from subsidiaries

An analysis of the amounts due from subsidiaries is listed below:

## 22. 於附屬公司之權益(續)

### (a) (續)

附註：

- (i) 根據中國法律登記為外資獨資企業
- (ii) 於2012年內收購

### (b) 於附屬公司之投資減值

於本年度內，減值虧損撥備並無變動。於附屬公司之投資減值虧損乃由董事參考附屬公司之資產淨值及其產生充分未來經濟利益之能力(以附屬公司內部報告之經濟表現表示)而作出。

### (c) 應收附屬公司款項

應收附屬公司款項之分析如下：

		The Company 本公司	
		2012 HK\$'000 千港元	2011 HK\$'000 千港元
Due from subsidiaries	應收附屬公司款項	976,754	725,171
Less: impairment loss	減：減值虧損	(369,343)	(286,367)
		<b>607,411</b>	<b>438,804</b>

The amounts due from subsidiaries are unsecured, interest-free and in substance represent the Company's investments in the subsidiaries.

應收附屬公司款項為無抵押、免息，實質上指本公司於附屬公司作出之投資。

# Notes to the Financial Statements

## 財務報表附註

### 22. INTERESTS IN SUBSIDIARIES (Continued)

#### (c) Amounts due from subsidiaries (Continued)

The movements in the provision for impairment loss during the year were as follows:

		The Company 本公司	
		2012 HK\$' 000 千港元	2011 HK\$' 000 千港元
At 1 January	於1月1日	286,367	268,870
Additional provision	額外撥備	82,976	24,467
Reversal of provision	撥備回撥	—	(6,970)
At 31 December	於12月31日	369,343	286,367

The impairment loss and reversal of impairment on amounts due from subsidiaries are made by the directors by reference to the net assets of the subsidiaries, ability to generate sufficient future economic benefits and evidence from internal reporting that indicate the economic performance of the subsidiaries.

### 22. 於附屬公司之權益(續)

#### (c) 應收附屬公司款項(續)

年內減值虧損撥備之變動如下：

		The Company 本公司	
		2012 HK\$' 000 千港元	2011 HK\$' 000 千港元
At 1 January	於1月1日	286,367	268,870
Additional provision	額外撥備	82,976	24,467
Reversal of provision	撥備回撥	—	(6,970)
At 31 December	於12月31日	369,343	286,367

應收附屬公司款項之減值虧損及減值撥回乃由董事參考附屬公司之資產淨值、產生充分未來經濟利益之能力及顯示附屬公司之經濟表現之內部報告證據而作出。

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### 23. INVENTORIES The Group

Spare parts, consumables and others 備件、耗材及其他

### 23. 存貨 本集團

		2012 HK\$' 000 千港元	2011 HK\$' 000 千港元
Spare parts, consumables and others	備件、耗材及其他	3,924	635

# Notes to the Financial Statements

## 財務報表附註

### 24. TRADE, NOTES AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

### 24. 應收賬款、應收票據、其他應收賬款、按金及預付款項

		The Group 本集團		The Company 本公司	
		2012 HK\$' 000 千港元	2011 HK\$' 000 千港元	2012 HK\$' 000 千港元	2011 HK\$' 000 千港元
Non-current asset	非流動資產				
Deposits and prepayments (notes (i) & (ii))	按金及 預付款項 (附註(i)及(ii))	12,423	32,368	-	-
Current assets	流動資產				
Trade receivables	應收賬款	10,471	11,943	-	-
Notes receivable (note (iii))	應收票據 (附註(iii))	2,488	-	-	-
Other receivables	其他應收賬款	23,469	7,112	944	71
		36,428	19,055	944	71
Utility deposits	水電按金	1,404	1,407	-	-
Other deposits and prepayments	其他按金及 預付款項	4,556	3,773	199	169
		5,960	5,180	199	169
		42,388	24,235	1,143	240

Notes:

- (i) The balance includes a guarantee deposit of HK\$9,653,000 (2011: HK\$5,866,000) paid to secure the Group's borrowing as set out in note 29(ii).
- (ii) Prepayments include prepaid exploration costs of HK\$2,770,000 (2011: HK\$10,828,000) on the Group's gas evaluation and exploration assets. As at 31 December 2012, there was no prepaid construction costs (2011: HK\$15,674,000) on the Group's construction in progress under property, plant and equipment.
- (iii) As at 31 December 2012, a note receivable of HK\$1,244,000 (2011: HK\$ Nil) was pledged to secure a bank loan (note 29(iii)).

附註：

- (i) 餘款包括載於附註29(ii)用於擔保本集團借款之保證金，總數為9,653,000港元(2011年：5,866,000港元)。
- (ii) 預付款項包括對本集團天然氣評估及勘探資產之預付勘探成本2,770,000港元(2011年：10,828,000港元)。於2012年12月31日，本集團於在建工程之物業、廠房及設備並沒有預付建設成本(2011年：15,674,000港元)。
- (iii) 於2012年12月31日，應收票據1,244,000港元(2011年：零港元)被抵押以取得銀行貸款(附註29(iii))。

# Notes to the Financial Statements

## 財務報表附註

### 24. TRADE, NOTES AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

The ageing analysis of trade receivables based on invoice date at the end of reporting period is as follows:

< 30 days	少於30天
31 – 60 days	31至60天
61 – 90 days	61至90天

The average credit period granted to customers is 0-30 days from the invoice date.

All trade receivables are less than 90 days past due, not impaired and related to one customer which has a good track record with the Company. Based on the past experience, management estimated that the carrying amount will be fully recovered.

The Group recognised impairment loss on individual assessment based on the accounting policy stated in note 4(k)(ii).

### 24. 應收賬款、應收票據、其他應收賬款、按金及預付款項(續)

按開單日期之應收賬款於報告期間結束時之賬齡分析如下：

		The Group 本集團	
		2012 HK\$'000 千港元	2011 HK\$'000 千港元
< 30 days	少於30天	2,484	3,389
31 – 60 days	31至60天	534	2,680
61 – 90 days	61至90天	7,453	5,874
		<b>10,471</b>	<b>11,943</b>

本集團給予客戶之平均信貸期為開單日起計0至30天。

所有應收賬款為到期後90天內及屬於單一客戶，本公司與該客戶有良好的商業記錄，故沒有作減值。根據以往經驗，管理層估計其賬面金額將全數收回。

本集團根據附註4(k)(ii)所述之會計政策，通過個別評估確認減值虧損。

# Notes to the Financial Statements

## 財務報表附註

### 25. PLEDGED BANK DEPOSITS

### 25. 已抵押銀行存款

		The Group 本集團	
		2012 HK\$' 000 千港元	2011 HK\$' 000 千港元
Bank deposits pledged against certain bank loans (note 29(iii)) and performance bonds (note 40)	用作若干銀行貸款(附註29(iii))及履約保證金(附註40)抵押之銀行存款	<b>7,954</b>	–

Pledged bank deposits are denominated in United States dollars ("USD") and Renminbi ("RMB"), earn interest at fixed rate ranged from 0.48% to 3.3% per annum and have a maturity period of five months on average. The directors consider that the carrying amounts of these bank deposits approximate their fair values because of their short maturity period on inception.

已抵押銀行存款以美元(「美元」)及人民幣(「人民幣」)計值，並按介於0.48%至3.3%之固定年利率賺取利息，平均為五個月到期。董事認為，由於該等銀行存款為短期存款，因此彼等之賬面值與其公平值相若。

### 26. CASH AND CASH EQUIVALENTS

### 26. 現金及現金等價物

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		The Group 本集團		The Company 本公司	
		2012 HK\$' 000 千港元	2011 HK\$' 000 千港元	2012 HK\$' 000 千港元	2011 HK\$' 000 千港元
Cash and bank balances, denominated in	以下列貨幣計值之現金及銀行結餘				
– HKD and USD	– 港元及美元	<b>1,976</b>	147,797	<b>61</b>	147,428
– RMB	– 人民幣	<b>69,122</b>	196,654	–	–
– Others	– 其他	<b>16</b>	–	–	–
		<b>71,114</b>	344,451	<b>61</b>	147,428

Cash and cash equivalents of HK\$69,122,000 (equivalent to RMB55,569,000) (2011: HK\$196,654,000; equivalent to RMB159,632,000) were denominated in Renminbi. Renminbi is not a freely convertible currency and the remittance of funds out of the PRC is subject to exchange restriction imposed by the PRC Government.

69,122,000港元(相等於人民幣55,569,000元)(2011年: 196,654,000港元, 相等於人民幣159,632,000元)之現金及現金等價物以人民幣計值。人民幣並非自由兌換貨幣，從中國匯出資金須受中國政府之外匯限制所規限。

# Notes to the Financial Statements

## 財務報表附註

### 27. OTHER PAYABLES AND ACCRUALS

### 27. 其他應付款項及預提費用

		The Group 本集團		The Company 本公司	
		2012 HK\$' 000 千港元	2011 HK\$' 000 千港元	2012 HK\$' 000 千港元	2011 HK\$' 000 千港元
Current liabilities	流動負債				
Consideration payable (note (i))	應付代價(附註(i))	13,402	9,002	12,400	–
Other payables and accruals (note (ii))	其他應付款項及 預提費用 (附註(ii))	392,448	537,147	1,914	1,932
Amounts due to shareholders (note (iii))	應付股東款項 (附註(iii))	36,711	–	32,979	–
		<b>442,561</b>	<b>546,149</b>	<b>47,293</b>	<b>1,932</b>

Notes:

附註：

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- (i) As at 31 December 2012, HK\$1,002,000 (2011: HK\$ 9,002,000) represented the remaining consideration for the acquisition of Kenwin Global Limited and its subsidiaries ("Kenwin Group") (note 34) in 2011 to be settled in cash. The settlement date was extended from 30 September 2012 to 30 September 2013. The balance of HK\$12,400,000 as at 31 December 2012 represented the outstanding consideration for the acquisition of the associate (note 21) which will be settled in cash in 2013.
- (ii) Other payables and accruals include a loan denominated in USD of HK\$ Nil (2011: HK\$23,644,000) from a non-controlling shareholder of the Group. The loan was unsecured, bore interest at 3% per annum and fully settled during the year. During the year, interest of HK\$254,000 (2011: HK\$708,000) was paid in respect of this loan. Other payables also include exploration costs payable of approximately HK\$341,383,000 (2011: HK\$443,635,000) in respect of gas exploration and evaluation assets and oil and gas properties.
- (iii) Amounts due to shareholders who are also directors included a loan denominated in Renminbi of HK\$3,732,000 from one of the directors. The loan is unsecured, bearing interest at 8% per annum and repayable in April 2013. The remaining balances are unsecured, interest free and repayable on demand.
- (i) 於2012年12月31日，1,002,000港元（2011年：9,002,000港元）乃現金支付2011年收購Kenwin Global Limited及其附屬公司（「Kenwin集團」）（附註34）之代價餘額。支付日期由2012年9月30日延期至2013年9月30日。於2012年12月31日，12,400,000港元為收購聯營公司（附註21）之未償還代價，並將於2013年以現金支付。
- (ii) 其他應付款項及預提費用包括一筆以美元計值之本集團一家非控股股東貸款零港元（2011年：23,644,000港元）。該等貸款為無抵押、年息3%及於年內全數償還。年內，有關貸款已付利息為254,000港元（2011年：708,000港元）。其他應付款項亦包括有關油氣勘探及評估資產以及油氣資產之應付勘探成本約341,383,000港元（2011年：443,635,000港元）。
- (iii) 應付股東（亦為董事）款項包括來自一名董事之一筆以人民幣計值之為數3,732,000港元之貸款。該貸款為無抵押、按年息8%計息及須於2013年4月償還。剩餘結餘為無抵押、免息及須按要求即時償還。

# Notes to the Financial Statements

## 財務報表附註

### 28. PROVISIONS

### 28. 撥備

		The Group 本集團	
		2012 HK\$'000 千港元	2011 HK\$'000 千港元
Balance at 1 January	於1月1日之結餘	1,132	–
Provision for environmental restoration and decommissioning costs	環境修復及停止使用費之撥備	(161)	1,132
Balance at 31 December	於12月31日之結餘	971	1,132

The provision for environmental restoration and decommissioning costs for 2012 and 2011 represented directors' estimated assets retirement obligations relating to the Sanjiao PSC as set out in Note 35.

