



新時代能源有限公司\*  
**NEW TIMES ENERGY**  
corporation limited

(Incorporated in Bermuda with limited liability)  
(於百慕達註冊成立之有限公司)  
(Stock code 股份代號: 00166)

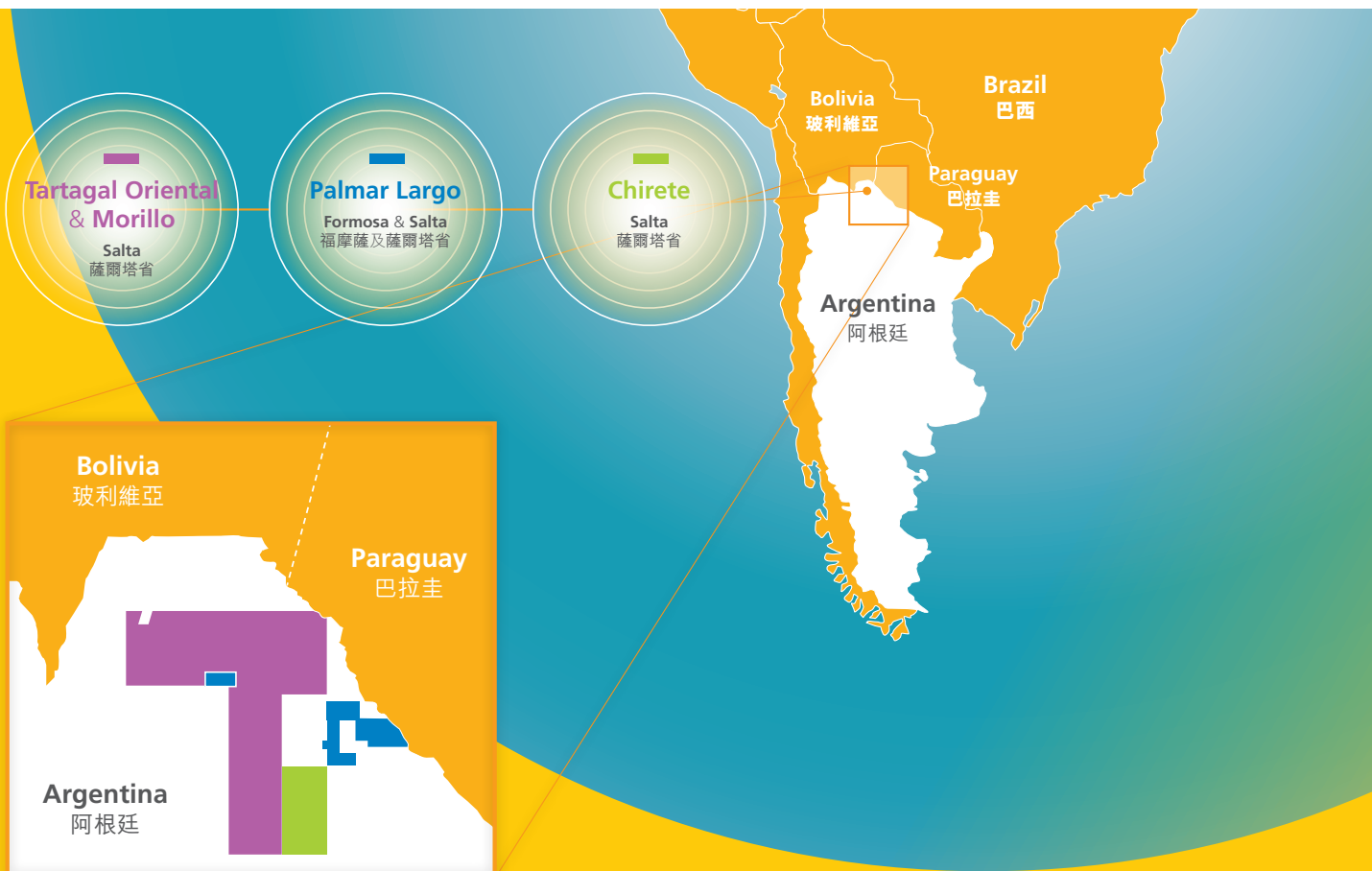


ANNUAL  
REPORT  
2016年報

\* For identification purpose only  
\* 僅供識別



## OUR BUSINESS | 公司業務



<b>2</b>	Corporate Information 公司資料
<b>4</b>	Information for Stakeholders 權益人資料
<b>5</b>	Financial Highlights 財務摘要
<b>6</b>	Chairman's Statement 主席報告
<b>10</b>	Management Discussion and Analysis 管理層討論及分析
<b>25</b>	Information on New Times Energy's Oil and Gas Reserves and Resources 新時代能源之油氣儲量及資源之資料
<b>29</b>	Information on Directors 董事資料
<b>33</b>	Information on Senior Management 高級管理人員資料
<b>34</b>	Directors' Report 董事會報告
<b>52</b>	Corporate Governance Report 企業管治報告
<b>66</b>	Environmental, Social and Governance Report 環境、社會及管治報告
<b>81</b>	Independent Auditor's Report 獨立核數師報告
<b>90</b>	Consolidated Statement of Profit or Loss 綜合損益表
<b>92</b>	Consolidated Statement of Profit or Loss and Other Comprehensive Income 綜合損益及其他全面收益表
<b>93</b>	Consolidated Statement of Financial Position 綜合財務狀況表
<b>95</b>	Consolidated Statement of Changes in Equity 綜合權益變動表
<b>96</b>	Consolidated Statement of Cash Flows 綜合現金流量表
<b>98</b>	Notes to the Financial Statements 財務報表附註
<b>223</b>	Five Years Financial Summary 五年財務概要
<b>224</b>	Glossary 詞彙

# CORPORATE INFORMATION

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Cheng Kam Chiu, Stewart (*Chairman*)  
Mr. Cheng Ming Kit  
Mr. Zhang Kun

#### Independent Non-executive Directors

Mr. Wong Man Kong, Peter  
Mr. Chan Chi Yuen  
Mr. Yung Chun Fai, Dickie  
Mr. Chiu Wai On

### AUDIT COMMITTEE

Mr. Chiu Wai On (*Chairman*)  
Mr. Wong Man Kong, Peter  
Mr. Chan Chi Yuen  
Mr. Yung Chun Fai, Dickie

### REMUNERATION COMMITTEE

Mr. Chan Chi Yuen (*Chairman*)  
Mr. Cheng Kam Chiu, Stewart  
Mr. Wong Man Kong, Peter  
Mr. Yung Chun Fai, Dickie  
Mr. Chiu Wai On

### NOMINATION COMMITTEE

Mr. Chan Chi Yuen (*Chairman*)  
Mr. Cheng Kam Chiu, Stewart  
Mr. Wong Man Kong, Peter  
Mr. Yung Chun Fai, Dickie  
Mr. Chiu Wai On

### COMPANY SECRETARY

Mr. Lai Chi Fung

### AUDITORS

KPMG

### 董事會

#### 執行董事

鄭錦超先生 (*主席*)  
鄭明傑先生  
張堃先生

#### 獨立非執行董事

王敏剛先生  
陳志遠先生  
翁振輝先生  
招偉安先生

### 審核委員會

招偉安先生 (*主席*)  
王敏剛先生  
陳志遠先生  
翁振輝先生

### 薪酬委員會

陳志遠先生 (*主席*)  
鄭錦超先生  
王敏剛先生  
翁振輝先生  
招偉安先生

### 提名委員會

陳志遠先生 (*主席*)  
鄭錦超先生  
王敏剛先生  
翁振輝先生  
招偉安先生

### 公司秘書

黎智峰先生

### 核數師

畢馬威會計師事務所

### LEGAL ADVISERS

#### On Hong Kong law

Reed Smith Richards Butler

#### On Bermuda law

Conyers Dill & Pearman

### PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited

The Hongkong and Shanghai Banking Corporation Limited

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Room 1402, 14/F., New World Tower I

16-18 Queen's Road Central

Hong Kong

### REGISTERED OFFICE

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

### 法律顧問

香港法律方面

禮德齊伯禮律師行

### 百慕達法律方面

Conyers Dill & Pearman

### 主要往來銀行

中國銀行(香港)有限公司

香港上海滙豐銀行有限公司

### 總辦事處及主要營業地點

香港

皇后大道中16-18號

新世界大廈一期14樓1402室

### 註冊辦事處

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

# INFORMATION FOR STAKEHOLDERS

## 權益人資料

### SHARE INFORMATION

#### First listed on the Stock Exchange

13 October 1998

#### Place of listing

Main Board of  
The Stock Exchange of Hong Kong Limited

#### Stock Code

00166

#### Board Lot

2,000 shares

#### Financial Year End

31 December

#### At 31 December 2016

Number of shares: 5,910,321,992 shares

Closing price: HK\$0.223 per share

Market capitalization: HK\$1,318.00 million

### SHARE REGISTRAR AND TRANSFER OFFICE

#### Principal

Codan Services Limited  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

#### Hong Kong Branch

Tricor Tengis Limited  
Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong

### FINANCIAL CALENDAR

#### 30 March 2017

2016 Annual Results Announcement

#### 26 May 2017

##### to 1 June 2017

Book Closure for Annual General Meeting

#### 1 June 2017

Annual General Meeting

#### August 2017 (tentative)

2017 Interim Results Announcement

### INVESTOR RELATIONS

E-mail: [info@nt-energy.com](mailto:info@nt-energy.com)

### WEBSITE

<http://www.nt-energy.com>

### 股份資料

#### 首次在聯交所上市

一九九八年十月十三日

#### 上市地點

香港聯合交易所有限公司主板

#### 股份代號

00166

#### 每手買賣單位

2,000股

#### 財政年度年結日

十二月三十一日

#### 於二零一六年十二月三十一日

股份數量: 5,910,321,992股

收盤價: 每股0.223港元

市值: 13.1800億港元

### 股份過戶登記處

#### 總處

Codan Services Limited  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

#### 香港分處

卓佳登捷時有限公司  
香港  
皇后大道東183號  
合和中心22樓

### 財務日誌

#### 二零一七年三月三十日

二零一六年全年業績公佈

#### 二零一七年五月二十六日

至二零一七年六月一日

就股東週年大會暫停辦理股份過戶登記

#### 二零一七年六月一日

股東週年大會

#### 二零一七年八月(待定)

二零一七年中期業績公佈

### 投資者關係

電郵: [info@nt-energy.com](mailto:info@nt-energy.com)

### 網址

<http://www.nt-energy.com>

# FINANCIAL HIGHLIGHTS

## 財務摘要

		Financial Year <b>2016</b> 二零一六年 財政年度 <b>HK\$'000</b> 千港元	Financial Year 2015 二零一五年 財政年度 HK\$'000 千港元 (Restated) (經重列)	Change  變動 in % %
Revenue	收益	<b>57,108</b>	66,725	-14.4
Gross profit	毛利	<b>8,419</b>	9,041	-6.9
Loss before taxation from continuing operations	持續經營業務除稅前虧損	<b>(229,615)</b>	(1,549,322)	-85.2
Loss attributable to owners of the Company	本公司擁有人應佔虧損	<b>(123,349)</b>	(1,666,254)	-92.6
Basic loss per share (HK cent)	每股基本虧損 (港仙)	<b>(3.17)</b>	(74.66)	-95.8
		<b>As at 31 December 2016</b> 於二零一六年 十二月 三十一日 <b>HK\$'000</b> 千港元	As at 31 December 2015 於二零一五年 十二月 三十一日 HK\$'000 千港元	Change  變動 in % %
Total assets	資產總值	<b>3,065,429</b>	2,740,697	11.8
Total equity	權益總值	<b>2,651,265</b>	2,242,355	18.2
Debt ratio <sup>(1)</sup>	債項比率 <sup>(1)</sup>	<b>13.51%</b>	18.18%	-4.7
Gearing ratio <sup>(2)</sup>	資產負債比率 <sup>(2)</sup>	<b>12.51%</b>	18.73%	-6.2
Net asset value per share <sup>(3)</sup> (HK\$)	每股資產淨值 <sup>(3)</sup> (港元)	<b>0.45</b>	0.90	-50.0

Remarks:

- (1) Debt ratio: Total liabilities divided by total assets
- (2) Gearing ratio: Interest bearing borrowings divided by total equity
- (3) Net asset value per share: Net assets divided by number of issued shares

附註:

- (1) 債項比率: 負債總額除以資產總值
- (2) 資產負債比率: 計息借貸除以權益總值
- (3) 每股資產淨值: 資產淨值除以已發行股份數目





**Mr. Cheng Kam Chiu, Stewart**  
Chairman & Executive Director

鄭錦超先生  
主席兼執行董事

#### Dear Shareholders,

On behalf of Board of Directors (the "Board") of New Times Energy Corporation Limited (the "Company" or "New Times Energy") and its subsidiaries (collectively, the "Group"), I hereby present the annual results and audited financial statements of the Group for the year ended 31 December 2016.

#### Overview of 2016

2016 proved to be another challenging year for the oil and gas industry, and this was no exception for New Times Energy. The low international and domestic Argentine oil and gas price environment continued to provide the backdrop to a financially difficult year.

Operationally, the Group continued its disposition of unprofitable business interests, and while the Group did have an oil discovery in February 2016 in the Chirete Concession, protracted negotiations with our UTE partner on the future development strategy, hindered our ability to materialize the prospect. The Group's 2016 exploration ambitions in Argentina also encountered a number of setbacks, including but limited to, local labor union disruptions, delayed receipt of drilling permits from local authorities, lengthy customs clearance of our imported rig, and inclement weather conditions.

Despite these financial and operational challenges, the Group is grateful to its investors, who have injected over HK\$540 million cash, through two major subscriptions of shares. The additional cash will tremendously improve the Group's ability to seek synergetic investment opportunities in the energy sector over a wider geographical expanse.

#### 各位股東：

本人謹代表新時代能源有限公司（「本公司」或「新時代能源」）及其附屬公司（統稱「本集團」）董事會（「董事會」）提呈本集團截至二零一六年十二月三十一日止年度之全年業績及經審核財務報表。

#### 二零一六年回顧

二零一六年對石油及天然氣行業又是充滿挑戰的一年，對新時代能源亦不例外。低迷的國際及阿根廷國內的石油及天然氣價格環境，繼續令本年度面臨財務困難。

在營運上，本集團繼續出售無利可圖的商業權益。儘管本集團於二零一六年二月在Chirete特許權區發現石油，但與UTE合作夥伴就未來發展策略的洽商過程一再拖長，確實阻礙了我們實現投資前景的能力。二零一六年，本集團於阿根廷的勘探雄圖大計同樣遇到多項挫折，包括（但不限於）當地工會的干擾、當地主管機關延遲發放鑽探許可證、進口鑽機須辦理冗長的清關手續，以及天氣欠佳等。

儘管在財務及營運方面遇到重重挑戰，本集團有幸投資者能通過兩次重大的股份認購，向本集團注資超過540百萬港元現金。額外的現金將顯著提升本集團在更廣闊的地域，物色能源領域的協同投資機會的能力。



### Significant Strategic Highlights in 2016

During 2016, New Times Energy concluded on a number of financial and operational restructuring activities to better position the Company to execute its future strategic plans, and manage its business risks. These strategic restructuring highlights in the year included:

- **Concentration of upstream oil and gas sector**

In July 2016, New Times Energy concluded its full exit from the downstream oil and gas sector, when it completed the second part of its two-stage disposal of Shine Great Investments Limited ("Shine Great"), a subsidiary principally involved in the natural gas distribution business in the People's Republic of China. The disposal of the remaining 49% equity interest in Shine Great was effectuated for approximately HK\$132.5 million.

- **Discontinuation of Utah operations**

As part of a strategic plan contemplated in 2015, New Times Energy successfully carved out and disposed of its loss making Utah operations in the United States for approximately HK\$83.4 million in December 2016. The disposal was represented a good opportunity for the Group to realize the value of this business, whilst also providing funding for future investment or working capital needs. Operationally, it enabled the Group to fully focus its attention and efforts on its key Argentina oil and gas assets.

- **Drilling rig**

The Group took the strategic decision to acquire an imported rig from China for own use, after it had been in custody with Argentina Customs for 18 months. The potentially significant savings that can be achieved in drilling costs, plus the added flexibility and control for the Group over its scheduling was considered compelling for this key asset addition.

### 二零一六年的重大策略摘要

於二零一六年，新時代能源進行多項財務及業務重組活動，力求讓本公司能更有效地執行未來策略計劃及管理業務風險。年內，該等策略重組摘要包括：

- **集中於上游石油及天然氣行業**

於二零一六年七月，本集團完成其分兩階段出售盛宏投資有限公司（「盛宏」）的第二部分，全面退出下游石油及天然氣行業。盛宏為本公司之附屬公司，主要於中華人民共和國從事天然氣分銷業務。出售盛宏餘下的49%股權帶來了約132.5百萬港元。

- **終止經營猶他州的業務**

作為二零一五年策略計劃的一部分，新時代能源於二零一六年十二月成功以約83.4百萬港元出售其於美國猶他州的虧損業務。該項出售為本集團實現其業務價值的良機，同時亦為未來投資或營運資金提供所需資金。在營運上，此舉使本集團能夠將全部注意力及資源集中於關鍵的阿根廷石油及天然氣資產上。

- **鑽機**

本集團作出策略性決定，向中國購入一部進口鑽機，而該鑽機曾被阿根廷海關扣押18個月。此舉能夠顯著節省鑽探成本，同時可提高本集團在時間安排上的靈活性及操控權，故此項重要的資產購置對本集團而言實在是難以抗拒。



### • Fund raising

During the year, New Times Energy raised additional funds via two share subscriptions. The first completed in July 2016, was a subscription agreement with Max Sun Enterprises Limited, a substantial shareholder of the Group, for the issuance of 2,910,000,000 new shares, raising net proceeds of approximately HK\$447.2 million. This was followed by the issuance of 500,000,000 new shares in November 2016, to Elberta Holdings Limited, an independent third party to the Group, generating approximately a further HK\$110.0 million in net proceeds for the Group.

### Looking Forward

New Times Energy continues to proactively manage and structure its business to best serve the interests of our shareholders. The Group is committed to maximizing shareholder value by exploring and developing oil and gas prospects in a safe, environmentally and socially responsible matter.

Though mindful of the small, but increasing influence and appetite for renewable energy, particularly in the highly developed economies, the Group believes that oil and gas still remains the most desirable and important natural resource in the world.

With no immediate prospect for a significant rebound in both the international and domestic Argentine oil and gas price, the business outlook in Argentina for the energy sector in 2017 will continue to be challenging.

On a positive note, going into 2017, the Group is well funded, to enable its continued search for suitable investment opportunities in the energy sector, and diversify its geographic coverage. Furthermore, New Times Energy in 2017 shall finally be embarking on its exploratory drill in Tartagal Oriental & Morillo Concessions, whereby the Group sincerely hopes to be able to deliver some positive news in due course.

### • 集資

年內，新時代能源通過兩次股份認購籌集額外資金。第一次集資於二零一六年七月完成，涉及與本集團主要股東萬新企業有限公司訂立的認購協議，據此發行2,910,000,000股新股份，籌集所得款項淨額約為447.2百萬港元。其後，於二零一六年十一月向本集團的獨立第三方Elberta Holdings Limited發行500,000,000股新股份，進一步為本集團籌集所得款項淨額約110.0百萬港元。

### 展望

新時代能源繼續積極管理及組織其業務，以為本集團股東取得最佳利益。本集團將不遺餘力，以安全、環保及對社會負責之方式開發及發展石油及天然氣事業，藉以締造最大的股東價值。

可再生能源的影響及需求雖然輕微，但正不斷提高，此情況在高度發達的經濟體尤其顯著，故本集團相信，石油及天然氣仍為世界上最理想及最重要的自然資源。

鑑於國際及阿根廷國內石油及天然氣價格無可能立即顯著反彈，二零一七年阿根廷能源領域的業務前景將繼續充滿挑戰。

可肯定的是，踏入二零一七年，本集團資金充裕，可繼續在能源領域物色合適的投資機會，並使地理覆蓋範圍更多元化。此外，於二零一七年，新時代能源終能開始在Tartagal Oriental特許權區及Morillo特許權區進行勘探鑽井，本集團真誠希望能夠於適當時候帶來一些正面的消息。

## CHAIRMAN'S STATEMENT

### 主席報告

#### Appreciation

Once again and in closing, I would like to express my sincere gratitude to the Board, the management team, and all staff members for their efforts and dedication during the year. I am also much obliged to our shareholders, investors, business partners, bankers, customers and suppliers for their support.

**Cheng Kam Chiu, Stewart**

*Chairman*

Hong Kong, 30 March 2017

#### 致謝

最後，本人再次藉此機會對董事會、管理團隊以及全體員工在年內所作努力及貢獻致以衷心謝意。同時，本人非常感謝各位股東、投資者、業務夥伴、銀行、客戶及供應商的支持。

**鄭錦超**

*主席*

香港，二零一七年三月三十日



### GENERAL REVIEW

2016 proved to be another challenging year for the Group. Low international and domestic Argentine oil and gas prices continued to provide the backdrop to a financially difficult year. This resulted in the Group reporting a loss for the year ended 31 December 2016 of HK\$125.02 million, although the amount of loss has been greatly reduced from that of 2015.

In February 2016, the Group had an oil discovery in the Chirete Concession. However, a prolonged dispute between our concession partner had prohibited us from making a determination as to its economical viability.

During the year, the Group executed its planned, much needed financial and operational restructuring activities, in an attempt to better position itself to withstand the ongoing low oil and gas price environment, and enhance its ability to exploit suitable acquisition opportunities. The Group entered into a subscription agreement with Max Sun Enterprises Limited, the substantial shareholder of the Group, in May 2016 in relation to a subscription of 2,910,000,000 new shares. The subscription was completed in July 2016, and a net proceed of approximately HK\$447.23 million was raised.

In July 2016, the Group concluded its full exit from the downstream oil and gas sector, when it completed the second part of its two-stage disposal of Shine Great Investments Limited, a subsidiary principally involved in the natural gas distribution business in the People's Republic of China.

Net proceeds of approximately HK\$110.00 million were further raised in November 2016, following the completion of a share subscription of 500,000,000 new shares by Elberta Holdings Limited, an independent third party to the Company.

In December 2016, the Group also divested its oil and gas business interests in the Uinta Basin, situated in Utah, United States for a consideration of US\$10.75 million (equivalent to HK\$83.42 million), thereby leaving the Group to fully concentrate on its Argentina exploration and production interests.

### 整體回顧

二零一六年對本集團而言，再次是充滿挑戰的一年。低迷的國際及阿根廷國內油氣價格繼續造成本年度的財務困難。這最終導致本集團截至二零一六年十二月三十一日止年度報告虧損125.02百萬港元，儘管虧損額較二零一五年已大幅減少。

於二零一六年二月，本集團於Chirete特許權區發現石油。然而，我們與特許權區合作夥伴之間的長期爭議，已阻止我們對其經濟可行性作出決定。

年內，本集團執行其計劃，急需財務及業務重組活動，力求更好地應對持續的低油氣價格環境，及提升其洞察收購機會之能力。本集團於二零一六年五月與本集團主要股東萬新企業有限公司訂立認購協議，認購2,910,000,000股新股份。認購事項於二零一六年七月完成，籌集所得款項淨額約為447.23百萬港元。

於二零一六年七月，本集團全面退出下游石油及天然氣行業，完成其兩階段出售盛宏投資有限公司（本公司之全資附屬公司，主要於中華人民共和國從事天然氣分銷業務）的第二部分。

經獨立第三方Elberta Holdings Limited完成股份認購500,000,000股新股份後，本公司於二零一六年十一月進一步籌得款項淨額約110.00百萬港元。

於二零一六年十二月，本集團以代價10.75百萬美元（相當於83.42百萬港元）亦出售美國猶他州的尤因塔盆地石油及天然氣業務權益，令本集團完全專注其於阿根廷勘探及生產的利益。

## BUSINESS REVIEW

The Group's oil and gas participations during 2016 were primarily in the Northwest Basin in Argentina and the Uinta Basin in Utah, United States. The Group disposed of its Uinta Basin business interest at year end, following a strategic decision initiated in the previous year to carve out this loss making business segment. This enabled the Group to focus on its Argentina exploration and production interests, as well as, provided additional funding for working capital and investment purposes.

### Northwest Basin, Argentina

The Northwest Basin is one of the largest gas producing basins in Argentina. This basin is geologically and structurally complex because of the superposition of four main basins and tectonic influences, including a Late Jurassic to Early Cretaceous-aged rift extension and Tertiary-aged Andean compression. The Group is of the view that the complex geological structures create opportunities for discovery of conventional light oil and natural gas during exploration activities.

At 31 December 2016, the Group held the following concessions in the Northwest Basin in Argentina:

Concessions	Participating interest	Surface area (in km <sup>2</sup> )	Prospective Resources (MMBOE)	2P Reserves (MMBOE)	Group's Net Interest (MMBOE)
特許權區	參與權益	地表面積 (平方公里)	遠景資源量 (百萬桶油當量)	2P儲量 (百萬桶油當量)	本集團的淨權益 (百萬桶油當量)
Tartagal Oriental and Morillo	69.25%	10,583	427.8	-	296.3
Chirete	50%	1,793	14.1	-	7.1
Palmar Largo	38.15%	1,382	-	0.6	0.2

### Exploration, Development and Production activities

*Tartagal Oriental and Morillo Concessions (the "T&M Concessions")*

The T&M Concessions (comprising of the Tartagal Oriental block and the Morillo block), located in the Province of Salta in northern Argentina, are an important asset of the Group. They cover a total surface area of 10,583 km<sup>2</sup> and have a net estimated Prospective Resources of 296.3 MMBOE.

### 業務回顧

於二零一六年，本集團之石油及天然氣參與主要位於阿根廷西北盆地及美國尤因塔盆地。根據去年發起的戰略決策，本集團於年末出售其尤因塔盆地業務權益，以放棄此虧損業務分部。這使本集團能夠專注其位於阿根廷勘探及生產的權益，並為營運資金及投資目的提供額外資金。

### 阿根廷西北盆地

西北盆地為阿根廷天然氣產量最大的盆地之一。由於四大主要盆地及大地構造影響，包括自晚侏羅紀時代至早白堊世時代的斷裂延伸以及第三紀時代安第斯山脈擠壓的疊加影響，該盆地的地理及結構十分複雜。本集團認為其複雜的地理結構，給本集團於勘探活動時開發常規輕油及天然氣製造機會。

於二零一六年十二月三十一日，本集團於阿根廷西北盆地持有以下特許權區：

### 勘探、開發及生產活動

*Tartagal Oriental特許權區及Morillo特許權區 (「T&M特許權區」)*

T&M特許權區（包括Tartagal Oriental區塊及Morillo區塊）位於阿根廷北部薩爾塔省，其為本集團的重要資產。總表面面積為10,583平方公里，淨推測遠景資源量為296.3百萬桶油當量。

In March 2016, the Group successfully extended its exploration license in the T&M Concessions for a further 18 months until 13 September 2017. A number of prospects for the Group's exploratory drilling campaign in the T&M Concessions were identified by the in-house geological and geophysical team, and verified of their suitability and potential, by independent third party geological and geophysical experts.

By May 2016, pre-spud planning and preparation activities for the drilling of the first prospect were at an advanced stage of readiness. However, due to extraordinary delays, beyond the control of the Group, with the granting of necessary drill location and access roads permits by the Secretary of Energy in the Province of Salta, the spudding of the first prospect, originally planned for Q3 2016, was inevitably deferred until 2017. By end of year 2016, the Group was still waiting for the issuance of permits from the provincial authorities for the construction of road leading to the drill site as well as for the preparation of the rig pad and the drill site. With the arrival of rainy season between December and March, spudding is expected to commence by Q2 2017 to allow time for site preparation and mobilization of the drill rig. As a result, the Group's subsequent planned exploratory drills and its ability to fulfill all its working commitments before the expiry of the current exploration license until 13 September 2017 have also been impacted.

The Group is presently in discussion with the Secretary of Energy as a precautionary measure, for a further extension of the current exploration permits in T&M Concessions, in order to compensate for the time lost, arising from the delayed processing and granting of the drill location and access roads permits for the first prospect.

The T&M Concessions are presently at an exploration stage with no existing development or production activities currently being performed.

### *Chirete Concession*

The Chirete Concession covers a surface area of approximately 1,793 km<sup>2</sup> in the Province of Salta in northern Argentina, and has Prospective Resources of 14.1 MMBOE.

In February 2016, the Group completed its exploration drilling at the Chirete with oil shows during the drilling operation. Oil flowed freely after well completion, but with water to oil ratio of about 70%. The well was shut in and extensive studies had been made to reduce the amount of water cut. However, the Group had been in dispute with Pampa Energia (formerly Petrobras Argentina S.A.) as to whether it fully met the exploratory drilling requirements for the LB x-1002 well drilled in late 2015, a condition precedent in the farm-in agreement entered into between the two parties in April 2015, in order to qualify for a 50% participating interest in the Chirete Concession.

於二零一六年三月，本集團成功將T&M特許權區的勘探許可證續期十八個月，直至二零一七年九月十三日。內部地質及地球物理團隊已確定該特許權區內的若干鑽探目標以供鑽探活動，並由獨立第三方有關地質及地球物理專家驗證其合適性及潛力。

於二零一六年五月，第一鑽探目標的鑽探計劃及鑽探預備活動已提前就緒。然而，由於超出本集團所能控制下的不正常延期，在必需獲得薩爾塔省能源部長授予的鑽探地點及道路許可證的情況下，第一鑽探目標的鑽探將不可避免地由原計劃的二零一六年第三季度延遲至二零一七年。於二零一六年末，本集團仍在等待省政府發出許可證，用於建設通往鑽井點的道路以及鑽井平台及鑽探現場的準備工作。隨著十二月至三月份雨季的來臨，預計將於二零一七年第二季度開始鑽探，以便有時間進行位置預備及調動鑽機。因此，本集團隨後計劃之勘探鑽探及其在現行勘探許可證於二零一七年九月十三日屆滿之前履行所有工作承諾亦遭受影響。

作為預防性措施，本集團目前正在與能源部長商討再延長T&M特許權區的現行勘探許可證，以彌補由於處理延遲及授予第一鑽探目標鑽探位置及道路許可證之時間損失。

T&M特許權區目前處於勘探階段。現時T&M特許權區並無進行開發或生產活動。

### *Chirete特許權區*

Chirete特許權區表面面積約為1,793平方公里，位於阿根廷北部薩爾塔省，遠景資源量為14.1百萬桶石油。

於二零一六年二月，本集團於鑽探作業期間已完成位於Chirete的鑽探。鑽井完成後油量自由流動，但水與油的比例約為70%。為減少含水率，油井已被關閉並進行全面的研究。然而，本集團與Pampa Energia（前稱Petrobras Argentina S.A.）就有關需於二零一五年下半年鑽探的LB x-1002油井是否完全符合勘探鑽探要求（一項於二零一五年四月雙方已訂立購入安排之先決條件），以符合Chirete特許權區50%的參與權益具有爭議。



In July 2016, the matter was settled, after a written resolution was granted by the Secretary of Energy in the Province of Salta, which officially recognised the Group as having met the necessary precedent condition, thus entitling it to a 50% participating interest in the concession, and its continuing role as the operator. A UTE will be formed when the concession enters into an exploitation phase.

Due to differences of opinion between the Group and Pampa Energia with respect to the exploration strategy in the Chirete Concession, the Group has experienced a difficult year in the terms of the limited progress made, following the encounter of traces of hydrocarbons from the LB x-1002 exploratory drill. It had been the intention of the Group to conduct an extended test program to more accurately characterise the reservoir and evaluate its potential economic viability. However, due to Pampa Energia's unwillingness to agree to this plan, and contribute their share of the forecast cost, the project has been delayed until a consensus is reached on the way forward. One exploration well will be drilled by the end of 2017 about 2.9 kilometers away from the LB x-1002 site where data from 3D seismic indicates a potential pay zone of approximately 100 meters.

#### *Palmar Largo Concessions (the "PL Concessions")*

The PL Concessions comprise of three blocks, namely the Palmar Largo block located in the Province of Formosa which holds the producing fields, together with the Balbuena Este block and the El Chorro block located in the Province of Salta. The concessions have a 25 year term which is due to expire on 23 December 2017. Being the operator of the PL Concessions, the Group has initiated discussions with the existing UTE members in preparation for the formal application to extend the concessions for another 10 years to year 2027.

During the year, the Group conducted three coil tubing interventions and two workovers as considered necessary and routine on certain mature producing wells in order to maintain their production rates. Average daily production achieved during the year for the Group's 38.15% interest in the PL Concessions was approximately 347 BOPD (2015: 376 BOPD). The Group's share of production for the year was 127 MBBL (2015: 137 MBBL).

於二零一六年七月，在薩爾塔省能源部長授予書面決議後該爭議已獲解決，正式承認本集團已符合必要的先決條件，因此擁有該特許權區50%的參與權益，並繼續充當營運者角色。當該特許權區進入開發階段時，將會成立UTE。

由於本集團與Pampa Energia之間就Chirete特許權區勘探策略的意見分歧，並後來於LB x-1002勘探鑽探發現碳氫化合物之跡象，本集團就此有限進度而經歷艱辛的一年。本集團的目的是進行擴展測試計劃，以更準確地獲取儲油氣層特徵並評估其潛在的經濟可行性。然而，由於Pampa Energia不願同意該計劃及貢獻其預測成本的份額，該項目現已被推遲直至達成共識。一個距離LB x-1002油井約2.9公里，而三維地震數據顯示約有100米的潛在產油層的勘探井將於二零一七年底前被鑽探。

#### *Palmar Largo特許權區 (「PL特許權區」)*

PL特許權區包括三個區塊：位於福摩爾省的Palmar Largo區塊（擁有產油油田）及位於薩爾塔省的Balbuena Este區塊及El Chorro區塊。該特許權區的許可期為二十五年，並將於二零一七年十二月二十三日屆滿。作為PL特許權區的經營者，本集團與現時UTE成員進行討論，準備正式申請將特許權區許可期續期十年至二零二七年。

年內，本集團進行必要的三項線圈油管項目及兩項修復項目以及若干油井的例行工作，以維持彼等的生產率。年內，本集團擁有38.15%權益的PL特許權區日均石油產量為約347桶石油（二零一五年：日均376桶石油）。年內，本集團按份額確定的產量為127千桶石油（二零一五年：137千桶石油）分成。



The average selling price the Group received during the year was US\$55.96 (2015: US\$71.00) per barrel. This lower average selling price came as a surprise to the Group when in October 2016, the local policy of banning importation of foreign oil was relaxed, which effectively ended the premium that the domestic oil prices had over the international oil price for the past few years. In some instances after the lifting of the ban on imported oil, the domestic oil prices in Argentina even fell below that of the international prices.

本集團在年內獲得的平均售價為每桶55.96美元（二零一五年：71.00美元）。此平均售價較低令本集團感到意外，當地已於二零一六年十月放寬有關禁止進口外國石油的政策，這有效地降低國內在過去幾年超過國際溢價的油價。在某些情況下，於取消對進口石油的禁令後，阿根廷的國內油價甚至會跌至國際價格以下。

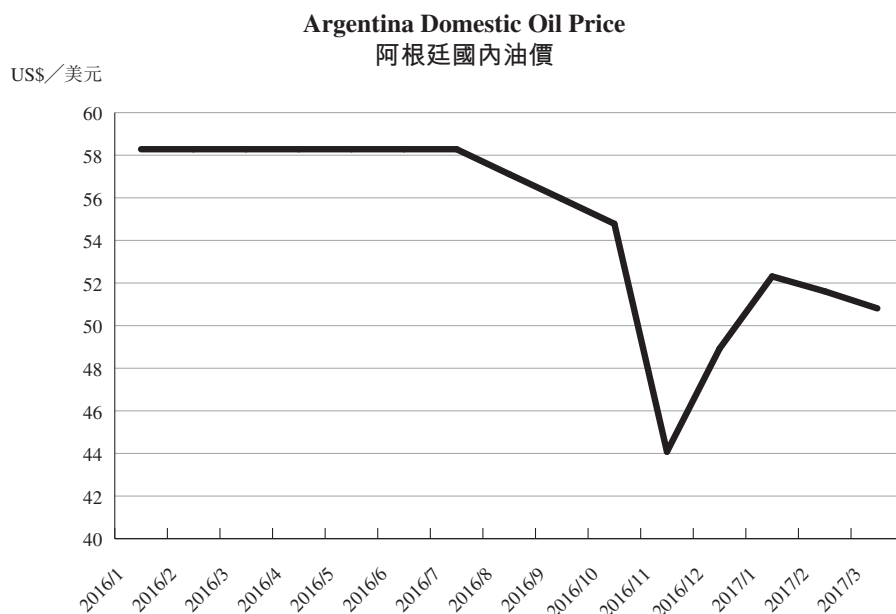


Chart to show Argentina domestic oil price at the Noroeste Basin for the period between Jan 2016 to Mar 2017  
該圖表為二零一六年一月至二零一七年三月於 Noroeste 盆地之阿根廷國內油價

Due to lower oil productions and lower selling prices in 2016, sales of crude oils from the Group's 38.15% participating interest in the PL Concessions contributed to an annual revenue of HK\$57.11 million (2015: HK\$66.73 million).