2012年及2011年環境修復及停止使用費之撥備指與三交產品分成合同(載於附註35)有關之董事估計資產棄置報廢。

### 29. BORROWINGS - SECURED

### 29. 借貸—有抵押

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		The Group 本集團	
		2012 HK\$'000 千港元	2011 HK\$'000 千港元
Secured interest-bearing borrowings	有抵押附息借貸		
On demand or within one year	按要求或一年內償還	92,834	22,287
More than one year, but not exceeding two years	超過一年，但不超過兩年	132,398	91,393
More than two years, but not exceeding five years	超過兩年，但不超過五年	236,341	194,300
Amount due within one year included in current liabilities	列入流動負債一年內到期之金額	461,573	307,980
		(92,834)	(22,287)
Non-current portion	非流動部分	368,739	285,693

### 29. BORROWINGS - SECURED (Continued)

As at 31 December 2012, the Group obtained borrowings from three (2011: two) parties as follows:

- (i) On 19 September 2011, Orion Energy International Inc. ("OEI"), an indirect wholly owned subsidiary of the Group, entered into a financing agreement ("Agreement 1") with Minsheng Financial Leasing Co., Ltd (民生金融租賃股份有限公司) ("Minsheng"), an independent third party, pursuant to which Minsheng advanced RMB50,000,000 (equivalent to HK\$61,596,000) under certain conditions to OEI to be repaid by instalment over three years. In the opinion of the directors, the financing arrangement is in substance a secured borrowing. This borrowing is secured by certain gas exploration and evaluation assets of OEI with a carrying amount of HK\$58,376,000 (2011: HK\$57,807,000) (note 17) and personal guarantees from the Company's shareholders, Dr. Dai Xiaobing and Mr. King Hap Lee who are also directors of the Company.
- (ii) On 23 December 2011, OEI entered into another financing agreement ("Agreement 2") with CDB Leasing Co., Ltd (國銀金融租賃有限公司) ("CDB Leasing"), an independent third party, pursuant to which CDB Leasing granted a facility of RMB1,000,000,000 to OEI to be repaid by instalment over five years, of which RMB200,000,000 was to finance the exploration phase and RMB800,000,000 to be drawn after obtaining the approval of the ODP in respect of the Sanjiao PSC. During the year, a revised agreement was signed between OEI and CDB Leasing, pursuant to which OEI can draw loans to the extent of RMB400,000,000 and RMB600,000,000 during exploration stage and production stage of the Sanjiao PSC respectively. As at 31 December 2012, OEI drew down total loans of RMB320,000,000 (equivalent to HK\$398,048,000) (2011: RMB200,000,000 (equivalent to HK\$246,384,000)).

### 29. 借貸－有抵押(續)

截至2012年12月31日止年度內，本集團分別自三方(2011年：雙方)之借貸詳情如下：

- (i) 2011年9月19日，本集團之間接全資附屬公司－奧瑞安能源國際有限公司(「奧瑞安」)與獨立第三方民生金融租賃股份有限公司(「民生」)訂立融資協議(「協議一」)，據此民生向奧瑞安預付人民幣50,000,000元(相等於61,596,000港元)，該款項將按三年分期償還且須遵守若干條件。董事認為，該融資安排在本質上屬於有抵押借貸之一。此項借貸之抵押品包括奧瑞安賬面值為58,376,000港元(2011年：57,807,000港元)(附註17)之若干天然氣勘探及評估資產，以及本公司股東戴小兵博士及景哈利先生(兩位亦為本公司董事)提供之個人擔保。
- (ii) 2011年12月23日，奧瑞安與獨立第三方國銀金融租賃有限公司(「國銀金融租賃」)訂立另一項融資協議(「協議二」)，據此國銀金融租賃向奧瑞安提供人民幣1,000,000,000元之融資，該融資將按五年分期償還，其中人民幣200,000,000元已用於勘探階段，剩餘人民幣800,000,000元融資需就有關三交生產分成合同之總體開發方案批覆後方可提取。年內，奧瑞安與國銀金融租賃簽訂一份經修訂協議，據此，奧瑞安於三交產品分成合同的勘探階段及生產階段可分別最多提取貸款人民幣400,000,000元及人民幣600,000,000元。於2012年12月31日，奧瑞安共提取貸款人民幣320,000,000元(相等於398,048,000港元)(2011年：人民幣200,000,000元(相等於246,384,000港元))。



### 29. BORROWINGS - SECURED (Continued)

(ii) (Continued)

The facility is secured by certain gas exploration and evaluation assets with a carrying amount of HK\$598,173,000 (2011: HK\$359,882,000) (note 17), a guarantee deposit of HK\$9,653,000 (2011: HK\$5,866,000) (note 24(i)), all trade receivables from sales generated from the Sanjiao PSC, all the shares of OEI held by Power Great Limited, a wholly-owned subsidiary of the Company, 2,296,000,000 shares of the Company held by certain directors and shareholders of the Company, personal guarantees of Dr. Dai Xiaobing and his spouse and a corporate guarantee by the Company.

In the opinion of the directors, the financing arrangement is in substance a secured borrowing. As explained in note 35(i), the Group received a consent on the preliminary work on the development of the Sanjiao PSC from NEA in August 2012. The directors are confident that the ODP will be approved by NEA in the fourth quarter of 2013.

- (iii) During 2012, the Group entered into a loan agreement ("Agreement 3") with Bank of Beijing for loan facilities of RMB1,069,000 (equivalent to HK\$1,330,000) which are secured by a note receivable amounting to HK\$1,244,000 (note 24(iii)) and charges over bank deposits amounting to HK\$124,000 (note 25). As at 31 December 2012, two loans in the total of RMB1,069,000 (equivalent to HK\$1,330,000) were drawn. The loans are repayable within one year.

The borrowings under Agreement 1, Agreement 2 and Agreement 3 carry interest at effective floating rates ranging from 5.6% to 11.7% (2011: from 9.4% to 12.6%) during the year.

### 29. 借貸－有抵押(續)

(ii) (續)

該融資之抵押品包括賬面值為598,173,000港元(2011年: 359,882,000港元)之若干天然氣勘探及評估資產(附註17)、9,653,000港元(2011年: 5,866,000港元)之擔保按金(附註24(i))、三交生產分成合同產生之所有銷售應收賬款、威遠有限公司(本公司之全資附屬公司)持有之所有奧瑞安股份、由數位董事及本公司股東持有之本公司2,296,000,000股股份、戴小兵博士及其配偶提供之個人擔保,以及本公司提供之公司擔保。

董事認為,以上融資安排在本質上屬於有抵押借貸之一。誠如附註35(i)中所解釋,本集團於2012年8月獲得國家能源局同意就三交產品分成合同的開發前期工作。董事相信總體開發方案將於2013年第四季獲國家能源局批覆。

- (iii) 於2012年,本集團與北京銀行就人民幣1,069,000元(相等於1,330,000港元)之貸款融資訂立貸款協議(「協議三」)。有關貸款以應收票據1,244,000港元(附註24(iii))作抵押,並抵押銀行存款124,000港元(附註25)。截至2012年12月31日,已提取兩筆貸款共人民幣1,069,000元(相等於1,330,000港元)。該等貸款須於一年內償還。

年內,協議一、協議二及協議三項下之借貸附帶利息,其實際浮動利率介於5.6%至11.7%(2011年:介於9.4%至12.6%)之間。

# Notes to the Financial Statements

## 財務報表附註

### 30. DEFERRED TAX

Details of the deferred tax assets and (liabilities) recognised and movements during the year were as follows:

		<b>Accelerated tax depreciation</b>	<b>Intangible assets</b>	<b>Tax losses</b>	<b>Total</b>
		<b>加速稅項 折舊</b>	<b>無形資產</b>	<b>稅項虧損</b>	<b>總計</b>
		HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元
At 1 January 2011	於2011年1月1日	(8,165)	(11,647)	4,714	(15,098)
(Charged)/credited to profit or loss (note 9)	(扣除)／計入損益賬 (附註9)	(11,115)	20	8,825	(2,270)
Exchange adjustments	匯兌調整	(833)	(1,001)	528	(1,306)
At 31 December 2011	於2011年12月31日	(20,113)	(12,628)	14,067	(18,674)
Credited to profit or loss (note 9)	計入損益賬 (附註9)	2,108	6,077	5,171	13,356
Exchange adjustments	匯兌調整	(172)	(54)	195	(31)
At 31 December 2012	於2012年12月31日	(18,177)	(6,605)	19,433	(5,349)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off when the deferred tax related to same fiscal authority. The following amounts in net, determined after appropriate offsetting, are shown on the consolidated statement of financial position.

### 30. 遞延稅項

年內確認之遞延稅項資產及(負債)之詳情及變動如下:

遞延稅項資產及負債只有有合法強制執行權利抵銷以及遞延稅項為同一稅務機關下，方會作出抵銷。以下是在綜合財務狀況表合理抵銷後釐定之金額淨值。

		<b>The Group 本集團</b>	
		<b>2012 HK\$' 000 千港元</b>	2011 HK\$' 000 千港元
Deferred tax liabilities	遞延稅項負債	<b>(24,782)</b>	(32,741)
Deferred tax assets	遞延稅項資產	<b>19,433</b>	14,067
		<b>(5,349)</b>	(18,674)

### 31. EMPLOYEE RETIREMENT BENEFITS

- (a) The Group operates a Mandatory Provident Fund Scheme (the "MPF scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF scheme, both the employer and each employee are required to make contributions to the plan at 5% of the employee's relevant income, subject to a cap of monthly relevant income of HK\$25,000 (2011: HK\$20,000) by each party. Contributions to the plan vest immediately.
- (b) Pursuant to the relevant labour rules and regulations in the PRC, the Group participates in defined contribution retirement benefit schemes (the "Schemes") organised by the relevant local government authorities, whereby the Group is required to make contributions to the Schemes at a rate ranging from 18% to 22% of the eligible employees' salaries. The local government authorities are responsible for the entire pension obligations payable to the retired employees. The obligations are calculated based on a certain percentage of the basic payroll.

### 32. EQUITY SETTLED SHARE-BASED TRANSACTIONS

The Company operates a share option scheme which was adopted on 28 May 2010 ("Scheme") for a period of ten years commencing from 28 May 2010 whereby the directors of the Company are authorised, at their discretion, to invite employees of the Group, including directors of any companies within the Group, to take up options to subscribe for shares of the Company. The terms and conditions of the grant are determined by the Board at the time of grant. The exercisable period of an option is not to exceed a period of ten years commencing the date the share options be granted. The options give the holder the right to subscribe for ordinary shares in the Company. A nominal consideration of HK\$1 is payable by the grantee upon acceptance of an option. Options would be forfeited should the employee leave the Group. All the existing share options were granted under the Scheme.

### 31. 僱員退休福利

- (a) 本集團根據香港強制性公積金計劃條例，為根據香港僱傭條例受僱之僱員設定強制性公積金計劃（「強積金計劃」）。強積金計劃乃由獨立信託人管理之定額供款退休計劃。根據強積金計劃，僱主及各僱員各自須按僱員之有關收入之5%作出供款，惟各方每月有關收入以25,000港元（2011年：20,000港元）為上限。向計劃作出之供款即時歸僱員所有。
- (b) 根據中國相關勞動規則及法規，本集團參與由有關當地政府機關管理之定額供款退休福利計劃（「該等計劃」）。據此，本集團須按合資格僱員的薪金向該等計劃作出介乎18%至22%的供款。當地政府機關須對應付退休僱員之全部退休金責任負責。該等責任乃根據基本薪金之某個百分比計算。

### 32. 股本結算以股份付款之交易

本公司於2010年5月28日採納一項購股權計劃（「計劃」），自2010年5月28日起計為期10年，據此，本公司董事獲授權酌情向本集團僱員（包括本集團任何成員公司之董事）授出購股權，以認購本公司股份。授出之條款及條件由董事會於授出時釐定。購股權之可予行使期不得超過自購股權授出日期起計十年。購股權賦予持有人權利認購本公司普通股。獲授購股權之人士於接納購股權時，須支付象徵式代價1港元。倘僱員離開本集團，則將沒收有關購股權。現有之所有購股權乃根據計劃授出。

# Notes to the Financial Statements

## 財務報表附註

### 32. EQUITY SETTLED SHARE-BASED TRANSACTIONS (Continued)

(a) The terms and conditions of the share options that existed during the years ended 31 December 2012 were as follows and all options are settled by physical delivery of shares:

Date of grant	Vesting condition	Exercise period	Contractual exercise price	Number of options	Contractual life of options
授出日期	歸屬條件	行使期限	合約行使價	購股權數目	購股權合約年期
				'000 千份	
<b>Options granted to directors:</b>					
<b>授予董事之購股權：</b>					
- on 6 December 2011 - 於2011年12月6日	Immediately 即時	6 December 2011 to 5 December 2021 2011年12月6日至2021年12月5日	HK\$0.276 0.276港元	12,000	10 years 10年
- on 6 December 2011 - 於2011年12月6日	Immediately 即時	6 December 2011 to 5 December 2021 (note (i)) 2011年12月6日至2021年12月5日 (附註(i))	HK\$0.276 0.276港元	144,000	10 years 10年
<b>Option granted to employees:</b>					
<b>授予僱員之購股權：</b>					
- on 6 December 2011 - 於2011年12月6日	Immediately 即時	6 December 2011 to 5 December 2021 2011年12月6日至2021年12月5日	HK\$0.276 0.276港元	407,200	10 years 10年
<b>Total share options</b>					
<b>購股權總數</b>					<u>563,200</u>

Note:

(i) The grant of the Options was conditional upon the passing of the necessary resolution approving the proposed refreshment pursuant to Rule 17.03 (3) at a special general meeting which was subsequently held and approved the proposed refreshment in January 2012.