由於二零一六年石油產量下降及銷售價格較低，本集團於PL特許權區38.15%參與權益的原油銷售年收入為57.11百萬港元（二零一五年：66.73百萬港元）。

There were no exploration and development activities in the PL Concessions during the period under review.

於檢討期間，於PL特許權區並無進行勘探及開發活動。

**Expenditures incurred**

Expenditures incurred in relation to the Group's exploration and production activities in the Northwest Basin in Argentina during the year were as follows:

**所產生開支**

年內，本集團就於阿根廷西北盆地進行之勘探及生產活動產生以下開支：

Nature of expenditure	開支性質	Tartagal	Chirete	Palmar Largo	Total
		Oriental and Morillo Concessions	Concession	Concessions	
		Tartagal Oriental及 Morillo 特許權區 (HK\$'000) (千港元)	Chirete 特許權區 (HK\$'000) (千港元)	Palmar Largo 特許權區 (HK\$'000) (千港元)	總計 (HK\$'000) (千港元)
Exploration rights	勘探權	1,445	425	-	1,870
Geological and geochemical studies	地質及地球化學研究	932	-	-	932
Exploratory drillings	勘探鑽井	1,346	16,387	-	17,733
Capital expenditures	資本開支	-	-	845	845
Production costs	生產成本	-	-	48,689	48,689
<b>Total</b>	<b>總計</b>	<b>3,723</b>	<b>16,812</b>	<b>49,534</b>	<b>70,069</b>

**Drilling Rig**

During the year, the Group purchased an imported rig from China after it was released from the Argentina Customs, having been held there for 18 months.

**鑽機**

年內，本集團從中國購入一部進口鑽機，該鑽機被阿根廷海關扣押18個月後已獲得放行。

The Group embarked on an extensive refurbishment program to restore the rig to a workable condition with the view that it may generate potentially significant savings in the overall costs of its exploration drillings. Additionally, it also enables the Group to have greater control over the scheduling of its drilling and work-over activities.

本集團進行大型的翻新計劃，將鑽機復修至可用之狀態，務求使其能夠大量減省潛在的勘探鑽探整體成本。此外，亦可令本集團在安排鑽井及修復活動方面擁有較大操控權。

Despite continued disruptions from local labour unions, the Group is committed to completing the refurbishment program, with a view to having the rig commissioned and in operational condition by the end of Q2 2017.

儘管受到本地工會的持續干擾，本集團已承諾完成翻新計劃，並於二零一七年第二季將鑽機投入運營狀態。



### Uinta Basin, United States

The Uinta basin is a structural basin located in eastern Utah, east of the Wasatch Mountains and south of the Uinta Mountains, where commercial oil and gas production is available.

In December 2016, the Group followed its strategic decision initiated in the previous year and successfully carved out this loss making business for US\$10.75 million (equivalent to approximately HK\$83.42 million), and recorded a net gain of HK\$19.23 million from the disposal. The Group believes the disposal on one hand offered a good opportunity for the Group to realize the value of this business and, on the other hand, provides the Group additional funding for investment as and when suitable opportunities arise.

During the year, the Group's revenue from the sale of oil produced in Uinta Basin amounted to HK\$0.05 million (2015: HK\$0.88 million), and recorded a loss of HK\$7.06 million (2015: HK\$157.91 million) from this business. The financial result of the upstream business in United States has been included in the loss from discontinued operation.

During the year, save for the minimal production activities in the Natural Buttes field, there was no other exploration, development and production activities performed in the Uinta Basin.

### Expenditures incurred

Expenditures incurred for production activities by the Group in the Uinta Basin during the year, were as follows:

Nature of expenditure	開支性質	Natural Buttes (HK\$'000) (千港元)
Production costs	生產成本	731

### 美國尤因塔盆地

尤因塔盆地為位處猶他州東部、瓦薩奇山脈東面及尤因塔山脈南面之結構盆地，是商業生產石油及天然氣之來源。

於二零一六年十二月，本集團根據其去年作出的戰略決定，成功以10.75百萬美元（相當於約83.42百萬港元）出售該虧損業務，並就出售事項錄得淨收益19.23百萬港元。本集團相信，一方面出售事項為本集團提供良好機遇以反映該業務的價值，另一方面，於適當機遇出現時為本集團提供額外投資資金。

年內，本集團銷售尤因塔盆地生產的石油的收益為0.05百萬港元（二零一五年：0.88百萬港元），該業務錄得虧損7.06百萬港元（二零一五年：157.91百萬港元）。於美國上游業務的財務業績已包括於終止經營業務虧損內。

年內，除於Natural Buttes油田極少之生產活動，並無在尤因塔盆地進行任何其他勘探、開發及生產活動。

### 所產生開支

年內，本集團就於尤因塔盆地進行之勘探及生產活動產生以下開支：

## OUTLOOK

With no immediate and significant rebound in both the international and domestic Argentine oil and gas prices in sight, the business outlook in Argentina for the Group in 2017 will continue to be challenging. Management may consider the possibility of scaling back its exploration activity during 2017, and deferring part of its drilling campaign in the T&M Concessions. On the production side, the Group will continue seeking further cost rationalisation and efficiency opportunities, but without sacrificing its commitment to safety. Furthermore, the Group, having been funded with the support of our majority shareholders towards the end of 2016 and the beginning of 2017, will continue its search for suitable investment opportunities in the energy sector and diversify its geographic coverage.

## FINANCIAL REVIEW

Consolidated revenue from continuing operations of the Group for the year ended 31 December 2016 was HK\$57.11 million (2015(restated): HK\$66.73 million), representing a decrease of 14.42% as compared with 2015. Since the local oil price in Argentina had further declined in year 2016, the sale of oil products under oil exploration and production dropped for HK\$9.62 million for the year 2016. Despite the decline of local oil price in Argentina led to the gross profit from continuing operations decrease from HK\$9.04 million in 2015 (as restated) to HK\$8.42 million for the year 2016, representing a decrease of 6.86%, as a result of less workover costs incurred as compared with previous year, the gross profit margin from continuing operations has been slightly improved for 1.19% from 13.55% in 2015 to 14.74% in 2016.

For the year, the Group recorded a loss attributable to owners of the Company of HK\$123.35 million (2015: HK\$1,666.25 million), recording a decrease of 92.60%. The significant decrease in loss for the year was mainly attributable to (i) a significant decrease in assets impairment losses for the year; and (ii) net gains resulted from the disposal of subsidiaries and associates during the year.

Administrative expenses from continuing operations of the Group for the year amounted to HK\$90.51 million (2015(restated): HK\$79.28 million), representing an increase of HK\$11.23 million as compared with 2015. The increase is because certain expenses in amount of HK\$22.75 million incurred for purchase a drilling rig cannot satisfy the criteria of capitalization, and hence, were recognised as expenses for the year. Save for the expenses mentioned, the administrative expenses has been decreased as compared with 2015. The decrease in administrative expenses showed the continuous efforts of the Group's tighter cost control measures. Similar to 2015, staff costs, legal and professional expenses and consultancy fees were key components of administrative expenses of the Group.

## 展望

由於國際及阿根廷國內石油及天然氣價格未見立即大幅反彈，本集團於二零一七年的業務前景將繼續充滿挑戰。管理層考慮可能於二零一七年縮減勘探活動的可行性，並推遲於T&M特許權區的部分鑽探活動。生產方面，本集團將繼續尋求進一步的成本合理化及效率機會，但不會犧牲其對安全的承諾。此外，於二零一六年末及二零一七年初已獲大多數股東支持從而獲得充足資金。本集團將繼續尋求能源領域合適的投資機會並使其地域覆蓋多樣化。

## 財務回顧

截至二零一六年十二月三十一日止年度，本集團的持續經營業務綜合收益為57.11百萬港元（二零一五年（經重列）：66.73百萬港元），較二零一五年減少14.42%。由於於二零一六年阿根廷當地油價進一步下跌，自石油勘探及生產之石油產品銷售於二零一六年下跌9.62百萬港元。儘管阿根廷當地石油價格下滑導致持續經營業務毛利由二零一五年（經重列）之9.04百萬港元下降至二零一六年之8.42百萬港元，較去年同期下降6.86%，與去年相比修復成本較少，持續經營業務毛利率略有增加1.19%，由二零一五年之13.55%增加至二零一六年之14.74%。

於本年度，本集團錄得本公司擁有人應佔虧損123.35百萬港元（二零一五年：1,666.25百萬港元），減幅為92.60%。年內虧損大幅減少，主要由於(i)年內資產減值虧損大幅減少；及(ii)年內出售附屬公司及聯營公司產生收益淨額所致。

年內，本集團的持續經營業務行政開支為90.51百萬港元（二零一五年（經重列）：79.28百萬港元），較二零一五年增加11.23百萬港元。開支增加乃由於購買鑽機產生若干開支22.75百萬港元，不符合資本化標準，因此被確認為年內開支。除上述開支外，行政開支較二零一五年減少。行政開支減少表明本集團持續收緊成本控制措施的成效。與二零一五年相近，員工成本、法律及專業費用以及顧問費用繼續佔本集團行政開支的關鍵部分。



Finance costs from continuing operations of the Group for the year was HK\$26.56 million (2015: HK\$29.01 million). The decrease of HK\$2.45 million was mainly due to the absence of interest on convertible notes payable for the year.

Loss per share for the year was HK3.17 cents (2015: HK74.66 cents). The Board does not recommend any final dividend for this financial year (2015: Nil).

### CAPITAL STRUCTURE, LIQUIDITY AND FINANCIAL RESOURCES

During the year, the Group financed its operations from a combination of working capital, short-term borrowings and proceeds from share subscriptions.

As at 31 December 2016, the Group's total cash and bank balances were HK\$398.63 million (2015: HK\$29.58 million), an increase of HK\$369.05 million as compared with 2015. The significant improvement in cash and bank balances was due to substantial share subscriptions were completed during the year, of which part of these funds of HK\$340.32 million was still unutilised as at 31 December 2016. In addition, the Group also realised some cash from disposal of convertible bonds and trading securities during the year and enhanced its cash position at the end of the year.

As at 31 December 2016, the total equity of the Group was HK\$2,651.27 million (2015: HK\$2,242.36 million) and the net asset value per share was HK\$0.45 (2015: HK\$0.90). Despite the total equity of the Group had been increased by the share subscriptions completed during the year, the net asset value per share had been diluted as a result of the subscription prices had discounts to the net asset value per share.

The debt ratio, calculated by total liabilities divided by total assets, was 13.51% as at 31 December 2016 (2015: 18.18%). A drop of 4.67% as compared with 2015 was resulted in the decrease in debt balances after repayment of certain borrowings during the year.

As at 31 December 2016, the total asset value and net current asset value of the Group were approximately HK\$3,065.43 million (2015: HK\$2,740.70 million) and HK\$701.31 million (2015: HK\$150.14 million) respectively.

年內，本集團的持續經營業務融資成本為26.56百萬港元（二零一五年：29.01百萬港元）。年內，融資成本減少2.45百萬港元主要因沒有應付可換股票據的利息所致。

年內每股虧損為3.17港仙（二零一五年：74.66港仙）。董事會不建議就本財政年度派付任何末期股息（二零一五年：無）。

### 資本結構、流動資金及財務資源

於年內，本集團以其內部營運資金、短期借款及股份認購所得款項撥付營運。

於二零一六年十二月三十一日，本集團的現金及銀行結餘總額為398.63百萬港元（二零一五年：29.58百萬港元），較二零一五年增加369.05百萬港元。現金及銀行結餘顯著增加乃由於年內完成多項主要股份認購，而該等資金其中部分340.32百萬港元於二零一六年十二月三十一日依然未動用。此外，本集團亦於年內出售可換股債券及買賣證券變現部分現金，提升其於年末的現金狀況。

於二零一六年十二月三十一日，本集團權益總值為2,651.27百萬港元（二零一五年：2,242.36百萬港元），每股資產淨值為0.45港元（二零一五年：0.90港元）。儘管本集團的權益總值已因年內完成的股份認購而增加，惟每股資產淨值卻因認購價對每股資產淨值具折讓而遭攤薄。

於二零一六年十二月三十一日，以負債總額除以資產總值計算的債項比率為13.51%（二零一五年：18.18%）。債項比率較二零一五年下跌4.67%，乃因年內償還若干借貸後導致債項結餘減少所致。

於二零一六年十二月三十一日，本集團資產總值及流動資產淨值分別約為3,065.43百萬港元（二零一五年：2,740.70百萬港元）及701.31百萬港元（二零一五年：150.14百萬港元）。



### Fund raising activities during the year

On 20 July 2016, the Company completed a share subscription and issued 2,910,000,000 new shares of HK\$0.01 each (aggregate nominal value of HK\$29.10 million) to Max Sun Enterprises Limited, which becomes the controlling shareholder of the Company thereafter, at the subscription price of HK\$0.154 per share pursuant to the subscription agreement dated 17 May 2016. The closing market price on the date of issue was HK\$0.175 per share. Net proceeds of approximately HK\$447.23 million (equivalent to approximately HK\$0.154 per share) were raised. Subsequent to the completion of the subscription, as at 31 December 2016, net proceeds of approximately HK\$11.21 million was used as intended for the works in the Tartagal Concession and Morillo Concession, approximately HK\$112.61 million was used as intended for the repayment of short-term loans and approximately HK\$37.83 million was used as intended as general working capital (including the payment of interest expenses, consultancy fees, legal and professional fees and operation expenses in Argentina). As at 31 December 2016, the Company had in aggregate unutilised proceeds of approximately HK\$285.58 million raised by the above mentioned share subscription, of which the unutilised proceeds will be used for the works in the Tartagal Concession and Morillo Concession.

On 4 November 2016, the Company completed a share subscription and issued 500,000,000 new shares of HK\$0.01 each (aggregate nominal value of HK\$5.00 million) to Elberta Holdings Limited, an independent third party of the Company, at the subscription price of HK\$0.22 per share pursuant to the subscription agreement dated 28 October 2016. The closing market price on the date of issue was HK\$0.26 per share. Net proceeds of approximately HK\$110.00 million (equivalent to approximately HK\$0.22 per share) were raised. Subsequent to the completion of the subscription, net proceeds of approximately HK\$47.46 million was used as intended for the repayment of short-term loan and approximately HK\$7.80 million was used as intended as general working capital (including the payment of audit fee, interest expenses and legal and professional fees). As at 31 December 2016, the Company had in aggregate unutilised proceeds of approximately HK\$54.74 million raised by the above mentioned share subscription, of which (i) approximately HK\$23.28 million will be used for the purchase of equipment (comprising a coil tubing unit and a workover rig) and (ii) approximately HK\$31.46 million for general working capital of the Company.

### 年內集資活動

於二零一六年七月二十日，本公司根據日期為二零一六年五月十七日的認購協議，完成一項股份認購，按認購價每股0.154港元向萬新企業有限公司（其後成為本公司的控股股東）發行2,910,000,000股每股面值0.01港元（總面值29.10百萬港元）的新股份。於發行日期的收市價為每股0.175港元。籌集所得款項淨額約為447.23百萬港元（相當於每股股份約0.154港元）。於有關認購完成後，於二零一六年十二月三十一日，所得款項淨額約11.21百萬港元已按計劃用於Tartagal特許權區及Morillo特許權區的作業，約112.61百萬港元已按計劃用作償還短期貸款，以及約37.83百萬港元已按計劃用作一般營運資金（包括支付利息開支、顧問費用、法律及專業費用以及於阿根廷的經營開支）。於二零一六年十二月三十一日，本公司自上述股份認購籌集的未動用所得款項總計約為285.58百萬港元，其中未動用所得款項將用於Tartagal特許權區及Morillo特許權區的作業。

於二零一六年十一月四日，本公司根據日期為二零一六年十月二十八日的認購協議，完成一項股份認購，按認購價每股0.22港元向Elberta Holdings Limited（本公司的獨立第三方）發行500,000,000股每股面值0.01港元（總面值5.00百萬港元）的新股份。於發行日期的收市價為每股0.26港元。籌集所得款項淨額約為110.00百萬港元（相當於每股股份約0.22港元）。於有關認購完成後，所得款項淨額約47.46百萬港元已按計劃用作償還短期貸款，以及約7.80百萬港元已按計劃用作一般營運資金（包括支付審核費用、利息開支以及法律及專業費用）。於二零一六年十二月三十一日，本公司自上述股份認購籌集的未動用所得款項總計約為54.74百萬港元，其中(i)約23.28百萬港元將用於購買設備（包括一個線圈管裝置及一台修井機）；及(ii)約31.46百萬港元將用作本公司一般營運資金。



On 13 February 2017, the Company proposed an open offer on the basis of one offer share for every two shares held on 21 March 2017 at the subscription price of HK\$0.25 per offer share. A special general meeting was held on 15 March 2017 and the shareholders of the Company (the "Shareholders") have approved the arrangement that the offer shares not validly applied for by the Shareholders are not available for application by the Shareholders in excess of their assured allotments. The open offer is in progress and is estimated to be completed in April 2017. Upon the completion of the open offer, it is expected that net proceeds of approximately HK\$735.16 million will be raised. The net proceeds are intended to be used (i) as to approximately HK\$135.16 million for general working capital (including approximately HK\$40.00 million for overhead expenses of Hong Kong office, approximately HK\$35.87 million for the repayment of loan upon due and the remaining approximately HK\$59.29 million for interest expenses, operations in Argentina and development of the Group's existing upstream business segment); and (ii) as to approximately HK\$600.00 million to strengthen and build a lucrative and balanced oil and gas portfolio of the Group when suitable opportunities arise.

### Borrowings

Total borrowings outstanding as at 31 December 2016 was HK\$331.76 million (2015: HK\$420.03 million), of which all were other borrowings.

#### *Financial covenants*

HK\$54.40 million of the Group's other borrowings are subject to the fulfillment of covenants relating to the Company's assets/liabilities ratio and consolidated adjusted tangible assets, as are commonly found in lending arrangements with financial institutions. If the Group were to breach the covenants, the other borrowings would become payable on demand. As at 31 December 2016 and 2015, none of the financial covenants relating to the other borrowings were breached.

於二零一七年二月十三日，本公司建議按於二零一七年三月二十一日每持有兩股股份獲發一股發售股份之基準，以認購價每股發售股份0.25港元進行公開發售。本公司已於二零一七年三月十五日舉行股東特別大會，而本公司股東（「股東」）已批准有關未獲股東有效申請的發售股份，不可供股東申請（倘超過彼等本身的保證配額）的安排。公開發售現正進行中，並預計將於二零一七年四月完成。待公開發售完成後，預期將籌集所得款項淨額約735.16百萬港元。所得款項淨額(i)其中約135.16百萬港元擬用作一般營運資金（包括用於香港辦事處之經常開支約40.00百萬港元、用於到期後償還貸款約35.87百萬港元及餘下約59.29百萬港元用於利息支出、阿根廷的營運及發展本集團之現有上游業務分部）；及(ii)其中約600.00百萬港元於適當時機來臨時加強及構建本集團可盈利且均衡的油氣組合。

### 借貸

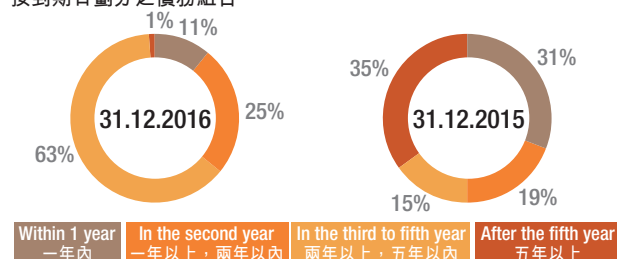
於二零一六年十二月三十一日，尚未償還借貸總額為331.76百萬港元（二零一五年：420.03百萬港元），全部均屬其他借貸。

#### *財務契約*

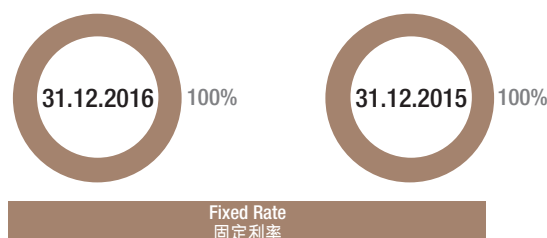
本集團54.40百萬港元的其他借貸須履行與本公司的資產／負債比率及綜合經調整有形資產相關的財務契約，此類財務契約常見於金融機構的借款安排中。若本集團違反了契約，將可以被要求立即償還其他借貸。於二零一六年及二零一五年十二月三十一日，本集團並無違反有關其他借貸的財務契約。

The debt profile of the Group as at 31 December 2016 is detailed below: 本集團於二零一六年十二月三十一日的借貸詳情載於下表：

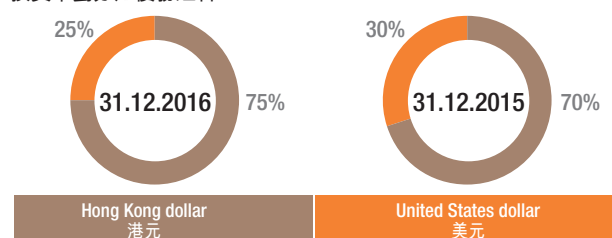
**Debt Profile by Maturity**  
按到期日劃分之債務組合



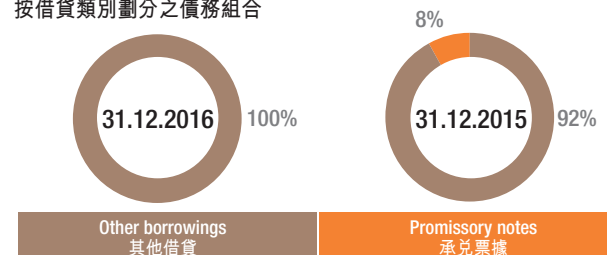
**Debt Profile by Interest Rate Structure**  
按利率結構劃分之債務組合



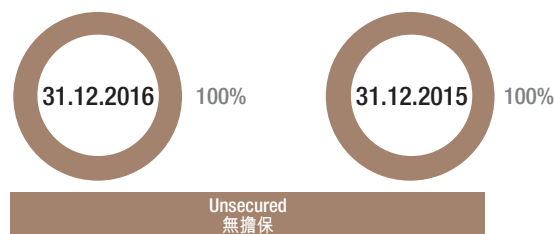
**Debt Profile by Currencies**  
按貨幣劃分之債務組合



**Debt Profile by Types of Borrowings**  
按借貸類別劃分之債務組合



**Debt Profile by Security Nature**  
按抵押品性質劃分之債務組合



### Gearing ratio

As at 31 December 2016, the gearing ratio, calculated on the basis of interest bearing borrowings divided by total equity, was 12.51% (2015: 18.73%).

### Charge on Assets

As at 31 December 2016, the Group did not have any charge on its assets (2015: Nil).

### Contingent Liability

As at 31 December 2016, the Group did not have any material contingent liabilities (2015: Nil).

### 資產負債比率

於二零一六年十二月三十一日，以計息借貸除以權益總值計算的資產負債比率為12.51%（二零一五年：18.73%）。

### 資產抵押

於二零一六年十二月三十一日，本集團並無任何資產抵押（二零一五年：無）。

### 或然負債

於二零一六年十二月三十一日，本集團並無任何重大或然負債（二零一五年：無）。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Capital Commitments

Details of the capital commitments of the Group as at 31 December 2016 are set out in note 39(a) to the financial statements.

### Principal Risks and Uncertainties

The Group's financial condition, results of operations, businesses and prospects would be affected by a number of risks and uncertainties including business risks, operational risks and financial risks.

The Group's subsidiaries which operate primarily in oil and gas exploration and production are susceptible to geological, exploration and development risks. The Group strives to establish comprehensive technical and operational teams. Through detailed planning, analysis and discussion among the teams, and with support from experienced consultants and experts, the Group will be able to counter most of the foreseeable changes of circumstances and mitigate the risks to a reasonably acceptable level.

In the normal course of the Group's business, the Group is exposed to credit, liquidity, interest rate, currency and price risks, and also to equity price risk arising from its equity investments in other entities and movements in its own equity share price. Details of the financial risk management of the Group are set out in note 37 to the financial statements.

There may be other risks and uncertainties in addition to those as mentioned above which are not known to the Group or which may not be material now but could turn out to be material in the future.

### Foreign Exchange Exposure

Assets and liabilities of the Group are mainly denominated in Hong Kong Dollar, Renminbi, United States Dollar and Argentine Peso. Most of these assets and liabilities are in functional currency of the operations to which the transactions relate. The currencies giving rise to the foreign exchange risk is primarily through carrying out exploration activities in Argentina and investments in foreign companies. The Group currently does not have a foreign currency hedging policy. However, the management will monitor the Group's foreign exchange exposure on an ongoing basis and will consider hedging significant foreign currency exposure should the need arises.

### 資本承擔

本集團於二零一六年十二月三十一日的資本承擔詳情載於財務報表附註39(a)內。

### 主要風險及不確定性

本集團的財務狀況、經營業績、業務及前景會受到一定的風險及不確定性影響，包括業務風險、經營風險及財務風險。

本集團的附屬公司主要經營石油及天然氣勘探和生產，並會因地理、勘探及開發的風險而受到影響。本集團致力建立全面的技術及經營團隊。透過團隊間細緻的規劃、分析及討論，以及經驗豐富的顧問及專家的支持，本集團將能夠應對大多數可見的情況變更並將風險降低至可以承受的合理範圍內。

於本集團的一般業務過程中，本集團面臨信貸風險、流動資金風險、利率風險、貨幣風險及價格風險，亦因於股權投資及其本身之股價變動而面臨股價風險。本集團的財務風險管理之詳情載列於財務報表附註37內。

除上述本集團已知悉之風險外，本集團亦可能有其他風險及不確定性，或目前未必屬於重大但日後可能變成重大的風險。

### 外匯風險

本集團資產及負債主要以港元、人民幣、美元及阿根廷披索計值。此等資產及負債大部分以與交易有關之業務的功能貨幣計值。貨幣外匯風險主要來自於阿根廷進行勘探活動以及投資於外國公司。本集團現時並無外幣對沖政策。然而，管理層將持續監察本集團的外匯風險，並將於有需要時考慮對沖重大外匯風險。

### Employees

As at 31 December 2016, the Group employed a total of 55 (2015: 53) permanent employees in Hong Kong and Argentina. Total employee remuneration from continuing operations (including directors' remuneration and benefits) for the year ended 31 December 2016 amounted to HK\$20.05 million (2015: HK\$23.10 million). The Group provides its employees with competitive remuneration packages relative to their job performance, qualifications, experience, and prevailing market conditions in the respective geographical locations and businesses in which the Group operates.

### Relationship with Suppliers, Customers and other Stakeholders

The Group understands the importance of maintaining a good relationship with its suppliers, customers, social communities and governments to meet its objectives and long-term goals. Save as disclosed in the section headed "Business Review", there was no material or significant dispute between the Group and its suppliers, customers and/or other stakeholders during the year.

### Material Acquisitions and Disposals

Save as disclosed in notes 5 and 13 to the financial statements, the Group did not have any material acquisitions and disposals of subsidiaries and associated companies during the year ended 31 December 2016.

### Environmental Policies and Performance

The Group is committed to the long term sustainability of the environment and communities in which it operates. Acting in an environmentally responsible manner, the Group endeavors to comply with laws and regulations regarding environmental protection and adopt effective measures to achieve efficient use of resources, energy saving and waste reduction. Details of the environmental policies and performance of the Group are set out in "Environmental, Social and Governance Report" section of this annual report.

### 僱員

於二零一六年十二月三十一日，本集團於香港及阿根廷僱用合共55名（二零一五年：53名）長期僱員。截至二零一六年十二月三十一日止年度，持續經營業務的僱員薪酬總額（包括董事酬金及福利）為20.05百萬港元（二零一五年：23.10百萬港元）。本集團向其僱員提供具競爭力的薪酬方案，乃與按彼等的工作表現、資歷、經驗相符，以及按本集團營運所在各地區及業務的當前市況釐定。

### 與供應商、客戶及其他權益人的關係

本集團明白與其供應商、客戶、社會團體及政府維持良好關係，對本集團實現其目標及長遠目標十分重要。除標題為「業務回顧」一節披露者外，本集團與其供應商、客戶及／或其他權益人於年內並無重大糾紛。

### 重大收購事項及出售事項

截至二零一六年十二月三十一日止年度，除本財務報表附註5及13內所披露者外，本集團並無任何重大附屬公司及聯營公司收購事項及出售事項。

### 環境政策及表現

本集團致力於環境及其經營所在社區的長期可持續發展。本集團透過對環境負責的方式遵守有關環境保護的法律及規例並採納有效方式以高效利用資源、節約能源並減少廢物。本集團環境政策及表現之詳情載列於本年報「環境、社會及管治報告」一節。



### Significant Investments

**(i) Blue Sky Power Holdings Limited (currently known as "Beijing Gas Blue Sky Holdings Limited")**

Blue Sky Power Holdings Limited ("Blue Sky") is a company incorporated in Bermuda and the shares of which are primarily listed on Main Board of the Stock Exchange of Hong Kong Limited (Stock Code: 6828) and secondarily listed on the Singapore Exchange Securities Trading Limited (Stock Code: UQ7). Based on publicly available information, the principal activity of Blue Sky is investment holding and its subsidiaries are principally engaged in (i) sales and distribution of natural gas and other related products and (ii) sales of book products and specialised products. After it had successfully fully shifted away from the printing business, Blue Sky is solely focused on operating and investing in the natural gas business.

As disclosed in note 5(a) to the financial statements, the Group disposed of the remaining 49% equity interest of Shine Great Investments Limited during the year, and received from Blue Sky convertible bonds in principal amount of HK\$132.54 million. During the year, the Group disposed of in principal amount of HK\$44.50 million of the convertible bonds thereto and fully exercised the remaining convertible bonds. As at 31 December 2016, the Group held approximately 397.18 million shares of Blue Sky ("Blue Sky Shares") with carrying value of approximately HK\$242.28 million. The Company intends to dispose of the Blue Sky Shares in the future when the Directors considered such disposal appropriate and necessary.

**(ii) Nordaq Energy, Inc.**

Nordaq Energy Inc. ("Nordaq") is an independent oil and gas company based in Anchorage, Alaska. Nordaq is mainly engaged in exploration, appraisal and development of hydrocarbon reserves in the State of Alaska, United States. Its portfolio includes prospects and resources in the Cook Inlet Basin and North Slope Province.

During the year, Nordaq drilled two exploratory wells in Tulimaniq Prospect, Alaska and resolved its financial difficulties by raised in aggregate US\$6.96 million funds through both equity and debt financing. As at 31 December 2016, the Group held 867,319 shares of Nordaq (represented 8.73% of the issued share capital of Nordaq) with carrying amount of HK\$33.63 million.

### Compliance with Relevant Laws and Regulations

As far as the Board of Directors and management are aware, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group. During the year, there was no material breach of or non-compliance with the applicable laws and regulations by the Group.

### 重大投資

**(i) 藍天威力控股有限公司 (現稱「北京燃氣藍天控股有限公司」)**

藍天威力控股有限公司(「藍天」)為一間於百慕達註冊成立之公司，其股份於香港聯合交易所有限公司主板第一上市(股份代號：6828)及於新加坡證券交易所有限公司第二上市(股份代號：UQ7)。根據可公開取得之資料，藍天之主要業務為投資控股，而其附屬公司則主要從事(i)天然氣及其他相關產品銷售及分銷；及(ii)書籍產品及專用產品銷售。藍天成功由印刷業務全面轉移後，僅專注於營運及投資天然氣業務。

誠如財務報表附註5(a)所披露，本集團於年內出售於盛宏投資有限公司的餘下49%股權，並且自藍天收取本金金額為132.54百萬港元的可換股債券。年內，本集團出售其本金金額為44.50百萬港元的可換股債券，並悉數行使餘下的可換股債券。於二零一六年十二月三十一日，本集團持有約397.18百萬股藍天股份(「藍天股份」)，賬面值約為242.28百萬港元。本公司擬於日後，當董事認為合適及必要時，出售藍天股份。

**(ii) Nordaq Energy, Inc.**

Nordaq Energy Inc. (「Nordaq」)為一間總部設於阿拉斯加安克雷奇之獨立油氣公司，主要在阿拉斯加州從事勘探、評估及開採碳氫化合物礦藏。其資產包括位於庫克灣盆地及北坡省之勘探區及資源。

年內，Nordaq於阿拉斯加Tulimaniq Prospect鑽探兩個勘探井，並且透過股本及債務融資籌集總計為6.96百萬美元的資金以解決其財政困難。於二零一六年十二月三十一日，本集團持有867,319股Nordaq股份(相當於Nordaq已發行股本的8.73%)，賬面值為33.63百萬港元。

### 遵守相關法律及規例

就董事會及管理層所知悉，本集團已遵守對本集團業務及經營有重大影響的相關法律及規例的重大方面。於年內，本集團並無重大違反或未有遵守適用之法律及規例的情況。



# INFORMATION ON NEW TIMES ENERGY'S OIL AND GAS RESERVES AND RESOURCES

## 新時代能源之油氣儲量及資源之資料

### NORTHWEST BASIN, ARGENTINA

#### Tartagal Oriental and Morillo Concessions (the "T&M Concessions")

The prospective oil and gas resources in the T&M Concessions are as follows:

### 阿根廷西北盆地

#### Tartagal Oriental及Morillo特許權區 (「T&M特許權區」)

於T&M特許權區之遠景油氣資源如下：

Prospective Resources	遠景資源	At 31 December 2016		At 31 December 2015	
		Oil (in MMBBL) 石油 (百萬桶)	Gas (in BCF) 天然氣 (十億立方呎)	Oil (in MMBBL) 石油 (百萬桶)	Gas (in BCF) 天然氣 (十億立方呎)
<b>Category Gross (100%)</b>	<b>類別總計(100%)</b>				
Low Estimate	最低估計	68.7	508.9	52.9	508.9
Best Estimate	最佳估計	164.8	1,578.1	126.5	1,578.1
High Estimate	最高估計	394.2	5,191.3	316.9	5,191.3

Notes:

- The technical report was prepared and updated by Netherland, Sewell & Associates, Inc. ("NSAI"), an international independent qualified technical adviser, as of 28 February 2014 in accordance with the definitions and guidelines set forth in the 2007 Petroleum Resources Management System (PRMS) approved by the Society of Petroleum Engineers. As at 31 December 2015 and 2016, no material change have occurred in our oil and gas prospective resources since the effective date of the NSAI report mentioned and as disclosed in the table above, except for the identification of additional prospective resources of 11 oil prospects located within a specific portion of the Tartagal Oriental Concession known as the Tonono 3-D Area per NSAI's supplementary technical report.
- The prospective resources shown above have been estimated using probabilistic methods and are dependent on a petroleum discovery being made. Unrisked prospective resources are estimated ranges of recoverable oil and gas volumes assuming their discovery and development and are based on estimated ranges of undiscovered in-place volumes. Geologic risking of prospective resources addresses the probability of success for the discovery of a significant quantity of potentially moveable petroleum; this risk analysis is conducted independent of estimations of petroleum volumes and without regard to the chance of development. Principal geologic risk elements of the petroleum system including (1) trap and seal characteristics; (2) reservoir presence and quality; (3) source rock capacity, quality, and maturity; and (4) timing, migration, and preservation of petroleum in relation to trap and seal formation. Risk assessment is a highly subjective process dependent upon the experience and judgment of the evaluators and is subject to revision with further data acquisition or interpretation. There was no material change on the assumptions adopted in the updated report in compare with the previous report.