### 32. 股本結算以股份付款之交易 (續)

(a) 以下為截至2012年12月31日止年度存在之購股權之條款及條件，所有購股權均透過實際交付股份結算：

Date of grant	Vesting condition	Exercise period	Contractual exercise price	Number of options	Contractual life of options
授出日期	歸屬條件	行使期限	合約行使價	購股權數目	購股權合約年期
				'000 千份	
<b>Options granted to directors:</b>					
<b>授予董事之購股權：</b>					
- on 6 December 2011 - 於2011年12月6日	Immediately 即時	6 December 2011 to 5 December 2021 2011年12月6日至2021年12月5日	HK\$0.276 0.276港元	12,000	10 years 10年
- on 6 December 2011 - 於2011年12月6日	Immediately 即時	6 December 2011 to 5 December 2021 (note (i)) 2011年12月6日至2021年12月5日 (附註(i))	HK\$0.276 0.276港元	144,000	10 years 10年
<b>Option granted to employees:</b>					
<b>授予僱員之購股權：</b>					
- on 6 December 2011 - 於2011年12月6日	Immediately 即時	6 December 2011 to 5 December 2021 2011年12月6日至2021年12月5日	HK\$0.276 0.276港元	407,200	10 years 10年
<b>Total share options</b>					
<b>購股權總數</b>					<u>563,200</u>

附註：

(i) 根據規則第17.03 (3)條，授予購股權須以於股東特別大會上通過必要決議案批准建議更新為條件，股東特別大會於其後召開，並於2012年1月獲批准建議更新。

### 32. EQUITY SETTLED SHARE-BASED TRANSACTIONS (Continued)

(b) The number and weighted exercise prices of share options are as follows:

		2012		2011	
		Weighted average exercise price	Number of share options	Weighted average exercise price	Number of share options
		加權平均行使價	購股權數目	加權平均行使價	購股權數目
		HK\$	'000	HK\$	'000
		港元	千份	港元	千份
Outstanding at beginning of the year	於年初尚未行使	0.317	1,355,940	0.351	711,840
Granted during the year	年內授出	-	-	0.276	703,700
Exercised during the year	年內行使	0.270	(137,000)	0.234	(59,600)
Lapsed during the year	年內失效	0.362	(655,740)	-	-
Outstanding at the end of the year	於年末尚未行使	0.276	563,200	0.317	1,355,940
Exercisable at the end of the year	於年末可予行使	0.276	563,200	0.322	1,211,940

The weighted average share price at the date of exercise of the shares options during the year was HK\$0.270 (2011: HK\$0.456).

The options outstanding at 31 December 2012 had an exercise price of HK\$0.276 (2011: HK\$0.375, HK\$0.189, HK\$0.180, HK\$0.390 and HK\$0.276) and a weighted average remaining contractual life of 8.93 years (2011: 1.36 years).

#### (c) Fair value of share options and assumptions

The fair value of services received in return for share options granted is measured with reference to the fair value of share options granted. The estimate of the fair values of the share options is measured based on Binomial lattice option pricing model. Lives of the options are incorporated into the model.

### 32. 股本結算以股份付款之交易 (續)

(b) 購股權之數目及加權行使價如下：

年內，購股權獲行使當日之加權平均股價為0.270港元(2011年：0.456港元)。

於2012年12月31日，尚未行使購股權之行使價為0.276港元(2011年：0.375港元、0.189港元、0.180港元、0.390港元及0.276港元)，而加權平均餘下合約年期為8.93年(2011年：1.36年)。

#### (c) 購股權之公平值及假設

換取授出購股權所獲得服務之公平值乃參考所授出購股權之公平值計量。購股權之公平值乃根據二項式點陣購股權定價模式估計。該模式已將購股權之年期計算在內。

# Notes to the Financial Statements

## 財務報表附註

### 32. EQUITY SETTLED SHARE-BASED TRANSACTIONS (Continued)

#### (c) Fair value of share options and assumptions (Continued)

*Fair value of share options and assumptions*

Date of grant 授出日期	6 December 2011 2011年12月6日
Fair value at measurement date 於計量日期之公平值	HK\$0.086 0.086港元
Share price 股價	HK\$0.275 0.275港元
Exercise price 行使價	HK\$0.276 0.276港元
Expected volatility 預期波幅	51.52%
Expected life 預期年期	10 years 10年
Expected dividends 預期股息	0%
Risk-free interest rate (based on the yields to maturity of Hong Kong Exchange Fund Note) 無風險利率(按香港外匯基金票據到期收益率計算)	1.389%

The expected volatility was based on the historical volatility (by reference to the weighted average remaining life of the share options), adjusted for any expected changes to future volatility by reference to publicly available information. Expected dividends were based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

The Group recognised total expenses of HK\$60,000,000 in respect of the equity-settled share-based payment transactions in 2011 (note 8(b)).

### 32. 股本結算以股份付款之交易 (續)

#### (c) 購股權之公平值及假設 (續)

*購股權之公平值及假設*

預期波幅乃以歷史波幅為基準(參照購股權之加權平均剩餘年期計算), 並按就公開可得資料之預期未來波動變動作出調整。預期股息乃按歷史股息為依據。主觀假設之變動可能對公平值估計構成重大影響。

於2011年, 本集團確認有關股本結算以股份付款之交易之總支出60,000,000港元(附註8(b))。

## 33. CAPITAL AND RESERVES

## (a) Share capital

(i) Authorised and issued share capital

		2012		2011	
		Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元	Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元
<b>Authorised</b>	<b>法定</b>				
Ordinary shares of HK\$0.01 each	每股面值0.01港元 之普通股	<b>25,000,000</b>	<b>250,000</b>	25,000,000	250,000
<b>Issued and fully paid</b>	<b>已發行及繳足</b>				
Ordinary shares of HK\$0.01 each	每股面值0.01港元 之普通股				
At beginning of the year	於年初	<b>12,019,078</b>	<b>120,190</b>	9,141,478	91,414
Shares issued on exercise of warrants (ii)	行使認股權證時 發行股份(ii)	-	-	10,000	100
Shares issued under share option scheme (iii)	按購股權計劃發行 股份(iii)	<b>137,000</b>	<b>1,370</b>	59,600	596
Shares issued on acquisitions (iv)	就收購發行股份(iv)	-	-	312,000	3,120
Shares issued on placing (v)	按配售發行股份(v)	<b>200,000</b>	<b>2,000</b>	-	-
Share issued on conversion of convertible notes (vi)	轉換可換股票據時 發行股份(vi)	-	-	2,496,000	24,960
At end of the year	於年末	<b>12,356,078</b>	<b>123,560</b>	12,019,078	120,190

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

## (ii) Shares issued on exercise of warrants

During 2011, 10,000,000 warrants were exercised to subscribe for 10,000,000 ordinary shares in the Company at a consideration of HK\$2,200,000 of which HK\$100,000 was credited to share capital and the balance of HK\$2,100,000 was credited to the share premium account. HK\$100,000 was transferred from the warrant reserve to the share premium account accordingly.

## 33. 資本及儲備

## (a) 股本

(i) 法定及已發行股本

The Company

本公司

		2012		2011	
		Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元	Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元
<b>Authorised</b>	<b>法定</b>				
Ordinary shares of HK\$0.01 each	每股面值0.01港元 之普通股	<b>25,000,000</b>	<b>250,000</b>	25,000,000	250,000
<b>Issued and fully paid</b>	<b>已發行及繳足</b>				
Ordinary shares of HK\$0.01 each	每股面值0.01港元 之普通股				
At beginning of the year	於年初	<b>12,019,078</b>	<b>120,190</b>	9,141,478	91,414
Shares issued on exercise of warrants (ii)	行使認股權證時 發行股份(ii)	-	-	10,000	100
Shares issued under share option scheme (iii)	按購股權計劃發行 股份(iii)	<b>137,000</b>	<b>1,370</b>	59,600	596
Shares issued on acquisitions (iv)	就收購發行股份(iv)	-	-	312,000	3,120
Shares issued on placing (v)	按配售發行股份(v)	<b>200,000</b>	<b>2,000</b>	-	-
Share issued on conversion of convertible notes (vi)	轉換可換股票據時 發行股份(vi)	-	-	2,496,000	24,960
At end of the year	於年末	<b>12,356,078</b>	<b>123,560</b>	12,019,078	120,190

普通股持有人有權收取不時宣派之股息，並在本公司大會上每股可獲一票投票權。所有普通股對本公司之餘下資產享有同等權益。

## (ii) 行使認股權證時發行股份

於2011年，10,000,000份認股權證已獲行使以認購本公司10,000,000股普通股，代價為2,200,000港元，其中100,000港元計入股本，餘下2,100,000港元計入股份溢價賬。據此，100,000港元已自認股權證儲備轉撥至股份溢價賬。

### 33. CAPITAL AND RESERVES (Continued)

#### (a) Share capital (Continued)

##### (iii) Shares issued under share option scheme

During 2012, 137,000,000 options were exercised to subscribe for 137,000,000 (2011: 59,600,000) ordinary shares in the Company at a consideration of HK\$36,948,000 (2011: HK\$13,953,000) of which HK\$1,370,000 (2011: HK\$596,000) was credited to share capital and the balance of HK\$35,578,000 (2011: HK\$13,357,000) was credited to the share premium account. HK\$11,205,000 (2011: HK\$1,297,000) was transferred from the share option reserve to the share premium account in accordance with accounting policy set out in note 4(q)(ii).

##### (iv) Shares issued on acquisitions

On 9 December 2011, the Company's issued share capital was increased by HK\$3,120,000 through the issue of 312,000,000 shares as an incentive consideration for the acquisition of subsidiaries in 2010 as disclosed in the Company's announcement dated 15 November 2011. The fair value of these shares based on the closing market price of HK\$0.28 per share on 9 December 2011 amounted HK\$87,360,000. The premium on the issue of new shares amounted to HK\$84,240,000 was credited to the share premium account.

##### (v) Shares issued on placing

During 2012, 200,000,000 ordinary shares were subscribed at HK\$0.15 per share with proceeds of HK\$30,000,000. Accordingly, the Company's issued share capital was increased by HK\$2,000,000 and the balance of the proceeds of HK\$28,000,000 was credited to the share premium account.

### 33. 資本及儲備(續)

#### (a) 股本(續)

##### (iii) 按購股權計劃發行股份

於2012年，137,000,000份購股權已獲行使以認購本公司137,000,000股(2011年：59,600,000股)普通股，代價為36,948,000港元(2011年：13,953,000港元)，其中1,370,000港元(2011年：596,000港元)計入股本，餘下35,578,000港元(2011年：13,357,000港元)計入股份溢價賬。根據附註4(q)(ii)所載之會計政策，11,205,000港元(2011年：1,297,000港元)已自購股權儲備轉撥至股份溢價賬。

##### (iv) 就收購發行股份

於2011年12月9日，透過發行312,000,000股股份以作為於2010年收購附屬公司之獎勵代價(如本公司日期為2011年11月15日之公佈所披露)，本公司之已發行股本增加3,120,000港元。該等股份之公平值為87,360,000港元，乃基於2011年12月9日之收市價每股0.28港元釐定。發行新股份之溢價為84,240,000港元，已計入股份溢價賬。

##### (v) 按配售發行股份

於2012年，200,000,000股普通股按每股0.15港元之價格獲認購，所得款項為30,000,000港元。因此，本公司之已發行股本增加2,000,000港元，而所得款項餘額28,000,000港元已計入股份溢價賬。



### 33. CAPITAL AND RESERVES (Continued)

#### (a) Share capital (Continued)

##### (vi) Shares issued on conversion of convertible notes

During 2011, certain convertible notes were converted to subscribe for 1,560,000,000 and 936,000,000 ordinary shares in the Company at a consideration of HK\$780,000,000 and HK\$468,000,000 of which HK\$15,600,000 and HK\$9,360,000 were transferred to share capital and balances of HK\$764,400,000 and HK\$458,640,000 were transferred to the share premium account from the convertible note equity reserves respectively. The direct costs of HK\$15,716,000 were debited to the share premium account.

##### (vii) Lapse of vested warrants

During the year, there were 344,000,000 and 20,000,000 outstanding unlisted warrants (the "Warrants") issued by the Company on 3 June 2010 and 7 June 2010 respectively, conferring rights to subscribe for ordinary shares of the Company at a subscription price of HK\$0.22 per share during a period of 24 months commencing from the date of issue of the Warrants. The Warrants were unexercised and lapsed upon the expiration of their exercise periods on 2 June 2012 and 6 June 2012 respectively.

##### (viii) Outstanding warrants

As at 31 December 2012, there are 250,000,000 outstanding unlisted warrants issued by the Company on 10 November 2010 conferring rights to subscribe for ordinary shares of the Company at a subscription price of HK\$0.53 per share during the exercise period on and after 22 January 2011 and up to and including 10 November 2014.

##### (ix) Lapse of vested share option

During the year, 655,740,000 share options lapsed. Particulars of the share options of the Company are set out in the section "Share Option Schemes" in this report.

### 33. 資本及儲備(續)

#### (a) 股本(續)

##### (vi) 轉換可換股票據時發行股份

於2011年，若干可換股票據已轉換為以780,000,000港元及468,000,000港元之代價分別認購1,560,000,000股及936,000,000股本公司普通股份，其中15,600,000港元及9,360,000港元已轉撥至股本，餘下764,400,000港元及458,640,000港元已分別從可換股票據權益儲備轉撥至股份溢價賬。15,716,000港元直接成本已計入股份溢價賬借方。

##### (vii) 已歸屬認股權證之失效

年內，本公司分別於2010年6月3日和2010年6月7日發行而未獲行使的非上市認股權證(「權證」)(其賦予權利自有關權證發行日期起計24個月期間內按認購價每股股份0.22港元認購本公司的普通股份)共344,000,000份和20,000,000份分別於2012年6月2日及2012年6月6日其行使期滿後未獲行使及失效。

##### (viii) 未獲行使的認股權證

於2012年12月31日，本公司於2010年11月10日發行並賦予權利自2011年1月22日起直至2014年11月10日(包括當日)止行使期間內按認購價每股股份0.53港元認購本公司的普通股份而未獲行使的非上市認股權證為250,000,000份。

##### (ix) 已歸屬購股權之失效

年內，655,740,000份購股權已失效。本公司購股權之詳情載列於此報告中「購股權計劃」部分。

# Notes to the Financial Statements

## 財務報表附註

### 33. CAPITAL AND RESERVES (Continued)

#### (b) The Company

		Share capital	Share premium	Contributed surplus	Share option reserve	Warrant reserve	Convertible note equity reserve	Accumulated losses	Total
	Notes	股本	股份溢價	繳納盈餘	購股權儲備	儲備	可換股票據權益儲備	累計虧損	總計
	附註	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元
At 1 January 2011	於2011年1月1日	91,414	1,935,448	81,043	32,366	4,990	780,000	(458,016)	2,467,245
Shares issued on exercise of warrants	行使認股權證時發行股份 33(a)(ii)	100	2,200	-	-	(100)	-	-	2,200
Issue of convertible notes	發行可換股票據	-	-	-	-	-	32,480	-	32,480
Shares issued under share option scheme	按購股權計劃發行股份 33(a)(iii)	596	14,654	-	(1,297)	-	-	-	13,953
Conversion of convertible notes	可換股票據之轉換 33(a)(vi)	24,960	1,207,324	-	-	-	(812,480)	-	419,804
Shares issued on acquisition	就收購發行股份 33(a)(iv)	3,120	84,240	-	-	-	-	-	87,360
Issue of share options	發行購股權 32	-	-	-	60,000	-	-	-	60,000
Loss and total comprehensive income for the year	本年度虧損及全面收益總額	-	-	-	-	-	-	(86,924)	(86,924)
At 31 December 2011	於2011年12月31日	120,190	3,243,866	81,043	91,069	4,890	-	(544,940)	2,996,118
Shares issued under share option scheme	按購股權計劃發行股份 33(a)(iii)	1,370	46,783	-	(11,205)	-	-	-	36,948
Shares issued on placing	按配售發行股份 33(a)(v)	2,000	28,000	-	-	-	-	-	30,000
Release upon lapse of vested share option	於歸屬之購股權失效時解除 33(a)(ix)	-	-	-	(31,844)	-	-	31,844	-
Release upon lapse of vested warrants	於歸屬之認股權證失效時解除 33(a)(vii)	-	-	-	-	(3,640)	-	3,640	-
Loss and total comprehensive income for the year	本年度虧損及全面收益總額	-	-	-	-	-	-	(52,967)	(52,967)
At 31 December 2012	於2012年12月31日	123,560	3,318,649	81,043	48,020	1,250	-	(562,423)	3,010,099

#### (c) Nature and purpose of reserves

##### (i) Share premium

Share premium represented premium arising from the issue of shares at a price in excess of their par value per share. Share premium is not distributable but may be applied in paying up unissued shares of the Company to be issued to equity holders as fully paid bonus shares or to provide the premiums on repurchase of own shares.

#### (c) 儲備性質及用途

##### (i) 股份溢價

股份溢價指以超出股份每股面值價格發行股份而產生之溢價。股份溢價不可分派但可用作繳清本公司將作為繳足紅股向權益持有人發行之未發行股份或為購回本身股份提供溢價。

### 33. CAPITAL AND RESERVES (Continued)

#### (c) Nature and purpose of reserves (Continued)

##### (ii) Contributed surplus

Contributed surplus arose when the Company issues shares in exchange for the shares of subsidiaries being acquired, and represented the difference between the nominal value of the Company's shares issued and the value of net assets of the subsidiaries acquired under the group reorganisation in 1999 in preparation for the listing of the Company's shares on The Stock Exchange of Hong Kong. Under the Companies Act 1981 of Bermuda, contributed surplus is available for distribution to equity holders. However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if:

- it is or would after the payment, be unable to pay its liabilities as they become due; or
- the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium account.

##### (iii) Share option reserve

The share option reserve represented the fair value of the actual or estimated number of unexercised share options granted by the Company and recognised in accordance with the accounting policy adopted for share-based payments as set in note 4(q)(ii).

##### (iv) Warrant reserve

Warrant reserve represented the equity component of warrants issued by the Company.

##### (v) Convertible note equity reserve

The reserve represented the equity component (i.e. option to convert the note into shares) of convertible note issued by the Company.

##### (vi) Exchange reserve

The exchange reserve comprised all foreign exchange differences arising from the translation of the financial statements of operations outside Hong Kong which were dealt with in accordance with the accounting policy as set out in note 4(p).

#### (d) Distributability of reserves

At 31 December 2012, the Company had no reserves available for cash distribution and/or distribution in specie. Under the Bermuda Companies Act 1981, the Company's contributed surplus in the amount of HK\$81,043,000 (2011: HK\$81,043,000) is currently not available for distribution. The Company's share premium account in the amount of HK\$3,318,649,000 as at 31 December 2012 (2011: HK\$3,243,866,000) may be distributed in the form of fully paid bonus shares.

### 33. 資本及儲備(續)

#### (c) 儲備性質及用途(續)

##### (ii) 繳納盈餘

本公司之繳納盈餘來自本公司發行股份以交換所購入附屬公司之股份，相當於本公司已發行股份面值與1999年為籌備本公司股份在香港聯合交易所上市而進行之集團重組所購入附屬公司資產淨值之間之差額。根據百慕達1981年公司法，繳納盈餘可供分派予權益持有人。然而，倘發生下列情況，本公司不可自繳納盈餘宣派或派付股息或作出分派：

- 派付後導致無法或可能無法償還到期負債；或
- 導致資產之可變現價值低於負債、已發行股本及股份溢價賬之總額。

##### (iii) 購股權儲備

購股權儲備為本公司已授出之實際或估計數目之尚未行使購股權之公平值，並已按照附註4(q)(ii)就以股份支付之款項所採納會計政策確認入賬。

##### (iv) 認股權證儲備

認股權證儲備代表本公司發行之認股權證之權益部分。

##### (v) 可換股票據權益儲備

儲備代表本公司發行之可換股票據之權益部分(即將票據轉換為股份之選擇權)。

##### (vi) 匯兌儲備

匯兌儲備包括因換算香港以外業務之財務報表所產生之所有外匯差額，乃按照附註4(p)所載之會計政策處理。

#### (d) 可供分派儲備

於2012年12月31日，本公司概無儲備可供現金分派及／或實物分派。根據百慕達1981年公司法，本公司之繳納盈餘81,043,000港元(2011年：81,043,000港元)現不可分派。於2012年12月31日，本公司之股份溢價賬為3,318,649,000港元(2011年：3,243,866,000港元)，可以繳足紅股方式分派。

# Notes to the Financial Statements

## 財務報表附註

### 34. ACQUISITIONS OF SUBSIDIARIES

#### Acquisition of subsidiaries during the year ended 31 December 2011

##### Kenwin Global Limited

On 4 November 2011, the Group indirectly acquired a 100% equity interest of Xian Lilong Petroleum Extraction Technology Limited ("Xian Lilong") by acquiring a 100% equity interest of Kenwin Global Limited and Trillion International Petroleum Extraction Technology Limited ("Kenwin Group"), the ultimate holding and immediate holding company of Xian Lilong. The acquisition was accounted for as purchase of assets and assumption of liabilities since the operation of Xian Lilong did not constitute a business for accounting purpose in that its mainly activity is to hold the operating rights of the Jinzhuang Oil Field. Details of the cost of net assets acquired were as follows:

### 34. 收購附屬公司

#### 截至2011年12月31日止年度內收購附屬公司

##### Kenwin Global Limited

於2011年11月4日，本集團透過收購 Kenwin Global Limited及利隆國際石油開採技術有限公司（「Kenwin集團」）（西安利隆石油開採技術有限公司（「西安利隆」）之最終控股公司及直接控股公司）100%股權而間接收購西安利隆100%股權。由於西安利隆之主要業務為持有金庄油田之經營權，其經營就會計而言並不構成一項業務，故此項收購將視作為購買資產及承擔負債入賬。所收購資產淨值之成本詳列如下：

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		HK\$' 000 千港元
Property, plant and equipment (note 16)	物業、廠房及設備(附註16)	35,078
Intangible assets (note 18)	無形資產(附註18)	197,157
Other receivables	其他應收款項	3,648
Cash and cash equivalents	現金及現金等價物	423
Other payables and accruals	其他應付款項及預提費用	(5,442)
		<u>230,864</u>
Satisfied by:	支付方式：	
Cash consideration paid	已付現金代價	39,862
Cash consideration payable (note 27)	應付現金代價(附註27)	9,002
Transfer of refundable deposits	可退回按金轉移	60,000
Assignment of notes receivable	轉讓應收票據	122,000
		<u>230,864</u>
Net cash outflow arising from acquisition:	因收購產生之現金流出淨額：	
Cash consideration paid	已付現金代價	(39,862)
Cash and cash equivalents acquired	所收購現金及現金等價物	423
		<u>(39,439)</u>

### 35. PRODUCTION SHARING CONTRACTS AND DEVELOPMENT CONTRACTS

The Group currently has two production sharing arrangements and two development contracts in respect of the development and production and development of coalbed methane, crude oil and natural gas in the PRC.

- (i) On 28 March 2006, OEI (which the Group acquired on 15 November 2010) entered into the Sanjiao PSC with China United Coalbed Methane Corporation Ltd (“CUCMCL”) (the “PRC partner”) for the exploration, development, production and sale of the coalbed methane and other related or derivative products that may exist in a total exploration area of approximately 383 square kilometers subject to reduction in accordance with the Sanjiao PSC located in the Erdos Basin of Shanxi and Shaanxi Provinces in the PRC (the “Contract Area”).

Pursuant to the Sanjiao PSC, OEI is engaged as the foreign partner and operator to provide the necessary technology know how and assign its competent experts to explore, develop, produce and sell coalbed methane or coalbed methane products extracted from the Contract Area. OEI and the PRC partner have formed a joint management committee as required under the Sanjiao PSC and appointed representatives as members of the committee (the “Joint Management Committee”). The Joint Management Committee is responsible to oversee the operation in the Contract Area.

In April 2009, CUCMCL transferred all of its interest and associated obligations with respect to certain gas fields, including the areas covered by the Sanjiao PSC, to PetroChina. The transfer was approved by the State-owned Assets Supervision and Administration Commission of the State Council. PetroChina joined the Joint Management Committee of the Sanjiao PSC after replacing CUCMCL as the PRC partner.

Under the Sanjiao PSC, the development of the Contract Area is divided into the exploration phase and production phase. OEI is required to conduct core testing and run pilot production to ascertain the potential commercial value of the coalbed methane field in the planned exploration area.

### 35. 產品分成合同及開發合同

本集團目前在中國有兩項與煤層氣、原油及天然氣開發及生產有關之產品分成安排及兩項開發合同。

- (i) 於2006年3月28日，奧瑞安（本集團於2010年11月15日收購該公司）與中聯煤層氣有限責任公司（「中聯煤層氣」）（「中方夥伴」）訂立一份三交產品分成合同，有關按照位於中國山西省及陝西省之鄂爾多斯盆地之三交產品分成合同（「合同地區」）勘探、開發、生產及銷售可能在約383平方公里總勘探面積（有待削減）內存在之煤層氣及其他有關或衍生產品。

根據三交產品分成合同，奧瑞安作為外方夥伴及營運商，提供必要之技術知識及委派稱職之專家以從合同地區勘探、開發、生產及銷售所提取之煤層氣或煤層氣產品。奧瑞安與中方夥伴已根據三交產品分成合同要求成立聯合管理委員會（「聯管會」）及委任代表出任該委員會之成員。聯管會負責監督合同地區之營運。

於2009年4月，中聯煤層氣將其於若干油氣田（包括有關三交產品分成合同所覆蓋之面積）之權益及相關責任轉移予中石油。該項轉移已獲國務院國有資產監督管理委員會批准。取代中聯煤層氣成為中方夥伴後，中石油已加入三交產品分成合同之聯管會。

根據三交產品分成合同，合同地區之開發分為勘探期及生產期。奧瑞安須進行主要測試及試產以確定在規劃勘探區內之煤層氣田之潛在商業價值。

### 35. PRODUCTION SHARING CONTRACTS AND DEVELOPMENT CONTRACTS (Continued)

(i) (Continued)

The exploration phase has an initial term of four years and expired on 1 July 2010. The PRC partner has extended the exploration period to 30 June 2012 in order to develop a larger production scale. Based on the supplementary agreement of the Sanjiao PSC dated 28 October 2010, the exploration period was extended to 6 years to 30 June 2012. The exploration period has been further extended to 30 June 2014 by way of a further supplementary agreement of the Sanjiao PSC dated on 6 July 2012.