附註：

- 技術報告由國際獨立合資格技術顧問 Netherland, Sewell & Associates, Inc. (「NSAI」) 於二零一四年二月二十八日根據石油工程師學會認可之二零零七年石油資源管理制度 (PRMS) 所載之定義及指引編製及更新。於二零一五年及二零一六年十二月三十一日，我們的遠景油氣資源量自所述的NSAI報告生效日期以來概無重大變動，並已於上表披露。惟根據NSAI之補充技術報告所述於Tartagal Oriental特許權區特定區域 (Tonono 3-D區域) 發現11個石油勘探區之額外遠景資源除外。
- 上表所示之遠景資源量乃採用概率方法估計，並取決於發現石油量。未經風險評估遠景資源量為假設發現及開發石油及天然氣而可開採石油及天然氣量之估計範圍，並以未發現含量之估計範圍為基準。遠景資源量之地質風險著重於成功發現大量潛在可移動石油之可能性；此風險分析乃獨立於石油量估計而進行，並與開發機會無關。石油系統之主要地質風險元素包括(1)封閉和密封特性；(2)儲油氣層是否存在以及其質量；(3)源岩容量、質量及成熟期；及(4)封閉和密封層之時期、移動及石油保存狀況。風險評估過程非常主觀，取決於評估員之經驗及判斷，並須待取得進一步數據或詮釋後修訂。經更新報告採納之假設與上一份報告比較並無重大變動。

# INFORMATION ON NEW TIMES ENERGY'S OIL AND GAS RESERVES AND RESOURCES

## 新時代能源之油氣儲量及資源之資料

### NORTHWEST BASIN, ARGENTINA

#### Chirete Concession

The prospective oil and gas resources in the Chirete Concession are as follows:

### 阿根廷西北盆地

#### Chirete 特許權區

於Chirete特許權區之遠景油氣資源如下：

Prospective Resources	遠景資源	At 31 December 2016	
		Oil (in MMBBL) 石油 (百萬桶)	Gas (in BCF) 天然氣 (十億立方呎)
<b>Category Gross (100%)</b>	<b>類別總計(100%)</b>		
Low Estimate	最低估計	3.2	-
Best Estimate	最佳估計	14.1	-
High Estimate	最高估計	42.8	-

Notes:

- (1) In July 2016, New Times Energy became a 50% participating partner in the Chirete Concession having met all the conditions precedent as stipulated in the farm-in agreement entered into with Pampa Energia S.A. (formerly Petrobras Argentina S.A.) in April 2015.
- (2) The technical report was prepared by Netherland, Sewell & Associates, Inc. ("NSAI"), an international independent qualified technical adviser, as of 30 September 2015 in accordance with the definitions and guidelines set forth in the 2007 Petroleum Resources Management System (PRMS) approved by the Society of Petroleum Engineers. As at 31 December 2016, no material change have occurred in our oil prospective resources since the effective date of the NSAI report mentioned and as disclosed in the table above. Due to the existence of insignificant quantities of prospective gas resources, no estimate of this gas was made in NSAI's technical report.
- (3) The prospective resources shown above have been estimated using probabilistic methods and are dependent on a petroleum discovery being made. Unrisked prospective resources are estimated ranges of recoverable oil and gas volumes assuming their discovery and development and are based on estimated ranges of undiscovered in-place volumes. Geologic risking of prospective resources addresses the probability of success for the discovery of a significant quantity of potentially moveable petroleum; this risk analysis is conducted independent of estimations of petroleum volumes and without regard to the chance of development. Principal geologic risk elements of the petroleum system including (1) trap and seal characteristics; (2) reservoir presence and quality; (3) source rock capacity, quality, and maturity; and (4) timing, migration, and preservation of petroleum in relation to trap and seal formation. Risk assessment is a highly subjective process dependent upon the experience and judgment of the evaluators and is subject to revision with further data acquisition or interpretation. There was no material change on the assumptions adopted in the updated report in compare with the previous report.

附註：

- (1) 於二零一六年七月，新時代能源已符合與 Pampa Energia S.A. (前稱 Petrobras Argentina S.A.) 於二零一五年四月訂立之購入安排之所有先決條件，成為 Chirete 特許權區 50% 參與方。
- (2) 技術報告由國際獨立合資格技術顧問 Netherland, Sewell & Associates, Inc. (「NSAI」) 於二零一五年九月三十日根據石油工程師學會認可之二零零七年石油資源管理制度 (PRMS) 所載之定義及指引編製。於二零一六年十二月三十一日，我們的遠景石油資源量自所述的 NSAI 報告生效日期以來概無重大變動，並已於上表披露。由於遠景天然氣資源量微不足道，NSAI 技術報告並未作出對天然氣的估計。
- (3) 上表所示之遠景資源量乃採用概率方法估計，並取決於發現石油量。未經風險評估遠景資源量為假設發現及開發石油及天然氣而可開採石油及天然氣量之估計範圍，並以未發現含量之估計範圍為基準。遠景資源量之地質風險著重於成功發現大量潛在可移動石油之可能性；此風險分析乃獨立於石油量估計而進行，並與開發機會無關。石油系統之主要地質風險元素包括 (1) 封閉和密封特性；(2) 儲油氣層是否存在以及其質量；(3) 源岩容量、質量及成熟期；及 (4) 封閉和密封層之時期、移動及石油保存狀況。風險評估過程非常主觀，取決於評估員之經驗及判斷，並須待取得進一步數據或詮釋後修訂。經更新報告採納之假設與上一份報告比較並無重大變動。

# INFORMATION ON NEW TIMES ENERGY'S OIL AND GAS RESERVES AND RESOURCES

## 新時代能源之油氣儲量及資源之資料

### Palmar Largo Concessions (the "PL Concessions")

The following table sets out the Group's net interest in 2P Reserves in the PL Concessions for the year:

### Palmar Largo特許權區(「PL特許權區」)

下表載列本集團年內於PL特許權區之2P儲量淨權益：

		Volume to expiry of PL Concession 特許權屆滿時之產量		Volume to end of field life 油田開採期完結時之產量	
		Oil (in MBBL) 石油 (千桶)	Gas (in MMCF) 天然氣 (百萬立方呎)	Oil (in MBBL) 石油 (千桶)	Gas (in MMCF) 天然氣 (百萬立方呎)
<b>2P Reserves</b>	<b>2P儲量</b>				
At 1 January 2016	於二零一六年一月一日	271	377	681	957
Production/Consumption	生產/消耗	(126)	(15)	(126)	(15)
Discoveries & revisions	發現及調整	(23)	-	93	-
At 31 December 2016	於二零一六年 十二月三十一日	122	362	648	942

Notes:

- The technical report was updated by MGA Petroleo y Gas S.A., an independent qualified technical adviser, as of 31 December 2016 in accordance with Resolution 324/2006 of the Argentine National Energy Secretariat and followed the recommendations and guidelines established by the Society of Petroleum Engineers.
- The volume to the end of the PL Concessions and volume to the end of field life has been estimated based on the assumptions that Palmar Largo UTE will be able to extend the concession period for 10 years up to 23 December 2027 beyond its current expiry date (i.e., 23 December 2017) and will continue to operate the PL Concession to the end of the field life. It is estimated that the 2P Reserves can be produced economically until 2023.

附註：

- 技術報告由獨立合資格技術顧問MGA Petroleo Y Gas S.A.於二零一六年十二月三十一日根據阿根廷能源部長第324/2006號決議更新，且符合石油工程師學會制定的建議及指引。
- 至於PL特許權區完結時之產量及油田開採期完結時之產量，乃根據Palmar Largo UTE能夠於屆滿日期(即二零一七年十二月二十三日)後延續特許權期限十年至二零二七年十二月二十三日，同時可繼續經營PL特許權區至開採期完結之假設而作估計。預期2P儲量可在符合經濟的情況下生產至二零二三年。

# INFORMATION ON NEW TIMES ENERGY'S OIL AND GAS RESERVES AND RESOURCES

## 新時代能源之油氣儲量及資源之資料

### Uinta Basin, United States

The following table sets out the estimates of the Group's net interest in 2P Reserves in the Uinta Basin for the year:

### 美國尤因塔盆地

下表載列本集團年內於尤因塔盆地之2P儲量淨權益估計：

		Natural Buttes (in MBBL)	Altamont- Bluebell (in MBBL)
		Natural Buttes (千桶)	Altamont- Bluebell (千桶)
<b>2P Reserves</b>	<b>2P儲量</b>		
At 1 January 2016	於二零一六年一月一日	272	768
Production	生產	-	-
Disposal	出售	(272)	(768)
At 31 December 2016	於二零一六年十二月三十一日	-	-

Note:

The technical reports were updated by Chapman Petroleum Engineering Limited ("Chapman"), an independent qualified technical adviser, as of 31 December 2015 in accordance with standards set out in the Canadian Oil and Gas Evaluation Handbook ("COGEM") and the Canadian Institute of Mining, Metallurgy and Petroleum (Petroleum Society), which confirm to the definitions and guidelines set forth in the 2007 Petroleum Resources Management System (PRMS) approved by the Society of Petroleum Engineers. No technical report has been prepared or updated for the year ended 31 December 2016 since the interests in Uinta Basin has been disposed of in December 2016.

附註：

技術報告由獨立合資格技術顧問Chapman Petroleum Engineering Limited (「Chapman」) 根據加拿大石油及天然氣評估手冊(「COGEM」)所載列的準則及加拿大採礦、冶金及石油協會(石油協會)的規定(兩者均符合石油工程師學會認可之二零零七年石油資源管理制度(PRMS)所載之定義及指引)於二零一五年十二月三十一日更新。由於在尤因塔盆地所佔之權益已於二零一六年十二月出售，故並無就截至二零一六年十二月三十一日止年度編製或更新技術報告。

**EXECUTIVE DIRECTORS**

**Mr. CHENG Kam Chiu, Stewart**, aged 62, was appointed as an Executive Director in February 2008 and the Chairman in May 2009. Mr. Cheng holds a Bachelor's degree in Civil and Environmental Engineering from the University of Wisconsin-Madison, the United States of America ("USA"); a Master's degree in Civil Engineering from the University of California, Berkeley, USA; and a Master's degree in Business Administration from the Chinese University of Hong Kong. Being a member of The Hong Kong Institution of Engineers, Mr. Cheng is a professional engineer with extensive experience in property development and construction management. Mr. Cheng is a member of the Shunde District, Foshan City Committee of the Chinese People's Political Consultative Conference since November 2006.

Mr. Cheng joined Hip Hing Construction Company Limited in 1984 as a project manager and was subsequently appointed as director. From 1993 to 1997, Mr. Cheng was transferred to New World Development (China) Limited as a director and an assistant general manager, overseeing property development in the People's Republic of China ("PRC"). He was a director of NWS Service Management Limited from 1997 to 2006, and was mainly responsible for the construction and the electrical and mechanical engineering businesses and pursuing business opportunities in the PRC. Mr. Cheng is the managing director of Cheung Hung Development (Holdings) Limited, principally engaging in property development in both Hong Kong and the PRC. He is currently an executive director of International Entertainment Corporation and was an executive director of Grand T G Gold Holdings Limited from November 2008 to May 2009, which shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

Mr. Cheng is the uncle of Mr. Cheng Ming Kit, an Executive Director of the Company.

**Mr. CHENG Ming Kit**, aged 42, was appointed as an Executive Director in October 2009 and the Chief Executive Officer in March 2012. Mr. Cheng resigned as the Chief Executive Officer on 19 August 2015. Mr. Cheng holds a Bachelor's degree in Commerce from the University of Alberta, Canada and a Master's degree in Business Administration from the University of North Carolina, Charlotte, USA.

**執行董事**

**鄭錦超先生**，62歲，於二零零八年二月獲委任為執行董事，並於二零零九年五月獲委任為主席。鄭先生持有美國（「美國」）威斯康辛州麥迪遜大學土木及環境工程學士學位、美國加州大學柏克萊分校土木工程碩士學位，以及香港中文大學工商管理碩士學位。彼為香港工程師學會會員。鄭先生為專業工程師，於物業發展及工程管理方面累積豐富經驗。鄭先生自二零零六年十一月起出任中國人民政治協商會佛山市委員會順德區委員。

於一九八四年，鄭先生加入協興建築有限公司擔任項目經理，其後獲委任為董事。於一九九三年至一九九七年間，鄭先生轉投新世界發展（中國）有限公司，出任董事兼助理總經理，負責監督於中華人民共和國（「中國」）之物業發展業務。彼於一九九七年至二零零六年間出任新創建服務管理有限公司之董事，主要負責建設工程及機電工程業務以及物色中國商機。鄭先生為長虹發展（集團）有限公司之董事總經理，主要於香港及中國從事物業開發工作。彼現為國際娛樂有限公司之執行董事，另曾於二零零八年十一月至二零零九年五月擔任大唐滙金控股有限公司之執行董事，該等公司之股份於香港聯合交易所有限公司（「聯交所」）上市。

鄭先生為本公司執行董事鄭明傑先生之叔父。

**鄭明傑先生**，42歲，於二零零九年十月獲委任為執行董事，並於二零一二年三月獲委任為行政總裁。鄭先生於二零一五年八月十九日辭任行政總裁。鄭先生持有加拿大阿爾伯塔大學商學學士學位，並持有美國北卡羅萊那大學夏洛特分校工商管理碩士學位。

## INFORMATION OF DIRECTORS

### 董事資料

Mr. Cheng has over 10 years of experience in merger and acquisition, capital markets and corporate finance. He also has extensive investment and management experience in the energy business in Hong Kong, the PRC and overseas. He served various positions with New World Development Company Limited, a company listed on the Stock Exchange, and was responsible for corporate finance, fund raising and real estate activities in the PRC. From 2003 to 2008, Mr. Cheng was involved in the investment and operations in the gold mining industry in the PRC and held various senior positions in a mining company listed on the Toronto Stock Exchange Venture Board with mining and exploration operations in the PRC. Mr. Cheng is currently an executive director and the co-chairman of Beijing Gas Blue Sky Holdings Limited (formerly known as "Blue Sky Power Holdings Limited"), which shares are listed on the Stock Exchange. He was an executive director of Grand T G Gold Holdings Limited from November 2008 to June 2009, which shares are listed on the Stock Exchange.

Mr. Cheng is the nephew of Mr. Cheng Kam Chiu, Stewart, the Chairman and an Executive Director of the Company.

**Mr. ZHANG Kun**, aged 34, was appointed as an Executive Director in December 2016. Mr. Zhang holds a Bachelor of Applied Science degree in Electrical Engineering from the University of Waterloo in Ontario, Canada, and a Master of Science degree from Harvard University in Massachusetts, USA.

Mr. Zhang has over 8 years of experience in corporate finance, investment, international capital markets and engineering. Prior to joining the Company, Mr. Zhang worked at the Corporate Finance Division of Deutsche Bank AG and The Hongkong and Shanghai Banking Corporation Limited. Mr. Zhang joined Chow Tai Fook Enterprises Limited (being a fellow subsidiary of the holding company of Max Sun Enterprises Limited which holds approximately 0.28% of the issued share capital of the Company) since April 2013 and is currently a senior vice president of Chow Tai Fook Enterprises Limited.

鄭先生於合併及收購、資本市場及企業融資方面擁有逾十年經驗。彼亦於香港、中國及海外能源業務方面擁有豐富的投資及管理經驗。彼曾於新世界發展有限公司（該公司於聯交所上市）擔任多項職務，且負責於中國進行企業融資、集資及房地產活動。於二零零三年至二零零八年間，鄭先生曾參與中國黃金開採行業之投資及營運，以及於一間在中國從事採礦及探礦於多倫多證券交易所創業板上市公司擔任多項要職。鄭先生現時為北京燃氣藍天控股有限公司（前稱「藍天威力控股有限公司」，其股份於聯交所上市）之執行董事兼聯席主席。於二零零八年十一月至二零零九年六月期間，鄭先生曾出任大唐滄金控股有限公司（其股份於聯交所上市）之執行董事。

鄭先生為本公司之主席兼執行董事鄭錦超先生之姪兒。

**張堃先生**，34歲，於二零一六年十二月獲委任為執行董事。張先生持有加拿大安大略省滑鐵盧大學電機工程應用科學學士學位，以及美國麻薩諸塞州哈佛大學理學碩士學位。

張先生於企業融資、投資、國際資本市場及工程方面擁有逾8年經驗。於加入本公司前，張先生曾任職於德意志銀行企業融資部及香港上海滙豐銀行有限公司。張先生自二零一三年四月起加入周大福企業有限公司（為萬新企業有限公司之控股公司之同系附屬公司，其持有本公司已發行股本約0.28%），彼目前為周大福企業有限公司之高級副總裁。



**INDEPENDENT NON-EXECUTIVE DIRECTORS**

**Mr. WONG Man Kong, Peter**, *BBS, JP*, aged 68, was re-designated as an Independent Non-executive Director in May 2013. He acted as a Non-executive Director from February 2008 to May 2013. Mr. Wong holds a Bachelor of Science degree in Mechanical Engineering (Naval Architecture) from the University of California, Berkeley, USA. He was awarded the Bronze Bauhinia Star by the Government of the Hong Kong Special Administrative Region, and was an awardee of the “Young Industrialist Award of Hong Kong”. Mr. Wong is a deputy to the National People’s Congress of the PRC. He is also the standing committee vice chairman of Hong Kong Pei Hua Education Association, the executive chairman of China Chamber of Tourism, a director of Ji Nan University, and a senior member of The University of Hong Kong Foundation for Educational Development and Research.

Mr. Wong currently holds directorship in several companies listed on the Stock Exchange, including a non-executive director of Hong Kong Ferry (Holdings) Company Limited, and an independent non-executive director of Glorious Sun Enterprises Limited, China Travel International Investment Hong Kong Limited, Sun Hung Kai & Company Limited, Sino Hotels (Holdings) Limited, Chinney Investments Limited, Far East Consortium International Limited and MGM China Holdings Limited. He is also the chairman of M.K. Corporation Limited, North West Development Limited, Culture Resources Development Company Limited, Silk Road Hotel Management Company Limited and Silk Road Travel Management Limited.

**Mr. CHAN Chi Yuen**, aged 50, was re-designated as an Independent Non-executive Director in May 2012. He acted as an Executive Director and the Chairman from May to October 2006 and a Non-executive Director from October 2006 to May 2012. Mr. Chan holds a Bachelor’s degree with honours in Business Administration and a Master of Science degree with distinction in Corporate Governance and Directorship. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants and the Institute of Chartered Accountants in England and Wales. He is a practicing certified public accountant and has extensive experience in financial management, corporate development, corporate finance and corporate governance.

**獨立非執行董事**

**王敏剛先生**，*銅紫荊星章*，*太平紳士*，68歲，於二零一三年五月調任為獨立非執行董事。於二零零八年二月至二零一三年五月期間，彼擔任非執行董事。王先生持有美國加州柏克萊大學機械工程（船舶設計）之理學學士學位。彼獲香港特別行政區政府頒發銅紫荊星章以及「香港青年工業家獎」。王先生為中華人民共和國全國人民代表大會代表。彼亦為香港培華教育基金會常務委員會副主席、中國旅遊業商會執行主席、暨南大學校董以及香港大學教研發展基金創會資深會員。

王先生現時於多間聯交所上市之公司擔任董事職務，包括香港小輪（集團）有限公司之非執行董事，以及旭日企業有限公司、香港中旅國際投資有限公司、新鴻基有限公司、信和酒店（集團）有限公司、建業實業有限公司、遠東發展有限公司及美高梅中國控股有限公司之獨立非執行董事。彼亦為剛毅（集團）有限公司、西北拓展有限公司、文化資源開發有限公司、絲路酒店管理有限公司及絲路旅遊管理有限公司之主席。

**陳志遠先生**，50歲，於二零一二年五月調任為獨立非執行董事。於二零零六年五月至十月期間，彼為執行董事兼主席，而於二零零六年十月至二零一二年五月期間則為非執行董事。陳先生持有工商管理榮譽學士學位及公司管治與董事學理學碩士學位（優異）。彼為香港會計師公會、特許公認會計師公會及英格蘭及威爾斯特許會計師公會之資深會員。彼為執業會計師，於財務管理、企業發展、企業融資及企業管治方面具備豐富經驗。

## INFORMATION OF DIRECTORS

### 董事資料

Mr. Chan is currently an executive director of Noble Century Investment Holdings Limited, e-Kong Group Limited and Royal Century Resources Holdings Limited (formerly known as "Kate China Holdings Limited"), and an independent non-executive director of Affluent Partners Holdings Limited (formerly known as "Man Sang Jewellery Holdings Limited"), Asia Energy Logistics Group Limited, China Baoli Technologies Holdings Limited (formerly known as "REX Global Entertainment Holdings Limited"), Jun Yang Financial Holdings Limited, Media Asia Group Holdings Limited, Leyou Technologies Holdings Limited and U-RIGHT International Holdings Limited, which shares are listed on the Stock Exchange. Mr. Chan was an executive director of Kong Sun Holdings Limited from December 2011 to September 2013, South East Group Limited (currently known as "China Minsheng Drawin Technology Group Limited") from December 2013 to July 2015 and Co-Prosperty Holdings Limited from December 2014 to October 2015, and an independent non-executive director of China Sandi Holdings Limited from September 2009 to July 2014.

**Mr. YUNG Chun Fai, Dickie**, aged 64, was appointed as an Independent Non-executive Director in March 2013. Mr. Yung holds a Master's degree in Business Administration from the University of East Asia, Macau. He is a member of the Institute of Management and a fellow of the Chartered Management Institute. Mr. Yung has been engaged in finance and banking businesses for over 25 years. He was the deputy chief executive officer of Industrial & Commercial Bank of China (Macau) Limited and an executive director, deputy general manager and alternate chief executive officer of Industrial & Commercial International Capital Limited (currently known as "ICBC International Holdings Limited"), a wholly owned subsidiary of Industrial & Commercial Bank of China Limited.

Mr. Yung is currently the chief executive officer of Landbridge Holdings Limited, a wholly-owned subsidiary of Landbridge Group which is principally engaged in port logistics, petrochemicals, timber trading and real estate development.

**Mr. CHIU Wai On**, aged 47, was appointed as an Independent Non-Executive Director in November 2006. Mr. Chiu is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants in the United Kingdom ("UK"). He possesses extensive professional experience in accounting and auditing services. Mr. Chiu is currently an independent non-executive director of DeTai New Energy Group Limited, which shares are listed on the Stock Exchange.

陳先生現為仁瑞投資控股有限公司、e-Kong Group Limited及仁德資源控股有限公司(前稱「中持基業控股有限公司」)之執行董事,以及錢唐控股有限公司(前稱「民生珠寶控股有限公司」)、亞洲能源物流集團有限公司、中國寶力科技控股有限公司(前稱「御濠娛樂控股有限公司」)、君陽金融控股有限公司、寰亞傳媒集團有限公司、樂遊科技控股有限公司及佑威國際控股有限公司之獨立非執行董事,上述公司之股份均在聯交所上市。陳先生於二零一一年十二月至二零一三年九月期間為江山控股有限公司之執行董事,於二零一三年十二月至二零一五年七月擔任東南國際集團有限公司(現稱「中民築友科技集團有限公司」)之執行董事,於二零一四年十二月至二零一五年十月擔任協盛協豐控股有限公司之執行董事,以及於二零零九年九月至二零一四年七月擔任中國三迪控股有限公司之獨立非執行董事。

**翁振輝先生**, 64歲,於二零一三年三月獲委任為獨立非執行董事。翁先生持有澳門東亞大學之工商管理碩士學位。彼為管理學會會員及特許管理學會資深會員。翁先生已從事金融及銀行業務超過二十五年。彼曾任中國工商銀行(澳門)有限公司之副行政總裁,中國工商銀行股份有限公司之全資附屬公司工商國際金融有限公司(現稱「工銀國際控股有限公司」)之執行董事、副總經理及替任行政總裁。

翁先生目前是嵐橋控股有限公司之行政總裁。嵐橋控股有限公司為嵐橋集團之全資附屬公司,其主要從事港口物流、石油化工、木材貿易及房地產開發。

**招偉安先生**, 47歲,於二零零六年十一月獲委任為獨立非執行董事。招先生為香港會計師公會會員及英國(「英國」)特許公認會計師公會資深會員。彼於會計及核數服務方面擁有豐富專業經驗。招先生現時為德泰新能源集團有限公司之獨立非執行董事,該公司之股份在聯交所上市。

#### SENIOR MANAGEMENT

##### General Manager

**Mr. TANG, John Wing Yan**, aged 64, joined the Group as General Manager in August 2015. Mr. Tang brought with him over 20 years of senior management experience and had held top executive positions with various internationally listed companies prior to joining the Group.

Formally trained as a structural engineer, Mr. Tang was a Chartered Engineer in the UK as well as a Registered Professional Engineer in USA and Canada. Author and co-author of peer-reviewed publications in several technical journals and conferences, Mr. Tang is also the holder of U.S. Patent US6329589 pertaining to wireless transmission of solar power for exterior curtain wall in buildings.

Mr. Tang holds a Bachelor's degree in Civil Engineering, Magna Cum Laude, from the University of Massachusetts, USA; a Master's degree in Engineering from the University of California, Berkeley, USA; and a Graduate-Level Diploma in Financial Engineering from Stanford University, USA.

##### Financial Controller and Company Secretary

**Mr. LAI Chi Fung**, aged 36, joined the Group in April 2012 and is currently the Financial Controller of the Group. He was also appointed as the Company Secretary in October 2015. He holds a Bachelor of Business Administration degree with honours in Accounting. He is a member of the Hong Kong Institute of Certified Public Accountants and has over 10 years of experience in accounting and auditing.

#### 高級管理人員

##### 總經理

**鄧永恩先生**，64歲，於二零一五年八月加入本集團擔任總經理。鄧先生擁有逾二十年高級管理經驗，並於加入本集團前曾於多家國際上市公司擔任高級行政職位。

經過正式結構工程師培訓，鄧先生於英國曾註冊為特許工程師，亦曾為美國及加拿大註冊專業工程師。鄧先生為若干學術期刊及技術論壇會議中以作者及共同作者身份發表學術論文，彼亦是美國專利第US6329589號，其關於樓宇外部幕牆太陽能無線傳送之持有人。

鄧先生持有美國馬薩諸塞大學土木工程學士學位（極優等）、美國加州大學柏克萊分校工程碩士學位，以及美國史丹佛大學金融工程研究生文憑。

##### 財務總監及公司秘書

**黎智峰先生**，36歲，於二零一二年四月加入本集團，現時為本集團財務總監，亦於二零一五年十月獲委任為公司秘書。彼持有工商管理（會計）榮譽學士學位。彼為香港會計師公會會員，於會計及核數方面擁有超過十年經驗。

## DIRECTORS' REPORT

### 董事會報告

The directors (the "Directors") of New Times Energy Corporation Limited (the "Company") submit herewith their report together with the audited financial statements of the Company and its subsidiaries (collectively the "Group") for the year ended 31 December 2016.

#### PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company is investment holding. The activities and other particulars of its principal subsidiaries are set out in note 18 to the financial statements.

Further discussion and analysis of the business review of the Group as required by Schedule 5 to the Hong Kong Companies Ordinance, including a discussion of the principal risks and uncertainties facing the Group and an indication of likely future developments in the Group's business, can be found in the Management Discussion and Analysis set out on pages 10 to 24 of this annual report. This discussion forms part of this directors' report.

#### RECOMMENDED DIVIDEND

The Directors do not recommend the payment of any dividend in respect of the year.

#### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 26 May 2017 to Thursday, 1 June 2017 (both days inclusive), for the purpose of determining shareholders' entitlement to attend and vote at the forthcoming annual general meeting to be held on Thursday, 1 June 2017, during which period no transfers of shares will be registered. In order to be eligible to attend and vote at the annual general meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Thursday, 25 May 2017.

#### FIVE YEAR SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 223 of this annual report.

#### PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in note 15 to the financial statements.

#### OTHER BORROWINGS

Particulars of other borrowings of the Company and the Group as at 31 December 2016 are set out in note 29 to the financial statements.

新時代能源有限公司(「本公司」)董事(「董事」)謹提呈彼等之報告及本公司及其附屬公司(統稱「本集團」)截至二零一六年十二月三十一日止年度之經審核財務報表。

#### 主要業務及業務回顧

本公司之主要業務為投資控股，其主要附屬公司之業務及其他詳情載於財務報表附註18。

香港公司條例附表5規定須予披露之本集團業務回顧之進一步討論及分析，包括有關本集團面臨之主要風險及不明朗因素以及本集團業務之可能未來發展之討論，全部載於本年報第10頁至第24頁之「管理層討論及分析」。有關討論構成本董事會報告之一部分。

#### 建議股息

董事不建議就本年度派付任何股息。

#### 暫停辦理股份過戶登記

本公司將自二零一七年五月二十六日(星期五)起至二零一七年六月一日(星期四)止(包括首尾兩日)暫停辦理股份過戶登記手續，以確定股東出席將於二零一七年六月一日(星期四)舉行之股東週年大會並於會上投票之資格，該期間將不會進行股份過戶登記。為符合出席股東週年大會並於會上投票之資格，所有過戶文件連同有關股票必須於二零一七年五月二十五日(星期四)下午四時三十分前送達本公司之香港股份過戶登記分處卓佳登捷時有限公司，地址為香港皇后大道東183號合和中心22樓。

#### 五年概要

本集團過去五個財政年度之業績及資產負債概要載於本年報第223頁。

#### 物業、廠房及設備

本集團物業、廠房及設備之年內變動詳情載於財務報表附註15。

#### 其他借貸

本公司及本集團於二零一六年十二月三十一日之其他借貸詳情載於財務報表附註29。

### SHARE CAPITAL

Details of the movements in share capital of the Company during the year are set out in note 36(c) to the financial statements. Shares were issued during the year on exercise of share options and share subscriptions. Details about the issue of shares are also set out in note 36(c) to the financial statements.

### DEBENTURE

There were no issue of bonds or debentures of the Company during the year. In 2015, the Company issued bonds in principal of HK\$3,000,000 to an independent third party bearing fixed interest rate at 8% p.a. for general working capital. All bonds ranked equally amongst themselves and with other external debts.

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's bye-laws (the "Bye-laws") or the laws of Bermuda, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders of the Company.

### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

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

### TAX RELIEF AND EXEMPTION

The Company is not aware of any tax relief and exemption available to the shareholders of the Company (the "Shareholders") by reason of their holding of the Company's securities. If the Shareholders are unsure about the taxation implications of purchasing, holding, disposing of, dealing in, or exercising of any rights in relation to the Company's securities, they are advised to consult their professional advisers.

### RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 36(a) to the financial statements and in the consolidated statement of changes in equity respectively.

### DISTRIBUTABLE RESERVES

As at 31 December 2016, the Company had no retained profits available for cash distribution and/or distribution in specie. Pursuant to the Company Act 1981 of Bermuda (as amended), the Company's contributed surplus of HK\$740,880,000 is currently not available for distribution. The Company's share premium account of HK\$4,174,190,000 may be distributed in the form of fully paid bonus shares.

### 股本

本公司股本於年內之變動詳情載於財務報表附註36(c)。年內，股份於行使購股權及股份認購時發行。關於股份發行之詳情載於財務報表附註36(c)。

### 債券

於本年度，本公司並無發行債券或債權證。於二零一五年，本公司向獨立第三方發行了本金為3,000,000港元按固定年利率8%計息的債券，以此換取一般營運資金。所有債券之間及與其他外部債券具有同等地位。

### 優先購買權

本公司之公司細則（「公司細則」）或本公司註冊成立之司法權區百慕達之法例，並無有關優先購買權之條文，致使本公司須按比例向本公司現有股東提呈發售新股份。

### 購買、出售或贖回本公司上市證券

年內，本公司或其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

### 稅務減免及豁免

本公司並不知悉本公司股東（「股東」）因持有本公司證券而可獲得任何稅務減免及豁免。倘股東不確定購買、持有、出售、交易或行使與本公司證券有關之任何權利之稅務影響，彼等應諮詢其專業顧問。

### 儲備

年內，本公司及本集團之儲備變動詳情分別載於財務報表附註36(a)及綜合權益變動表。

### 可供分派儲備

於二零一六年十二月三十一日，本公司概無保留溢利可供現金分派及／或實物分派。根據百慕達一九八一年公司法（經修訂），本公司之繳入盈餘740,880,000港元現時不可作分派。本公司之股份溢價賬4,174,190,000港元可以繳足紅利股份方式分派。



#### MAJOR CUSTOMERS AND SUPPLIERS

During the year, the aggregate revenue attributable to the Group's five largest customers accounted for 100% and the largest customer accounted for approximately 97.99% of the Group's total revenue from continuing operations for the year. The aggregate purchases attributable to the Group's five largest suppliers accounted for approximately 41.48% and the largest suppliers accounted for approximately 18.59% of the Group's total purchases from continuing operations for the year.

At no time during the year have the Directors, their associates or any Shareholders (which to the knowledge of the Directors owns more than 5% of the number of issued shares of the Company) had any interest in these major customers and suppliers.

#### TRANSACTIONS DISCLOSED IN ACCORDANCE WITH THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED

During the year, the Group conducted the following transactions:

##### Connected Transactions

##### 1. Subscription of new shares by a substantial Shareholder

On 17 May 2016, the Company entered into a subscription agreement with Max Sun Enterprises Limited ("Max Sun"), pursuant to which Max Sun conditionally agreed to subscribe for, and the Company conditionally agreed to allot and issue, 2,910,000,000 new shares of the Company at the subscription price of HK\$0.154 per subscription share (the "Subscription").

Max Sun was a substantial Shareholder holding, together with the party acting in concert with it, 623,052,044 shares of the Company (the "Shares"), representing approximately 24.92% of the issued share capital of the Company. Accordingly, Max Sun was a connected person of the Company under Rule 14A.07 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). Therefore, the Subscription constituted a connected transaction of the Company under Chapter 14A of the Listing Rules.

#### 主要客戶及供應商

年內，本集團五大客戶佔本集團年內之總收益額100%，而最大客戶則佔本集團持續經營業務總收益約97.99%。年內，本集團五大供應商佔本集團之總採購額約41.48%，而最大供應商則佔本集團持續經營業務總採購額約18.59%。

於年內任何時間，本公司董事、彼等之聯繫人士或據董事所深知擁有本公司已發行股份數目5%以上之股東，概無於該等主要客戶及供應商中擁有任何權益。

#### 根據香港聯合交易所有限公司證券上市規則披露的交易

年內，本集團進行以下交易：

##### 關連交易

##### 1. 有關一名主要股東認購新股份

於二零一六年五月十七日，本公司與萬新企業有限公司（「萬新」）訂立認購協議，據此，萬新已有條件同意認購且本公司有條件同意以每股認購股份0.154港元之認購價配發及發行本公司之2,910,000,000股新股（「認購事項」）。

萬新為主要股東，與一致行動方持有本公司623,052,044股股份（「股份」），佔本公司之已發行股本約24.92%。因此，根據香港聯合交易所有限公司證券上市規則（「上市規則」）第14A.07條，萬新為本公司一名關連人士。根據上市規則第14A章，認購事項構成本公司之關連交易。



**2. Exercise of Convertible Bonds II of Blue Sky**

On 19 September 2016, the board of Director of the Company (the "Board") approved the exercise of the conversion rights attaching to the Convertible Bonds II (as defined hereinbelow in the section headed "Director's interest in transactions, arrangements or contracts") in the principal amount of HK\$88,035,348 at the conversion price of HK\$0.379 per conversion share (the "Exercise of the CB II"), pursuant to which 232,283,240 shares of Blue Sky will be issued to Total Belief Limited ("Total Belief"), a wholly-owned subsidiary of the Company.

As Mr. Cheng Ming Kit, an Executive Director, was also an executive director and the chairman of Blue Sky and held 1,031,291,256 shares of Blue Sky (represented approximately 11.99% of the issued share capital of Blue Sky). Accordingly, Mr. Cheng Ming Kit was a controller of the Company and a substantial shareholder of Blue Sky and the Exercise of the CB II constituted a connected transaction under Chapter 14A of the Listing Rules.

**3. Disposals of subsidiaries**

On 30 December 2016, Total Belief entered into the purchase and sale agreement with Foothills Exploration Operating, Inc. (the "Buyer"), pursuant to which Total Belief conditionally agreed to sell to the Buyer the sale shares (being (i) 100% of the issued share capital of Clear Elite Holdings Limited, (ii) 100% of the issued share capital of Prominent Sino Holdings Limited and (iii) 100% of the issued share capital of Value Train Investments Limited), for an aggregate consideration of US\$10,750,000 (equivalent to approximately HK\$83,420,000) (the "Disposals").

Since Mr. Kevin Sylla, who occupied the position of director of Tiger Energy Operating, LLC and Tiger Energy Partners International, LLC (being the target companies and subsidiaries of the Company prior to the completion of the Disposals), was a substantial shareholder of the parent company of the Buyer (which indirectly wholly-owns the Buyer), Mr. Kevin Sylla and the Buyer (being his associate) were connected persons of the Company at the subsidiary level. Accordingly, the Disposals constituted a connected transaction of the Company under Chapter 14A of the Listing Rules.