All costs incurred in the exploration phase shall be borne by OEI. The project will enter the production phase once OEI has obtained the approval of the ODP from NEA.

On commencement of the production phase, all the development and operating costs shall be borne as to 70% by OEI and 30% by the PRC partner, except if the PRC partner chooses not to participate in a particular site. If the PRC partner chooses not to participate in a particular site, all the development and operating cost will be fully borne by OEI. Also, the PRC partner's participation can be less than 30% for certain wells in respect of which the PRC partner will not need to bear the development costs or will bear at a specifically agreed percentage. As a result, the profit sharing ratio will be adjusted according to their actual participating interest in the coalbed methane field.

The Sanjiao PSC has a term of thirty years, with production period not more than twenty consecutive years beginning from the date of commencement of commercial production to the expiry date of the production period as specified in the ODP, unless production is suspended or abandoned in accordance with the Sanjiao PSC or under special circumstances, the production period can be extended with the approval of the relevant PRC authority.

### 35. 產品分成合同及開發合同(續)

(i) (續)

勘探期初步為期四年，於2010年7月1日屆滿。中方夥伴已將勘探期延期至2012年6月30日，以擴大生產規模。根據日期為2010年10月28日之三交產品分成合同補充協議，勘探期已延期為六年至2012年6月30日。根據日期為2012年7月6日之三交產品分成合同之進一步補充協議，勘探期已進一步延期至2014年6月30日。

勘探期產生之所有成本應由奧瑞安承擔。奧瑞安獲得國家能源局批准整體開發計劃後，項目將進入生產階段。

當生產期展開後，所有開採及經營成本將會由奧瑞安及中方夥伴各自按70%及30%之比例承擔，惟倘中方夥伴選擇不參與開採某一特定地點，則作別論。倘中方夥伴選擇不參與開採某一特定地點，則奧瑞安將會承擔所有與此有關之開採及經營成本。此外，中方夥伴在若干油氣井之參與亦可以少於30%，而中方夥伴就此毋須承擔上述既定之開採成本，又或將承擔一個特別協定之百分比。因此，溢利分成比率將會根據彼等各自於煤層氣田之實際參與權益而作出調整。

三交產品分成合同為期三十年，生產期由商業生產開始日期起至生產期到期日(根據整體開發計劃所指定)為止不可多於連續二十年，除非根據三交產品分成合同暫停生產或放棄生產或因特別情況生產期在有關中國政府機關批准下續期。

### 35. PRODUCTION SHARING CONTRACTS AND DEVELOPMENT CONTRACTS (Continued)

(i) (Continued)

The Sanjiao PSC is currently in the exploration stage. As explained in note 3(b), in May 2012, the ODP was submitted to the NEA by the PRC partner of the project, PetroChina. The Group received a reply from NEA, which gave consent on the preliminary work on the development of the Sanjiao PSC in August 2012. The Group anticipates to obtain full approval of ODP from NEA in the fourth quarter of 2013.

- (ii) In May 2010, the Group entered into an operation agreement with an independent PRC third party (the “PRC Party”) for the exploration, development and production of crude oil and natural gas that existed in an exploration area located in Shaanxi Province in the PRC (the “Jinzhuang Oil Field”) for the period from 1 May 2010 to 31 July 2011. The PRC Party is a party to a production sharing contract with a State-owned enterprise for the exploration, development and production of crude oil and natural gas in the Jinzhuang Oil Field (the “Jinzhuang PSC”) for a period up to 2025. Pursuant to the operation agreement, the Group was engaged as the operator to explore, develop and produce crude oil and natural gas from the oil field. The Group bore all development and operation costs and shared 95% of the income from sale of crude oil and the entire income from the sale of natural gas extracted from the Jinzhuang Oil Field. The operation of the Jinzhuang Oil Field was jointly controlled by the Group and the PRC Party. At the same time, Kenwin Group based in Hong Kong, acquired the rights and obligations of the Jinzhuang PSC from the PRC Party. The Group signed a memorandum of understanding (“MOU”) with the owner of Kenwin Group and paid an interest free and refundable deposit of HK\$60,000,000 to the owner such that the Group had the option to acquire the entire equity interest of Kenwin Group.

### 35. 產品分成合同及開發合同 (續)

(i) (續)

現時三交產品分成合同正處於勘探期。如附註3(b)所述，於2012年5月，本集團通過該項目之中方夥伴中石油向國家能源局提交了整體開發計劃。於2012年8月，本集團收到國家能源局覆函，當中表示同意三交產品分成合同之初步開發工作。本集團預計將於2013年第四季度取得國家能源局對整體開發計劃之全面批准。

- (ii) 於2010年5月，本集團與中國一名獨立第三方（「中方夥伴」）訂立營運協議以使本集團從2010年5月1日至2011年7月31日在位於中國陝西省之勘探區（「金庄油田」）進行原油及天然氣勘探、開發及生產。中方夥伴已與一家國營企業訂立金庄油田勘探、開發及生產原油及天然氣為期直至2025年之產品分成合同（「金庄產品分成合同」）。根據營運協議，本集團獲聘為營運商，以勘探、開發及生產金庄油田之原油及天然氣。本集團承擔所有開發及營運成本及分享95%來自金庄油田原油銷售之收入及全部該油田天然氣銷售收入。金庄油田之營運乃由本集團及中方夥伴共同控制。與此同時，總部位於香港之Kenwin集團向中方夥伴收購金庄產品分成合同之權利及責任。本集團與Kenwin集團擁有人簽訂一項諒解備忘錄（「諒解備忘錄」），支付一筆免息及可退回之按金60,000,000港元予該擁有人，因此，本集團可選擇是否收購Kenwin集團之全數權益。

### 35. PRODUCTION SHARING CONTRACTS AND DEVELOPMENT CONTRACTS (Continued)

(ii) (Continued)

In June 2011, the Group and the PRC party agreed to extend the operation period to 31 October 2011. In November 2011, the Group acquired the Jinzhuang Oil Field by acquiring 100% equity interest in Kenwin Group as detailed in Note 34. The refundable deposit was applied as part of consideration paid to the owner of Kewin Group. The advance payments of HK\$56,656,000 were either utilised for development or refunded to the Group and the amount of HK\$105,802,000 was transferred from other assets to property, plant and equipment as oil and gas properties.

The Group's interests in the Sanjiao PSC and the Jinzhuang PSC constitute jointly control operations and are accounted for in accordance with the accounting policy as set out in note 4(f).

(iii) During 2009, the Group acquired through a transfer agreement and an assignment agreement the rights and obligations to participate in two oil exploitation projects for the exploitation, development and production of a number of oil wells, each for a period up to 2023. The oil wells of these projected are separately located in Liuluoyu, Shannxi Province, the PRC (the "Liuluoyu Oil Field") and in Yanjiawan, Shannxi Province, the PRC (the "Yanjiawan Oil Field"). The Group also acquired, under the transfer agreement and assignment agreement, the business assets including oil and gas properties, the rights to use the on site plant, machinery and facilities for the exploration, evaluation and development, and assumed the liabilities associated these oil fields.

As advised by the Company's PRC legal advisers, the Group is entitled to the rights and obligations of the development contract and participate in the exploitation and production of crude oil in the Liuluoyu Oil Field and Yanjiawan Oil Field. Since the Group has, in practice and substance, the power to govern the financial and operational policies over the operation of the oil fields, the Group incorporated the results of the oil production and the related assets and liabilities of these oil fields into its financial statements.

### 35. 產品分成合同及開發合同(續)

(ii) (續)

2011年6月，本集團及中方夥伴同意將經營期限延期至2011年10月31日。2011年11月，本集團透過收購Kenwin集團100%股權而收購金庄油田(詳情載於附註34)。可退回按金被用作向Kenwin集團之擁有人支付之部分代價。預付款項56,656,000港元被用作本集團發展基金或已退回本集團，金額為105,802,000港元之款項已轉移至物業、廠房及設備中，作為油氣資產。

本集團於三交產品分成合同及金庄產品分成合同之權益構成共同控制之業務，並根據附註4(f)所載之會計政策入賬。

(iii) 2009年內，本集團透過讓渡協議及轉讓協議，收購參與兩項石油開採項目之權利及責任，以開採、開發及生產多個油井，均為期至2023年。該等項目之油井分別位於中國陝西省柳洛峪(「柳洛峪油田」)及中國陝西省閻家灣(「閻家灣油田」)。本集團亦根據讓渡協議及轉讓協議收購業務資產(包括油氣資產)及就勘探、評估及開發使用廠房、器械及設施之權利，並承擔與該等油田有關之負債。

根據本公司之中國法律顧問之意見，本集團擁有開發合同下之權利及責任，並可參與柳洛峪油田及閻家灣油田之原油開採及生產。由於本集團擁有實際權力監管該等油田營運之財務及營運政策，因此本集團已將該等油田之石油生產業績以及相關資產及負債合併列入其財務報表。



### 36. SIGNIFICANT NON-CASH TRANSACTIONS

- (a) During 2012, interest on borrowings of HK\$31,738,000 (2011: HK\$4,555,000) was capitalised as gas exploration and evaluation assets (note 8(a)).
- (b) During 2012, provision for environmental restoration and decommission costs was decreased by HK\$161,000 (2011: increase of HK\$1,132,000) and included in the gas exploration and evaluation assets (note 17).
- (c) During 2012, the Group settled the consideration for the acquisition of Superb Group by cash of HK\$24,800,000 and the balance of HK\$12,400,000 remained outstanding and included in "Other payables and accruals" (note 27) as at 31 December 2012.
- (d) During 2011 and as set out in note 34, the Group settled the consideration for the acquisition of Kenwin Group by (i) transfer of refundable deposit paid to the vendor of HK\$60,000,000 from other assets; (ii) assignment of a note receivable of HK\$122,000,000 to the vendor; and (iii) cash of HK\$48,864,000 of which HK\$39,862,000 was paid and the balance of HK\$9,002,000 remained outstanding and included in "Other payables and accruals" (note 27) as at 31 December 2011.
- (e) During 2011, the Group allotted and issued 312,000,000 ordinary shares as incentive shares for the acquisition of subsidiaries in 2010 as disclosed in the Company's announcement dated 15 November 2011.
- (f) During 2011, other assets amount of HK\$105,802,000 was transferred to property, plant and equipment as oil and gas properties.

### 36. 重大非現金交易

- (a) 2012年內，借貸利息31,738,000港元（2011年：4,555,000港元）已資本化為天然氣勘探及評估資產（附註8(a)）。
- (b) 2012年內，環境修復和停止使用費撥備減少161,000港元（2011年：增加1,132,000港元），並已計入天然氣勘探及評估資產內（附註17）。
- (c) 2012年內，本集團已透過現金24,800,000港元支付收購秀華集團之代價，而餘額12,400,000港元仍未支付並計入於2012年12月31日之「其他應付款項及預提費用」內（附註27）。
- (d) 2011年內，如附註34所述，本集團已透過(i)轉讓從其他資產向賣方支付之可退回按金60,000,000港元；(ii)向賣方轉讓應收票據122,000,000港元；及(iii)現金48,864,000港元（其中39,862,000港元已支付，餘額9,002,000港元仍未支付並計入於2011年12月31日之「其他應付款項及預提費用」內（附註27）），支付收購Kenwin集團之代價。
- (e) 2011年內，本集團配發及發行312,000,000股普通股，作為於2010年收購附屬公司之獎勵股份（如本公司日期為2011年11月15日之公佈所披露）。
- (f) 2011年內，105,802,000港元之其他資產被轉至物業、廠房及設備，作為油氣資產。

### 37. CAPITAL MANAGEMENT

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for owners and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between higher owners' returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

Consistent with industry practice, the capital structure of the Group consists of net debts, which include other payables and accruals, provisions and borrowings, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital and reserves.

The directors review the capital structure regularly. As part of this review, the directors consider the cost of capital and the risks associated with class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through payment of dividends, new share issue as well as the issue of new debts or repayment of existing debts.

### 37. 資本管理

本集團管理資本之首要目標乃保障本集團能夠繼續以持續經營基準經營，從而透過與風險水平相對應之產品及服務定價以及獲得合理成本之融資，繼續為擁有人創造回報及向其他利益相關者帶來利益。

本集團積極及定期對資本架構開展檢討及管理，從而使較高借貸水平情況下可能產生之較高擁有人回報與良好資本狀況帶來之好處及保障之間取得平衡，並因應經濟環境之變化對資本架構作出調整。

在遵從行業慣例之情況下，本集團之資本架構包括淨債務（其中包括扣除現金及現金等價物之其他應付款項及預提費用、撥備及借貸）及本公司擁有人應佔權益（包括已發行股本及儲備）。

董事定期對資本架構進行檢討。檢討之工作之一，為董事對資本成本及各類資本之相關風險進行審議。根據董事之建議，本集團將透過支付股息、新股發行、發行新增債務或償還現有債務，使整體資本架構保持平衡。

# Notes to the Financial Statements

## 財務報表附註

### 37. CAPITAL MANAGEMENT (Continued)

The net debts-to-equity ratios at 31 December 2012 and 2011 were as follows:

### 37. 資本管理(續)

於2012年及2011年12月31日之債務淨值對權益比率如下：

		<b>The Group</b>	
		<b>本集團</b>	
		<b>2012</b>	2011
		<b>HK\$' 000</b>	HK\$' 000
		<b>千港元</b>	千港元
Total debts:	債務總額：		
Other payables and accruals	其他應付款項及預提費用	<b>442,561</b>	546,149
Borrowings	借貸	<b>461,573</b>	307,980
Provisions	撥備	<b>971</b>	1,132
		<b>905,105</b>	855,261
Less: Cash and cash equivalents	減：現金及現金等價物	<b>(71,114)</b>	(344,451)
Pledged bank deposits	已抵押銀行存款	<b>(7,954)</b>	-
Net debts	債務淨值	<b>826,037</b>	510,810
Equity	權益	<b>3,023,174</b>	3,060,956
Net debts-to-equity ratio	債務淨值對權益比率	<b>27%</b>	17%

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

本公司及其任何附屬公司並不受外部實施之資本規定所規限。

### 38. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, the directors are required to make judgement, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results differ from these estimates.

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

#### (a) Critical judgements in applying the Group's accounting policies

##### (i) *Participation in oil and gas exploitation and production in the PRC*

By way of a transfer agreement and an assignment agreement, the Group acquired the rights and obligations of several development contracts. Each development contract enables the Group to participate in an oil and gas exploitation project to produce crude oil and natural gas in an oil field in the PRC. Significant judgement is required from the directors that the Group has the rights to participate in, and the power to govern the financial and operational policies of the exploitation and production of crude oil and natural gas in oil fields in the PRC so that the Group is entitled to consolidate the results from the operation of these oil exploitation projects into the results of the Group.

### 38. 重大會計判斷及估計不明朗因素之主要理據

於應用本集團之會計政策時，董事須就未能從其他來源取得之資產及負債之賬面值作出判斷、估計及假設。估計及相關假設乃根據過往經驗及其他被視為相關之因素而作出。實際結果可能有別於該等估計。

估計及相關假設會按持續基準檢討。會計估計之修訂於該估計修訂之期間確認（倘該修訂僅影響該期間），或於修訂期間及未來期間確認（倘該修訂影響現時及未來期間）。

#### (a) 本集團會計政策所應用之重大判斷

##### (i) 於中國參與石油和天然氣開採及生產

透過讓渡協議及轉讓協議，本集團收購若干開發合同之權利及責任。每份開發合同使本集團可參與石油和天然氣開採項目，於中國之油田生產原油及天然氣。董事須作出重大判斷，認為本集團有權參與，並有權利監管中國油田原油及天然氣開採及生產之財務及營運政策，以使本集團有權將經營該等石油開採項目之業績列入本集團之業績內。

### 38. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

#### (a) Critical judgements in applying the Group's accounting policies (Continued)

##### (ii) Acquisition of subsidiary

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interest in the acquiree. When an entity acquires an asset or a group of assets, careful analysis is required to identify whether what is acquired constitutes a business or represents only an asset or a group of assets that does not constitute a business. The determination of whether a particular set of integrated activities and assets is a business may require significant judgement.

##### (iii) Units of production for depreciation and amortisation

Oil and gas properties are depreciated and intangible assets are amortised using the units of production method over total proved developed and undeveloped oil reserves. This results in depreciation and amortisation charge proportional to the depletion of the anticipated remaining production from the field. Each item's life, which is assessed annually, having regard to both its physical life limitations and to present assessments of economically recoverable reserves of the field at which the asset is located. These calculations require the use of estimates and assumptions, including the amount of recoverable reserves. The calculation of the units of production rate of depreciation and amortisation could be affected by actual future production which may differ from current forecast production based on total proved reserves. Changes to proved reserves could arise due to changes in the factors or assumptions used in estimating reserves, including price assumptions. If there is any changes in the assumptions used, the calculation will be changed prospectively.

### 38. 重大會計判斷及估計不明朗因素之主要理據 (續)

#### (a) 本集團會計政策所應用之重大判斷 (續)

##### (ii) 收購附屬公司

業務合併使用收購法入賬。收購成本乃按所轉讓代價(按於收購當日之公平值計量)與被收購方之任何非控股權益之總額計量。實體收購一項資產或一組資產時,需審慎分析,以識別所收購資產是否構成一個企業或僅代表一項資產或一組資產而不構成一個企業。釐定某組整合活動及資產是否為一個企業可能需要作出重大判斷。

##### (iii) 生產單位之折舊及攤銷

油氣資產及無形資產乃使用生產單位法就經探明已開發及未開發石油儲量分別進行折舊及攤銷。這導致按油田之預計剩餘生產量消耗比例計之折舊及攤銷費用。各項目之壽命每年經考慮其實際壽命限制及資產所處之油田經濟上可採儲備之現時估計後評估。該等計算需要採用估計及假設,包括可採儲備量。生產單位之折舊率及攤銷率之計算可能受或不同於基於總探明儲量之當前估計生產量之實際未來生產量影響。探明儲量可能因估計儲量時採用之因素或假設(包括價格假設)變動而變動。若採用之假設發生任何變動,計算或將變動。

### 38. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

#### (a) Critical judgements in applying the Group's accounting policies (Continued)

##### (iv) Capitalisation of exploration and evaluation assets

The application of the Group's accounting policy for exploration and evaluation expenditure requires judgement in determining whether it is likely that future economic benefits are likely either from future exploitation or sale or where activities have not reached a stage which permits a reasonable assessment of the existence of reserves. The determination of reserves and resources is itself an estimation process that requires varying degrees of uncertainty depending on sub-classification and these estimates directly impact the point of deferral of exploration and evaluation expenditure. The deferral policy requires management to make certain estimates and assumptions as to future events and circumstances, in particular whether an economically viable extraction operation can be established. Any such estimates and assumptions may change as new information becomes available. If, after expenditure is capitalised, information becomes available suggesting that the recovery of the expenditure is unlikely, the relevant capitalised amount is written off in profit or loss in the period when the new information becomes available.

##### (v) Going concern assumption

Management makes an assessment of the Group's ability to continue as a going concern when preparing the financial statements. The Group is dependent upon the approval of the ODP by the NEA and the successful implementation and outcome of the measures as set forth in note 3(b) in order to meet the Group's future working capital and financing requirements. In assessing whether or not the going concern assumption is appropriate, management takes into account all available information about the future, which is at least but is not limited to, twelve months from the approval date of the financial statements. If the Group were unable to continue as a going concern, adjustments relating to the recoverability and classification of recorded assets and liabilities may need to be incorporated in the financial statements.

### 38. 重大會計判斷及估計不明朗因素之主要理據(續)

#### (a) 本集團會計政策所應用之重大判斷(續)

##### (iv) 勘探及評估資產資本化

在釐定未來經濟利益是否可能來自日後開採或銷售，或倘活動未達可合理評估儲量存在性階段時，就勘探及評估支出應用本集團之會計政策需要作出判斷。釐定儲量及資源本身是一個估計過程，需要不同程度之不明朗因素(取決於子分類)，及該等估計直接影響勘探及評估支出遞延點。遞延政策需要管理層就未來事件及情況作出若干估計及假設，尤其是能否建立經濟上可行之萃取操作。任何該等估計及假設可能因獲得新資料而變動。若在資本化支出後，獲得表明支出不可能收回之資料，則有關資本化金額在獲得新資料時於期內損益賬註銷。

##### (v) 持續經營假設

管理層在編製財務報表時，就本集團持續經營之能力作出評估。本集團倚賴於國家能源局批覆整體開發計劃以及附註3(b)所載措施之成功實施及結果，以便滿足本集團之日後營運資金及融資要求。評估持續經營假設是否恰當時，管理層考慮所有有關日後(至少但不限於財務報表審批日期起計十二個月)之可用資料。倘本集團無法持續經營，可能需在財務報表內納入有關所記錄資產及負債之可收回性及分類之調整。

### 38. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

#### (b) Key sources of estimation uncertainty

In the process of applying the Group's accounting policies which are described in note 4, management has made certain key assumptions concerning the future and other key sources of estimated uncertainty at the end of reporting period, that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, as discussed below.

##### (i) Impairment test of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating unit to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

##### (ii) Impairment of property, plant and equipment

The recoverable amount of an asset is the greater of its net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset, which requires significant judgement relating to level of revenue and amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of the recoverable amount, including estimates based on reasonable and supportable assumptions and projections of revenue and operating costs. Changes in these estimates could have a significant impact on the carrying value of the assets and could result in additional impairment charge or reversal of impairment in future periods.

### 38. 重大會計判斷及估計不明朗因素之主要理據(續)

#### (b) 估計不明朗因素之主要理據

於應用本集團會計政策(載於附註4)之過程中,管理層曾就報告期間結束時估計不確定因素之未來及其他主要來源作出若干重要假設,有關假設可能帶有導致於下個財政年度對資產及負債之賬面值作出重大調整之重大風險,如下文討論。

##### (i) 商譽減值測試

本集團最少每年一次釐定商譽會否減值,因此需估計獲分配商譽之現金產生單位之使用價值。本集團估計使用價值,需要預測現金產生單位之預期未來現金流量,亦需要選出合適之折現率,以計算現金流量之現值。

##### (ii) 物業、廠房及設備減值

資產之可收回金額為其淨售價及使用價值之較高者。在評估使用價值時,按除稅前折現率將估計之日後現金流量折現至現值,而有關折現率須反映現時市場所評估之金額之時間值及與資產相關之特定風險,當中須對收入水準及經營成本金額作出重大判斷。本集團利用所有現有資料對可收回金額作合理估算,包括基於合理及可支持之假設以及收入及經營費用之推算作估算。估計金額之變動可能對資產之賬面值造成重大影響,並可能導致在未來期間計提額外減值開支或作出減值撥回。

### 38. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

#### (b) Key sources of estimation uncertainty (Continued)

##### (iii) Impairment of receivables

The Group performs impairment review for doubtful debts based upon evaluation of the recoverability of the trade receivables and other receivables, where applicable, at each the end of reporting period. The estimates are based on the ageing of the trade receivable and other receivables balances and the historical write-off experience, net of recoveries. If the financial condition of the debtors were to deteriorate, additional impairment allowance may be required.

##### (iv) Income taxes and deferred taxation

The Group is subject to income taxes in a number of jurisdictions. Significant judgement is required in determining the provision for income taxes. Transactions and calculations may exist for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax 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 income tax and deferred tax provisions in the period in which such determination is made.

Deferred tax assets relating to certain temporary differences and tax losses are recognised to the extent that management considers it is probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. Where the expectation is different from the original estimate, such differences will impact the recognition of deferred tax assets and tax in the periods in which such estimate is changed.

### 38. 重大會計判斷及估計不明朗因素之主要理據(續)

#### (b) 估計不明朗因素之主要理據(續)

##### (iii) 應收款項減值

於每個報告期間結束時，本集團根據對應收賬款及其他應收賬款(倘適用)可收回性之評估就呆賬進行減值檢討。該等估計乃根據應收賬款及其他應收賬款結餘之賬齡及過往註銷經驗作出，並扣除收回之款項。倘債務人之財務狀況轉差，則可能需要作出額外減值撥備。

##### (iv) 所得稅及遞延稅項

本集團須繳納若干司法權區之所得稅。釐定所得稅撥備時需要作出重大判斷。許多交易及計算方法在日常業務過程中難以確定最終稅項。本集團按照會否出現額外應繳稅項之估計確認預期稅務事宜所產生之負債。倘該等事宜之最終稅務結果與起初記賬之金額不同，則該等差額將會影響作出有關決定期間之所得稅及遞延稅項撥備。

由於管理層認為日後應課稅溢利可能用於抵銷暫時差額或稅項虧損，故確認與若干暫時差額及稅項虧損有關之遞延稅項資產。倘預期有別於原本估計，則有關差異將於有關估計變動之期間影響遞延稅項資產及稅項之確認。



### 38. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

#### (b) Key sources of estimation uncertainty (Continued)

##### (v) Contingencies

Periodically, the Group assesses potential liabilities related to any lawsuits or claims brought against the Group or any asserted claims. Although it is typically very difficult to determine the timing and ultimate outcome of such actions, the Group uses its best judgement to determine if it is probable that it will incur an expense related to the settlement or final adjudication of such matters and whether a reasonable estimation of such probable loss, if any, can be made. In accordance with HKAS 37, Provisions, Contingent Liabilities and Contingent Assets, the Group accrues a liability when it believes a loss is probable and the amount of loss can be reasonably estimated. Due to the inherent uncertainties related to the eventual outcome of litigation, although the Group believes that the estimates and judgement are reasonable, it is possible that certain matters may be resolved for amounts materially different from any estimated provisions or previous disclosures.