**2. 行使藍天之第二批可換股債券**

於二零一六年九月十九日，本公司董事會（「董事會」）批准以換股價每股換股股份0.379港元行使本金金額88,035,348港元之第二批可換股債券（定義見下文「董事於交易、安排或合約中之權益」一節）之換股權（「行使第二批可換股債券」），據此，藍天將向本公司全資擁有附屬公司確信有限公司（「確信」）發行232,283,240股股份。

由於執行董事鄭明傑先生亦為藍天之執行董事及主席，並持有藍天之1,031,291,256股股份（佔藍天已發行股本約11.99%）。因此，鄭明傑先生為本公司控股人及藍天之主要股東，行使第二批可換股債券構成上市規則第14A章項下之關連交易。

**3. 附屬公司之出售**

於二零一六年十二月三十日，確信與Foothills Exploration Operating Inc.（「買方」）訂立買賣協議，據此，確信同意以10,750,000美元（相當於約83,420,000港元）之總代價有條件向買方賣出出售股份（為（i）Clear Elite Holdings Limited已發行股本100%，（ii）Prominent Sino Holdings Limited已發行股本100%及（iii）Value Train Investments Limited已發行股本100%）（「出售」）。

由於擔任Tiger Energy Operating, LLC及Tiger Energy Partners International, LLC（為出售完成前之目標公司及本公司附屬公司）董事之Kevin Sylla先生亦為買方公司（間接全資擁有買方）之主要股東，Kevin Sylla先生及買方（作為其聯繫人）為本公司附屬公司層面之關連人士。因此，根據上市規則第14A章，出售構成本公司之關連交易。

### Continuing Connected Transactions

On 28 February 2014, Jumbo Hope Group Limited ("Jumbo Hope") entered into with New World Tower Company Limited (the "Landlord"), the following documents:-

- (i) an offer letter of the tenancy (the "Tenancy Offer Letter A") in respect of the lease of the office unit at Room 1402, 14/F, New World Tower I, 16-18 Queen's Road Central, Hong Kong for a term commencing from 15 March 2014 to 14 March 2017 (both dates inclusive), at a monthly rental of HK\$57,155 (exclusive of services charges and government rates); and
- (ii) an offer letter of a tenancy renewal (the "Tenancy Offer Letter B") in respect of the lease of the office unit at Room 1401, 14/F, New World Tower I, 16-18 Queen's Road Central, Hong Kong for a term commencing from 1 June 2014 to 31 May 2017 (both dates inclusive), at a monthly rental of HK\$174,155 (exclusive of service charges and government rates), to be equally borne by Jumbo Hope and Cheung Hung Development (Holdings) Limited.

The Landlord is a wholly-owned subsidiary of New World Development Company Limited, which Chow Tai Fook Enterprises Limited is the controlling shareholder. Chow Tai Fook Enterprises Limited is 100.00%-owned by Chow Tai Fook (Holding) Limited. Since the Landlord is an associate of Chow Tai Fook (Holding) Limited, which was also the substantial shareholder of the Company since the change in shareholding of Chow Tai Fook Nominee Limited on 21 December 2015 and is the controlling shareholder of the Company since the completion of share subscription on 20 July 2016, the Landlord is therefore a connected person of the Company and the transactions under the Tenancy Offer Letter A and the Tenancy Offer Letter B constitute continuing connected transactions of the Company (the "CCT") under Chapter 14A of the Listing Rules.

### 持續關連交易

於二零一四年二月二十八日，明協集團有限公司（「明協」）與New World Tower Company Limited（「業主」）訂立以下文件：

- (i) 就位於香港皇后大道中16-18號新世界大廈一期14樓1402室之辦公單位訂立之租賃意向書（「租賃意向書甲」），自二零一四年三月十五日起至二零一七年三月十四日止（包括首尾兩日），每月租金為57,155港元（不包括服務費及政府差餉）；及
- (ii) 就位於香港皇后大道中16-18號新世界大廈一期14樓1401室之辦公單位訂立之重續租賃意向書（「租賃意向書乙」），自二零一四年六月一日起至二零一七年五月三十一日止（包括首尾兩日），每月租金為174,155港元（不包括服務費及政府差餉），須由明協與長虹發展（集團）有限公司均分承擔。

業主為新世界發展有限公司之全資擁有附屬公司，而周大福企業有限公司為控股股東。周大福企業有限公司由周大福（控股）有限公司100.00%擁有，因為業主為周大福（控股）有限公司之聯繫人，自二零一五年十二月二十一日周大福代理人有限公司變更持股量起亦成為本公司之主要股東，自二零一六年七月二十日股份認購完成起其亦成為本公司之控股股東，因此，業主為本公司之關連人士，根據上市規則第14A章，租賃意向書甲及租賃意向書乙項下之交易構成本公司之持續關連交易（「持續關連交易」）。

The Board, including the Independent Non-executive Directors, has reviewed the CCT and confirmed that the CCT was:

- (i) entered into by the Group in its ordinary and usual course of businesses;
- (ii) conducted on normal commercial terms or on terms no less favourable than those available to or from independent third parties; and
- (iii) entered into in accordance with the agreements governing the CCT on terms that are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

The Board, including the Independent Non-executive Directors, also confirmed that:

- (a) the aggregate amount for the year ended 31 December 2016 did not exceed the annual cap amount of HK\$770,000 for the rent and the services charges paid by the Group under the Tenancy Offer Letter A as disclosed in the announcement of the Company dated 28 February 2014 and 11 March 2014;
- (b) the aggregate amount for the year ended 31 December 2016 did not exceed the annual cap amount of HK\$1,180,000 for the rent and the services charges paid by the Group under the Tenancy Offer Letter B as disclosed in the announcement of the Company dated 28 February 2014 and 11 March 2014; and
- (c) the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

The Company's auditors were engaged to report on the CCT in accordance with Hong Kong Standard on Assurance Engagements 3000 *Assurance Engagements Other Than Audits and Reviews of Historical Financial Information* and with reference to Practice Note 740 *Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules* issued by the Hong Kong Institute of Certified Public Accountant. The Company's auditors have issued their unqualified letter containing their findings and conclusions in respect of the CCT by the Group in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

董事會（包括獨立非執行董事）已審閱持續關連交易並確認持續關連交易乃：

- (i) 本集團於一般正常業務過程中訂立；
- (ii) 按一般商業條款或不遜於給予或來自獨立第三方之該等條款訂立；及
- (iii) 根據規管持續關連交易之協議之公平合理條款並符合本公司及其股東整體利益訂立。

董事會（包括獨立非執行董事）亦確認：

- (a) 誠如本公司日期為二零一四年二月二十八日及二零一四年三月十一日之公告所披露，截至二零一六年十二月三十一日止年度有關本集團根據租賃意向書甲支付的租金以及服務費之總額不超出年度上限金額770,000港元；
- (b) 誠如本公司日期為二零一四年二月二十八日及二零一四年三月十一日之公告所披露，截至二零一六年十二月三十一日止年度有關本集團根據租賃意向書乙支付的租金以及服務費之總額不超出年度上限金額1,180,000港元；及
- (c) 本公司已遵守上市規則第14A章之披露規定。

本公司核數師獲委聘遵照香港會計師公會頒佈之《香港鑒證業務準則》第3000號「非審核或審閱過往財務資料之鑒證工作」，並參照《實務說明》第740號「關於香港《上市規則》所述持續關連交易的核數師函件」，就該等交易出具報告。本公司核數師已根據上市規則第14A.56條就本集團之持續關連交易出具載有其調查結果及結論之無保留意見函件。本公司已將核數師函件副本呈交聯交所。

## DIRECTORS' REPORT

### 董事會報告

Save as disclosed above, the transactions as set out in note 38(c)(ii) to the financial statements fall within Rule 14A.76(1) of the Listing Rules and each constitutes a de minimis transaction which were exempted from the reporting, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

#### RELATED PARTY TRANSACTIONS

Save as disclosed above, the remaining related party transactions as set out in note 38(c) to the financial statements under the heading of "Material related party transactions" did not constitute connected transactions or continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

#### MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

#### DIRECTORS

The Directors during the year and up to the date of this report are:

##### Executive Directors

Mr. Cheng Kam Chiu, Stewart (*Chairman*)  
Mr. Cheng Ming Kit  
Mr. Zhang Kun (*appointed on 12 December 2016*)

##### Non-executive Director

Mr. Heffner, Paul Lincoln (*resigned on 4 March 2016*)

##### Independent Non-executive Directors

Mr. Wong Man Kong, Peter  
Mr. Chan Chi Yuen  
Mr. Yung Chun Fai, Dickie  
Mr. Chiu Wai On

Biographical details of the Directors are set out on pages 29 to 32 of this annual report.

除上文披露者外，財務報表附註38(c)(ii)所載交易須遵守上市規則第14A.76(1)條之規定，各自構成最低限額交易，該等交易根據上市規則第14A章可豁免遵守申報、公告及獨立股東批准之規定。

##### 關聯方交易

除上文所披露者外，根據上市規則第14A章，「重大關聯方交易」項下之財務報表附註38(c)所載餘下關聯方交易並不構成本公司之關連交易或持續關連交易。

##### 管理合約

年內，本公司並無訂立或存有與本公司全部或任何重大部分業務之管理及行政有關之合約。

##### 董事

於年內及截至本報告日期止之董事如下：

##### 執行董事

鄭錦超先生 (主席)  
鄭明傑先生  
張堃先生  
(於二零一六年十二月十二日獲委任)

##### 非執行董事

韓福南先生  
(於二零一六年三月四日辭任)

##### 獨立非執行董事

王敏剛先生  
陳志遠先生  
翁振輝先生  
招偉安先生

董事之履歷詳情載於本年報第29頁至第32頁。

## RETIREMENT AND RE-ELECTION OF DIRECTORS

During the year, Mr. Heffner, Paul Lincoln resigned as a Non-executive Director on 4 March 2016. Mr. Zhang Kun was appointed as an Executive Director with effect from 12 December 2016 and was re-elected as an Executive Director by the Shareholders at the special general meeting held on 15 March 2017.

In accordance with bye-law 87(1) of the Bye-laws and to comply with the code provision A.4.2 of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules, Mr. Cheng Ming Kit, Mr. Chan Chi Yuen and Mr. Yung Chun Fai, Dickie shall retire by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

## EQUITY-LINKED AGREEMENTS

Details of the equity-linked agreements entered into during the year or subsisting at the end of the year are set out below:

### Warrants

On 16 July 2012, pursuant to the conditional warrant subscription agreement dated 29 May 2012 entered into between the Company and Max Sun, the substantial Shareholder of the Company, a total of 100,000,000 unlisted warrants was issued by the Company to Max Sun at an issue price of HK\$0.02 conferring the rights to subscribe for an aggregate of 100,000,000 ordinary shares of the Company at an exercise price of HK\$1.05 per share. Upon the completion of open offer in January 2015, the exercise price of the unlisted warrants was adjusted from HK\$1.05 to HK\$0.86 per share. As a result, the rights attached to the unlisted warrants to subscribe ordinary shares of the Company were adjusted from 100,000,000 ordinary shares to 122,093,023 ordinary shares. Such unlisted warrants shall be due on 15 July 2017. As at 31 December 2016, market value per share was HK\$0.223 and no warrant was exercised.

### Share Option Scheme

At the annual general meeting of the Company held on 17 May 2011, the Shareholders approved the adoption of a new share option scheme (the "Share Option Scheme") in place of the old share option scheme adopted on 30 August 2002 (the "Old Scheme"). No further share options may be granted under the Old Scheme upon its termination and share options granted and unexercised prior to such termination shall continue to be valid and exercisable in accordance with the provisions of the Old Scheme.

## 董事退任及重選連任

於年內，韓福南先生於二零一六年三月四日辭任非執行董事。張堃先生獲委任為執行董事，自二零一六年十二月十二日起生效，並於二零一七年三月十五日舉行的股東特別大會上由股東選舉獲重選連任執行董事。

根據公司細則第87(1)條及上市規則附錄十四載列的企業管治守則第A.4.2條守則條例，鄭明傑先生、陳志遠先生及翁振輝先生須於應屆股東週年大會輪值告退，彼等符合資格並願意重選連任。

## 股票掛鈎協議

於年度中簽訂的或於年尾持續有效的股票掛鈎協議詳情如下：

### 認股權證

於二零一二年七月十六日，根據本公司與作為本公司主要股東的萬新簽訂的日期為二零一二年五月二十九日之有條件權證認購協議，本公司按0.02港元的發行價向萬新發行共計100,000,000份非上市認股權證，賦予其以每股1.05港元的行使價認購本公司共計100,000,000股普通股的權利。在二零一五年一月的公開發售完成後，非上市認股權證的行使價由每股1.05港元調整至每股0.86港元。因此，非上市認股權證附帶認購本公司普通股的權利範圍亦由100,000,000股普通股增加至122,093,023股普通股。該等非上市認股權證於二零一七年七月十五日期滿。於二零一六年十二月三十一日，每股股份之市場價值為0.223港元且無認股權證被行使。

### 購股權計劃

於本公司二零一一年五月十七日舉行之股東週年大會上，股東批准採納新購股權計劃（「購股權計劃」）以取代於二零零二年八月三十日採納之舊購股權計劃（「舊計劃」）。舊計劃終止後，不可再據此授出其他購股權，而終止前已授出而未行使購股權則繼續有效及根據舊計劃的條文可予行使。



The Share Option Scheme is adopted under the relevant requirements of Chapter 17 of the Listing Rules and its purpose is to provide incentives or rewards to the eligible participants thereunder for their contribution or would be contributions to the Group and/or enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group. Eligible participants include any Director (including Non-executive Director and Independent Non-executive Director), employee (whether full time or part time), any supplier of goods or services to the Group, any customer of the Group, any agent or consultant that provides research, development, technological support or other services to the Group, any shareholder or any member of the Group or any holder of any securities issued by the Group. The Share Option Scheme, unless otherwise terminated or amended, will remain in force for 10 years from the date of coming into effect.

The maximum number of shares in respect of which may be issued upon exercise of all share options to be granted under the Share Option Scheme and any other share option schemes of the Company 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 the Shareholders in general meeting. In addition, the total maximum number of shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the shares in issue from time to time.

The total number of shares issued and to be issued upon exercise of all share options granted and to be granted (including both exercised and outstanding options) under the Share Option Scheme to each eligible participants (other than an Independent Non-executive Director or a substantial Shareholder of the Company or any of their respective associates) in any 12-month period up to and including the date of the latest grant of share options must not exceed 1% of the shares in issue at such date. Any further grant of share options under the Share Option Scheme in excess of this limit is subject to Shareholders' approval in a general meeting of the Company.

購股權計劃乃根據上市規則第17章的有關規定而採納，其旨在向為本集團作出貢獻或將會作出貢獻之合資格參與者提供獎勵或回報及／或讓本集團招聘及挽留優秀僱員及吸引對本集團而言屬寶貴之人力資源。合資格參與者包括本集團任何董事（包括非執行董事及獨立非執行董事）、僱員（不論全職或兼職）、向本集團提供貨物或服務之任何供應商、本集團任何客戶、向本集團提供研究、開發、技術支援或其他服務之任何代理或顧問、本集團任何股東或任何成員公司或本集團所發行任何證券之任何持有人。除非另行終止或修訂，購股權計劃於生效日期起計十年內有效。

因行使根據購股權計劃及本公司任何其他購股權計劃授出的所有購股權而可能發行的最高股份數目合計不得超過批准限額日期本公司已發行股份的10%，而該限額可由股東於股東大會上更新。此外，於根據購股權計劃及本公司任何其他購股權計劃發行在外而未行使的購股權倘獲行使而可予發行的最高股份數目，不得超過不時已發行股份的30%。

於截至及包括購股權最後授出日期的任何十二個月期間內，因行使根據購股權計劃向各合資格參與者（除本公司獨立非執行董事或主要股東，或彼等各自的任何聯繫人士）授出及將授出的全部購股權（包括已行使及尚未行使購股權）而發行及將發行的股份總數，不得超過當日已發行股份的1%。倘根據購股權計劃進一步授出購股權，而超出此限額，則須於本公司股東大會上取得股東批准。



Under the Share Option Schemes, any grant of share options 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. In addition, any share options granted to an Independent Non-executive Director or a substantial Shareholder of the Company, or any of their respective associates, which would result in the shares issued and to be issued upon exercise of all share options already granted or to be granted under the Share Option Scheme (including share options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant (i) representing in aggregate over 0.1% of the shares in issue; and (ii) having an aggregate value (based on the closing price of the shares at the date of grant) in excess of HK\$5 million, such grant of share options by the Board must be approved by Shareholders in general meeting of the Company.

The period within which share options may be exercised under the Share Option Scheme will be determined by the Board in its absolute discretion save that such period shall not be more than 10 years from the date of grant of the share options and that the Board may at its discretion determine the minimum period for which the share options have to be held before the exercise of the subscription right attaching thereto.

The exercise price of the share options under the Share Option Scheme is determinable 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 Company's shares as stated in the Stock Exchange's daily quotation sheet on the date of grant of such share options; (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant of such share options; and (iii) the nominal value of the Company's shares.

The offer of a grant of share options under the Share Option Scheme may be accepted within 28 days from the date of the offer upon payment of a consideration of HK\$1 by the grantee.

During the year, a total of 3,296,000 share options were exercised and 659,600 share options were lapsed under the Share Option Scheme. No share option was granted nor cancelled under the Share Option Scheme during the year. As at 31 December 2016, the Company had no outstanding share options.

根據購股權計劃，倘授出任何購股權予本公司董事、主要行政人員或主要股東或彼等各自的任何聯繫人士，須由獨立非執行董事批准。此外，倘授出任何購股權予本公司獨立非執行董事或主要股東，或彼等各自的任何聯繫人士，將導致於截至及包括有關授出日期的十二個月期間內，因行使根據購股權計劃已授出及將授出的全部購股權（包括已行使、註銷或未行使購股權）而發行及將發行的股份(i)合計超過已發行股份的0.1%；及(ii)總值超過5,000,000港元（根據授出日期股份的收市價計算），由董事會授出之有關購股權須於本公司股東大會上取得股東批准。

根據購股權計劃，購股權可行使之期限將由董事會以絕對酌情權釐定，惟該行使期不得超過自購股權授出日期起計10年，董事會可酌情釐定行使購股權所附帶之認購權前須持有購股權之最短期間。

根據購股權計劃，購股權的行使價由董事會以絕對酌情權釐定，但無論如何不得低於以下各項中的最高者：(i)本公司股份於授出該等購股權日期於聯交所日報表所報的收市價；(ii)本公司股份於緊接授出該等購股權日期前五個交易日於聯交所日報表所報的平均收市價；及(iii)本公司股份的面值。

獲授予人士可於授出購股權計劃項下購股權的日期起計28日內接納購股權，並支付代價1港元。

於年內，根據購股權計劃，共有3,296,000份購股權獲行使及659,600份購股權期滿。於年內，根據購股權計劃，並無授出購股權或取消購股權。於二零一六年十二月三十一日，本公司並無未行使購股權。

## DIRECTORS' REPORT

### 董事會報告



Details of share options held by the eligible participants and movements in such holdings during the year are as follows:

於年度內，合資格參與者持有之購股權及有關持有之變動詳情如下：

Category of grantees	Date of grant	Exercise period (both days inclusive)	Market value per share at date of grant of options* 於授出購股權日期之每股市值* (HK\$) (港元)	Market value per share on exercise of options** 於購股權獲行使時之每股市值** (HK\$) (港元)	Exercise Price*** (HK\$) (港元)	Number of options 購股權數目				
						Balance at beginning of the year	Granted during the year	Exercised during the year	Cancelled/Lapsed during the year	Balance at the end of the year
獲授予人士類別	授出日期	行使期 (包括首尾兩日)				年初結餘	年內已授出	年內已行使	年內已註銷/失效	年末結餘
Employees 僱員	24.1.2013 二零一三年一月二十四日	24.1.2013 – 23.1.2016 二零一三年一月二十四日至 二零一六年一月二十三日	0.871	-	0.889	445,600	-	-	(445,600)	-
Other participants 其他參與者	8.6.2015 二零一五年六月八日	8.6.2015 – 7.6.2017 二零一五年六月八日至 二零一七年六月七日	0.345	0.164	0.375	3,510,000	-	(3,296,000)	(214,000)	-
						3,955,600	-	(3,296,000)	(659,600)	-

\* being the closing price of the Company's ordinary shares adjusted after the open offer completed in January 2015, as applicable.

\* 為就於二零一五年一月已完成公開發售調整後本公司普通股收市價（如適用）。

\*\* being the weighted average closing price of the Company's ordinary shares immediately before the dates on which the options were exercised, as applicable.

\*\* 為緊接行使購股權日期前本公司普通股之加權平均收市價（如適用）。

\*\*\* Being the exercise price adjusted after the open offer completed in January 2015.

\*\*\* 為就於二零一五年一月已完成公開發售調整後行使價。

Information on the accounting policy for share options granted and the weighted average value per share option is provided in note 2(u)(ii) and note 32(b) to the financial statements respectively.

已授出購股權及每份購股權加權平均價值之資料及會計政策，分別載於財務報表附註2(u)(ii)及附註32(b)。

Apart from the foregoing, at no time during the year was the Company, or any of its holding company, subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

除上述內容外，本公司或其任何控股公司、附屬公司或同系附屬公司在年內概無訂有本公司董事可透過收購本公司或任何其他法人團體之股份或債券而獲利之任何安排。

### INDEMNITY OF DIRECTORS

A permitted indemnity provision (as defined in section 467 of the Hong Kong Companies Ordinance) for the benefit of the Directors of the Company is currently in force and was in force throughout this year.

### DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries that is not determinable by the employing company within one year without payment of compensation, other than statutory compensation.

### DIRECTOR'S INTEREST IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

On 7 October 2014, Shine Great Investments Limited ("Shine Great"), an indirect wholly-owned subsidiary of the Company and Goldlink Capital Limited ("Goldlink"), a direct wholly-owned subsidiary of Blue Sky, entered into a subscription agreement pursuant to which a total of 1,453,790 subscription shares of Shine Great representing approximately 14.54% of the enlarged issued share capital of 10,000,000 shares shall be subscribed by Goldlink at a cash consideration of HK\$37,800,000 ("Subscription").

On the same date, Total Belief, a direct wholly-owned subsidiary of the Company and the parent company of Shine Great, and Goldlink entered into a sale and purchase agreement ("Shine Great Agreement") pursuant to which Goldlink conditionally agreed to acquire and Total Belief conditionally agreed to sell the entire equity interest in Shine Great. The said disposal was completed in two transactions as follows:

- (1) sale of 36.46% of Shine Great's enlarged share capital of 10,000,000 shares to Goldlink ("Transaction I")
- (2) sale of 49.00% of Shine Great's enlarged share capital of 10,000,000 shares to Goldlink ("Transaction II")

The consideration for Transaction I was satisfied by a cash consideration of HK\$17,000,000 and the issue of convertible bonds by Blue Sky to Total Belief in a principal amount of HK\$77,805,000 upon the fulfillment of certain conditions precedent.

### 董事之彌償

為保障本公司董事利益而制定之獲准許彌償條文(定義見香港公司條例第467條)目前已生效並於年內持續有效。

### 董事服務合約

擬於應屆股東週年大會重選連任之董事,概無與本公司或其任何附屬公司訂立不可於一年內由僱用公司終止而毋須作出賠償(法定賠償除外)之服務合約。

### 董事於交易、安排或合約之利益

於二零一四年十月七日,盛宏投資有限公司(「盛宏」,為本公司間接全資附屬公司)與金連投資有限公司(「金連」,為藍天之直接全資附屬公司)訂立認購協議,據此合共認購盛宏1,453,790股認購股份(相當於擴大後已發行股本10,000,000股股份的約14.54%),將由金連以現金代價37,800,000港元認購(「認購事項」)。

同日,確信(為本公司之直接全資附屬公司及盛宏母公司)與金連訂立買賣協議(「盛宏協議」),據此金連有條件同意收購及確信有條件同意出售其於盛宏的所有股權(「出售事項」)。上述出售事項已以兩次交易完成,如下所示:

- (1) 向金連出售盛宏10,000,000股經擴大股本中的36.46%(「第一項交易」)
- (2) 向金連出售盛宏10,000,000股經擴大股本中的49.00%(「第二項交易」)

第一項交易代價將以現金代價17,000,000港元及透過由藍天於達成若干先決條件時向確信發行本金金額77,805,000港元的可換股債券支付。



The consideration for Transaction II was satisfied by the issue of convertible bonds by Blue Sky to Total Belief in a principal amount of HK\$135,240,000 upon the fulfillment of certain conditions precedent. The principal amount of convertible bonds in Transaction II will be adjustable in case of any shortfall between (i) revenue guarantee as defined in the Shine Great Agreement ("Revenue Guarantee") and the actual consolidated revenue of Shine Great and its subsidiaries ("Shine Great Group") for the year ended 31 December 2015 ("Actual Revenue"), and/or (ii) profit guarantee as defined in the Shine Great Agreement ("Profit Guarantee") and the actual consolidated profit of Shine Great Group for the year ended 31 December 2015 ("Actual Profit"). If the shortfall is within 20%, the principal amount of the convertible bonds will be adjusted from HK\$135,240,000 to HK\$133,888,000. Otherwise, the principal amount of the convertible bonds will be adjusted from HK\$135,240,000 to HK\$132,535,000.

On 24 February 2015, the Subscription and Transaction I were completed and convertible bonds in principal amounts of HK\$77,805,000 were issued by Blue Sky to Total Belief. Upon the completion of the Subscription and Transaction I, the Group's effective interest in Shine Great decreased from 100% to 49%. Accordingly, Shine Great Group, which carried out the Group's operation in distribution of natural gas business segment, ceased to be subsidiaries of the Group.

On 4 July 2016, Transaction II was completed and convertible bonds in principal amounts of HK\$132,535,000 ("Convertible Bonds II") were issued by Blue Sky to Total Belief. Upon the completion of Transaction II, the Group ceased to hold any interests in Shine Great Group.

During the year, Mr. Cheng Ming Kit, an Executive Director of the Company, was also an executive director and co-chairman of Blue Sky. Mr. Cheng held certain equity interest of Blue Sky. Therefore, Mr. Cheng was considered materially interested in the transactions contemplated under the Subscription and Shine Great Agreement.

第二項交易已透過由藍天於達成若干先決條件時向確信發行本金金額135,240,000港元的可換股債券支付。倘(i)盛宏協議界定的收益擔保(「收益擔保」)與盛宏及其附屬公司(「盛宏集團」)截至二零一五年十二月三十一日止年度之實際綜合收益(「實際收益」)及/或(ii)盛宏協議界定的溢利擔保(「溢利擔保」)與盛宏截至二零一五年十二月三十一日止年度之實際綜合溢利(「實際溢利」)之間存在不足,則第二項交易的可換股債券本金金額將作出調整。倘不足範圍在20%以內,則可換股債券本金金額將由135,240,000港元調整至133,888,000港元。否則,可換股債券本金金額將由135,240,000港元調整至132,535,000港元。

於二零一五年二月二十四日,本集團完成認購事項及第一項交易,藍天向確信發行本金金額為77,805,000港元之可換股債券。完成認購事項及第一項交易後,本集團於盛宏之實際權益由100%降至49%。因此,從事本集團分銷天然氣業務分部之營運之盛宏集團不再為本集團之附屬公司。

於二零一六年七月四日,本集團完成第二項交易,藍天向確信發行本金金額為132,535,000港元之可換股債券(第二批可換股債券)。於完成第二項交易後,本集團不再持有盛宏集團任何權益。

年內,本公司執行董事鄭明傑先生亦為藍天之執行董事兼聯席主席。鄭先生持有藍天若干股本權益。因此,鄭先生被視為於認購事項及盛宏協議項下擬進行之交易中擁有重大權益。

Save as disclosed above, no transaction, arrangement or contract of significance to which the Company, or any of its holding company, subsidiaries or fellow subsidiaries was a party, and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES

As at 31 December 2016, the interests and short positions of the Directors and chief executives of the Company and their associates in the shares, underlying shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were required to be (i) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which the Directors and the chief executives of the Company were taken or deemed to have under such provisions of the SFO); (ii) entered in the register kept by the Company pursuant to section 352 of the SFO; or (iii) notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules were as follows:

#### Long position of Directors' interests in ordinary shares of the Company

As at 31 December 2016, to the knowledge of the Company, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be: (i) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executive of the Company were taken or deemed to have under such provisions of the SFO); (ii) entered in the register kept by the Company pursuant to Section 352 of the SFO; or (iii) notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於本年度終結時或於年內任何時間，本公司董事概無於本公司或其任何控股公司、附屬公司或同系附屬公司所訂立重大交易、安排或合約中直接或間接擁有重大利益。

#### 董事於證券之權益及淡倉

於二零一六年十二月三十一日，本公司董事及主要行政人員及彼等之聯繫人士於本公司及其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中，擁有須(i)根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例有關條文本公司董事及主要行政人員被當作或視為擁有之權益及淡倉）；(ii)記入本公司根據證券及期貨條例第352條置存之登記冊之權益及淡倉；或(iii)根據上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」）知會本公司及聯交所之權益及淡倉如下：

#### 董事於本公司普通股權益之好倉

於二零一六年十二月三十一日，就本公司所知，本公司董事或本公司主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之任何股份、相關股份或債券中，概無擁有任何須：(i)根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例有關條文本公司董事及主要行政人員被當作或視為擁有之權益及淡倉）；(ii)記入本公司根據證券及期貨條例第352條置存之登記冊之權益及淡倉；或(iii)根據標準守則知會本公司及聯交所之權益及淡倉。

## DIRECTORS' REPORT

### 董事會報告

#### DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the section headed "Directors' Interests and Short Positions in Securities" and "Share Option Scheme", at no time during the year was the Company or the Company's subsidiary or holding company or a subsidiary of the Company's holding company a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

#### DIRECTORS' INTERESTS IN COMPETING BUSINESSES

During the year, to the best knowledge of the Directors, none of the Directors and their respective associates was considered to have any interest in any businesses that competes with or is likely to compete with the businesses of the Group.

#### DIRECTORS' REMUNERATION AND FIVE INDIVIDUALS WITH HIGHEST EMOLUMENTS

Particulars of the Directors' remuneration and five individuals with highest emoluments are set out in notes 9 and 10 to the financial statements respectively.

#### RETIREMENT BENEFITS SCHEMES

Details of the Group's retirement benefits schemes are set out in note 33 to the financial statements.

#### INTEREST AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

As at 31 December 2016, so far as is known to any Directors or chief executive of the Company, the following persons (other than a Director or chief executive of the Company) had, or were taken or deemed to have interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register kept by the Company pursuant to Section 336 of the SFO:

#### 董事購買股份或債券之權利

除「董事於證券之權益及淡倉」及「購股權計劃」兩節所披露者外，於年內任何時間，本公司或其附屬公司或控股公司或本公司控股公司之附屬公司概無訂立任何安排，致使董事可藉購入本公司或任何其他法人團體之股份或債券而獲益。

#### 董事於競爭業務之權益

年內，就董事所深知，概無董事或彼等各自之聯繫人士被認為於與本集團業務構成競爭或可能構成競爭之任何業務中擁有任何權益。

#### 董事酬金及五位最高薪酬人士

董事酬金及五位最高薪酬人士詳情分別載於財務報表附註9及10。

#### 退休福利計劃

本集團之退休福利計劃詳情載於財務報表附註33。

#### 主要股東之權益及淡倉

於二零一六年十二月三十一日，據本公司任何董事或主要行政人員所知，下列人士（除本公司董事或主要行政人員外）於本公司股份或相關股份中，擁有或被當作或視為擁有根據證券及期貨條例第XV部第2及3分部條文規定須向本公司及聯交所披露之權益或淡倉，或記入本公司根據證券及期貨條例第336條存置之登記冊之權益或淡倉：



(a) Long position of substantial Shareholders' interests in ordinary shares of the Company

(a) 主要股東於本公司普通股之好倉

Name of Shareholders 股東名稱	Capacity/ Nature of interests 身份／權益性質	Number of ordinary shares held 所持普通 股份數目	Approximate percentage of interests held 所持權益 概約百分比 (note (vii)) (附註(vii))
Max Sun Enterprises Limited ("Max Sun") (note (i)) 萬新企業有限公司(「萬新」)(附註(i))	Beneficially owned 實益擁有	3,516,537,544	59.50%
Chow Tai Fook Nominee Limited ("CTFNL") (note (ii)) 周大福代理人有限公司 (「周大福代理人」)(附註(ii))	Interests in a controlled corporation 受控法團權益	3,516,537,544	59.50%
Chow Tai Fook (Holding) Limited ("CTFHL") (note (iii)) 周大福(控股)有限公司 (「周大福控股」)(附註(iii))	Interests in a controlled corporation 受控法團權益	3,533,052,044	59.78%
Chow Tai Fook Capital Limited ("CTFC") (note (iv)) Chow Tai Fook Capital Limited (「CTFC」) (附註(iv))	Interests in a controlled corporation 受控法團權益	3,533,052,044	59.78%
Cheng Yu Tung Family (Holdings) Limited ("CYTFH") (note (v)) Cheng Yu Tung Family (Holdings) Limited (「CYTFH」)(附註(v))	Interests in a controlled corporation 受控法團權益	3,533,052,044	59.78%
Cheng Yu Tung Family (Holdings II) Limited ("CYTFH-II") (note (vi)) Cheng Yu Tung Family (Holdings II) Limited (「CYTFH-II」)(附註(vi))	Interests in a controlled corporation 受控法團權益	3,533,052,044	59.78%
Elberta Holdings Limited	Beneficially owned 實益擁有	529,900,000	8.97%



### (b) Long position of substantial Shareholders' interests in underlying ordinary shares of the Company

### (b) 主要股東於本公司相關普通股份權益之好倉

Name of Shareholders 股東名稱	Capacity/ Nature of interests 身份／權益性質	Number of underlying ordinary shares held 所持相關 普通股數目 (note (viii)) (附註(viii))	Approximate percentage of interests held 所持權益 概約百分比 (note (vii)) (附註(vii))
Max Sun (note (i)) 萬新 (附註(i))	Beneficially owned 實益擁有	3,638,630,567	61.56%
CTFNL (note (ii)) 周大福代理人 (附註(ii))	Interests in a controlled corporation 受控法團權益	3,638,630,567	61.56%
CTFHL (note (iii)) 周大福控股 (附註(iii))	Interests in a controlled corporation 受控法團權益	3,655,145,067	61.84%
CTFC (note (iv)) CTFC (附註(iv))	Interests in a controlled corporation 受控法團權益	3,655,145,067	61.84%
CYTFH (note (v)) CYTFH (附註(v))	Interests in a controlled corporation 受控法團權益	3,655,145,067	61.84%
CYTFH-II (note (vi)) CYTFH-II (附註(vi))	Interests in a controlled corporation 受控法團權益	3,655,145,067	61.84%
Elberta Holdings Limited	Beneficially owned 實益擁有	529,900,000	8.97%

#### Notes:

- (i) The entire issued share capital of Max Sun is legally and beneficially owned by CTFNL.
- (ii) CTFNL holds 100% direct interest in Max Sun and is accordingly deemed to have an interest in the interests held by Max Sun.
- (iii) CTFHL holds 99.80% direct interest in CTFNL and is accordingly deemed to have an interest in the interests of CTFNL.
- (iv) CTFC holds 78.58% direct interest in CTFHL and is accordingly deemed to have an interest in the interests of CTFHL.
- (v) CYTFH holds 48.98% direct interest in CTFC and is accordingly deemed to have an interest in the interests of CTFC.

#### 附註:

- (i) 萬新之全部已發行股本由周大福代理人合法及實益擁有。
- (ii) 周大福代理人直接持有萬新之100%權益，因此被視為於萬新之權益中擁有權益。
- (iii) 周大福控股直接持有周大福代理人之99.80%權益，因此被視為於周大福代理人之權益中擁有權益。
- (iv) CTFC直接持有周大福控股之78.58%權益，因此被視為於周大福控股之權益中擁有權益。
- (v) CYTFH直接持有CTFC之48.98%權益，因此被視為於CTFC之權益中擁有權益。

- (vi) CYTFH-II holds 46.65% direct interest in CTFC and is accordingly deemed to have an interest in the interests of CTFC.
- (vii) The approximate percentage of interests held is calculated on the basis of 5,910,321,992 ordinary shares of the Company in issue as at 31 December 2016.
- (viii) This comprises direct holding of 3,516,537,544 ordinary shares of the Company and interest held through the warrants held by Max Sun which enable Max Sun to subscribe for 122,093,023 ordinary shares of the Company.

Save as disclosed above, there is no other interest recorded in the register that is required to be kept under Section 336 of the SFO as at 31 December 2016.

### PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained the prescribed public float during the year and up to the date of this annual report as required under the Listing Rules.

### CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 52 to 65 of this annual report.

### EVENT AFTER THE REPORTING PERIOD

Details of the significant event of the Group after the reporting period are set out in note 42 to the financial statements.

### AUDITORS

KPMG were first appointed as auditors of the Company in 2014 upon the resignation of Crowe Horwath (HK) CPA Limited. Save as disclosed above, there were no other changes in auditors of the Company during the past three years.

KPMG retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of KPMG as auditors of the Company is to be proposed at the forthcoming annual general meeting of the Company.

By order of the Board  
**Cheng Kam Chiu, Stewart**  
Chairman

Hong Kong, 30 March 2017

- (vi) CYTFH-II直接持有CTFC之46.65%權益，因此被視為於CTFC之權益中擁有權益。
- (vii) 所持權益概約百分比乃按本公司於二零一六年十二月三十一日之5,910,321,992股已發行普通股之基準計算。
- (viii) 此包括直接持有之本公司3,516,537,544股普通股及透過萬新持有之購股權持有權益，使萬新可認購本公司122,093,023股普通股。

除上文披露者外，於二零一六年十二月三十一日，概無其他權益須記入根據證券及期貨條例第336條置存之登記冊。

### 公眾持股量

據本公司可公開查閱之資料及據董事所知，本公司已按照上市規則於年內及截至本年報日期止維持規定的公眾持股量。

### 企業管治

本公司致力維持高水平的企業管治。有關本公司所採納的企業管治措施的資料，載於本年報第52頁至第65頁的「企業管治報告」。

### 報告期後事項

本集團於報告期後之重大事項詳情載於財務報表附註42內。

### 核數師

國富浩華（香港）會計師事務所有限公司辭任本公司核數師後，畢馬威於二零一四年首次獲委任為本公司之核數師。除上述所披露者外，於過去三個年度，本公司核數師並無其他變動。

畢馬威退任並符合資格獲重新委任。有關重新委任畢馬威為本公司核數師之決議案將於本公司應屆股東週年大會上提呈。

承董事會命  
主席  
**鄭錦超**

香港，二零一七年三月三十日



### CORPORATE GOVERNANCE CODE

New Times Energy Corporation Limited (the “Company”) and its subsidiaries (collectively the “Group”) strives to attain and maintain high standards of corporate governance best suited to the needs of its businesses and the best interests of its stakeholders as the board (the “Board”) of directors (the “Directors”) of the Company believes that effective governance is essential to the maintenance of the Group’s competitiveness and to its healthy growth. The Company has adopted and applied the principles of the code provisions of the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

The Company periodically reviews its corporate governance practices to ensure its continuous compliance with the CG Code. In the opinion of the Directors, the Company was in compliance with the applicable code provisions of the CG Code for the year ended 31 December 2016 and, where appropriate, the applicable recommended best practices of the CG Code, save and except for the following deviations:

#### Code Provision A.2.1

Pursuant to code provision A.2.1 of the CG Code, the roles of Chairman and Chief Executive Officers (“CEO”) should be separate and should not be performed by the same individual. Given the current corporate structure, Mr. Cheng Kam Chiu, Stewart, being the Chairman and an Executive Director of the Company, was assuming the role of CEO of the Company, responsible for the strategic planning and day-to-day management of the Group during the year. Although the responsibilities of the Chairman and the CEO are vested in one person, all major decisions are made in consultation with the members of the Board of Directors and/or the senior management of the Company. The Board considers that there is sufficient balance of power and authority. The Board shall nevertheless review the structure from time to time to ensure appropriate composition should suitable opportunities arise.

### 企業管治守則

新時代能源有限公司(「本公司」)及其附屬公司(統稱「本集團」)董事會相信有效之企業管治是本集團維持競爭力及引領其健康成功之必要條件，因此本集團努力達致並維持最符合其業務需要與其股權持有人最佳利益之高企業管治水平。本公司採納並應用香港聯合交易所有限公司證券上市規則(「上市規則」)附錄十四所載之企業管治守則(「企業管治守則」)之守則條文原則。

本公司定期檢討其企業管治常規，確保持續遵守企業管治守則之規定。董事認為，本公司於截至二零一六年十二月三十一日止年度符合企業管治守則所載的適用守則條文及(倘適用)企業管治守則之適用建議最佳常規，惟以下偏離者則除外：

#### 守則條文第A.2.1條

根據企業管治守則之守則條文第A.2.1條，主席及行政總裁之角色應予區分，且不應由同一人擔任。鑑於目前的企業結構，鄭錦超先生為本公司主席兼執行董事，彼於年內已擔任本公司之行政總裁角色，負責本集團之策略規劃及日常管理事務。雖然主席及行政總裁的責任歸屬一人，所有主要決定均經諮詢本公司董事會成員及/或高級管理層作出。董事會認為權力制衡足夠，但董事會應不時檢討架構，以確保備有適當的架構組合以應對恰當的機會出現。

#### Code Provision A.4.1

Under code provision A.4.1 of the CG Code, non-executive directors should be appointed for a specific term and subject to re-election. During the year, all Non-executive Director and Independent Non-executive Directors were not appointed for a specific term. They were, however, subject to the requirement of retirement and re-election at least once every three years at the annual general meetings of the Company in accordance with the relevant provisions of the Company's bye-laws (the "Bye-laws") and code provision A.4.2 of the CG Code. As such, the Company considers that sufficient measures were taken to ensure that the Company's corporate governance practices were no less exacting than those in the code provisions of the CG Code.

#### Code Provision A.6.7

Under code provision A.6.7 of the CG Code, independent non-executive directors and other non-executive directors, as equal board members, should attend general meetings. During the year, certain Independent Non-executive Directors were unable to attend the general meetings of the Company as they were out of town or had other engagements. Details of the Directors' attendance are disclosed under the section headed "Number of Board Meetings and Directors' Attendance" below.

#### Code Provision C.1.2

Under code provision C.1.2 of the CG Code, management should provide all members of the Board with monthly updates giving a balanced and understandable assessment of the Company's performance, position and prospects in sufficient detail to enable the Board as a whole and each Director to discharge their duties under Rule 3.08 and Chapter 13 of the Listing Rules. During the year, the management of the Company did not provide monthly updates to all members of the Board as required by the code provision C.1.2 of the CG Code, as all the Executive Directors were involved in the daily operations of the Group and were fully aware of the performance, position and prospects of the Company, and the management of the Company has provided to all Directors (including Independent Non-executive Directors) of the Board quarterly updates giving a balanced and understandable assessment of the Company's performance, position and prospects in sufficient details prior to the regular board meetings of the Company. In addition, the management of the Company has provided all members of the Board, in a timely manner, updates on any material changes to the performance, position and prospects of the Company and sufficient background or explanatory information for matters brought before the Board.

#### 守則條文第A.4.1條

根據企業管治守則之守則條文第A.4.1條，非執行董事應按特定任期委任，並須重選連任。於年內，全體非執行董事及獨立非執行董事並無按特定任期委任，惟須遵守本公司細則（「細則」）及企業管治守則之守則條文第A.4.2條之相關條文，最少每三年於本公司股東週年大會輪值告退及重選連任一次。因此，本公司認為已採取足夠措施，以確保本公司之企業管治常規不較企業管治守則之守則條文寬鬆。

#### 守則條文第A.6.7條

根據企業管治守則之守則條文第A.6.7條，獨立非執行董事及其他非執行董事作為與其他董事擁有同等地位的董事會成員，應出席股東大會。年內，若干獨立非執行董事因不在香港或有其他事務在身而未能出席本公司之股東大會。有關董事出席詳情披露於下文「董事會會議舉行次數及董事出席情況」一節。

#### 守則條文第C.1.2條

根據企業管治守則之守則條文第C.1.2條，管理層應向董事會全體成員提交就本公司績效、狀況及前景作出平衡及可理解評估的每月報告，內容詳情足以讓董事會及各董事履行上市規則第3.08條及第13章的職責。於年內，由於所有執行董事均參與本集團的日常運作並完全得悉本公司的績效、狀況及前景，以及本公司管理層於本公司董事會定期會議前向董事會所有董事（包括獨立非執行董事）提交就本公司績效、狀況及前景作出平衡及可理解評估的詳細季度報告，本公司管理層未有向董事會全體成員提交企業管治守則之守則條文第C.1.2條規定的每月報告。此外，本公司管理層及時向董事會全體成員提交有關本公司績效、狀況及前景任何重大變動的報告，以及有關提交董事會事宜的詳細背景或說明資料。



### MODEL CODE FOR DIRECTOR'S SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules.

Specific enquiry has been made to all the Directors and the Directors have confirmed that they have complied with the Model Code throughout the year ended 31 December 2016.

### BOARD OF DIRECTORS

#### Composition

As at 31 December 2016, the Board comprised three Executive Directors, being Mr. Cheng Kam Chiu, Stewart, Mr. Cheng Ming Kit and Mr. Zhang Kun; and four Independent Non-executive Directors, being Mr. Wong Man Kong, Peter, Mr. Chan Chi Yuen, Mr. Yung Chun Fai, Dickie and Mr. Chiu Wai On.

### 進行證券交易的標準守則

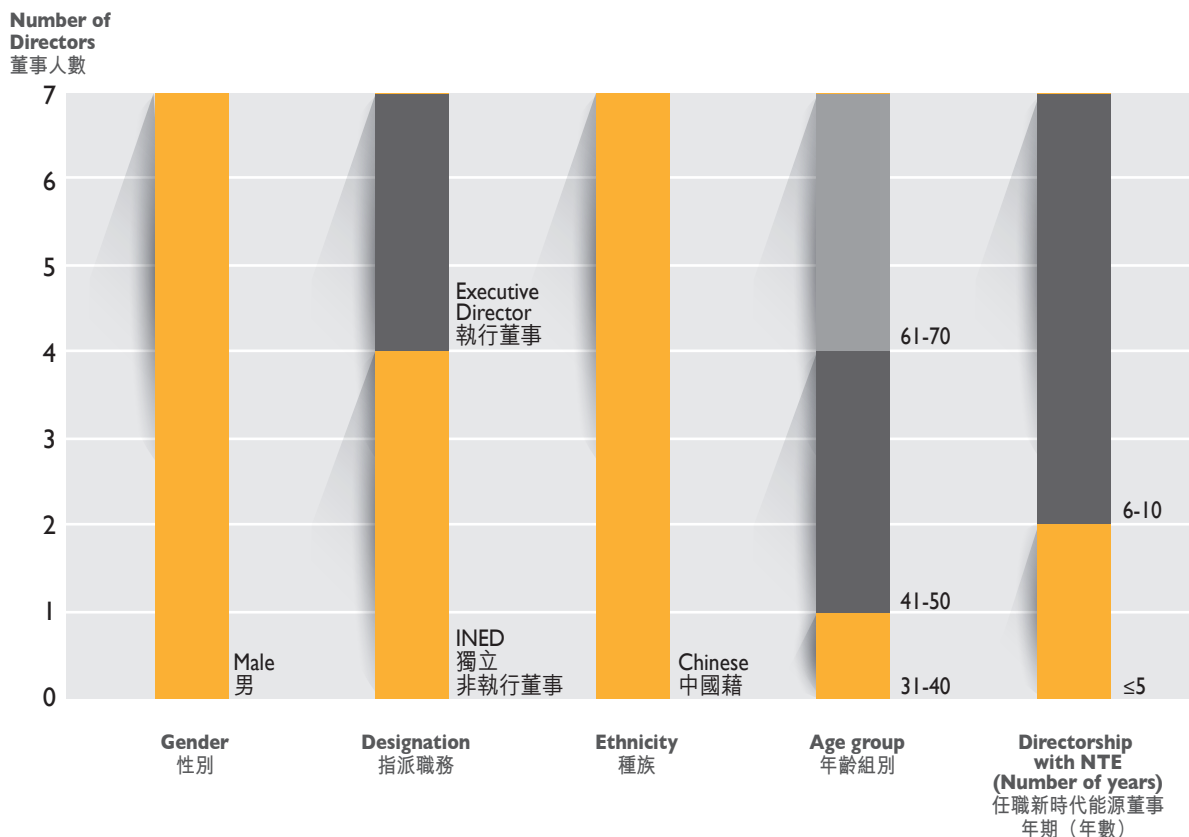
本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」）。

經向全體董事作出具體查詢後，董事確認彼等於截至二零一六年十二月三十一日止年度內一直遵守標準守則。

### 董事會

#### 組成

於二零一六年十二月三十一日，董事會由三名執行董事（即鄭錦超先生、鄭明傑先生及張堃先生）；及四名獨立非執行董事（即王敏剛先生、陳志遠先生、翁振輝先生及招偉安先生）組成。





The Directors have brought a balance of valuable and diversified business and professional expertise, experiences and independent judgement to the Board for its efficient and effective management of the Company's business.

The biographical details of the Directors are set out in the section headed "Information on Directors" in this annual report which demonstrate a diversity of skills, expertise, experience and qualifications.

### Relationship amongst Directors

Mr. Cheng Kam Chiu, Stewart is the uncle of Mr. Cheng Ming Kit.

Save as aforesaid, the Board members do not have any financial, business, family or other material and/or relevant relationships with each other.

### Board diversity

The Company has a Board Diversity Policy (the "Policy") which sets out the approach to diversify the Board. The Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, professional and industry experience, skills, knowledge, and any other factors that the Board might consider relevant and applicable.

The Nomination Committee has set the measurable objectives based on gender, age, cultural and educational background, professional experience and skills and knowledge for the implementation of Board diversity of the Company.

The Nomination Committee and the Board will review the Policy, as appropriate, to ensure its continued effectiveness from time to time.

Having reviewed the Policy and taken into account the measurable objectives, the Nomination Committee and the Board considered that the Board's composition has complied with the requirements of the Policy during the year.

董事具備廣泛而寶貴之商業及專業知識、經驗及獨立判斷力，分配均衡，有助董事會有效及高效地管理本公司之業務。

董事之簡歷詳情載於本年報「董事資料」一節，當中載列董事各方面才能、專業知識、經驗及資歷。

### 董事之間的關係

鄭錦超先生為鄭明傑先生之叔父。

除上述者外，董事會成員之間在財務、業務、家族或其他重大及／或相關方面並無關係。

### 董事會成員多元化

本公司採納董事會成員多元化政策（「政策」），當中載列促使董事會成員多元化而採取之方針。本公司藉考慮多項因素，包括但不限於性別、年齡、文化及教育背景、專業及行業經驗、技能、知識以及董事會認為相關及適用的任何其他因素，實現董事會成員多元化。

提名委員會已按性別、年齡、文化及教育背景、專業經驗以及技能及知識制定可計量目標，以實現本公司董事會成員多元化。

提名委員會及董事會將不時審核有關政策（如適用），以確保其持續有效。

經審核有關政策並考慮有關可計量目標，提名委員會及董事會認為，董事會之組成於年內已符合有關政策之要求。



### Responsibilities of the Board

The Board is responsible for the leadership and control of the Company and collectively responsible for promoting success of the Company by directing and supervising the Company's affairs. The Board also formulates objectives, overall corporate strategies and business plans, and oversees the financial and management performance of the Group. Day-to-day functions and authorities are delegated to the management, which include the implementation of objectives, strategies and plans adopted by the Board and the day-to-day management of the Group's business. There are established procedures for the Directors upon reasonable request, to seek independent advice in appropriate circumstances, at the Company's expenses.

### Corporate governance functions

It is the responsibility of the Board to determine the appropriate corporate governance practices applicable to the Company's circumstances and to ensure processes and procedures are in place to achieve the Company's corporate governance objectives.

The duties of the Board performing corporate governance functions under the CG Code include:

1. to develop and review the Company's policies and practices on corporate governance;
2. to review and monitor the training and continuous professional development of Directors and senior management of the Company;
3. to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
4. to develop, review and monitor the code of conduct and compliance manual (in any) applicable to employees and Directors of the Company; and
5. to review the Company's compliance with the CG Code and disclosure in the Corporate Governance.

### Number of Board Meetings and Directors' Attendance

The Board meets regularly and at least four times a year for reviewing and approving the financial and operating performance, and considering and approving the overall strategies and policies of the Company. Apart from the regular board meetings, the Board met on other occasions where necessary. Throughout the year, Directors also participate in the consideration and approval of routine and operational matters of the Company by way of circulating resolutions.

### 董事會之責任

董事會負責領導及統管本公司並共同負責通過直接監察本公司之事務促進本公司之成就。董事會亦負責制定本集團之目標、總體公司策略及業務規劃以及監管本集團之財務及管理表現。董事會向管理人員轉授日常職能及權力，包括實施董事會採納之目標、策略及計劃以及本集團業務之日常管理。本公司已訂立程序，讓董事在適當情況下作出合理要求尋求獨立意見，費用由本公司承擔。

### 企業管治職能

董事會負責因應本公司的情況而釐定合適的企業管治常規，並確保有關流程及程序得以切實執行，以達致本公司之企業管治目標。

根據企業管治守則，董事會履行企業管治職能之職務包括：

1. 制定及檢討本公司有關企業管治之政策及常規；
2. 檢討及監察董事以及本公司高級管理人員之培訓及持續專業發展；
3. 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
4. 制定、檢討及監察本公司僱員及董事適用之操守守則及合規手冊（如有）；及
5. 檢討本公司遵守企業管治守則的情況及於企業管治內之披露。

### 董事會會議舉行次數及董事出席情況

董事會每年最少定期舉行四次會議，以檢討及核准財務及營運表現，並考慮及審批本公司之整體策略及政策。除董事會常規會議外，董事會亦會另行召開其他會議（倘需要）。年內，董事亦透過傳閱決議案，參與考慮及批准本公司日常及營運事宜。

During the year, the Board held seven regular meetings. To facilitate maximum attendance of the Directors and to provide opportunity to include matters in the agenda for the Board meetings, notices of regular Board meetings are served to all Directors at least 14 days before the regular meetings while reasonable notice is generally given for other meetings. Meeting agenda together with all appropriate, complete and reliable information are normally given to all Directors no less than 3 days prior to each Board meeting to enable them to make informed decisions.

Details of the Directors' attendance at the Company's general meetings and the regular Board meetings held during the year are set out below:

年內，董事會舉行七次例會。為了讓更多董事出席會議，並提供機會讓董事於董事會會議議程內加入任何事項，董事會常規會議通告須最少於常規會議舉行前14天送達全體董事；而其他會議則一般於合理時間內發出通知。會議議程連同所有適當、完整及可靠的資料通常於各董事會會議舉行前不少於3日給予全體董事，以便彼等得以作出知情決定。

本公司在年內舉行之股東大會及常規董事會會議之董事出席情況詳情載列如下：

Name of Director	董事姓名	Meetings attended/held 會議出席／舉行次數		
		Regular Board Meeting 常規董事會會議 (Note) (附註)	Annual General Meeting 股東週年大會 (Note) (附註)	Special General Meeting 股東特別大會 (Note) (附註)
<b>Executive Directors</b>				
Mr. Cheng Kam Chiu, Stewart	鄭錦超先生	7/7	1/1	1/1
Mr. Cheng Ming Kit	鄭明傑先生	2/7	0/1	1/1
Mr. Zhang Kun (appointed on 12 December 2016)	張堃先生 (於二零一六年十二月十二日獲委任)	1/1	N/A 不適用	N/A 不適用
<b>Non-executive Director</b>				
Mr. Heffner, Paul Lincoln (resigned on 4 March 2016)	韓福南先生 (於二零一六年三月四日辭任)	N/A 不適用	N/A 不適用	N/A 不適用
<b>Independent Non-executive Directors</b>				
Mr. Wong Man Kong, Peter	王敏剛先生	5/7	0/1	0/1
Mr. Chan Chi Yuen	陳志遠先生	7/7	1/1	0/1
Mr. Yung Chun Fai, Dickie	翁振輝先生	7/7	1/1	1/1
Mr. Chiu Wai On	招偉安先生	7/7	1/1	1/1

Note: The attendance figure represents actual attendance/the number of meetings a Director was entitled to attend during his tenure as a Director during the year 2016.

附註：出席次數為董事於二零一六年度出任董事之任期內可出席之實際出席次數／會議次數。

To further maximise the contribution from non-management Directors, a separate meeting between the Chairman and Independent Non-executive Directors was held in December 2016 to address business and related issues of the Group.

為進一步令非管理層董事作出最大貢獻，主席與獨立非執行董事於二零一六年十二月舉行了一次獨立會議，集中討論本集團業務及相關事宜。



### Chairman and Chief Executive Officer

The Chairman and the CEO of the Company are held by Mr. Cheng Kam Chiu, Stewart. The Board considers that the current management structure has operated efficiently. According to the Company's practice, all major decisions are taken by the Board, or relevant committee of the Board, as duly constituted.

### Independent Non-executive Directors

The Company has complied with the requirements under Rules 3.10(1), 3.10(2) and 3.10A of the Listing Rules. The number of Independent Non-executive Directors on the Board is four and meets one-third requirements under the Listing Rules throughout the year.

The Company has received written annual confirmation from each of the four Independent Non-executive Directors, namely Mr. Wong Man Kong, Peter, Mr. Chan Chi Yuen, Mr. Yung Chun Fai, Dickie and Mr. Chiu Wai On, of their independence pursuant to the requirements of Rules 3.13 of the Listing Rules. The Company considers all of them to be independent in accordance with the independence guidelines set out in the Listing Rules.

### Appointment and re-election of Directors

The Board retains the functions for the selection and approval of candidates to become Board members. Under the Bye-laws, all Directors who are appointed to fill a casual vacancy or as an addition to the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election. In addition, one-third of the Directors, who have been longest on the Board since their last election, must retire from office by rotation but then be eligible for re-election at each annual general meeting of the Company. As such, no Director has a term of appointment longer than three years.

### INDUCTION, INFORMATION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

Upon appointment to the Board, Directors receive an induction package covering the general understanding of the Group and its businesses and operations. Meetings are also arranged with the Company's external legal adviser on directors' legal role and responsibilities.

All Directors are kept informed on a timely basis of major changes on the relevant laws, rules and regulations. Timely updates on the Group's financial performance, businesses and developments are also provided to the Directors. They also have full and timely access to information on the Group and independent professional advice at all times whenever deemed necessary.

### 主席及行政總裁

本公司主席及行政總裁由鄭錦超先生擔任。董事會認為，目前的管理結構有效運作。根據本公司慣例，所有重大決策均由董事會或正式組成之董事會相關委員會作出。

### 獨立非執行董事

本公司已符合上市規則第3.10(1)、3.10(2)及3.10A條之規定。董事會之獨立非執行董事人數為四名，並於全年均符合上市規則的規定，佔董事會成員最少三分之一。

根據上市規則第3.13條之規定，本公司已收到四名獨立非執行董事（分別為王敏剛先生、陳志遠先生、翁振輝先生及招偉安先生）各自之年度獨立性確認書。本公司認為，根據上市規則所載獨立指引，所有獨立非執行董事均屬獨立。

### 委任及重選董事

董事會之職能為甄選及核准董事會候選成員。根據公司細則，獲委任以填補臨時空缺或新加入董事會之全體董事僅可留任至本公司下一屆股東大會，屆時將符合資格重選連任。此外，三分之一董事（自上一次當選後任期最長之董事）須輪值告退但符合資格於本公司每一屆股東週年大會重選連任。因此，並無董事擁有超過三年委任年期。

### 就任須知、資訊及持續專業發展

董事獲委任加入董事會時獲發整套包括本集團一般認知及其業務與營運的資料。本公司之外聘法律顧問亦會就董事之法律職務及職責安排會議。

所有董事均按時獲悉有關相關法例、法規及規例之重大變動，董事亦會適時獲提供本集團財務表現、業務及發展的最新消息。彼等均可完全而及時地得到本集團的資料及於有需要時隨時取得獨立專業意見。

In compliance with the code provision A.6.5 of the CG Code, all Directors should participate in continuous professional development (the "CPD") to develop and refresh their knowledge and skills. During the year, the Company encouraged all Directors to attend training courses, seminars or conferences which were relevant to their respective duties and responsibilities at the Company's expenses, and provided relevant materials and updates for their reading. According to the records provided by the Directors, the Directors participated in the following CPD programmes during the year:

為符合企業管治守則之守則條文第A.6.5條，全體董事須參與持續專業發展（「持續專業發展」），以發展及重溫其知識及技能。年內，本公司已鼓勵全體董事出席與彼等各自之職務及職責有關之培訓課程、座談會或會議，費用由本公司承擔，並已提供相關資料及最新消息以供彼等閱覽。根據董事所提供記錄，年內董事已參與以下持續專業發展：

Directors	董事	Directors' Training in 2016 by Type of CPD Programmes 董事於二零一六年所獲持續專業 發展計劃之培訓（按類別劃分）	
		Attending training courses, seminars or conferences 出席培訓課程、 座談會或會議	Reading materials or updates 閱覽資料或 最新消息
<b>Executive Directors</b>	<b>執行董事</b>		
Mr. Cheng Kam Chiu, Stewart	鄭錦超先生	✓	✓
Mr. Cheng Ming Kit	鄭明傑先生		✓
Mr. Zhang Kun (appointed on 12 December 2016)	張堃先生 (於二零一六年 十二月十二日獲委任)		✓
<b>Non-executive Director</b>	<b>非執行董事</b>		
Mr. Heffner, Paul Lincoln (resigned on 4 March 2016)	韓福南先生 (於二零一六年三月四日辭任)		✓
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>		
Mr. Wong Man Kong, Peter	王敏剛先生	✓	✓
Mr. Chan Chi Yuen	陳志遠先生	✓	✓
Mr. Yung Chun Fai, Dickie	翁振輝先生	✓	✓
Mr. Chiu Wai On	招偉安先生	✓	✓



### BOARD COMMITTEES

There are currently 3 committees of the Board (each the "Committee") to oversee particular aspects of the Company's affairs. All Committees are established with defined written terms of reference setting out their respective authorities and duties, which are available on the Company's website. The Committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expenses.

#### Remuneration Committee

The Remuneration Committee is currently chaired by Mr. Chan Chi Yuen, an Independent Non-executive Director, with the Chairman of the Board, Mr. Cheng Kam Chiu, Stewart, and three Independent Non-executive Directors, Mr. Wong Man Kong, Peter, Mr. Yung Chun Fai, Dickie and Mr. Chiu Wai On as members.

The Remuneration Committee is mainly responsible for making recommendations on and approving the remuneration policy and structure and remuneration packages of the Executive Directors and the senior management of the Group. Details of the authority and duties of the Remuneration Committee are available on the Company's website.

During the year, no Remuneration Committee meeting was held.

The remuneration of the members of Senior Management of the Company by band for the year ended 31 December 2016 is set out below:

Range of Remuneration	薪酬範圍	Number of persons 人數
HK\$1,000,000 – HK\$1,500,000	1,000,000港元至1,500,000港元	2
HK\$1,500,001 – HK\$2,000,000	1,500,001港元至2,000,000港元	1

#### 董事委員會

董事會現時有三個委員會（均為「委員會」）監察本公司不同層面之事務。所有委員會之成立均有書面界定之職權範圍，載列各委員會之職權及職務（可於本公司網站查閱）。委員會獲得充足資源以履行彼等之職務，並在合理要求下，可於適當情況尋求獨立專業意見，費用由本公司承擔。

#### 薪酬委員會

薪酬委員會現時由獨立非執行董事陳志遠先生擔任主席，成員為董事會主席鄭錦超先生及三名獨立非執行董事王敏剛先生、翁振輝先生及招偉安先生。

薪酬委員會主要負責就薪酬政策和架構，以及執行董事及本集團高級管理人員之薪酬待遇提供推薦意見及加以審批。有關薪酬委員會職權及職責之詳情，可於本公司網站查閱。

年內，並無舉行薪酬委員會會議。

本公司高級管理人員於截至二零一六年十二月三十一日止年度的薪酬範圍如下：



### Nomination Committee

The Nomination Committee is currently chaired by Mr. Chan Chi Yuen, an Independent Non-executive Director, with the Chairman of the Board, Mr. Cheng Kam Chiu, Stewart, and three Independent Non-executive Directors, Mr. Wong Man Kong, Peter, Mr. Yung Chun Fai, Dickie and Mr. Chiu Wai On as members.

The Nomination Committee is responsible for, amongst other things, identifying individuals suitably qualified to become Board members, considering the re-appointment of Directors, reviewing the Board's diversity policy and relevant implementation of the diversity policy, and making recommendations to the Board in respect of the aforesaid matters. Details of the authority and duties of the Nomination Committee are available on the Company's website.

During the year, the Nomination Committee convened one meeting to review the structure, size, composition and diversity of the Board and to consider, nominate and recommend re-appointment of Directors. Members and their attendance are as follows:

Name of Director	董事姓名	Meetings attended/held 會議出席／舉行次數
Mr. Chan Chi Yuen ( <i>Chairman</i> )	陳志遠先生 (主席)	1/1
Mr. Cheng Kam Chiu, Stewart	鄭錦超先生	1/1
Mr. Heffner, Paul Lincoln ( <i>resigned on 4 March 2016</i> )	韓福南先生 (於二零一六年三月四日辭任)	N/A 不適用
Mr. Wong Man Kong, Peter	王敏剛先生	1/1
Mr. Yung Chun Fai, Dickie	翁振輝先生	1/1
Mr. Chiu Wai On	招偉安先生	1/1

### Audit Committee

The Audit Committee is currently chaired by Mr. Chiu Wai On, and its other members are Mr. Wong Man Kong, Peter, Mr. Chan Chi Yuen and Mr. Yung Chun Fai, Dickie. All of them are Independent Non-executive Directors who possess the relevant qualifications, experiences and skills to contribute to the financial, governance, internal controls and risk management of the Company.

The main duties of the Audit Committee include reviewing the financial statements and reports and considering any significant or unusual financial items; overseeing the relationship between the Company and the external auditors; and reviewing the adequacy and effectiveness of the Company's financial controls and risk management and internal control systems. Details of the authority and duties of the Audit Committee are on the Company's website.

### 提名委員會

提名委員會現時由獨立非執行董事陳志遠先生擔任主席，成員為董事會主席鄭錦超先生及三名獨立非執行董事王敏剛先生、翁振輝先生及招偉安先生。

提名委員會負責（其中包括）識別適當成為董事會成員之合資格人士、考慮續聘董事、審核董事會成員多元化政策及多元化政策之相關實施以及就上述事宜向董事會作出推薦建議。有關提名委員會職權及職責之詳情，可於本公司網站查閱。

年內，提名委員會召開一次會議，以審閱董事會之架構、規模、組成及成員多元化，及就續聘董事作考慮、提名及提供推薦建議。成員及彼等之出席次數如下：

### 審核委員會

審核委員會現時由招偉安先生擔任主席，其他成員為王敏剛先生、陳志遠先生及翁振輝先生，均為獨立非執行董事，具備相關資格、經驗及技能，對本公司之財務、管治、內部監控及風險管理均作出貢獻。

審核委員會之主要職務包括審閱財務報表及報告並審議任何重大或特殊財務事項；監察本公司與外聘核數師之關係；及檢討本公司財務監控、風險管理及內部監控制度是否足夠及有效。有關審核委員會職權及職責之詳情，可於本公司網站查閱。



During the year, the Audit Committee held two meetings, inter alia, to review the 2015 annual results and the 2016 interim results of the Group and to review the Group's internal control system including the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function. In addition, the Audit Committee met the external auditor once without the presence of the management to discuss any areas of concerns. Members and their attendance are as follows:

年內，審核委員會召開兩次會議，以（其中包括）審閱本集團二零一五年之年度業績及二零一六年之中期業績；審閱本集團之內部監控制度，包括本集團會計及財務匯報職能之資源充足性、員工之資格及經驗。此外，審核委員會與外聘核數師在管理人員缺席的情況下進行一次會面，討論所值得關注的問題。成員及彼等之出席次數如下：

Name of Director	董事姓名	Meetings attended/held 會議出席／舉行次數
Mr. Chiu Wai On ( <i>Chairman</i> )	招偉安先生 (主席)	2/2
Mr. Wong Man Kong, Peter	王敏剛先生	2/2
Mr. Chan Chi Yuen	陳志遠先生	2/2
Mr. Yung Chun Fai, Dickie	翁振輝先生	2/2

### ACCOUNTABILITY AND AUDIT

#### Financial reporting

The Directors acknowledge their responsibility for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the applicable disclosure requirements of the Listing Rules, the Hong Kong Companies Ordinance and other applicable regulatory requirements, 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.

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

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

In determining the appropriate basis of preparation of the financial statements, the Directors have reviewed the Group's cash flow projections prepared by management based on estimations of future revenue from sales of crude oil, future production costs, committed and planned capital expenditure and the availability of financing, which cover a period of twelve months from the reporting period end date. They are of the opinion that the Group will have sufficient working capital to meet its financial obligations as and when they fall due and committed future capital expenditure within the next twelve months from the end of the current reporting period.

#### 問責及審核

##### 財務匯報

董事確認彼等編製綜合財務報表之責任，須負責根據香港會計師公會頒佈的香港財務報告準則及上市規則、香港公司條例之披露規定以及其他適用監管規定編製真實而公平的綜合財務報表，及董事釐定編製綜合財務報表的必要內部監控，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

董事會負責根據上市規則及其他法定及監管規定作出年報及中期報告、內幕消息公告及其他披露事宜提供全面清晰及可理解的評估。

管理層已向董事提供所需的解釋及資料，以使董事會能夠對本公司財務報表作出知情評估，並提交董事會批准。

在決定財務報表之合適編製基準時，董事已審閱管理層根據對未來銷售原油之收益、未來生產成本、承諾及計劃資本支出及可用融資作出的估計而編製的現金流預測，涵蓋期間由報告期末當日起計十二個月。彼等認為本集團將擁有足夠營運資金於到期時應付其財務責任，以及自本報告期末起計未來十二個月的資本支出。

The Directors also confirm that, to the best of their knowledge, information and belief, having made all reasonable enquires, they are not aware of any material uncertainties relating to events of conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The reporting responsibilities of the external auditors, Messrs KPMG ("KPMG"), are set out in the Independent Auditor's Report on pages 81 to 89 to this annual report.

### Auditors' remuneration

The Audit Committee has been notified of the nature and service charges of the non-audit services performed by KPMG and considered that such services have no adverse effect on the independence of their audit works.

A summary of audit and non-audit services provided by KPMG for the year ended 31 December 2016 and their corresponding remuneration is as follows:

Nature of services	服務性質	Amount 款額 HK\$'000 千港元
Audit service for the year ended 31 December 2016 (including review of preliminary announcement of results and continuing connected transactions)	截至二零一六年十二月三十一日止年度之審核服務(包括審閱業績之初步公告及持續關連交易)	2,950
Others	其他	115

### RISK MANAGEMENT AND INTERNAL CONTROL

The Board, recognising its overall responsibility in ensuring the risk management and internal control systems of the Group and reviewing its effectiveness, is committed to implementing an effective and sound risk management and internal control systems to safeguard the interests of the Shareholders and the assets of the Group. The Audit Committee has been delegated by the Board to review the risk management and internal control systems.

Procedures have been designed to (i) safeguard assets from inappropriate use; (ii) maintain proper accounting records; (iii) ensure compliance with applicable law, rules and regulations; and (iv) manage the risk of failure to achieve business objectives. To safeguard confidentiality, information access is managed on a need-to-know basis. Use of computers, especially access to the Internet and e-mail systems, is similarly regulated with a view towards security.

據董事作出一切合理查詢後所深知、全悉及確信，彼等亦確認並不知悉有任何可能對本公司之持續經營能力構成重大懷疑之相關事項重大不明朗因素。

外聘核數師畢馬威會計師事務所(「畢馬威」)之報告責任載於本年報第81頁至第89頁之獨立核數師報告。

### 核數師酬金

審核委員會已獲知會畢馬威履行非審核服務之性質及服務收費，認為對其審核工作之獨立性並無構成負面影響。

於截至二零一六年十二月三十一日止年度，畢馬威提供之審核及非審核服務概要以及其相應酬金如下：

### 風險管理及內部監控

董事會知悉其就確保本集團風險管理及內部監控制度及檢討其有效性之全面職責，承諾執行有效及穩健之風險管理及內部監控制度，以保障股東權益及本集團資產。審核委員會已獲董事會委任以檢討風險管理及內部監控制度。

本集團已設計程序(i)防止不恰當使用資產；(ii)存有適當會計記錄；(iii)確保遵守適用法例、法規及規例；及(iv)管理無法達致業務目標之風險。為保障機密性，資訊取用乃按需要知道的基礎上進行管理。使用電腦，特別是訪問互聯網及電子郵件系統，同樣受到安全監管。



The risk management and internal control systems of the Group provide a reasonable, but not absolute, assurance that material untrue statements or losses are prevented, potential interruption of the Group's management system is detected, and risks existing in the course of arriving at the Group's objectives are properly managed. It could only manage, rather than eliminate, all risks of material misstatement, errors, loss or fraud.