##### (vi) Oil and gas reserves

Engineering estimates of the Group's oil and gas reserves are inherently imprecise and represent only approximate amounts because of the subjective judgement involved in developing such information. There are authoritative guidelines regarding the engineering criteria that have to be met before estimated oil reserves can be designated as 'proven' and 'probable'. Proven and probable oil and gas reserve estimates are updated on regular intervals taking into account recent production and technical information about each oil and gas field. In addition, as prices and cost levels change from year to year, the estimate of proven and probable oil and gas reserves also changes. This change is considered a change in estimate for accounting purposes and is reflected on a prospective basis in the related depreciation rate and amortisation rate of oil and gas properties and intangible assets respectively.

### 38. 重大會計判斷及估計不明朗因素之主要理據 (續)

#### (b) 估計不明朗因素之主要理據 (續)

##### (v) 或有事項

本集團定期評估任何有關向本集團提出之訴訟或申索或任何聲稱申索之潛在負債。儘管一般而言難以確定該等事宜之時間及最終結果，本集團將作出最佳判斷確定會否因和解或最終判決該等事宜而產生開支，以及能否就該等可能虧損（如有）作出合理估計。根據香港會計準則第37號撥備、或有負債及或有資產，本集團於其相信有可能出現虧損並可合理地估計虧損金額時產生負債。由於訴訟最終結果內在之不穩定因素，儘管本集團相信估計及判斷屬合理，仍可能導致若干事宜獲解決金額與估計撥備或先前披露者出現重大差異。

##### (vi) 油氣儲量

鑒於編製有關資料涉及主觀判斷，本集團油氣儲量之工程估計存有內在不精確性，並僅屬相若數額。在估計石油儲量可確定為「探明儲量」及「概略儲量」之前，需要遵從若干有關工程標準之權威性指引。探明及概略油氣儲量之估計須定期更新，並計入各個油氣田最近之生產及技術資料。此外，由於價格及成本水平按年變更，因此，探明及概略油氣儲量之估計也會出現變動。就會計目的而言，該變動視為估計變更處理，並按預期基準分別反映於有關油氣資產之折舊率及無形資產之攤銷率中。

### 38. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

#### (b) Key sources of estimation uncertainty (Continued)

##### (vi) Oil and gas reserves (Continued)

Despite the inherent imprecision, engineering estimates are used in determining depreciation and amortisation charges and impairment losses. The oil and gas properties and operation rights are amortised using the units of production method based on the proven and probable oil and gas reserves.

##### (vii) Estimation of impairment on exploration and evaluation assets

The Group tests the exploration and evaluation assets for impairment according to accounting policies stated in notes 4(i) and 4(r). The assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets exceeds its recoverable amount. The recoverable amount of an asset or a cash generating unit is determined based on value-in-use calculations which require the use of assumptions and estimates. While conducting an impairment review of the assets, the Group makes certain judgement in making assumptions about the future gas prices and production costs, changes in these estimates may result in significant variance to the statement of comprehensive income.

### 38. 重大會計判斷及估計不明朗因素之主要理據 (續)

#### (b) 估計不明朗因素之主要理據 (續)

##### (vi) 油氣儲量 (續)

儘管工程估計存有內在之不精確性，但該等估計可用作釐定折舊及攤銷費用及減值虧損。油氣資產及營運權成本按探明及概略油氣儲量以生產單位法攤銷。

##### (vii) 估計勘探及評估資產之減值

本集團根據附註4(i)及4(r)所載之會計政策為勘探及評估資產進行減值測試。有關資產在事件或情況改變，顯示有關資產之賬面值超逾其可收回款額時進行減值檢討。一項資產或一個現金產生單位之可收回金額乃根據其使用價值之基準（就此而言，需要採用假設及估計）而釐定。在進行資產之減值檢討時，本集團須就未來之燃氣價格及生產成本假設作出若干判斷，倘此等估計改變，或會導致全面收益表出現重大變動。

**38. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)**

**(b) Key sources of estimation uncertainty (Continued)**

*(viii) Estimation of assets retirement obligations*

Provision is recognised for the future decommissioning and restoration of oil and gas properties. The amount of provision recognised is the present value of the estimate future expenditure. The estimation of the future expenditure is based on current local conditions and requirements, including legal requirements, technology, price level, etc. In addition to these factors, the present value of these estimated future expenditure is also impacted by the estimation of the economic lives of oil properties. Changes in any of these estimates will impact the operating results and the financial position of the Group over the remaining economic lives of the oil and gas properties.

*(ix) Recognition of share-based expenses*

The Company has granted share options to directors and employees. Management has used valuation model to determine the total fair value of the options granted, which is to be expensed over the vesting period. Significant judgement, such as risk free rate, dividend yield and expected volatility and expectations of early exercise, is required to be made by management as the parameters for applying the valuation model. Accordingly, any changes to the variables adopted may materially affect the estimation of the fair value of share options.

**38. 重大會計判斷及估計不明朗因素之主要理據 (續)**

**(b) 估計不明朗因素之主要理據 (續)**

*(viii) 對資產棄置報廢之估計*

本集團就油氣資產未來之棄置及重置確認撥備，其金額乃確認為估計未來開支之現值。未來開支之估計乃基於當地現有狀況及有關規定作出，包括法律規定、技術及價格水平等。除該等因素外，對石油資產經濟年期之估計亦會影響估計未來開支之現值。任何該等估計之變動將影響本集團於油氣資產之剩餘經濟年期內之經營業績及財務狀況。

*(ix) 確認以股份支付之開支*

本公司已向其董事及僱員授出購股權。管理層乃採用估值模式，釐定已授出購股權之總公平值，並將於歸屬期間支銷。管理層須作出重大判斷，作為採用該估值模式之參數，如無風險利率、股息率、預期波動及預期提早行使。因此，所採納之可變因素發生任何變動將可能對購股權公平值之估計造成重大影響。

# Notes to the Financial Statements

## 財務報表附註

### 39. FINANCIAL RISK MANAGEMENT

Exposure to credit, liquidity, interest rate, currency risks and commodity price risk arises in the normal course of the Group's business. These risks are limited by the Group's financial management policies and practices described below.

#### (a) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises primarily from the Group's trade and other receivables and cash at banks.

##### (i) Trade and other receivables

The Group's credit risk is primarily attributable to trade and other receivables. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis. As at 31 December 2012 and 2011, the Group had a significant concentration of credit risk as 100% (2011: 100%) of total trade receivables was from one customer.

##### (ii) Cash with banks

The Group limits its exposure to credit risk by placing cash and deposits with financial institutions that meet the established credit rating or other criteria. Given these high credit ratings, management does not expect any counterparty to fail to meet its obligations.

### 39. 財務風險管理

信貸、流動資金、利率、外幣及商品價格風險會於本集團之日常業務過程中產生。該等風險乃透過本集團之財務管理政策及常規(見下文)得以限制。

#### (a) 信貸風險

信貸風險指倘客戶或財務工具交易方不能履行合約責任而導致本集團財務虧損之風險，有關風險主要來自本集團之應收賬款及其他應收賬款及銀行現金。

##### (i) 應收賬款及其他應收賬款

本集團之信貸風險主要來自應收賬款及其他應收賬款。管理層有既定之信貸政策，並會持續監控所承受之該等信貸風險。於2012年及2011年12月31日，由於100% (2011年：100%)之應收賬款總額來自一名客戶，因此本集團面對重大信貸集中風險。

##### (ii) 銀行現金

本集團存放現金及存款於財務機構以減低信貸風險，該等財務機構均達到受認可信貸評級或其他標準。鑒於該等財務機構獲得信貸評級較高，管理層預期並無任何交易方不能履行其責任。

### 39. FINANCIAL RISK MANAGEMENT (Continued)

#### (b) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, without incurring unacceptable losses or risking damage to the Group's reputation.

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the Company's board when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and readily realisable marketable securities and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

### 39. 財務風險管理(續)

#### (b) 流動資金風險

流動資金風險乃本集團未能於財務責任到期時履行有關責任之風險。本集團管理流動資金之方法是盡量確保具備足夠流動資金應付到期負債，令本集團無須承擔不能接受之虧損或聲譽受損風險。

本集團旗下個別經營實體自行負責現金管理，包括現金盈餘之短期投資及借貸以彌補預期現金需求，惟倘借貸金額超過預先釐定之授權限額時須經本公司董事會批准。本集團之政策為定期監察其流動資金需求及其有否遵守借貸契約，以確保其維持足夠之現金儲備及隨時可變現之有價證券，以及在主要財務機構之信貸額度足夠應付其短期及長期流動資金需要。

# Notes to the Financial Statements

## 財務報表附註

### 39. FINANCIAL RISK MANAGEMENT (Continued)

#### (b) Liquidity risk (Continued)

The contractual maturities of financial liabilities are shown as below:

### 39. 財務風險管理(續)

#### (b) 流動資金風險(續)

財務負債之合約到期情況如下：

		Carrying amount	Total contractual undiscounted cash flow	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but Less than 5 years
		賬面值	合約未折現現金流量總額	1年內或按要求	1年以上但2年以下	2年以上但5年以下
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>2012</b>						
Non-derivatives:	非衍生：					
Other payables and accruals	其他應付款項及預提費用	442,561	443,501	443,501	-	-
Borrowings	借貸	461,573	558,885	132,269	161,161	265,455
Total	總計	<u>904,134</u>	<u>1,002,386</u>	<u>575,770</u>	<u>161,161</u>	<u>265,455</u>
<b>2011</b>						
Non-derivatives:	非衍生：					
Other payables and accruals	其他應付款項及預提費用	546,149	546,149	546,149	-	-
Borrowings	借貸	307,980	396,470	52,898	118,772	224,800
Total	總計	<u>854,129</u>	<u>942,619</u>	<u>599,047</u>	<u>118,772</u>	<u>224,800</u>

### 39. FINANCIAL RISK MANAGEMENT (Continued)

#### (c) Interest rate risk

The Group's interest rate risk arises primarily from borrowings. Borrowings issued at variable rates expose the Group to cash flow interest rate risk. The interest rates and terms of repayment of the Group's borrowings are disclosed in note 29 to the financial statements.

At 31 December 2012, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would increase/decrease the Group's loss for the year by approximately HK\$4,616,000 (2011: HK\$3,079,000) before the consideration of capitalisation of interest. The sensitivity analysis has been determined assuming that the change in interest rates had occurred at the end of reporting period and had been applied to the exposure to interest rate risk for the borrowings in existence at that date. The 100 basis point increase or decrease represents management's assessment of a reasonably possible change in interest rates over the period until the next annual reporting date.

#### (d) Currency risk

The Group is exposed to currency risk primarily through recognised assets and liabilities that are denominated in a currency other than the functional currency of the operations to which they relate. At 31 December 2012 and 2011, no related hedges were made by the Group.

### 39. 財務風險管理(續)

#### (c) 利率風險

本集團之利率風險主要來自借貸。本集團因按可變動利率發放借貸而承受現金流量利率風險。本集團借貸之利率及償還期於財務報表附註29內披露。

於2012年12月31日，估計在所有其他變數維持不變之情況下，利率總體增加／降低100個基點將令本集團本年度虧損增加／減少約4,616,000港元(2011年：3,079,000港元)(不計及資本化利息)。敏感度分析乃假設利率變動於報告期間結束時已發生，且已計入於該日存在之借貸利率風險後釐定。增加或減少100個基點為管理層對下一年度報告日期之前期間利率之可能合理變動之估計。

#### (d) 貨幣風險

本集團承受之貨幣風險主要源自以有關業務之功能貨幣以外之貨幣計值之已確認資產及負債。於2012年及2011年12月31日，本集團並無作出相關對沖。

# Notes to the Financial Statements

## 財務報表附註

### 39. FINANCIAL RISK MANAGEMENT (Continued)

#### (d) Currency risk (Continued)

##### (i) Exposure to currency risk

The following table details the Group's exposure at the end of reporting period date to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. The sensitivity analysis includes balances between group companies where the denomination of the balances is in a currency other than the functional currencies of the lender or the borrower.

#### The Group

### 39. 財務風險管理(續)

#### (d) 貨幣風險(續)

##### (i) 所承受之貨幣風險

下表載列本集團於報告期間結束日期因確認以有關實體之功能貨幣以外之貨幣計值之資產或負債而承受之貨幣風險詳情。敏感度分析包括集團內公司間之結餘，而該等結餘乃以貸方或借方之功能貨幣以外之貨幣計值。

#### 本集團

		2012			2011		
		Australian dollars	USD	RMB	Australian dollars	USD	RMB
		澳元	美元	人民幣	澳元	美元	人民幣
		'000	'000	'000	'000	'000	'000
		千元	千元	千元	千元	千元	千元
Trade and other receivables	應收賬款及其他應收賬款	-	114	8	-	-	-
Notes receivable *	應收票據*	1,949	-	-	1,949	-	-
Deposits paid	已付按金	-	-	14	-	8	2,015
Cash and cash equivalents	現金及現金等價物	1	28	12	1	413	32
Amounts due from group companies	應收集團公司款項	-	5,645	287,810	-	9,071	175,601
Trade and other payables	應付賬款及其他應付款項	-	(1,021)	(10,042)	-	(10,652)	(42)
Amounts due to group companies	應付集團公司款項	-	(5,645)	-	-	(10,091)	(3,300)
Amounts due to directors	應付董事款項	-	-	(15,000)	-	-	-
Overall net exposure	整體風險淨值	1,950	(879)	262,802	1,950	(11,251)	174,306

\* Included in interest in a jointly controlled entity

\* 納入於共同控權合資公司之權益



### 39. FINANCIAL RISK MANAGEMENT (Continued)

#### (d) Currency risk (Continued)

##### (ii) Sensitivity analysis

The following table indicates the approximate change in the Group's loss after income tax expenses and accumulated losses and other components of consolidated equity in response to reasonably possible changes in the foreign exchange rates to which the Group has significant exposure at the end of reporting period. The sensitivity analysis includes balances between Group companies where the denomination of the balances is in a currency other than the functional currencies of the lender or the borrower. A positive number below indicates a decrease in loss and accumulated losses where the HKD weakens against the relevant currency. For a strengthening of the HKD against the relevant currency, there would be an equal and opposite impact on loss and accumulated losses, and the balances below would be negative.

#### The Group

		2012		2011	
		Decrease in loss after taxation and accumulated losses in HKD		Decrease in loss after taxation and accumulated losses in HKD	
		Weakening in HKD		Weakening in HKD	
		除稅後 虧損 及累計虧 損減少		除稅後 虧損 及累計虧 損減少	
		港元貶值		港元貶值	
		%		%	
		HK\$'000		HK\$'000	
		千港元		千港元	
RMB	人民幣	1%	3,269	4%	8,589
Australian dollars	澳元	3%	468	12%	1,853

### 39. 財務風險管理 (續)

#### (d) 貨幣風險 (續)

##### (ii) 敏感度分析

下表顯示於報告期間結束時對本集團構成重大風險之外匯匯率之可能合理變動造成本集團除所得稅支出後虧損及累計虧損以及綜合權益其他組成部分之概約變動。敏感度分析包括集團內公司間之結餘，而該等結餘乃以貸方或借方之功能貨幣以外之貨幣計值。倘港元兌相關貨幣疲弱，以下正數表示虧損及累計虧損之減少。當港元兌有關貨幣強勁，則可能對虧損及累計虧損造成金額等同但相反之影響，故以下結餘可能會為負數。

#### 本集團

### 39. FINANCIAL RISK MANAGEMENT (Continued)

#### (d) Currency risk (Continued)

##### (ii) Sensitivity analysis (Continued)

The sensitivity analysis has been determined assuming that the change in foreign exchange rates had occurred at the end of reporting period and had been applied to each of the Group entities' exposure to currency risk for the financial instruments in existence at that date, and that all other variables, in particular interest rates, remain constant.

The stated changes represent management's assessment of reasonably possible changes in foreign exchange rates over the period until the end of the next reporting period. In this respect, it is assumed that the pegged rate between the HKD and the USD would be materially unaffected by any changes in movement in value of the USD against other currencies. Results of the analysis as presented in the above table represent an aggregation of the effects on each of the Group entities' profit or loss after income tax expenses and equity measured in the respective functional currencies, translated into HKD at the exchange rate ruling at the end of reporting period for presentation purposes. The analysis is performed on the same basis for 2011.

#### (e) Commodity price risk

The Group engages in petroleum-related activities. The oil market is affected by global and regional demands and supplies. Prices of onshore crude oil are determined with reference to the prices of crude oil on the international markets. A decline in the prices of crude oil and refined products could adversely affect the Group's financial position. The Group historically has not used derivative financial instruments to hedge against potential price fluctuations of crude oil.

#### (f) Fair values

The fair values of all financial assets and liabilities are not materially different from their carrying amounts.

### 39. 財務風險管理(續)

#### (d) 貨幣風險(續)

##### (ii) 敏感度分析(續)

敏感度分析乃假設外匯匯率之變動於報告期間結束時已發生及已對本集團旗下各實體應用該日存續之財務工具所涉及之貨幣風險，而所有其他變數(尤其是利率)保持不變釐定。

所述之變動指管理層對直至下一個報告期間結束止期間之外匯匯率之可能合理變動之評估。就此而言，假定港元及美元之聯繫匯率不會受到美元兌其他貨幣之任何價值變動之重大影響。上表列示之分析結果指對本集團旗下各實體按各功能貨幣計算並按報告期間結束時之現行匯率換算為港元以供呈列之用之除所得稅支出後損益及權益之影響總額。該分析乃按與2011年相同之基準進行。

#### (e) 商品價格風險

本集團從事與石油相關之業務。石油市場受全球及地區供求關係之影響。陸上原油價格乃參照國際市場之原油價格確定。原油及精煉產品價格下降可能對本集團財務狀況造成不利影響。本集團過往並未採用衍生財務工具對沖原油潛在價格波動。

#### (f) 公平值

所有財務資產及負債之公平值與其賬面值之間並無重大差異。

**40. PERFORMANCE BONDS – THE GROUP**

Pursuant to the terms of the supplementary agreement in respect of the Sanjiao PSC, the Group has procured a bank to provide performance bonds in favour of PetroChina for guarantee of OEI's performance of its obligations in the extended phase of the exploration period of the Sanjiao PSC. As at 31 December 2012, the aggregate amount of outstanding performance bonds totalled approximately HK\$7,754,000. The aforesaid performance bond facilities were secured by the pledge of the Group's bank deposits (note 25).

In the opinion of the directors, the financial impact arising from providing the above performance bonds is immaterial and accordingly, they are not accounted for in these financial statements.

**41. COMMITMENTS****(a) Operating lease commitments  
Group**

As at 31 December 2012 and 2011, the total future minimum lease payments under non-cancellable operating leases were payable as follows:

Within 1 year	1年內
After 1 year but within 5 years	1年後但5年內

The Group is the lessee of a number of properties held under operating leases. The leases typically run for an initial period of one to five years without an extension option. None of the leases includes contingent rentals.

**Company**

The Company did not have any significant operating lease commitments as at 31 December 2012 and 2011.

**40. 履約保證金—本集團**

根據有關三交產品分成合同補充協議之條款，本集團已促使一家銀行就擔保奧瑞安在三交產品分成合同勘探期延長階段履行其責任以中石油為受益人提供履約保證金。於2012年12月31日，未支付的履約保證金總額約為7,754,000港元。上述履約保證金融資乃以本集團已抵押銀行存款作擔保(附註25)。

董事認為，提供上述履約保證金產生之財務影響並不重大，因此，並無將其計入此等財務報表。

**41. 承擔****(a) 經營租賃承擔  
本集團**

於2012年及2011年12月31日，應付不可撤銷經營租賃之未來最低租賃款項總額如下：

		<b>The Group 本集團</b>	
		<b>2012</b>	2011
		<b>HK\$' 000</b>	HK\$' 000
		<b>千港元</b>	千港元
Within 1 year	1年內	<b>5,731</b>	2,091
After 1 year but within 5 years	1年後但5年內	<b>1,861</b>	2,245
		<b>7,592</b>	4,336

本集團為根據經營租賃持有多項物業之承租人。一般而言，該等租賃之初步期間介乎1至5年，並無續期選擇權。所有租賃概無包括或有租金。

**本公司**

於2012年及2011年12月31日，本公司概無任何重大經營租賃承擔。

# Notes to the Financial Statements

## 財務報表附註

### 41. COMMITMENTS (Continued)

#### (b) Capital commitments

##### Group

##### (i) Authorised but no contracted for

As at 31 December 2012 and 2011, the Group was committed to develop in total 9 (2011: 9) new oil wells under the development contracts of the Liuluoyu Oil Field and Yanjiawan Oil Field. The estimated total capital expenditure for developing these new oil wells is HK\$10.3 million (2011: HK\$10.2 million).

##### (ii) Contracted but not provided for

### 41. 承擔(續)

#### (b) 資本承擔

##### 本集團

##### (i) 已授權但未訂約

於2012年及2011年12月31日，本集團致力根據柳洛峪油田及閩家灣油田開發合同開發合共9個(2011年：9個)新油井。估計開發該等新油井之資本支出總額為10,300,000港元(2011年：10,200,000港元)。

##### (ii) 已訂約但未撥備

#### The Group 本集團

	2012 HK\$' 000 千港元	2011 HK\$' 000 千港元
Commitments in respect of the Sanjiao PSC	12,224	82,231

#### Company

The Company did not have any significant operating lease commitments as at 31 December 2012 and 2011.

#### 本公司

於2012年及2011年12月31日，本公司概無任何重大經營租賃承擔。

### 42. CONTINGENT LIABILITIES

#### Environmental liabilities

The Group carries out oil exploitation operations in the PRC. The PRC has adopted environmental laws and regulations that affect the operations of the oil industry. The outcome of environmental liabilities under proposed or future environmental legislation cannot reasonably be estimated at present, and could be material. Under the existing legislations, however, management believes that there are no probable liabilities that will have a material adverse effect on the financial position of the Group.

The Group also engages in the exploration, development and production of coalbed methane resources. The consequence of coalbed mining includes dismantlement and demolition of infrastructure in the mining sites. The Group may have obligations to make payments for restoration and rehabilitation of the land after the sites have been extracted. As at 31 December 2012, a provision of HK\$971,000 (2011: HK\$1,132,000) was made in the consolidated statement of financial position (note 28).

### 42. 或有負債

#### 有關環保之負債

本集團於中國經營石油開採業務。中國已實行環保法律及法規，該等法律及法規影響到石油工業之經營。建議中或未來之環保立法所引致之有關環保之負債後果目前尚無法合理地估計，負債可能重大。然而，根據現有立法，管理層認為，並不存在任何可能對本集團財務狀況產生重大負面影響之負債。

本集團亦經營煤層氣資源之勘探、開發和生產，而進行煤層開採之後果包括拆遷及拆除礦場之基本設施。本集團或須負責在礦場完成開採後，支付礦區土地復原及復墾之費用。於2012年12月31日，綜合財務狀況表內作出了971,000港元(2011年：1,132,000港元)之撥備(附註28)。

### 43. MATERIAL RELATED PARTY TRANSACTIONS

Other than disclosed elsewhere in the financial statements, no related party transactions have been entered into during the year which might reasonably affect any decisions made by the users of these consolidated financial statements.

#### Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 10, all the highest paid employees as disclosed in note 11, and other seven (2011: three) senior management personnel are as follows:

Short-term employee benefits	短期僱員福利
Post-employment benefits	離職後福利
Equity settled share-based payments	股本結算以股份支付之款項

Total remuneration is included in "staff costs" (see note 8(b)).

### 43. 重大關連人士交易

除財務報表內另行披露者外，年內概無訂立可能對該等綜合財務報表使用者任何已作出之決定產生合理影響之關連人士交易。

#### 主要管理人員酬金

本集團主要管理人員酬金(包括附註10所披露之已向本公司董事支付之款項、附註11所披露之已向全體最高薪僱員支付之款項及向七名(2011年：三名)其他高級管理人員支付之款項)如下：

	2012 HK\$'000 千港元	2011 HK\$'000 千港元
	<b>16,189</b>	10,417
	-	68
	-	18,928
	<b>16,189</b>	29,413

酬金總額乃計入「員工成本」中(見附註8(b))。

# Notes to the Financial Statements

## 財務報表附註

### 44. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

The carrying amounts of the Group's financial assets and financial liabilities recognised as at 31 December 2012 and 2011 may be categorised as follows:

		2012 HK\$'000 千港元	2011 HK\$'000 千港元
<b>Financial assets</b>	<b>財務資產</b>		
Loans and receivables (including cash and bank balances)	貸款及應收款項(包括現金及銀行結餘)	<b>126,553</b>	370,779
<b>Financial liabilities</b>	<b>財務負債</b>		
Financial liabilities measured at amortised cost	按攤銷成本計量之財務負債	<b>904,134</b>	853,871

### 44. 財務資產及財務負債之分類概要

於2012年及2011年12月31日確認之本集團財務資產及財務負債之賬面值分類如下：

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### 45. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 27 March 2013.

### 45. 財務報表之審批

財務報表已由董事會於2013年3月27日審批及授權刊發。





**中國油氣控股有限公司**  
SINO OIL AND GAS HOLDINGS LIMITED