The Group maintains its internal audit function through outsourcing it to independent advisors. During the year 2016, the Group engaged independent advisors to conduct reviews over the Group's internal control systems in order to assist the Board in reviewing the effectiveness of the internal control systems of the Group. The reviews, normally performed once a year, have covered all material controls, including financial, operational and compliance controls and risk management functions of the Group, with a focus on the core business of the Group (i.e. the upstream business in Argentina). Relevant reports from the independent advisors were presented to and reviewed by the Audit Committee and the Board. Based on the results of internal audit reviews for the year ended 31 December 2016 and the assessment of the Audit Committee thereon, no significant irregularities or deficiency in the risk management and internal control systems has drawn to the attention of the Audit Committee, but appropriate recommendations for further enhancing the internal control systems have been taken. The Board therefore considers that the Company has maintained appropriate and effective risk management and internal control systems.

#### COMPANY SECRETARY

Mr. Lai Chi Fung was appointed as the Company Secretary of the Company in October 2015. He is also currently the Financial Controller of the Group.

The Company Secretary directly reports to the Board. Minutes of all meetings of the Board and the Committees, recording sufficient details of matters considered and decisions reached, are kept by the Company Secretary, and are open for inspection by the Directors upon request.

For the year ended 31 December 2016, Mr. Lai confirmed that he has taken no less than 15 hours of relevant professional training.

本集團風險管理及內部監控制度可合理（但並非絕對）保證及避免不會出現重大錯誤陳述或損失，以及妥善管理本集團之管理系統失靈和達成本集團目標過程中所存在之風險。該制度僅管理而非消除所有重大錯誤陳述、錯誤、損失或欺詐風險。

本集團通過外判獨立顧問維持其內部審核職能。於二零一六年度，本集團聘請獨立顧問對本集團內部監控制度進行檢討，以協助董事會檢討本集團內部監控制度的有效性。每年通常執行一次檢討，涵蓋本集團所有重大監控，包括財務、營運及合規監控以及風險管理職能，以本集團的核心業務（即阿根廷的上游業務）為重點。獨立顧問的相關報告已提交審核委員會及董事會審查。根據截至二零一六年十二月三十一日止年度的內部審核檢討結果及審核委員會對其的評估，風險管理及內部監控制度概無重大違規或不足引起審核委員會的關注，但已提出適當建議進一步加強內部監控制度。因此，董事會認為，本公司已維持適當且有效的風險管理及內部監控制度。

#### 公司秘書

於二零一五年十月，黎智峰先生已獲委任為本公司之公司秘書。彼目前亦為本集團財務總監。

公司秘書直接向董事會匯報。所有董事會及委員會會議上考慮事項及所作決定詳情之會議記錄由公司秘書保存，並於董事要求下可供查閱。

截至二零一六年十二月三十一日止年度，黎先生確認已出席不少於15小時之相關專業培訓。

## SHAREHOLDERS

### Communications with Shareholders

The Board recognises the importance of continuing communications with the Company's shareholders (the "Shareholders") and investors, and maintains ongoing dialogues with them through various channels. The formal communication channels between the Company and the Shareholders are announcements, circulars, press releases and interim and annual reports. All Shareholders' communications are available on the Company's website. During the year, there was no significant changes in the Company's constitutional documents. An up-to-date consolidated version of the Bye-laws is also available on the websites of the Company and Hong Kong Exchanges and Clearing Limited.

Shareholders are encouraged to participate in annual general meetings and other general meetings of the Company which provide a useful forum for the Shareholders to exchange views with the Board. The Board members and management of the Company are available to answer Shareholders' questions and explain the procedures for demanding and conducting a poll, if necessary.

### Shareholders' rights

Under the Bye-laws, Shareholders holding not less than 10% of the paid-up capital of the Company at the date of deposit of written requisition to the Board or the Company Secretary, can at all times require a special general meeting to be called by the Board for addressing specific issues of the Company within 21 days from the date of deposit of such requisition to the Company's head office address in Hong Kong.

The Group recognises Shareholders' rights in exercising control proportionate to their equity ownership. The Company has been conducting voting at the general meetings by way of poll, which is conducted and scrutinised by the Company's branch share registrar in Hong Kong. Procedures for conducting a poll are explained by the Chairman of the Board in the general meetings prior to the taking of the poll. Poll results are announced and posted on the websites of both the Company and Hong Kong Exchanges and Clearing Limited.

### Shareholders' enquiries and proposals

Shareholders may direct their enquiries about their shareholdings to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, in person or by post. Contact details are set out in the "Information for Stakeholders" section to this annual report.

Enquiries and proposals by Shareholders requiring the Board's attention can be sent in writing to the Company Secretary at the Hong Kong head office address of the Company.

## 股東

### 與股東之溝通

董事會認同本公司股東（「股東」）與投資者透過不同渠道保持溝通以及持續對話之重要性。公告、通函、新聞稿及中期與年度報告乃本公司與股東之間之正式溝通渠道。所有與股東通訊均可於本公司網站查閱。於本年度，本公司憲章文件概無重大變動。本公司最新的公司細則綜合版本已上載至本公司與香港交易及結算所有限公司之網站。

股東獲鼓勵參與股東週年大會及本公司其他股東大會，為股東提供與董事會交換意見之實用討論平台。本公司董事會成員及管理層會解答股東之提問，並於需要時解釋要求及進行按股數投票表決之程序。

### 股東權利

根據公司細則，於遞呈書面要求予董事會或公司秘書之日期持有不少於本公司繳足股款之10%股本之股東，可自遞呈該要求至本公司香港總辦事處地址之日起計21日內，隨時由董事會召開股東特別大會，以解決本公司特定事項。

本集團認同股東行使與其股權擁有權相稱之控制權之權利。本公司於股東大會上按投票方式進行表決，並由本公司之香港股份過戶登記分處進行及核對。董事會主席於進行表決前，於股東大會上解釋進行投票之程序。表決結果分別於本公司及香港交易及結算所有限公司之網站公佈和登載。

### 股東查詢及建議

股東可就彼等之持股量親身或以郵寄方式向本公司之香港股份過戶登記分處卓佳登捷時有限公司查詢。聯絡資料載於本年報「權益人資料」一節。

股東須董事會關注之查詢及建議可以書面形式郵寄至本公司之香港總辦事處地址，交由公司秘書處理。





### THE SCOPE AND REPORTING PERIOD OF THIS REPORT

This is the second ESG report of the Group, highlighting its Environmental, Social, and Governance (the “ESG”) performance, with disclosure made by reference to the ESG Reporting Guide as described in Appendix 27 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and Guidance set out by The Stock Exchange of Hong Kong Limited.

The Group is principally engaged in the exploration, development, and operation of oil and gas projects. In accordance with reporting principle, materiality assessment of the Group’s ESG aspects identified the subsidiary, High Luck Group Limited (“HLGL”) as the key business for disclosure in this reporting year, by virtue of its carbon footprint in relation to that of the Group. This ESG report covers the Environmental and Social performance of the HLGL business operations in Salta and Palmar Largo locations in Argentina for the year ended 31 December 2016, unless otherwise stated.

### STAKEHOLDER ENGAGEMENT AND MATERIALITY

The Group has engaged in regular meetings and events to communicate with various stakeholders to obtain information, relevant comments, and feedback from the participants to understand their expectation in the development of the Group’s business portfolio and sustainability.

In order to identify the most significant aspects of the Group for ESG reporting purposes, key stakeholders including investors, shareholders and employees have been involved to identify the areas of attention, to facilitate the Group in setting the overall direction of the report.

The Group is planning to further involve and engage its stakeholders in an effort to further improve the usefulness of its reporting. Our concession partners are also periodically engaged in UTE operational committee meetings for their views. Whilst in general, stakeholders will be able to locate ESG information through the following channels:

- Annual general meeting and notices
- Annual reports, interim report, consolidated financial statements and announcements
- Corporate website
- Investors briefings
- Notice and Circulars
- Bilateral contracts and supplier agreements
- Code of conduct

### 本報告的範圍及報告期

本報告為本集團的第二份環境、社會及管治報告，重點描述其環境、社會及管治表現，有關披露及參照香港聯合交易所有限公司證券上市規則（「上市規則」）附錄27所述的環境、社會及管治報告指引及香港聯合交易所有限公司所載指引而作出。

本集團主要進行石油及天然氣項目的勘探、開發及營運。根據報告原則，本集團就環境、社會及管治方面進行的重要性評估確認附屬公司高運集團有限公司（「高運」）為本年內披露的主要業務，與本集團的碳足跡相關。本環境、社會及管治報告涵蓋高運截至二零一六年十二月三十一日止年度位於阿根廷薩爾塔省及Palmar Largo特許權區的環境及社會表現。

### 權益人溝通及關鍵性分析

本集團與各權益人進行定期會議及溝通活動，以取得參與者的資料、有關評語及意見，以了解他們對本集團業務組合及可持續性的發展之期望。

為確認本集團就本環境、社會及管治報告而須作匯報的本集團最主要範疇，本集團會與投資者、股東及員工等主要權益人定期溝通，以識別關注範圍，以及協助本集團訂定本報告的方向。

本集團計劃於之後的報告周期保持與權益人作進一步溝通。本集團將與我們的特許權區合作夥伴定期舉行UTE營運委員會會議。通常，本集團將透過以下渠道與權益人就環境、社會及管治資訊進行溝通：

- 股東週年大會及通告
- 年報、中期報告、綜合財務報表及公告
- 企業網站
- 投資者簡介會
- 通告及通函
- 雙邊合約及供應商協議
- 行為守則



### STAKEHOLDERS' FEEDBACK

The Group welcomes stakeholders' feedback on our Environmental, Social and Governance initiatives via email at [info@nt-energy.com](mailto:info@nt-energy.com).

### THE GROUP'S MISSION AND VISION ON SUSTAINABILITY

#### Mission

As an oil and gas exploration and production company, the Group operates under the ethos of 'Health & Safety as the First Priority' by adopting international best practices to ensure the health and safety of its employees, contractors, customers and communities. The Group strives to continuously improve its health & safety management practices with the goal of achieving an injury-free workplace.

The Group is committed to ensuring all its plant and equipment are operationally safe and free of hazards. Furthermore, the Group is committed to ensuring its employees are properly trained in safe working practices and that they have a clear understanding of their responsibilities for taking positive steps to improve health and safety.

#### Vision

The Group is committed to its Corporate Social Responsibility, Health and Safety, Environmental Protection, Human Resources and Labour Practices, and Community Involvement and Sustainable Value Creation policies when conducting business activities wherever the Group operates in.

## A. ENVIRONMENTAL PROTECTION

### 1. Environmental Impact and Legal Compliance

As an oil and gas exploration and production company, it is well-aware of the impacts and potential risks that the Group's field operations pose to the environment and the surrounding ecosystem. The Group adopts an Environmental Management System (EMS) in its management of the environmental risks arising from Group's operations. The Group strictly complies with all relevant environmental laws and regulations in each of the jurisdictions in which the Group operates in.

#### (i) Type of Emissions

During the year, the Group's main emission sources were from diesel fuel, electricity, water, and paper consumption. With regards to emissions, our business is strictly regulated under the national laws and regulations of Argentina.

### 權益人回饋

本集團歡迎權益人就我們的環境、社會及管治計劃提出意見，電郵至[info@nt-energy.com](mailto:info@nt-energy.com)。

### 本集團有關可持續性的使命與願景

作為一家石油及天然氣勘探及生產公司，本集團的經營原則是「健康及安全為第一優先」。我們採用國際間的最佳範例，使員工、承包商、客戶以及社區的健康及安全得到保障。本集團將於政府的安全法律、法例及標準的基礎上，繼續改善健康及安全管理，以達至工作地點零工傷為目標。

本集團的承諾是，所有廠房及設備均安全操作，所有工作地點已消除危害。此外，本集團承諾，所有僱員均獲提供有關實踐工作安全的適當訓練，並將確保彼等明確知悉他們有責任採取積極行動以改善健康及安全。

#### 願景

本集團承諾於其業務所在國家進行業務期間，定必恪守企業社會責任，並同時注重健康及安全、環境保護、人力資源及勞工常規、社區參與及創造可持續價值政策。

## A. 環境保護

### 1. 環境影響及公司合規

作為石油及天然氣勘探及生產公司，本集團十分注重我們的油田營運對環境以致週遭生態系統造成的影響及潛在風險。本集團採納一套作業環境管理系統，以指引本集團於營運方面的環境風險管理。本集團在本集團目前各個業務所在司法權區均嚴守所有相關環境法例及法規。

#### (i) 排放物類型

本年度，本集團的排放物主要來自柴油、電力、水及紙張消耗，排放物方面，我們的業務嚴格受阿根廷國家法律及法例規管。



### 2. Greenhouse Gas Emission

There were 1,324.76 tonnes of carbon dioxide equivalent (tCO<sub>2</sub>-eq) greenhouse gases (mainly carbon dioxide, methane, and nitrous oxide) produced by the Group in the year. The Group's annual production was 323,569 barrels (bbl) of crude oil. The calculated carbon intensity of scope 1, 2, and 3 combined was 0.0041 tCO<sub>2</sub>-eq/bbl. Our HLGL operation in Argentina accounted for most of the Group's carbon emissions during the year.

#### Scope of Greenhouse

Gas Emissions 溫室氣體排放範圍	Emission Sources 排放來源	Emission 排放量 (in tonnes of CO <sub>2</sub> eq) (CO <sub>2</sub> eq噸數)	Total Emission 合計排放量 (in percentage) (百分比)
<b>Scope 1</b> <b>範圍1</b>			
Direct Emission 直接排放	Consumption of Diesel fuel by the Group and its Contractors Fleets (180,000 litres) 本集團及其承包商的柴油消耗 (180,000公升)	476.93	36.00%
<b>Scope 2</b> <b>範圍2</b>			
Indirect Emission 間接排放	Consumption of Purchased Electricity (1,656,000 kWh) 所購電力消耗 (1,656,000千瓦時)	844.56	63.75%
<b>Scope 3</b> <b>範圍3</b>			
Other Indirect Emission 其他間接排放	Paper Consumption (226.80 kg) 紙張消耗 (226.80公斤)	1.09	0.08%
	Wastewater Processing (12,000 m <sup>3</sup> ) 廢水處理 (12,000立方米)	2.18	0.17%
<b>Total</b> <b>合計</b>		<b>1,324.76</b>	<b>100%</b>

Notes:

The calculation methodology of CO<sub>2</sub> emission of diesel fuel, paper consumption, and wastewater processing in Argentina is based on the International Standard.

Combined margin emission factor (average) of 0.510 t-CO<sub>2</sub>/MWh was used for purchased electricity in Argentina.

### 2. 溫室氣體排放

本集團於年內生產的二氧化碳當量(tCO<sub>2</sub>-eq)溫室氣體為1,324.76噸(主要為二氧化碳、甲烷及一氧化氮)。本集團年產原油323,569桶(桶)。範圍1、2及3合計碳強度為0.0041 tCO<sub>2</sub>-eq/桶。本年度，高運於阿根廷的業務佔本集團的大部分碳排放。

附註：

於阿根廷柴油、紙張消耗及廢水處理的二氧化碳排放量乃根據國際標準計算。

因應阿根廷所購電力所用的合併邊際排放因素(平均)為0.510 t-CO<sub>2</sub>/兆瓦時。

### 3. Emission Sources

#### (i) Fuel Consumption

A total of 180,000 litres of diesel was consumed by the Group's motor vehicles, including contractor vehicles. The cumulative emission was 476.93 tonnes of carbon dioxide equivalent. A total of 2.9 kg of sulphur oxides (SOx) was emitted. Nitrogen oxides (NOx) and Particulate Matter (PM) emissions are not reported due to insufficient available data, and will be included in the next reporting year.

#### (ii) Electricity Consumption

Electricity consumption by the Group was 1,656,000 Kilowatt-hour (kWh), with an energy intensity of 5.1338 kWh/bbl. To achieve the energy use efficiency initiative, the Group encourages its staff to minimize energy consumption where practicable. For example, the Group encourages the switching off of unnecessary lighting and electronic appliances when not required and not in use. Furthermore, the Group has a procurement policy of purchasing energy efficient equipment.

#### (iii) Water Consumption

Water consumption by the Group was 14,880 cubic meters (m<sup>3</sup>), with water intensity of 0.0461 m<sup>3</sup> per bbl. The Group supplies its water from nearby existing wells, and the electricity consumed to pump the underground water is converted to GHG emission which is included in Scope 2.

#### (iv) Paper and Packaging Material Consumption

Paper consumption was insignificant to the Group's operation, with 226.80 kg consumed. No packaging material is used during the production of crude oil, as this is stored in large oil tanks until customers purchase and collect with their own transportation arrangement.

### 3. 排放來源

#### (i) 燃料消耗

本集團汽車（包括承包商車輛）共耗用18萬公升柴油，累計二氧化碳當量為476.93噸，合計排放二氧化硫（SOx）2.9公斤（SOx）。氮氧化物（NOx）及顆粒物（PM）的排放量因缺乏有效數據而未作報告，並將於下一個報告年度報告。

#### (ii) 用電

本集團的用電量為1,656,000千瓦時（kWh），能源強度為5.1338千瓦時／桶。為達到能源使用效率計劃的目標，本集團提供培訓，鼓勵員工留意盡量減少能源消耗（如適用）。例如，本集團鼓勵於不需要及不使用時關閉不必要的燈光及電器。此外，本集團訂有採購辦公室節能設備的政策，並規定於所有空調機組裝設恆溫器。

#### (iii) 用水

本集團的水消耗量為14,880立方米，用水強度為0.0461立方米／桶。本集團以附近現有水井供應其用水，而所用泵送地下水的電力轉換為計入範圍2的溫室氣體排放量。

#### (iv) 紙張及包裝物料消耗

紙張消耗就本集團的營運而言微不足道，消耗量為226.80公斤。於生產期間概無使用包裝物料，所生產的原油貯存於大型油罐，直至客戶自行安排運輸購買及收集為止。



### (v) Hazardous Waste Produced

During the process of oil production, hazardous waste may be generated from possible spillage, replacement of spare parts and lubrication oil, discarded gloves and other materials. A total of 0.60 tonnes of hazardous waste was generated during the reporting year. Appropriate preventative measures adopted by the Group included the following:

- Scheduled inspection and maintenance of plant and equipment
- Re-injection of water from oil-water separation process into fluid disposal wells
- Transportation of contaminated water to appropriate treating facilities
- Training and education of employees
- Conduct pre-job briefing
- Spillage prevention programs and remedial action plans
- Close supervision
- Continuous improvement plans

The hazardous and non-hazardous wastes are separated at origin. For hazardous waste, the treatment, collection and final disposal is managed by qualified professional handlers.

### (vi) Non-hazardous Waste Produced

During the year, the Argentina operation generated 14.64 tonnes of organic and inorganic waste. Inorganic waste includes plastic and glass, whilst organic waste was mainly the by-product generated from the site catering facility. The Group provides directive procedures for segregation and classification of non-hazardous waste to aid recycling initiatives. For non-hazardous waste treatment, the organic waste is buried and composted, while the inorganic waste is incinerated.

### (v) 生產有害廢物

於石油生產過程中，有害廢物可能從漏油、更換備件及潤滑油、手套丟棄及其他帶油物料引入土壤。於本報告年度內產生有害廢物0.60噸。本集團採取的適當預防措施包括：

- 定期檢查及維護廠房及設備
- 在水油分離過程中向注入井重新注入水份
- 運送污染水至適當的處理設施
- 培訓及教育員工
- 職前簡報
- 防止漏油措施及補救行動計劃
- 嚴密監察
- 持續改善計劃

有害廢物及非有害廢物於源頭分隔。在有害廢物方面，由合資格專業處置者管理其處理、收集及最終處置。

### (vi) 生產的非有害廢物

本年度，阿根廷業務產生有機及無機廢物14.64噸。無機廢物包括塑料及玻璃，有機廢物主要來自生產設施的廚房的副產品。本集團就非有害廢物的分隔及分類訂明指引程序以助進行回收計劃。在非有害廢物處理方面，有機廢物被土埋及堆肥，而無機廢物則於營地焚化。

### (vii) Industrial Wastewater Produced

The Palmar Largo production facility operates a wastewater treatment plant, managing an annual discharge of 12,000 m<sup>3</sup> of wastewater. Wastewater is chlorinated in its final treatment and accumulated in a maturation lagoon from where it evaporates.

### (vii) 生產的工業廢水

Palmar Largo的生產設施營運廢水處理廠房，管理每年廢水排放量為12,000立方米。廢水的最終處理點進行氯化後，到達進行蒸發的瀉湖。

## 4. Environmental Conservation Initiatives

Sustainability initiatives and green culture permeate through the whole Group. We strive to operate in an environmentally friendly manner by adopting practicable green office practices including:

- Using recycled paper
- Printers are configured to print double sided by default
- Return of used toners to manufacturer for recycling and reuse
- Switching-off lights, computers and office equipment when not in use
- Replacement of energy efficient alternatives
- Adjustments of air conditioning settings to reduce power consumption

For replaced furniture and computer equipment, the Group's practice is to first offer these items to employees for personal use, before it is disposed of or recycled.

## 4. 環境保護措施

可持續發展措施及綠色文化貫穿本集團整個架構。我們致力以環保的方式營運，採用可行的環保辦公室常規包括：

- 使用回收紙
- 打印機設定為雙面列印
- 經使用的碳粉送回製造商回收再用
- 在不使用時關掉燈、電腦及辦公室設備
- 重置具能源效益的設施
- 調節空調以減低電力消耗

對於替換的傢具及電腦設備，本集團的常規是在處置或回收前先把有關物品向員工提供作個人使用。



### B. SOCIAL

#### 1. Employment and Labour Practices

##### (i) Employment

The Group fully recognises its employees are a critical resource of the entity. Therefore, the policy of the Group is to hire and retain employees with professional skills that enable the Group to achieve its strategic objectives. This is based on the following recruitment principles:

- Respect and trust at all levels, in all circumstances without exception
- Transparency and honesty in professional relationship
  - a. Effective communication
  - b. Emphasis of transparency
- Willingness to cooperate and help others

Recruitment and compensation is based on qualification, experience, skills and performance. The Group offers competitive compensation and benefits packages in line with the local market rates for comparable roles and responsibilities in the industry. The Company's hiring practice is to recruit locally, with the exception of certain key managerial, technical or professional posts, where it may not be possible or appropriate to fill locally.

##### *Promotion and Performance Evaluation*

Promotion and salary increase, outside of the Group's discretionary annual inflationary increase, is subject to a responsibilities and performance evaluation. An individual's promotion and remuneration is closely correlated to their job responsibilities and performance. The Group operates a policy of internal promotion, where possible.

### B. 社會

#### 1. 僱用及勞工常規

##### (i) 僱用

本集團把僱員充分確認為本身的關鍵資源。因此本集團的政策是聘用及留任具個人及專業技能的員工，使本集團實現其戰略目標。本集團的招聘原則如下：

- 所有階級及所有情況皆以尊重及信任為原則，絕無例外情況
- 專業關係中的透明度及誠信
  - a. 有效溝通
  - b. 重視透明度
- 願意合作及協助他人

招聘及薪酬以資歷、經驗、技能及表現為基準。本集團提供具競爭力的薪酬及福利組合，符合業內同類職位及職責的當地市場水平。本公司的聘用方式為聘用當地人，惟若干未能在當地聘用或在當地聘用並不符合策略所需的主要管理技術人員或專業人員職位則除外。

##### *晉升及表現評估*

本集團每年因應通脹酌情加薪以外的晉升及加薪乃視乎僱員的職責及表現評估而定。個別僱員的晉升及加薪過程往往與其職責及表現密切相關，並會在可行情況下實施內部晉升政策。



The Group ensures that its employees are evaluated on their job performance through the application of objective measures. The Human Resources Department (HRD) coordinates and verify the performance of each employee, in relation to mutually agreed objectives established at the beginning of each appraisal year. The performance evaluation is carried out once a year by the employee's immediate supervisor.

### *Dismissal*

The Group may at any time, terminate an employee when his or her behaviour or attitude is not satisfactory, or does not meet the performance standards established for the position. In all cases, termination procedures will strictly adhere to minimum requirements established by the Law in the Labour Code or relevant local laws.

### *Employee Turnover Rate*

During the year, there was no staff turnover to report.

### *Workplace Rights and Competitive Compensation*

HLGL operates in accordance with the Argentine Labour Contract laws regarding salaries, working hours, overtime and benefits. In addition, the company offers medical benefits and life insurance coverage similar to OSDE 210 medical coverage.

### *Equal Opportunity*

The Group is proud to be an equal opportunity employer and believes in fair treatment of all existing and prospective employees, regardless of their age, gender, marital status, family status, disability, pregnancy, nationality, ethnicity, sexual orientation, religion and culture, or any other discrimination prohibited by applicable law.

本集團的客觀計量確保根據僱員的工作表現進行評估。人力資源部就每年評審年初為每位員工訂立互相認用的目標與其表現評估作出比較及驗證。表現評估乃由員工的直屬上級每年進行一次。

### *解僱*

倘員工的行為或態度欠佳、未達就其職位及勞工法或相關當地法例在任何情況下所訂標準，終止流程將嚴格遵守最低要求，本集團可於任何時候終止僱傭關係。

### *員工流失率*

於年內，並無報告員工流失。

### *工作地點權利及具競爭力薪酬*

高運根據阿根廷勞工合約法律訂立薪金、工作時間、超時及福利進行營運。此外，公司提供與OSDE 210醫療保險合約類似的醫療福利及壽險保障。

### *平等機會*

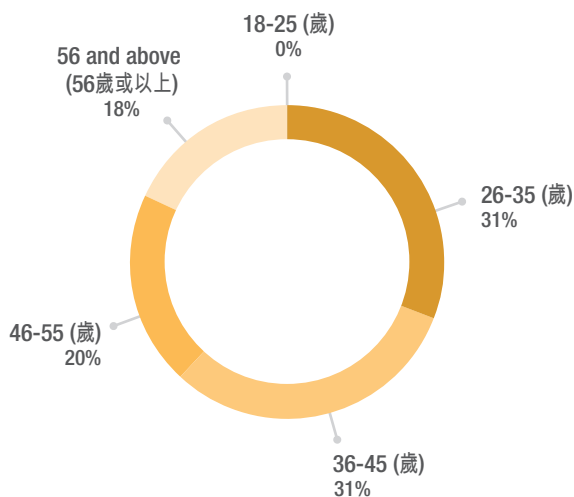
本集團很榮幸成為平等機會僱主，並奉行公平對待所有現有及準員工的政策，而不論彼等的年齡、性別、婚姻狀況、家庭狀況、殘疾、懷孕、國籍、民族、性取向、宗教及文化或適用法律禁止的任何其他歧視。



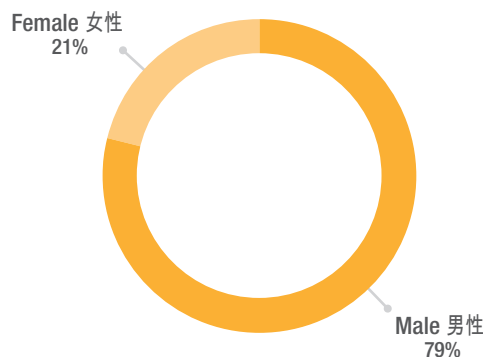
Furthermore, the Group does not discriminate against or deprived of such opportunities in respect of recruitment, training and development, job advancement, and compensation and benefits. The Group's Codes of Ethic adopts a strict zero tolerance approach to any forms of discrimination or harassment in the workplace.

此外，本集團於招聘、培訓及發展、職位晉升以及薪酬及福利方面並無任何歧視，亦無剝奪僱員在此等範疇的權利。本集團的倫理守則對工作場合內任何形式的歧視或騷擾採取嚴格的零容忍態度。

**Workforce by Age Distribution**  
按年齡分佈劃分的僱員團隊



**Workforce by Gender**  
按性別劃分的僱員團隊



As of 31 December 2016, there were 39 full-time employees in HLGL, across its Salta and Palmar Largo locations. 8 female and 31 male employees.

於二零一六年十二月三十一日，高運（薩爾塔及Palmar Largo地區）有39名全職僱員，8名女性員工及31名男性員工。

Employee's Age Distribution	僱員年齡分佈	18-25 18-25歲	26-35 26-35歲	36-45 36-45歲	46-55 46-55歲	56 and above 56歲及以上
2016	二零一六年	0	12	12	8	7

Employee's Gender Distribution	僱員性別分佈	Female 女性	Male 男性
2016	二零一六年	8	31

### *Workplace and Corporate Communication*

The Group adopts an “open door” policy to encourage open communication, feedback, and discussion with its employees. Through this “open door” policy, the Group aims to create a culture of mutual trust, respect and understanding, to foster strong, cooperative working relationships. Routine emails and regular meetings are held to circulate information and provide updates to all employees.

### **(ii) Health and Safety**

Health and Safety is a key priority of the Group given nature of the business.

### *Laws and Regulation Compliance*

Fundamental to all oil and gas operations is rigorous and robust H&S. The Group adopts international best practices in health and safety management and is strictly in compliance with all relevant laws and regulations governing H&S, in the jurisdictions it operates in.

A policy of open communication is encouraged whereby employees can raise and share any H&S concerns that they encounter with the team and management.

### *Health and Safety Measures*

The Group is committed to ensuring a safe and healthy working environment for its employees, and actively promotes a strong H&S culture and mindset. Examples of these measures include:

- Internal employees and external parties are subject to H&S orientation at the beginning of their employment or engagement

### *Workplace and Corporate Communication*

本集團採納「門戶開放」政策，以鼓勵與僱員進行開明溝通、反饋及討論。本集團銳意透過此「門戶開放」政策建立互信、互重及互解的文化，培育穩固和團結的工作關係。以日常電郵及定期會議向所有僱員發放消息及提供最新資料。

### **(ii) 健康及安全**

基於本集團的業務性質，健康及安全為其首要目標。

### *法例及法規合規情況*

對所有石油及天然氣經營者而言，嚴謹及健全的安健措施均屬必需。本集團採用國際間在健康及安全管理方面的最佳範例，並在業務所在的司法權區嚴守監管安健問題的所有相關法例及法規。

本集團鼓勵開明的溝通政策，僱員可提出任何遇到的安健問題，與團隊及管理層分享，提醒大家注意。

### *安健措施*

本集團致力確保僱員能享有安全健康的工作環境，並積極推廣強大的安健文化及態度。該等措施包括：

- 內部僱員於開始受聘及外部人士開始獲委託時均須接受安健入門簡介



- All visitors of field operations are subject to safety briefing of the site
  - Dedicated H&S specialists on site are responsible for performing risk assessments, and developing safe working practices
  - On a daily basis, and prior to commencement of field operations, H&S briefings and planning meetings are conducted with participation by all employees including management team
  - On a weekly basis, employees participate in H&S review meetings to discuss important H&S events
  - On a quarterly basis, all field and office staff receive free health check service
  - Dedicated 24 hours' nurse arrangements on site to deal with any first aid or medical emergency.
- 油田運作的所有訪客須接受工地的安全簡介
  - 派駐工地的安健專家負責進行風險評估，並制定職安改善常規
  - 在開始油田運作前，僱員（包括管理層團隊）均會每天參與安健簡報及規劃會議
  - 僱員更會每星期參與安健檢討大會，討論重要安健事項
  - 所有油田及辦事處員工每季均會接受免費的健康檢查服務
  - 安排護士在地盤24小時值班，以處理任何急救或醫療緊急情況

### *Road Transportation Safety Measures*

- Employees are trained and encouraged in the art of defensive driving
  - Company vehicles are installed with GPS monitoring systems to track journey and driving behaviours
  - The Group's driving policy restrict employees to only drive during daylight hours, where possible, and to consider the necessity of any journey, before embarking
- 僱員會接受安全駕駛培訓及鼓勵安全駕駛
  - 公司車輛均會安裝全球定位監控系統，以追蹤路程及駕駛行為
  - 本集團駕駛政策限制僱員僅於白天駕駛（視乎可能情況），及在出發前考量任何路程的必要性

### Safety Incident

The Group monitors its H&S performance via a number of metrics, including injury and fatal incident rates, injury free work hours, and sick days. There were no injury or fatality incidents during the reporting year.

Contractors are also subject to the same stringent Group H&S standards. Proof of adequate H&S training and certification are requested before the Group engages and endorses a contractor to operate on its exploration or production facilities.

### 安全事故

本集團透過多項指標（如工傷率及死亡率、零損傷工時及病假等）監察安健表現。於報告年度內，本集團內部並無傷亡意外報告。

此外，承包商受同樣嚴格的公司安健標準所規管。本集團在聘用及錄用承包商操作本集團的勘探及生產設施前，會要求承包商出示足夠的安健培訓證明及證書。

Occupational Health and Safety Data	職業安健數據	2016 二零一六年
Work related fatality	因工死亡宗數	0
Work injury cases >3 days	損失三天以上的工傷個案	1
Work injury cases <3 days	損失三天以下的工傷個案	0
Lost days due to work injury	因工傷損失的工作日數	27

### (iii) Development and Training

The HRD coordinates training activities according to the needs identified in the staff performance evaluation, or when the position requires. All training requirements channeled through the HRD, follow the conventional training procedure set out in the Human Resources Policies.

The Group offers external training courses as well internal on-the job training and peer coaching. Example of courses attended by employees during the reporting year included business administration, communication and negotiation, leadership, conflict management, accounting, safety, project management, oil and gas engineering related subjects.

### (iii) 發展及培訓

人力資源部會根據在員工表現評估中識別的培訓需要或於職位需要時安排培訓活動。所有培訓需要經由人力資源部按照人力資源政策所載的常規培訓程序處理。

本集團提供外間訓練課程、內部在職培訓及同輩輔導。於報告年度內僱員參加的課程包括商業管理、傳意及談判、領導才能、衝突管理、會計、安全、項目管理、石油及天然氣工程相關課題。

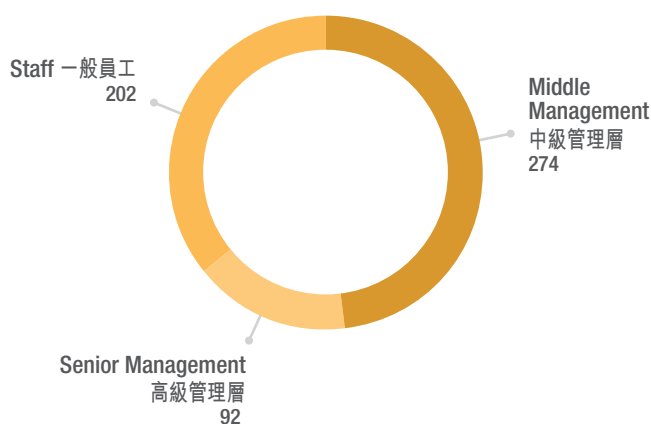


A total of 568 hours was spent on training in the year.

於年內的培訓時數共568小時。

Training Data	培訓數據	2016 二零一六年
<b>Total Number of Employees</b>	<b>僱員總數</b>	<b>39</b>
Training Hours, Staffs	一般員工之培訓時數	202
Training Hours, Middle Management	中級管理層之培訓時數	274
Training Hours, Senior Management	高級管理層之培訓時數	92
Total Training Hours	合計培訓時數	568
Average Training Hours Per Employee	每名僱員之平均培訓時數	14.56

**Sum of Training Hours by Employee Category**  
按僱員類別劃分的培訓總計時數



#### (iv) Labour Standard

Governed by fair employment practices, the Group strictly complies with requirements of local Labour Laws and regulations, and strictly prohibits the use of any child and forced labour, or any forms of illegal labour in the Group operations.

#### (iv) 勞工標準

本集團受平等僱用常規規管，經營業務時均嚴守當地勞工法例及法規的規定，並嚴禁僱用任何兒童及非自願勞工或任何形式的非法勞工。

## 2. Operating Practices

### (i) Supply Chain Management

The Group has a standardized procurement procedure in the selections of its suppliers and vendors, which includes technical and commercial evaluation.

## 2. 營運常規

### (i) 供應鏈管理

本集團透過供應商甄選程序（包括技術及商業評估層面），訂立劃一的採購管理程序。



During the year, the geographical location of HGLG's suppliers covered 13 regions within Argentina. 311 suppliers originated from Salta, with 12 suppliers from Formosa. The Group believes by purchasing locally, it can minimise its carbon emission in relation to logistic. The Group's second largest supplier location was Buenos Aires.

### (ii) Product Responsibility

#### *Consumer Data Protection*

The Group is engaged in the business of crude oil production and sales, as governed by the terms and conditions of the agreements with its customers.

#### *Quality Assurance and Complaints*

The quality and quantity of crude oil sold is subject to the IRAM or ASTM international standards. The Group received no product or service complaints in the year.

### (iii) Anti-corruption

The Group is committed to managing its business without undue influence, and in an open, honest and fair manner. All employees are required to strictly follow the Group's Code of Ethics to prevent potential bribery, extortion, fraud and money laundering. Employees are regularly reminded about the Group's anti-corruption policies and strict adherence.

Whistle-blowing procedures on misconduct and malpractice (including corruption) are also established in the Group's Anti-corruption policy. When a suspected case is received, the Group undergoes investigation procedures with strict confidentiality. The Group has established a whistle-blowing escalation scheme, the procedure is to report any suspicious activities and incidences to the whistle-blower's immediate supervisor. If the matter involves the immediate supervisor, then the whistleblower is advised to report the management. Alternatively, the matter may be reported via the Group's whistle-blowing and ethics hotline.

本年度，高運供應商的地理位置涵蓋阿根廷13個地區，於薩爾塔省及福摩薩省的供應商數目分別為311及12個。本集團認為，在當地採購可最小化物流產生的碳排放。本集團第二大供應商位於布宜諾斯艾利斯市。

### (ii) 產品責任

#### *客戶數據的保障*

本集團從事原油生產及銷售業務，有關商品受與客戶協議之條款及條件規管。

#### *品質保證及投訴*

出售原油的品質及數量的測量須符合IRAM或ASTM國際標準。本集團於年內概無接獲有關產品或服務的投訴。

### (iii) 反腐

本集團承諾會不以不當的影響力管理所有業務，並視公平、誠信及公平為核心價值。所有僱員均須嚴格遵守本集團的道德準則，以防可能出現的賄賂、勒索、欺詐及洗黑錢行為。本集團並會定期提醒員工並嚴格遵守本集團的反腐政策。

本集團的反腐政策訂有舉報不當行為及瀆職（包括貪腐）的程序。當接獲懷疑個案時，本集團會展開調查程序，並對投訴人身份嚴加保密。本集團訂有舉報越級計劃，令舉報人可以保密方式向直屬上級報告任何可疑活動及事故。倘事件涉及該名舉報人的直屬上級，本集團建議舉報者向管理層舉報，又或透過本集團的舉報及道德操守熱線作出舉報。



### C. COMMUNITY

Potentially disruptive social impacts from the operations of drilling projects and production facilities on nearby local communities are mitigated by maintaining open channels of communications, with affected landowners and local communities, to develop and maintain a harmonious co-existence.

#### 1. Community Liaison

The Group has a dedicated community liaison officer who works closely with any affected indigenous people. The Group maintains regular dialogue to ensure operational transparency and to understand and resolve any affected communities' concerns.

#### 2. Community Advancement

At the Palmar Largo facilities, the Group positively contributed to the standard of living by improving the quality of the access road from tribal villages to the main arterial highway. Furthermore, the Group was able to "give back" by connecting these local communities to the national telephony network. The Group also assists with small community projects aimed at promoting and improving their self-sustainability.

### FUTURE DIRECTIONS TOWARD SUSTAINABILITY DEVELOPMENT

Going forward, the Group plans to extend its community engagement activities and find more ways of "giving back", by exploring how the Group can also contribute in non-financial ways, such as volunteering, school talks, and donating of used computer and office equipment. For environmental initiatives, the Group is preparing to develop a recycle program to handle domestic waste.

### CONCLUSION

The Group has conducted the ESG reporting in accordance with the HKEx Environmental, Social, Governmental Reporting Guide (Appendix 27 of the Listing Rules), all the ESG information available for the reporting year are included in this report. The Group is committed to continuing the ESG reporting on a regular basis and to improve on policies and procedures for the management, measurement and monitoring of ESG related strategies.

### C. 社區

為減少鑽井項目及生產設施運作對附近地方社區帶來潛在的破壞性社會影響，本集團維持公開的溝通渠道，並盡可能回饋受影響地主及當地社區，以發展及維持和諧共融社區。

#### 1. 社區聯絡

本集團聘有專責的社區聯絡主任，負責與任何當地受影響人士緊密聯繫。本集團維持定期對話，以確保經營透明度，以及了解及解決受影響社區的任何疑慮。

#### 2. 社區改善

於Palmar Largo生產設施，本集團透過改善自部落村莊通往主幹道的道路質素提升當地人的生活水平。此外，本集團將該等地方社區至全國電話網絡連接起來以「回饋」社區，亦在財政上協助小型社區項目，旨在提升及改善有關社區的自立能力。

### 可持續發展的未來方向

展望將來，本集團計劃會擴展其社會服務範圍，並尋求更多「回饋」方法。我們會探索如何可以非財務方式貢獻社區，如義工服務、學校講座及捐出舊電腦及辦公室設備。在環保措施方面，本集團正準備訂立處理家庭廢物的回收計劃。

### 結論

本集團根據香港交易所《環境、社會及管治報告指引》(上市規則附錄27)進行環境、社會及管治報告工作，報告年度內的所有環境、社會及管治資料均載於本報告內。本集團致力定期持續進行環境、社會及管治報告，並改進有關環境、社會及管治策略的管理、計量及監察政策及程序。



**Independent auditor's report  
to the shareholders of New Times Energy Corporation Limited**  
(Incorporated in Bermuda with limited liability)

### OPINION

We have audited the consolidated financial statements of New Times Energy Corporation Limited ("the Company") and its subsidiaries ("the Group") set out on pages 90 to 222, which comprise the consolidated statement of financial position as at 31 December 2016, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2016 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* ("the Code") together with any ethical requirements that are relevant to our audit of the consolidated financial statements in Bermuda, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**獨立核數師報告**  
致新時代能源有限公司股東  
(於百慕達註冊成立之有限公司)

### 意見

我們已審核載於第90頁至第222頁的新時代能源有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表，此財務報表包括於二零一六年十二月三十一日的綜合財務狀況表，及截至該日止年度的綜合損益表、綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的《香港財務報告準則》(「香港財務報告準則」)真實而中肯地反映了貴集團於二零一六年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露要求妥為擬備。

### 意見的基礎

我們已根據香港會計師公會頒佈的《香港審核準則》進行審核。我們在該等準則下承擔的責任已在本報告「核數師就審核綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(「守則」)以及對審核百慕達綜合財務報表相關的道德要求，我們獨立於貴集團，並已履行守則及道德要求中的其他專業道德責任。我們相信，我們所獲得的審核憑證能充足及適當地為我們的審核意見提供基礎。

### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### GOING CONCERN

Refer to note 2(b) to the consolidated financial statements on pages 99 to 100.

#### The Key Audit Matter

##### 關鍵審核事項

The Group's activities are principally focused on oil and gas exploration and production in the Northwest Basin in Argentina.

貴集團的業務主要集中於阿根廷西北盆地的石油和天然氣勘探及生產。

Except for the participating interest in the Palmar Largo Concession in Argentina which contributed revenue of HK\$57,108,000 for the year ended 31 December 2016, the majority of the Group's oil and gas assets were in the exploration and evaluation phase as at 31 December 2016.

截至二零一六年十二月三十一日止年度，除阿根廷Palmar Largo特許權區的參與權益為貴集團帶來年度57,108,000港元營收外，貴集團的大部分石油及天然氣資產仍處於勘探及評估階段。

The Group's net operating cash flows generated from its existing business are limited and may not be sufficient to fund its ongoing exploration and development activities. Consequently, the Group is reliant on raising funds to finance its future exploration and development.

貴集團現有業務產生的淨經營現金流量有限，可能不足以為其正在進行的勘探及開發活動提供資金。因此，貴集團依靠籌集資金資助其未來的勘探及開發活動。

### 關鍵審核事項

關鍵審核事項是根據我們的專業判斷，認為對本期綜合財務報表的審核最為重要的事項。這些事項在我們審核整體綜合財務報表及出具意見時進行處理。我們不會對這些事項提供單獨的意見。

### 持續經營

請參閱第99頁至第100頁的綜合財務報表附註2(b)。

#### How the matter was addressed in our audit

##### 我們的審核如何處理該事項

Our audit procedures to assess the application of the going concern basis of accounting in the preparation of the consolidated financial statements included the following:

我們在編製綜合財務報表時就評估持續經營會計基礎所應用的審核程序包括以下各項：

- challenging the key assumptions adopted in the cash flow projection prepared by management (which included forecast crude oil prices, forecast production and sales volumes, forecast production costs and committed and planned capital expenditure) by comparison with the market and other externally available information, the actual production and sales volumes during the current year, and the financial budget approved by the directors of the Company;
- 對管理層編製的現金流量預測中使用的關鍵假設進行查問（包括預測的原油價格、預測的生產量和銷售量、預測的生產成本以及承諾和計劃的資本支出），與市場及其他外部可用資料進行對比，以及與本年度實際的生產量和銷售量、貴公司董事批准的財務預算進行比較；
- evaluating the feasibility of fund raising plans which were considered in the cash flow projection with reference to the Group's past history of raising funds;
- 參考貴集團過去的籌集資金歷史，對現金流量預測中資金籌集計劃的可行性進行評估；

### The Key Audit Matter

#### 關鍵審核事項

Management prepared a cash flow projection based on estimations of future revenue from sales of crude oil, future production costs, committed and planned capital expenditure and the availability of financing. The directors of the Company reviewed the cash flow projection and concluded that the Group will have sufficient working capital to meet its financial obligations as and when they fall due and committed future capital expenditure within the next twelve months from the end of the current reporting period.

管理層根據未來原油銷售收入、未來生產成本、承諾及計劃資本支出以及融資有效性的估計，編製現金流的預測。貴公司董事在審閱現金流預測後推斷貴集團將擁有足夠的運營資本，來應付其於到期時的財務責任，並承擔當前報告期期末後十二個月內的未來資本開支。

We identified going concern as a key audit matter because the Group currently has limited cash-generating assets and finite cash resources to fund its ongoing exploration and development activities and because the ability of the Group to meet its financial obligations as and when they fall due and committed future capital expenditure is dependent upon the generation of future net cash flows and raising new sources of finance, both of which can be inherently uncertain.

我們認為持續經營是一個關鍵的審核事項，因為貴集團目前只有有限的現金產生資產及有限的現金來源為其正在進行的勘探和開發活動提供資金，並且由於貴集團在到期時履行其財政責任的能力以及承諾的未來資本支出均依靠未來淨現金流的產生和籌集新的資金來源，而這兩者本質上都是不確定的。

### How the matter was addressed in our audit

#### 我們的審核如何處理該事項

- evaluating the sensitivity of the projected available cash by considering possible downside scenarios against reasonably plausible changes to the key assumptions;
- 通過根據關鍵假設的合理可行變化，考慮可能的下行情景來評估預計可用現金的敏感度；
- inspecting lending agreements to identify financial covenants and other key terms and conditions therein to which the Group was subject and considering the impact of these on the cash flow projection;
- 檢查貸款協議以確定貴集團承擔的財務契約，以及當中載列的其他關鍵條款和條件，並考慮上述契約、條款對現金流量預測的影響；
- assessing the disclosures in the consolidated financial statements in relation to going concern and the key considerations of the directors in deciding to prepare the consolidated financial statements on a going concern basis with reference to the requirements of the prevailing accounting standards.
- 參考現行會計準則的要求，對綜合財務報表中與持續經營相關的披露以及董事在以持續經營為基礎編製綜合財務報表時的關鍵考慮因素進行評估。



### IMPAIRMENT OF EXPLORATION AND EVALUATION ASSETS

Refer to note 14 to the consolidated financial statements and the accounting policies on page 114.

#### The Key Audit Matter

##### 關鍵審核事項

As at 31 December 2016, exploration and evaluation assets, which totalled HK\$2,066,901,000, principally related to the Group's exploration rights and the exploration and evaluation activities for the Tartagal Oriental and Morillo Concessions ("T&M Concessions") in Argentina.

於二零一六年十二月三十一日，主要與貴集團在阿根廷 Tartagal Oriental 和 Morillo 特許權區（「T&M 特許權區」）的勘探權以及勘探和評估活動相關的勘探及評估資產總值為 2,066,901,000 港元。

The carrying amounts of exploration and evaluation assets are reviewed annually and adjusted for impairment whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable.

每年均對勘探及評估資產的賬面值進行審查，並且在事件或情況變化表明不可收回賬面值時進行減值調整。

As a result of continuing weaker crude oil price forecasts, the Group recognised impairment of exploration and evaluation assets totalling HK\$1,325,794,000 for the year ended 31 December 2015.

由於預測原油價格持續疲弱，貴集團於截至二零一五年十二月三十一日止年度確認勘探及評估資產的減值合共 1,325,794,000 港元。

### 勘探及評估資產的減值

請參閱綜合財務報表附註14及第114頁的會計政策。

#### How the matter was addressed in our audit

##### 我們的審核如何處理該事項

Our audit procedures to assess impairment of exploration and evaluation assets included the following:

我們評估勘探及評估資產減值的審核程序包括以下各項：

- assessing the design and implementation of key internal controls over the preparation and review of the impairment assessment;
- 對編製和審查減值評估之關鍵內部控制的設計及實施進行評估；
- evaluating management's identification of indicators of potential impairment and the methodology applied in the preparation of the discounted cash flow forecast with reference to the requirements of the prevailing accounting standards, taking into account business changes during the year;
- 就管理層對潛在減值指標的確認進行評估，以及參考現行會計準則的要求，並考慮本年度業務的變化情況，對管理層編制貼現現金流量預測中採用的方法進行評估；
- assessing the competence, capability and objectivity of the independent appraisal firm engaged by the Group to estimate the recoverable amounts of exploration and evaluation assets and evaluating whether the methodology adopted by the independent appraisal firm was consistent with recognised industry standards;
- 對貴集團聘請開展勘探及評估資產可回收金額預估的獨立評估公司的競爭力、能力和客觀性進行評估，以及評估獨立評估公司採用的方法是否符合公認的行業標準；



### The Key Audit Matter

#### 關鍵審核事項

As at 31 December 2016, having taken into account both the lower crude oil price environment in the near term and the deferral of development plans for the T&M Concessions, management recorded further impairment of HK\$102,694,000 for exploration and evaluation assets, which have been written down to their estimated recoverable amounts based on value in use calculations with reference to a valuation report issued by an independent appraisal firm.

於二零一六年十二月三十一日，考慮到短期內較低的原油價格環境及T&M特許權區發展計劃的延遲，管理層記錄勘探及評估資產進一步減值102,694,000港元，當中已參考獨立評估公司的估值報告，根據使用價值的計算方法撇減至估計可收回金額。

In determining the value in use, expected cash flows to be generated by the exploration and evaluation assets were discounted to their present value. The preparation of a discounted cash flow forecast involves the exercise of significant judgement, particularly in forecasting production volumes, crude oil prices, production costs, capital expenditure and in determining an appropriate discount rate.

在釐定使用價值時，將勘探及評估資產產生的預期現金流量貼現至現值。貼現現金流量預測的編製涉及重大判斷的執行，尤其是在預測生產量、原油價格、生產成本、資本支出及確定合理的貼現率。

### How the matter was addressed in our audit

#### 我們的審核如何處理該事項

- challenging the key assumptions adopted in the discounted cash flow forecast, which included forecast production volumes, forecast crude oil prices, forecast production costs and forecast capital expenditure, by comparison with market and other externally available information, historical production information, prospective resources of the T&M Concessions shown in technical reports issued by independent qualified technical consultants and internal exploration and exploitation plans;
- 通過與市場和其他外部可用資料、歷史生產資料、獨立合資格技術顧問出具的技術報告中顯示的T&M特許權區預期資源以及內部的勘探和開發計劃進行對比，對貼現現金流量預測中採用的關鍵假設（包括生產量預測、原油價格預測、生產成本預測及資本支出預測）進行審查；
- assessing specific inputs to the determination of the discount rate applied in the cash flow forecast with the assistance of our internal valuation specialists, including the risk-free rate and country risk rates together with gearing and cost of debt, and benchmarking such inputs against similar companies in international markets in which the Group operates;
- 評估在內部估值專家的協助下對釐定現金流量預測採用的貼現率相關的特定輸入數據，其中包括無風險利率、國家風險利率以及負債和債務成本，並對貴集團經營所在國際市場中的類似公司的上述輸入數據進行基準化分析；
- evaluating the sensitivity of the outcomes of the impairment assessment by considering possible downside scenarios against reasonably plausible changes to the key assumptions, which included lower crude oil prices, a higher discount rate and delays in the exploration work schedule, and considering the possibility of management bias in the selection of the assumptions;
- 通過根據關鍵假設的合理可行變化，考慮可能的下行情景，其中包括更低的原油價格、更高的貼現率、勘探工作進度的延遲，以及考慮管理層在選擇假設時可能存在的偏見來評估減值評估結果敏感度；

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告



### The Key Audit Matter

#### 關鍵審核事項

We identified assessing impairment of exploration and evaluation assets as a key audit matter because of the inherent uncertainties involved in estimating the recoverable amounts of exploration and evaluation assets and because the selection of the various assumptions adopted in the discounted cash flow forecast could be subject to management bias.

我們認為評估勘探及評估資產的減值是一項關鍵的審核事項，因為在預估勘探及評估資產可收回金額時包含的內在不確定性，以及在貼現現金流量預測中各種採用假設的選擇可能會受到管理層偏見的影響。

### How the matter was addressed in our audit

#### 我們的審核如何處理該事項

- comparing the actual results for the current year with management's forecasts prepared in the previous year to assess the historical accuracy of the management's forecasting process; and
- 將本年度的實際結果與管理層上一年編製的預測進行對比，以評估管理層預測程序的過往準確性；及
- considering the disclosures in the consolidated financial statements in respect of the impairment assessment and whether disclosures about the sensitivity of the outcome of the impairment assessment to changes in key assumptions properly reflected the risks inherent in the assessment, with reference to the requirements of the prevailing accounting standards.
- 參考現行會計準則的要求，考慮綜合財務報表中有關減值評估的披露，以及減值評估結果對關鍵假設變化的敏感度的披露是否正確地反映了評估中的固有風險。

### INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The directors are responsible for the other information. The other information comprises all the information included in the annual report, other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### 綜合財務報表及其核數師報告以外的資料

董事需對其他資料負責。其他資料包括刊載於年報內的全部資料，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不對該等其他資料發表任何形式的鑒證結論。

就我們對綜合財務報表的審核而言，我們的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審核過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

倘若我們基於已執行的工作認為其他資料存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

### RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The directors are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with HKSAAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

### 董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

審核委員會協助董事履行監督貴集團的財務匯報過程的責任。

### 核數師就審核綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們所發表意見的核數師報告。我們是按照《百慕達一九八一年公司法》第90條的規定，僅向閣下（作為一個實體）報告。除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

合理保證是高水平的保證，但不能保證按照《香港審核準則》進行的審核，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期其單獨或匯總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告



As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional scepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
  - Obtain an understanding of internal control relevant to the audit 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 Group's internal control.
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
  - Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
  - Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
  - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 在根據《香港審核準則》進行審核的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：
- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審核程序以應對這些風險，以及獲取充足和適當的審核憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
  - 了解與審核相關的內部控制，以設計適當的審核程序，但目的並非對貴集團內部控制的有效性發表意見。
  - 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
  - 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審核憑證，確定是否存在與可能導致對貴集團的持續經營能力產生重大疑慮的事項或情況有關的重大不確定性。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當修改我們的意見。我們的結論是基於核數師報告日期止所取得的審核憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
  - 評價財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映相關交易和事項。
  - 就貴集團內實體或業務活動的財務資料獲取充足、適當的審核憑證，以便對綜合財務報表發表意見。我們負責貴集團審核的方向、監督和執行。我們為審核意見承擔全部責任。

## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, related safeguards.

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Ng Kwok Keung Raymond.

除其他事項外，我們與審核委員會溝通了計劃的審核範圍、時間安排、重大審核發現等，包括我們在審核中識別出內部控制的任何重大缺陷。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審核最為重要，因而構成關鍵審核事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中傳達某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中傳達該事項。

出具本獨立核數師報告的審核項目合夥人是吳國強。

#### **KPMG**

*Certified Public Accountants*

8th Floor, Prince's Building  
10 Chater Road  
Central, Hong Kong  
30 March 2017

#### **畢馬威會計師事務所**

*執業會計師*

香港中環  
遮打道10號  
太子大廈8樓  
二零一七年三月三十日

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

## 綜合損益表

For the year ended 31 December 2016  
截至二零一六年十二月三十一日止年度  
(Expressed in Hong Kong dollars)  
(以港元列示)



		Note 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元 (Restated - note 5) (經重列— 附註5)
<b>Continuing operations:</b>	<b>持續經營業務：</b>			
Revenue	收益	4	<b>57,108</b>	66,725
Cost of sales	銷售成本		<b>(48,689)</b>	(57,684)
<b>Gross profit</b>	<b>毛利</b>		<b>8,419</b>	9,041
Other income	其他收入	6	<b>(9,242)</b>	21,705
Administrative expenses	行政開支		<b>(90,513)</b>	(79,280)
Assets impairment losses	資產減值虧損	7(c)	<b>(105,442)</b>	(1,459,874)
Other net operating expenses	其他經營開支淨額		-	(1,689)
<b>Loss from operations</b>	<b>經營虧損</b>		<b>(196,778)</b>	(1,510,097)
Finance costs	融資成本	7(a)	<b>(26,557)</b>	(29,008)
Share of losses of joint ventures	應佔合營企業虧損		<b>(6,280)</b>	(10,217)
<b>Loss before taxation from continuing operations</b>	<b>持續經營業務除稅前虧損</b>		<b>(229,615)</b>	(1,549,322)
Income tax	所得稅	8	<b>6,021</b>	3,371
<b>Loss from continuing operations</b>	<b>持續經營業務虧損</b>		<b>(223,594)</b>	(1,545,951)
<b>Discontinued operations:</b>	<b>已終止經營業務：</b>			
Profit/(loss) from discontinued operations, net of tax	已終止經營業務溢利／(虧損)，扣除稅項	5(c)	<b>98,573</b>	(141,583)
<b>Loss for the year</b>	<b>年內虧損</b>		<b>(125,021)</b>	(1,687,534)



# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

## 綜合損益表

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

(Expressed in Hong Kong dollars)

(以港元列示)

		Note 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元 (Restated - note 5) (經重列— 附註5)
<b>Attributable to:</b>	<b>應佔：</b>			
<b>Owners of the Company:</b>	<b>本公司擁有人：</b>			
Loss for the year from continuing operations	年內持續經營業務虧損		<b>(223,209)</b>	(1,545,943)
Profit/(loss) for the year from discontinued operations	年內已終止經營業務溢利／(虧損)	5(c)	<b>99,860</b>	(120,311)
Loss for the year attributable to owners of the Company	本公司擁有人應佔年內虧損		<b>(123,349)</b>	(1,666,254)
<b>Non-controlling interests:</b>	<b>非控股權益：</b>			
Loss for the year from continuing operations	年內持續經營業務虧損		<b>(385)</b>	(8)
Loss for the year from discontinued operations	年內已終止經營業務虧損	5(c)	<b>(1,287)</b>	(21,272)
Loss for the year attributable to non-controlling interests	非控股權益應佔年內虧損		<b>(1,672)</b>	(21,280)
<b>Loss for the year</b>	<b>年內虧損</b>		<b>(125,021)</b>	(1,687,534)
<b>Loss per share</b>	<b>每股虧損</b>	12		
Basic (HK cent)	基本(港仙)		<b>(3.17)</b>	(74.66)
Diluted (HK cent)	攤薄(港仙)		<b>(3.17)</b>	(74.66)
<b>Loss per share – continuing operations</b>	<b>每股虧損—持續經營業務</b>	12		
Basic (HK cent)	基本(港仙)		<b>(5.74)</b>	(69.27)
Diluted (HK cent)	攤薄(港仙)		<b>(5.74)</b>	(69.27)

The notes on pages 98 to 222 form part of these financial statements. Details of dividends payable to owners of the Company are set out in note 36(b).

載於第98頁至第222頁之附註為本財務報表之一部分。有關應付本公司擁有人股息詳情載於附註36(b)。

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 綜合損益及其他全面收益表

for the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

(Expressed in Hong Kong dollars)

(以港元列示)

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
	Note 附註		
<b>Loss for the year</b>	年內虧損	<b>(125,021)</b>	(1,687,534)
<b>Other comprehensive income for the year (after tax and reclassification adjustments):</b>	年內其他全面收益 (除稅後及經重新分類調整):		
Item that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益之項目:		
Exchange differences on translation of financial statements of overseas and PRC subsidiaries	換算海外及中國附屬公司財務報表產生之匯兌差異	<b>(35,029)</b>	(106,409)
Available-for-sale investments: net movement in the fair value reserve	可供出售投資: 公允價值儲備變動淨值	<b>8,393</b>	(7,897)
<b>Other comprehensive income for the year</b>	年內其他全面收益	<b>(26,636)</b>	(114,306)
<b>Total comprehensive income for the year</b>	年內全面收益總額	<b>(151,657)</b>	(1,801,840)
<b>Attributable to:</b>	應佔:		
Owners of the Company	本公司擁有人	<b>(149,982)</b>	(1,780,539)
Non-controlling interests	非控股權益	<b>(1,675)</b>	(21,301)
<b>Total comprehensive income for the year</b>	年內全面收益總額	<b>(151,657)</b>	(1,801,840)

The notes on pages 98 to 222 form part of these financial statements.

載於第98頁至第222頁之附註為本財務報表之一部分。

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

As at 31 December 2016

於二零一六年十二月三十一日

(Expressed in Hong Kong dollars)

(以港元列示)

			2016	2015
		Note	二零一六年	二零一五年
		附註	HK\$'000	HK\$'000
			千港元	千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Exploration and evaluation assets	勘探及評估資產	14	<b>2,066,901</b>	2,159,006
Property, plant and equipment	物業、廠房及設備	15	<b>45,478</b>	27,508
Intangible assets	無形資產	16	<b>21,776</b>	67,656
Goodwill	商譽	17	<b>270</b>	335
Interest in joint ventures	於合營企業之權益	19	<b>28,675</b>	37,253
Promissory note receivable	應收承兌票據	22	<b>35,786</b>	-
Available-for-sale investments	可供出售投資	23	<b>58,429</b>	26,933
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	26	<b>18,684</b>	81,830
Deferred tax assets	遞延稅項資產	34(b)	<b>6,240</b>	3,626
<b>Total non-current assets</b>	<b>非流動資產總值</b>		<b>2,282,239</b>	2,404,147
<b>Current assets</b>	<b>流動資產</b>			
Trading securities	買賣證券	24	<b>242,281</b>	96,538
Inventories	存貨	25	<b>17,515</b>	7,392
Trade and other receivables	應收貿易賬款及其他應收款項	26	<b>124,367</b>	69,909
Current tax recoverable	可收回即期稅項	34(a)	<b>394</b>	2,176
Cash and cash equivalents	現金及現金等價物	27	<b>398,633</b>	29,582
Assets held for sale	持作出售資產	5(e)	-	130,953
<b>Total current assets</b>	<b>流動資產總值</b>		<b>783,190</b>	336,550
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	應付貿易賬款及其他應付款項	28	<b>44,278</b>	58,748
Other borrowings	其他借貸	29	<b>37,605</b>	95,583
Promissory note payable	應付承兌票據	30	-	32,084
<b>Total current liabilities</b>	<b>流動負債總額</b>		<b>81,883</b>	186,415
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>701,307</b>	150,135
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>2,983,546</b>	2,554,282

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

As at 31 December 2016

於二零一六年十二月三十一日

(Expressed in Hong Kong dollars)

(以港元列示)

			2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
		Note 附註		
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Other borrowings	其他借貸	29	<b>294,154</b>	292,362
Other non-current liabilities	其他非流動負債	31	<b>21,361</b>	–
Deferred tax liabilities	遞延稅項負債	34(b)	–	8,665
Provisions	撥備	35	<b>16,766</b>	10,900
<b>Total non-current liabilities</b>	<b>非流動負債總額</b>		<b>332,281</b>	311,927
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>2,651,265</b>	2,242,355
<b>CAPITAL AND RESERVES</b>	<b>股本及儲備</b>			
Share capital	股本	36(c)	<b>59,103</b>	24,970
Reserves	儲備		<b>2,640,834</b>	2,266,523
<b>Total equity attributable to owners of the Company</b>	<b>本公司擁有人應佔權益總值</b>		<b>2,699,937</b>	2,291,493
Non-controlling interests	非控股權益		<b>(48,672)</b>	(49,138)
<b>TOTAL EQUITY</b>	<b>權益總值</b>		<b>2,651,265</b>	2,242,355

Approved and authorised for issue by the board of directors on 30 March 2017.

董事會已於二零一七年三月三十日批准及授權刊發。

**Cheng Kam Chiu, Stewart**

鄭錦超

Director

董事

**Zhang Kun**

張堃

Director

董事

The notes on pages 98 to 222 form part of these financial statements.

載於第98頁至第222頁之附註為本財務報表之一部分。

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

(Expressed in Hong Kong dollars)

(以港元列示)

		Attributable to owners of the Company 本公司擁有人應佔											
		Share capital	Share premium	Share-based compensation reserve	Capital reserve	Exchange reserve	Fair value reserve	Contributed surplus	Warrants reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		股本	股份溢價	股份補償儲備	資本儲備	外匯儲備	公允價值儲備	實繳盈餘	認股權證儲備	累計虧損	總計	非控股權益	權益總值
		HK\$'000	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	千港元
<b>Balance at 1 January 2015</b>	於二零一五年一月一日結餘	13,850	3,434,864	2,237	9,591	(253,516)	7,897	740,880	1,801	(112,583)	3,845,021	(24,046)	3,820,975
Loss for the year	年內虧損	-	-	-	-	-	-	-	-	(1,666,254)	(1,666,254)	(21,280)	(1,687,534)
Other comprehensive income	其他全面收益	-	-	-	-	(106,388)	(7,897)	-	-	(114,285)	(114,285)	(21)	(114,306)
<b>Total comprehensive income for the year</b>	年內全面收益總額	-	-	-	-	(106,388)	(7,897)	-	-	(1,666,254)	(1,780,539)	(21,301)	(1,801,840)
Equity settled share-based payments	以股本結算之股份支付	-	-	1,553	-	-	-	-	-	-	1,553	-	1,553
Shares issued under open offer (note 36(c)(iii))	根據公開發售發行股份 (附註36(c)(iii))	6,925	108,114	-	-	-	-	-	-	-	115,039	-	115,039
Shares issued under placements (note 36(c)(iii))	根據配售發行股份 (附註36(c)(iii))	4,150	103,725	-	-	-	-	-	-	-	107,875	-	107,875
Shares issued under share option scheme (note 36(c)(iv))	根據購股權計劃發行股份 (附註36(c)(iv))	45	2,511	(872)	-	-	-	-	-	-	1,684	-	1,684
Lapse of share options granted under share option scheme	根據購股權計劃授出之 購股權失效	-	-	(2,075)	-	-	-	-	-	2,075	-	-	-
Transaction with non-controlling interest	與非控股權益進行交易	-	-	-	-	-	-	-	-	1,920	1,920	35,880	37,800
Disposal of subsidiaries	出售附屬公司	-	-	-	-	(1,060)	-	-	-	-	(1,060)	(39,671)	(40,731)
<b>Balance at 31 December 2015</b>	於二零一五年 十二月三十一日結餘	24,970	3,649,214	843	9,591	(360,964)	-	740,880	1,801	(1,774,842)	2,291,493	(49,138)	2,242,355
<b>Balance at 1 January 2016</b>	於二零一六年一月一日結餘	24,970	3,649,214	843	9,591	(360,964)	-	740,880	1,801	(1,774,842)	2,291,493	(49,138)	2,242,355
Loss for the year	年內虧損	-	-	-	-	-	-	-	-	(123,349)	(123,349)	(1,672)	(125,021)
Other comprehensive income	其他全面收益	-	-	-	-	(35,026)	8,393	-	-	(26,633)	(26,633)	(3)	(26,636)
<b>Total comprehensive income for the year</b>	年內全面收益總額	-	-	-	-	(35,026)	8,393	-	-	(123,349)	(149,982)	(1,675)	(151,657)
Shares issued under subscription (note 36(c)(v))	根據認購發行股份 (附註36(c)(v))	34,100	523,133	-	-	-	-	-	-	-	557,233	-	557,233
Shares issued under share option scheme (note 36(c)(iv))	根據購股權計劃發行股份 (附註36(c)(iv))	33	1,843	(640)	-	-	-	-	-	-	1,236	-	1,236
Lapse of share options granted under share option scheme	根據購股權計劃授出之 購股權失效	-	-	(203)	-	-	-	-	-	203	-	-	-
Disposal of subsidiaries	出售附屬公司	-	-	-	-	(43)	-	-	-	-	(43)	2,141	2,098
<b>Balance at 31 December 2016</b>	於二零一六年 十二月三十一日結餘	59,103	4,174,190	-	9,591	(396,033)	8,393	740,880	1,801	(1,897,988)	2,699,937	(48,672)	2,651,265

The notes on pages 98 to 222 form part of these financial statements.

載於第98頁至第222頁之附註為本財務報表之一部分。

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 31 December 2016  
截至二零一六年十二月三十一日止年度  
(Expressed in Hong Kong dollars)  
(以港元列示)



	Note 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Operating activities</b>	<b>經營業務</b>		
Loss before taxation from continuing operations (restated – note 5)	持續經營業務除稅前虧損 (經重列 – 附註5)	<b>(229,615)</b>	(1,549,322)
Profit/(loss) before taxation from discontinued operations (restated – note 5)	已終止經營業務 除稅前溢利/(虧損) (經重列 – 附註5)	<b>98,574</b>	(180,239)
		<b>(131,041)</b>	(1,729,561)
Adjustments for:	調整:		
Depreciation	折舊	<b>6,040</b>	6,891
Amortisation of intangible assets	無形資產攤銷	<b>3,755</b>	5,568
Amortisation of lease prepayments	租賃預付款項攤銷	–	15
Assets impairment losses	資產減值虧損	<b>105,442</b>	1,641,167
Interest income	利息收入	<b>(3,693)</b>	(7,155)
Interest expense	利息開支	<b>26,557</b>	29,011
Foreign exchange loss, net	外匯虧損淨額	<b>3,788</b>	2,395
Gain on disposal of property, plant and equipment	出售物業、廠房及 設備之收益	–	(178)
Gain on disposal of subsidiaries	出售附屬公司之收益	<b>(19,230)</b>	(18,160)
Gain on disposal of an associate	出售一間聯營公司之收益	<b>(86,399)</b>	–
Loss on disposal of convertible notes receivables	出售應收可換股票據之虧損	<b>25,058</b>	–
Net fair value gain on derivative financial instruments	衍生金融工具之 公允價值收益淨額	<b>(3,267)</b>	(3,170)
Share-based payment expenses	股份支付開支	–	1,553
Share of loss of joint ventures	應佔合營企業虧損	<b>6,280</b>	10,217
Changes in working capital:	營運資金變動:		
(Increase)/decrease in inventories	存貨(增加)/減少	<b>(10,123)</b>	1,890
Decrease/(increase) in trading securities	買賣證券減少/(增加)	<b>4,536</b>	(5,743)
(Increase)/decrease in trade and other receivables	應收貿易賬款及其他 應收款項(增加)/減少	<b>(21,652)</b>	1,786
Decrease in trade and other payables	應付貿易賬款及其他 應付款項減少	<b>(12,911)</b>	(21,967)
Cash used in operations	經營業務所用現金	<b>(106,860)</b>	(85,441)
Interest paid	已付利息	<b>(31,120)</b>	(20,699)
Interest received	已收利息	<b>206</b>	45
Income tax paid	已付所得稅	<b>(12)</b>	(9)
<b>Net cash used in operating activities</b>	<b>經營業務所用現金淨額</b>	<b>(137,786)</b>	(106,104)



# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

(Expressed in Hong Kong dollars)

(以港元列示)

	Note	2016	2015
	附註	二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
<b>Investing activities</b>	<b>投資活動</b>		
Payment for purchase of exploration and evaluation assets	購買勘探及評估資產支付之款項	(10,232)	(39,723)
Payment for purchase of property, plant and equipment	購買物業、廠房及設備支付之款項	(5,835)	(1,605)
Net cash outflows from disposal of subsidiaries	出售附屬公司現金流出淨額	(211)	(3,095)
Proceeds from disposal of convertible notes	出售可換股票據所得款項	48,727	–
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	72	2,195
<b>Net cash generated from/(used in) investing activities</b>	<b>投資活動所得／(所用)現金淨額</b>	<b>32,521</b>	<b>(42,228)</b>
<b>Financing activities</b>	<b>融資活動</b>		
Proceeds from other borrowings	其他借貸所得款項	61,115	109,499
Repayment of other borrowings	償還其他借貸	(114,821)	(98,263)
Repayment of promissory note payable	償還應付承兌票據	(30,000)	–
Repayment of convertible notes payables	償還應付可換股票據	–	(83,475)
Proceeds from issue of new shares, net of transaction costs	發行新股份所得款項(扣除交易成本)	558,469	224,598
<b>Net cash generated from financing activities</b>	<b>融資活動所得現金淨額</b>	<b>474,763</b>	<b>152,359</b>
<b>Net increase in cash and cash equivalents</b>	<b>現金及現金等價物增加淨額</b>	<b>369,498</b>	<b>4,027</b>
<b>Cash and cash equivalents at 1 January</b>	<b>於一月一日之現金及現金等價物</b>	<b>29,582</b>	<b>25,559</b>
<b>Effect of foreign exchange rate changes</b>	<b>匯率變動影響</b>	<b>(447)</b>	<b>(4)</b>
<b>Cash and cash equivalents at 31 December</b>	<b>於十二月三十一日之現金及現金等價物</b>	<b>398,633</b>	<b>29,582</b>

The notes on pages 98 to 222 form part of these financial statements.

載於第98頁至第222頁之附註為本財務報表之一部分。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 1 BACKGROUND INFORMATION

New Times Energy Corporation Limited (“the Company”) is a limited liability company incorporated in Bermuda and its registered office and principal place of business are Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and Room 1402, 14/F, New World Tower I, 16-18 Queen’s Road Central, Hong Kong respectively. The Company is listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The Company is an investment holding company and its subsidiaries (hereinafter collectively referred to as “the Group”) are principally engaged in exploration, development, production and sale of natural resources.

### 2 SIGNIFICANT ACCOUNTING POLICIES

#### (a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (HKFRSs), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (HKASs) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (HKICPA), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”). Significant accounting policies adopted by the Group are disclosed below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group and the Company. Note 2(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

### 1 背景資料

新時代能源有限公司(「本公司」)為於百慕達註冊成立之有限公司，其註冊辦事處及主要營業地點位於Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda 及香港皇后大道中16至18號新世界大廈一期14樓1402室。本公司於香港聯合交易所有限公司(「聯交所」)主板上市。本公司為投資控股公司，而其附屬公司(以下統稱「本集團」)主要從事勘探、開發、生產及銷售天然資源。

### 2 重大會計政策

#### (a) 合規聲明

本財務報表已根據所有適用香港財務報告準則(統稱為香港財務報告準則，包括香港會計師公會(香港會計師公會)頒佈之所有適用個別香港財務報告準則、香港會計準則(香港會計準則)及詮釋)、香港普遍採納之會計原則及香港公司條例之披露規定編制。本財務報表亦遵守香港聯合交易所有限公司證券上市規則(「上市規則」)之適用披露條文。本集團採用的重大會計政策披露如下。

香港會計師公會已頒佈若干於本集團及本公司當前會計期間首次生效或可供提早採納之新訂及經修訂香港財務報告準則。附註2(c)載列初次應用該等與本集團當前及以往會計期間有關之財務準則及已於本財務報表內反映之資料。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2016 comprise the Company and its subsidiaries and the Group's interest in joint ventures.

The measurement basis used in the preparation of the financial statements is the historical cost basis except that the following assets and liabilities are stated at their fair value as explained in the accounting policies set out below:

- Financial instruments classified as available-for-sale or as trading securities (see note 2(h)); and
- Derivative financial instruments (see note 2(i)).

Non-current assets and disposal groups held for sale are stated at the lower of carrying amount and fair value less costs to sell (see note 2(aa)).

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may 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.

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 3.

### 2 重大會計政策 (續)

#### (b) 財務報表編製基準

截至二零一六年十二月三十一日止年度之綜合財務報表包括本公司及其附屬公司及本集團於合營企業之權益。

編製財務報表所用之計量基準為歷史成本基準，惟以下資產及負債以其公允價值計值，並以下文所載會計政策解釋：

- 分類為可供出售或買賣證券之金融工具（見附註2(h)）；及
- 衍生金融工具（見附註2(i)）。

持作出售非流動資產及出售組合以賬面值及公允價值減出售成本較低者入賬（見附註2(aa)）。

於編製符合香港財務報告準則之財務報表時，管理層須作出對政策應用以及資產、負債、收入及開支之報告金額構成影響之判斷、估計及假設。此等估計及相關假設乃根據過往經驗及於有關情況下視為合理之多項其他因素作出，其結果構成判斷明顯無法從其他途徑得到有關資產及負債賬面值之依據。實際結果可能有別於該等估計。

估計及有關假設按持續基準審閱。倘會計估計之修訂僅影響修訂估計之期間，則該等修訂於該期間內確認；或倘修訂對目前及未來期間均有影響，則於作出修訂之期間和未來期間確認。

有關管理層就應用對財務報表構成重大影響之香港財務報告準則所作判斷，以及估計不確定因素之主要來源，於附註3討論。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)



### 2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (b) Basis of preparation of the financial statements

(Continued)

In determining the appropriate basis of preparation of the financial statements, the directors of the Company have reviewed the Group's cash flow projections prepared by management based on estimations of future revenue from sales of crude oil, future production costs, committed and planned capital expenditure and the availability of financing, which cover a period of twelve months from the reporting period end date. They are of the opinion that the Group will have sufficient working capital to meet its financial obligations as and when they fall due and committed future capital expenditure within the next twelve months from the end of the current reporting period.

#### (c) Changes in accounting policies

The HKICPA has issued a number of amendments to HKFRSs that are first effective for the current accounting period of the Group. None of these developments have had a material effect on how the Group's results and financial position for the current and prior periods have been prepared or presented. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

#### (d) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

### 2 重大會計政策 (續)

#### (b) 財務報表編製基準 (續)

在決定財務報表之合適編製基準時，本公司董事已審閱管理層根據對未來銷售原油之收益、未來生產成本、承諾及計劃資本支出及可用融資作出的估計而編製的現金流預測，涵蓋期間由報告期末當日起計十二個月。彼等認為本集團將擁有足夠營運資金於到期時應付其財務責任，以及自本報告期末起計未來十二個月的資本支出。

#### (c) 會計政策變動

香港會計師公會已頒佈若干香港財務報告準則之修訂，該等修訂及詮釋於本集團之本會計期間首次生效。該等修訂概無對本集團如何編製或呈列目前及之前期間之業績及財務狀況產生重大影響。本集團尚未應用任何本會計期間尚未生效的新準則或詮釋。

#### (d) 附屬公司及非控股權益

附屬公司為由本集團控制之實體。當本集團承受或享有參與實體所得的可變回報，且有能力透過其對實體的權力影響該等回報時，則本集團控制該實體。在評估本集團是否擁有控制權時，只考慮實質權利（由本集團及其他合約方持有）。

於附屬公司之投資自控制權開始之日起，直至控制權終止之日為止綜合計入綜合財務報表。集團內公司間之結餘及交易，以及集團內公司間交易產生之任何現金流量及任何未變現溢利乃於編製綜合財務報表時全數對銷。集團內公司間交易產生之未變現虧損按與未變現收益相同之方式對銷，惟僅限於並無減值證據之情況。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

## 2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (d) Subsidiaries and non-controlling interests

(Continued)

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the owners of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the owners of the Company. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position in accordance with notes 2(r) or (s) depending on the nature of the liability.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see note 2(h)) or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture (see note 2(e)).

## 2 重大會計政策 (續)

### (d) 附屬公司及非控股權益 (續)

非控股權益是指並非由本公司直接或間接於附屬公司應佔的權益，及本集團並未與該等權益的持有人達成任何額外條款，從而令本集團在總體上對該等權益產生合約性責任，使其符合金融負債的定義。就各業務合併而言，本集團可選擇按公允價值或按非控股權益於附屬公司可識別資產之分佔比例計量任何非控股權益。

非控股權益計入綜合財務狀況表權益內，與本公司擁有人應佔權益分開呈列。於本集團業績內，非控股權益於綜合損益表及綜合損益及其他全面收益報表呈列為非控股權益與本公司擁有人年內損益總額及全面收益總額分配。視乎負債性質，來自非控股權益持有人之貸款及該等持有人之其他合約性責任根據附註2(r)或(s)於綜合財務狀況表呈列為金融負債。

本集團於附屬公司不構成失去控制權之權益變動乃以權益轉撥列賬，當中在綜合權益內控股權益及非控股權益之數量會被調整以反映相對權益之變動，惟商譽不予調整，損益亦不會被確認。

當本集團失去附屬公司之控制權，會以出售該附屬公司的全部權益列賬，因而產生之損益乃於損益表中確認。於前附屬公司於失去控制權當日留有之權益會以公允價值確認，而該款額乃被視為該金融資產（見附註2(h)）於最初確認時之公允價值或（倘適用）於聯營公司或合營企業之投資於最初確認時之成本（見附註2(e)）。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)



## 2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (d) Subsidiaries and non-controlling interests

(Continued)

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 2(n)), unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale) (see note 2(aa)).

### (e) Joint arrangement and associates

The Group is a party of joint arrangement when it exercises joint control over arrangement by acting collectively with other parties and decisions about the relevant activities require unanimous consent of the parties sharing control. The joint arrangement is either a joint operation or a joint venture depending on the rights and obligations of the parties to the arrangement.

In relation to interest in joint operations, the Group recognises: (i) its assets, including its share of any assets held jointly, (ii) liabilities, including its share of any liabilities incurred jointly, (iii) revenue from the sale of its share of the output arising from the joint operation, (iv) its share of the revenue from the sale of the output by the joint operations, and (v) its expenses, including its share of any expenses incurred jointly.

An associate is an entity in which the Group or the Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

A joint venture is an arrangement whereby the Group or the Company and other parties contractually agree to share control of the arrangement, and have rights to the net assets of the arrangement.

## 2 重大會計政策 (續)

### (d) 附屬公司及非控股權益 (續)

於本公司財務狀況表內，於一間附屬公司之投資乃按成本扣除任何減值虧損（見附註2(n)）列賬，惟該項投資已分類為持作出售投資或已包括在列作出售之出售組別者除外（見附註2(aa)）。

### (e) 合營安排及聯營公司

本集團為合營安排訂約一方，其通過與其他方共同行動行使共同控制權時，有關相關活動之決定須經共同控制各方一致同意。根據協議各方於此協議項下之權利及責任，合營安排既非合營業務亦非合營企業。

本集團就於合營業務之權益確認：  
(i)其資產，包括其分佔任何共同持有資產，(ii)其負債，包括其分佔共同產生之負債，(iii)出售其分佔合營業務產出之收益，(iv)其分佔銷售合營業務產出之收益及(v)其開支，包括其分佔共同產生之開支。

聯營公司是指本集團或本公司具有重大影響，包括參予其財務及經營政策的決策，但並不控制或共同控制其管理層。

合營企業為本集團或本公司與其他合約方同意共同控制該安排，及對該安排之資產淨值享有權利。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (e) Joint arrangement and associates (Continued)

An investment in an associate or a joint venture is accounted for in the consolidated financial statements under the equity method, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale) (see note 2(aa)). Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see note 2(n)). Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated statement of profit or loss, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of profit or loss and other comprehensive income.

When the Group's share of losses exceeds its interest in the associate or the joint venture, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate or the joint venture.

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

If an investment in an associate becomes an investment in a joint venture or vice versa, retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

### 2 重大會計政策 (續)

#### (e) 合營安排及聯營公司 (續)

於聯營公司或合營企業之投資按權益法計入綜合財務報表，除非該投資已分類為持作出售或計入分類為持作出售之出售組別（見附註2(aa)）則作別論。根據權益法，投資初步按成本記錄，並就本集團應佔投資對象之可識別資產淨值於收購日公允價值與投資成本之差額作出調整（如有）。其後就本集團應佔投資對象之資產淨值及任何有關投資的減值虧損之收購後變動作出調整（見附註2(n)）。收購日公允價值與成本之差額、本集團應佔收購後、投資對象除稅後年內業績及任何減值虧損於綜合損益表確認，而本集團應佔投資對象其他全面收益之收購後除稅後項目於綜合損益及其他全面收益表確認。

當本集團之應佔虧損超出其於聯營公司或合營企業之權益，本集團之權益會減至零，並終止繼續確認進一步虧損，惟本集團已產生法律或推定責任或曾代表投資對象支付費用則除外。就此而言，本集團之權益乃根據權益法計算之投資賬面值連同構成本集團於該聯營公司或合營企業之淨投資之長期權益部分。

本集團與其聯營公司及合營企業進行交易所產生之未變現溢利及虧損，均以本集團於投資對象之權益對銷，惟可證實已轉讓資產減值之未變現虧損則不在此限，在此情況下，該未變現虧損即時在損益表內確認。

倘於聯營公司之投資成為於合營企業之投資，反之亦然，保留權益不會重新計量。反而，投資繼續按權益法入賬。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (e) Joint arrangement and associates (Continued)

In all other cases, when the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence or joint control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see note 2(h)).

##### (f) Business combinations

The Group accounts for business combinations using the acquisition method when control is transferred to the Group (see note 2(d)). The consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired. Any goodwill that arise is tested annually for impairment (see note 2(n)). Any gain on a bargain purchase is recognised in profit or loss immediately. Transaction costs are expensed as incurred, except if related to the issue of debt or equity securities.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise, subsequent changes in the fair value of the contingent consideration are recognised in profit or loss.

If share-based payment awards (replacement awards) are required to be exchanged for awards held by the acquiree's employees (acquiree's awards), then all or portion of the amount of the acquirer's replacement awards is included in measuring the consideration transferred in the business combination. This determination is based on the market-based measure of the replacement awards compared with the market-based measure of the acquiree's awards and the extent to which the replacement awards relate to pre-combination service.

#### 2 重大會計政策 (續)

##### (e) 合營安排及聯營公司 (續)

若屬所有其他情況，如本集團失去對聯營公司之重大影響力或合營企業之共同控制權，會以出售該投資對象之全部權益列賬，因而產生之損益乃於損益表中確認。於前投資對象於失去重大影響力或共同控制權當日留有之任何權益會以公允價值確認，而該款額乃被視為該金融資產於最初確認時之公允價值（見附註2(h)）。

##### (f) 業務合併

當控制權轉讓予本集團時，業務合併採用收購法入賬（見附註2(d)）。轉讓代價（包括已收購的可識別淨資產）一般以公允價值計量。任何產生的商譽需要作每年的減值測試（見附註2(n)）。議價購買的收益即時於損益表確認。除與發行債券或股本證券有關的交易成本外，本集團就業務合併產生的交易成本於產生時列作支出。

轉讓代價並無包括與先前已存在關聯的結算有關之金額。該等款項通常於損益表確認。

任何或然代價乃按收購日的公允價值計量。倘支付符合金融工具定義之責任被分類為權益，將不會重新計量，結算乃於權益中入賬。否則，或然代價公允價值的其後變動於損益表確認。

當以股份為基礎支付獎勵（置換獎勵）須與被收購方僱員持有的獎勵（被收購方獎勵）兌換，被收購方之全部或部分置換獎勵金額則用以計量業務合併之轉讓代價。此決定乃基於置換獎勵之市場計量與被收購方獎勵之市場計量的比較，並以合併前服務相關之置換獎勵為限。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (g) Goodwill

Goodwill represents the excess of:

- (i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over
- (ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

When (ii) is greater than (i), then this excess is recognised immediately in profit or loss as a gain on a bargain purchase.

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see note 2(n)).

On disposal of a cash generating unit during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

#### (h) Other investments in debt and equity securities

The Group's and the Company's policies for investments in debt and equity securities, other than investments in subsidiaries, associates and joint ventures, are as follows:

Investments in debt and equity securities are initially stated at fair value, which is their transaction price unless it is determined that the fair value at initial recognition differs from the transaction price and that fair value is evidenced by a quoted price in an active market for an identical asset or liability or based on a valuation technique that uses only data from observable markets. Cost includes attributable transaction costs, except where indicated otherwise below. These investments are subsequently accounted for as follows, depending on their classification:

### 2 重大會計政策 (續)

#### (g) 商譽

商譽指：

- (i) 所轉讓代價的公允價值、非控股權益於被收購方的金額，以及本集團過往所持被收購方股本權益的公允價值的總額；超出
- (ii) 被收購方可辨別資產及負債於收購日期的公允價值淨值的部分。

當(ii)大於(i)時，超出部分即時以溢價購買收益計入損益表中。

商譽按成本減累計減值虧損列賬。業務合併所產生的商譽會分配至各現金產生單位或現金產生單位組別（預期會自合併的協同效益得益），並每年進行減值測試（見附註2(n)）。

於年內出售現金產生單位時，任何已收購商譽之應佔金額均包括在計算出售損益內。

#### (h) 其他債務及股本證券投資

本集團及本公司之債券及股本證券投資政策（於附屬公司、聯營公司及合營企業之投資除外）如下：

除非釐定初始確認之公允價值有別於交易價格，而公允價值以相同資產或負債在活躍市場之報價作依據，或根據估值技術僅採用可觀察市場之數據，否則債務及股本證券投資初步按公允價值（即交易價格）入賬。成本包括應佔交易成本，惟下列另有列示者除外。該等投資其後視乎其分類按以下方式入賬：

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)



## 2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (h) Other investments in debt and equity securities

(Continued)

Investments in securities held for trading are classified as current assets. Any attributable transaction costs are recognised in profit or loss as incurred. At the end of each reporting period the fair value is remeasured, with any resultant gain or loss being recognised in profit or loss. The net gain or loss recognised in profit or loss does not include any dividends or interest earned on these investments as these are recognised in accordance with the policies set out in notes 2(x)(ii) and (iii).

Dated debt securities that the Group has the positive ability and intention to hold to maturity are classified as held-to-maturity securities. Held-to-maturity securities are stated at amortised cost less impairment losses (see note 2(n)).

Investments in securities which do not fall into any of the above categories are classified as available-for-sale securities. At the end of each reporting period the fair value is remeasured, with any resultant gain or loss being recognised in other comprehensive income and accumulated separately in equity in the fair value reserve. As an exception to this, investments in equity securities that do not have a quoted price in an active market for an identical instrument and whose fair value cannot otherwise be reliably measured are recognised in the statement of financial position at cost less accumulated impairment losses (see note 2(n)). Dividend income from equity securities and interest income from debt securities calculated using the effective interest method are recognised in profit or loss in accordance with the policies set out in notes 2(x)(ii) and (iii), respectively. Foreign exchange gains and losses resulting from changes in the amortised cost of debt securities are also recognised in profit or loss.

When the investments are derecognised or impaired (see note 2(n)), the cumulative gain or loss recognised in equity is reclassified to profit or loss. Investments are recognised derecognised on the date the Group commits to purchase/sell the investments or they expire.

## 2 重大會計政策 (續)

### (h) 其他債務及股本證券投資 (續)

持作買賣證券投資分類為流動資產。任何應佔交易成本於產生時在損益表確認。本集團會在每個報告期末重新計量公允價值，由此產生的任何收益或虧損均在損益表確認。於損益表確認之收益或虧損淨額並不包括從該等投資賺取之任何股息或利息，原因為有關股息或利息乃按附註2(x)(ii)及(iii)所載政策確認。

本集團有明確能力及意向持有至到期的有期債務證券，分類為持至到期證券。持至到期證券按攤銷成本減減值虧損列賬（見附註2(n)）。

不屬於任何上述組別之證券投資分類為可供出售證券。於各報告期末，會重新計量公允價值，而任何因此而產生之收益或虧損於其他全面收益確認及於投資重估儲備之權益獨立累計。除此之外，相同工具之活躍市場並無就股本證券投資報價及其未能可靠地計量之公允價值於財務狀況表內按成本扣除累積減值虧損確認（見附註2(n)）。來自股本證券之股息收入以及來自債務證券之利息收入使用實際利率法進行計算，分別根據附註2(x)(ii)及(iii)所載會計政策於損益表確認。債務證券攤銷成本變動產生之外匯收益及虧損亦於損益表確認。

倘該等投資終止確認或減值（見附註2(n)），累計收益或虧損會自權益重新分類至損益。本集團在承諾購入／出售投資或投資到期當日確認／終止確認有關投資。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (i) Derivative financial instruments

Derivative financial instruments are recognised initially at fair value. At the end of each reporting periods, the fair value is remeasured. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss, except where the derivatives qualify for cash flow hedge accounting or hedge the net investment in a foreign operation, in which case recognition of any resultant gain or loss depends on the nature of the item being hedged.

#### (j) Exploration and evaluation assets

Exploration and evaluation assets are recognised at cost on initial recognition. Subsequent to initial recognition, exploration and evaluation assets are carried at cost less any accumulated impairment losses (see note 2(n)), no depreciation and/or amortisation is charged during the exploration and evaluation phase. Exploration and evaluation costs are accumulated on a field-by-field basis. Costs directly associated with an exploration well, and exploration and property leasehold acquisition costs, are capitalised until the determination of reserves is evaluated. If it is determined that commercial discovery has not been achieved, these costs are recognised in profit or loss.

Exploration and evaluation assets include the cost of exploration rights and the expenditures incurred in the search for natural resources as well as the determination of the technical feasibility and commercial viability of extracting those resources.

When the technical feasibility and commercial viability of extracting natural resources become demonstrable, previously recognised exploration and evaluation assets are reclassified as either intangible assets or property, plant and equipment. These assets are assessed for impairment, and any impairment loss recognised, before reclassification.

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

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see note 2(n)).

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads and borrowing costs (see note 2(z)).

### 2 重大會計政策 (續)

#### (i) 衍生金融工具

衍生金融工具初步按公允價值確認。公允價值於各報告期末重新計量。重新計量公允價值之收益或虧損隨即於損益表確認，惟倘衍生工具符合資格以現金流量對沖會計法或對沖海外業務之淨投資除外，在該情況下，任何由此產生之收益及虧損須視乎對沖項目性質確認。

#### (j) 勘探及評估資產

勘探及評估資產初步確認時按成本確認。於初步確認後，勘探及評估資產按成本減任何累計減值虧損（見附註2(n)）入賬。於勘探及評估階段概無扣除折舊及／或攤銷。勘探及評估成本以每塊油田之基準累計。直接與探井及勘探和物業租賃收購成本相關之成本會被資本化，直至就確定儲量作出評估為止。倘確定儲量不足以作商業用途，則有關成本會於損益表確認。

勘探及評估資產包括勘探權之成本及尋找天然資源產生之開支，如決定採挖該等資源之技術可行性及其商業可行性。

當採挖天然資源的技術可行性及商業可行性獲得證明，先前確認的勘探及評估資產會重新分類為無形資產或物業、廠房及設備。該等資產就減值進行評估，而任何減值虧損會於重新分類前確認。

#### (k) 物業、廠房及設備

物業、廠房及設備按成本減去累計折舊及減值虧損後列賬（見附註2(n)）。

自行建造的物業、廠房及設備之成本包括材料成本、直接人工、最初估計的相關拆除、移動及修復成本和適當部分的製造費用及借貸費用（見附註2(z)）。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)



### 2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

Gains or losses arising from the retirement or disposal of items of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight-line method over their estimated useful lives as follows:

Leasehold improvements	4-5 years
Machinery	5-10 years
Furniture, fixtures and office equipment	3-5 years
Motor vehicles	3-5 years

Depreciation of oil production assets is calculated on unit of production method based upon the estimated proved and probable oil reserves to write off the cost of each asset, less any estimated residual value.

Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

#### (l) Intangible assets (other than goodwill)

Intangible assets that are acquired by the Group are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (see note 2(n)).

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives.

### 2 重大會計政策 (續)

#### (k) 物業、廠房及設備 (續)

物業、廠房及設備的報廢或出售所產生的收益或虧損，釐定為出售所得款項淨額與項目賬面值之間的差額，並於報廢或出售當日於損益表中確認。

折舊以直線法按物業、廠房及設備之以下估計可使用年期撇銷項目成本減估計剩餘價值(如有)計算：

租賃物業裝修	4-5年
機器	5-10年
傢私、裝置及辦公室設備	3-5年
汽車	3-5年

石油生產資產之折舊主要以生產數量法按估算石油證實儲存量及概略儲存量撇銷各項資產之成本經減扣估算剩餘價值計算。

倘物業、廠房及設備項目部分之可使用年期不同，項目成本於各部分之間按合理基準分配，而各部分將分開計算折舊。資產可使用年期及其剩餘價值(如有)會每年審閱。

#### (l) 無形資產(商譽除外)

本集團所收購之無形資產按成本減累計攤銷(倘估計可使用年期有限)及減值虧損(見附註2(n))列賬。

有確定可使用年期之無形資產按其估計可使用年期以直線法於損益表內列銷。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (l) Intangible assets (other than goodwill) (Continued)

Amortisation of rights on oil sharing and oil exploration rights are calculated on unit of production method based upon the estimated proved and probable oil reserves to write off the cost of each asset, less any estimated residual value.

Both the period and method of amortisation are reviewed annually.

Intangible assets are not amortised while their useful lives are assessed to be indefinite. Any conclusion that the useful life of an intangible asset is indefinite is reviewed annually to determine whether events and circumstances continue to support the indefinite useful life assessment for that asset. If they do not, the change in the useful life assessment from indefinite to finite is accounted for prospectively from the date of change and in accordance with the policy for amortisation of intangible assets with finite lives as set out above.

#### (m) Leased assets

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

##### (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.

### 2 重大會計政策 (續)

#### (l) 無形資產 (商譽除外) (續)

石油共享及石油勘探權攤銷主要以生產數量法按估算石油證實儲存量及概略儲存量撇銷各項資產之成本經減扣估算剩餘價值計算。

本集團對攤銷週期及方法進行年度審閱。

無形資產於其被評為具有無限可使用年期時不予攤銷。無形資產是否具有無限可使用年期之結論會每年檢討，以確定事件及情況是否持續支持該項資產具有無限可使用年期之評估。倘有關情況及事件並無持續，則可使用年期評估由無限轉為有限之變動，會自變動當日起按上文所載適用於具有有限可使用年期之無形資產之攤銷政策追溯入賬。

#### (m) 租賃資產

倘本集團決定一項安排涉及於協定期限內將特定資產或資產使用權出讓以換取一筆或連串款項，則包括一項交易或連串交易之有關安排屬於或包括一項租賃。該項決定乃根據實質評估安排作出，而不論該項安排是否採取租賃之法律形式。

##### (i) 向本集團租賃資產之分類

由本集團根據租約持有，而其中絕大部分風險及擁有權回報撥歸本集團之資產乃分類為根據融資租約持有。不會向本集團轉移絕大部分風險及擁有權回報之租約乃分類為經營租約。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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## 2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (m) Leased assets (Continued)

#### (ii) Assets acquired under finance leases

Where the Group acquires the use of assets under finance leases, the amounts representing the fair value of the leased asset, or, if lower, the present value of the minimum lease payments, of such assets are recognised as property, plant and equipment and the corresponding liabilities, net of finance charges, are recorded as obligations under finance leases. Depreciation is provided at rates which write off the cost or valuation of the assets over the term of the relevant lease or, where it is likely the Group will obtain ownership of the asset, the life of the asset, as set out in note 2(k). Impairment losses are accounted for in accordance with the accounting policy as set out in note 2(n). Finance charges implicit in the lease payments are charged to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

#### (iii) 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 instalments 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.

The cost of acquiring land held under an operating lease is amortised on a straight-line basis over the period of the lease term.

## 2 重大會計政策 (續)

### (m) 租賃資產 (續)

#### (ii) 根據融資租約購入之資產

如本集團以融資租賃獲得資產的使用權，會將相當於租賃資產公允價值或最低租賃付款額的現值（如為較低的數額）確認為物業、廠房及設備及相應負債扣除融資費用後則列為融資租賃承擔。折舊是在相關的租賃期或資產的可用期限（本集團可能取得資產的所有權）內沖銷資產成本或估值的比率計提；有關的資產可用期限載列於附註2(k)。減值虧損按照附註2(n)所載的會計政策入賬。租賃付款內含的融資費用會於租賃期內的損益表中扣除，使每個會計期間的融資費用佔承擔餘額的比率大致相同。或有租金在其產生的會計期間自損益表中扣除。

#### (iii) 經營租約支出

如本集團是以經營租賃獲得資產的使用權，其租賃的支出於損益表中根據其租賃期所涵蓋的會計期間，等額扣除。如有其它基準能更清晰地反映其租賃資產所產生的收益模式則除外。租賃所涉及的鼓勵措施的收入均在損益表中確認為租賃淨付款總額的組成部分。或有租金在其產生的會計期間內在損益表中扣除。

以經營租賃持有土地的收購成本以直線法於租賃期內攤銷。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (n) Impairment of assets

##### (i) Impairment of investments in debt and equity securities and other receivables

Investments in debt and equity securities and other current and non-current receivables that are stated at cost or amortised cost or are classified as available-for-sale securities are reviewed at the end of each reporting period to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and
- a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

If any such evidence exists, any impairment loss is determined and recognised as follows:

- For investments in associates and joint ventures accounted for under the equity method in the consolidated financial statements (see note 2(e)), the impairment loss is measured by comparing the recoverable amount of the investment with its carrying amount in accordance with note 2(n)(iii). The impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount in accordance with note 2(n)(iii).

### 2 重大會計政策 (續)

#### (n) 資產減值

##### (i) 債務及權益證券投資及其他應收款項之減值

本集團於各報告期末審閱已按成本或攤銷成本入賬或已分類為可供出售證券之債務及股本證券投資以及其他即期及非即期應收款項，以確定是否有客觀減值證據。客觀減值證據包括本集團所知悉有關以下一項或多項虧損事項之可觀察數據：

- 債務人有重大財務困難；
- 違反合約，如拖欠或逾期償還利息或本金；
- 債務人可能破產或進行其他財務重組；
- 科技、市場、經濟或法律環境有重大改變以致對債務人造成不利影響；及
- 股本工具投資之公允價值大幅下跌至低於其成本或長期低於其成本。

倘任何此等證據存在，任何減值虧損按以下方式釐定及確認：

- 就於綜合財務報表使用權益法入賬之聯營公司及合營企業投資（見附註2(e)）而言，減值虧損根據附註2(n)(iii)比較投資可收回金額連同其賬面值計量。根據附註2(n)(iii)，倘用作釐定可收回金額之估計出現有利變動，減值虧損則予撥回。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (n) Impairment of assets (Continued)

##### (i) Impairment of investments in debt and equity securities and other receivables (Continued)

- For unquoted equity securities carried at cost, the impairment loss is measured as the difference between the carrying amount of the financial asset and the estimated future cash flows, discounted at the current market rate of return for a similar financial asset where the effect of discounting is material. Impairment losses for equity securities carried at cost are not reversed.
- For trade and other current receivables and other financial assets carried at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets), where the effect of discounting is material. This assessment is made collectively where these financial assets share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. A reversal of an impairment loss shall not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

### 2 重大會計政策 (續)

#### (n) 資產減值 (續)

##### (i) 債務及權益證券投資及其他應收款項之減值 (續)

- 就未有報價之股本證券按成本列賬，減值虧損乃根據金融資產之賬面值及預期未來現金流量（當貼現之影響為重大時，以類同金融資產按現時市場之回報率貼現）之差異計算。按成本列賬之股本證券之減值虧損不可撥回。
- 就以攤銷成本列賬之應收貿易賬款及其中流動應收款項以及其他金融資產而言，如貼現之影響屬重大，減值虧損以資產之賬面值與以金融資產原有實際利率（即在初次確認有關資產時計算之實際利率）貼現估計未來現金流量現值間之差額計量。倘按攤銷成本列賬之金融資產具備類似之風險特徵，例如類似之逾期情況及並未個別被評估為減值，則有關評估會共同進行。金融資產之未來現金流量會根據與共同組別具有類似信貸風險特徵資產之過往虧損共同評估減值。

倘減值虧損於往後期間減少，且該減少客觀地與確認減值虧損後發生之事件有關，則減值虧損於損益表撥回。減值虧損撥回後資產之賬面值不得超逾其在過往年度並無確認任何減值虧損而應已釐定之數額。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (n) Impairment of assets (Continued)

##### (i) Impairment of investments in debt and equity securities and other receivables (Continued)

- For available-for-sale securities, the cumulative loss that has been recognised in the fair value reserve is reclassified to profit or loss. The amount of the cumulative loss that is recognised in profit or loss is the difference between the acquisition cost (net of any principal repayment and amortisation) and current fair value, less any impairment loss on that asset previously recognised in profit or loss.

Impairment losses recognised in profit or loss in respect of available-for-sale equity securities are not reversed through profit or loss. Any subsequent increase in the fair value of such assets is recognised in other comprehensive income.

Impairment losses in respect of available-for-sale debt securities are reversed if the subsequent increase in fair value can be objectively related to an event occurring after the impairment loss was recognised. Reversals of impairment losses in such circumstances are recognised in profit or loss.

Impairment losses are written off against the corresponding assets directly, except for impairment losses recognised in respect of trade and other receivables, whose recovery is considered doubtful but not remote. In this case, the impairment losses for doubtful debts are recorded using an allowance account. When the Group is satisfied that recovery is remote, the amount considered irrecoverable is written off against trade and other receivables directly and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

### 2 重大會計政策 (續)

#### (n) 資產減值 (續)

##### (i) 債務及權益證券投資及其他應收款項之減值 (續)

- 對於可供出售之證券，尚未於公允價值儲備確認之累計虧損重新分類至損益表。在損益表內確認累計虧損之金額是收購成本（扣除任何本金還款及攤銷）和現行公允價值之差額，減去任何以前在損益表確認有關該資產之減值虧損。

就可供出售股本證券於損益表確認之減值虧損不得於損益表撥回。該等資產公允價值之任何其後增加於其他全面收益確認。

倘公允價值其後增加客觀地與減值虧損確認後產生之事項有關，可供出售債務證券之減值虧損予以撥回。在此情況下，減值虧損撥回於損益表確認。

減值虧損乃於相應資產中直接撇銷，惟被視為呆賬而並非不能收回之應收貿易賬款及其他應收款項確認之減值虧損除外。在此情況下，呆賬減值虧損以撥備賬入賬。倘本集團認為難以收回，則視為不可收回之金額直接於應收貿易賬款及其他應收款項中撇銷，而在撥備賬中持有有關該債務之任何金額會被撥回。其後收回早前計入撥備賬之款項，則於撥備賬撥回。撥備賬之其他變動及其後收回早前直接撇銷之金額均於損益表確認。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)



## 2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (n) Impairment of assets (Continued)

#### (ii) Impairment of exploration and evaluation assets

The carrying amount of the exploration and evaluation assets is reviewed annually and adjusted for impairment loss whenever one of the following events or changes in circumstances indicates that the carrying amount may not be recoverable:

- the period for which the entity has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed.
- substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned.
- exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area.
- sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation assets is unlikely to be recovered in full from successful development or by sale.

An impairment loss is recognised in profit or loss whenever the carrying amount of an asset exceeds its recoverable amount in accordance with note 2(n)(iii). The impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount in accordance with note 2(n)(iii).

## 2 重大會計政策 (續)

### (n) 資產減值 (續)

#### (ii) 勘探及評估資產之減值

勘探及評估資產之賬面值會每年審閱，並於以下任何事項或情況變動顯示賬面值可能無法收回時就減值虧損作出調整：

- 實體有權於特定地區勘探之時限於期間屆滿或將於不久將來屆滿，且預計不獲續期。
- 於特定地區進一步勘探及評估礦產資源之實際支出不在預算或計劃之內。
- 於特定地區勘探及評估礦產資源的結果未能發現達商業可行數量的礦產資源，而實體已決定終止於該特定地區進行該項活動。
- 儘管很可能發展該特定地區，惟存在足夠數據指出勘探及評估資產之賬面值多數不能因成功發展或銷售而全面收回。

根據附註2(n)(iii)，倘一項資產之賬面值超出其可收回金額時，則減值虧損於損益表內確認。釐定可收回金額（按附註2(n)(iii)計算）的估計出現利好變化時，可撥回減值虧損。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (n) Impairment of assets (Continued)

##### (iii) Impairment of other assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- lease prepayments;
- intangible assets;
- goodwill; and
- investments in subsidiaries in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, intangible assets that are not yet available for use and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

##### - Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal 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. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

### 2 重大會計政策 (續)

#### (n) 資產減值 (續)

##### (iii) 其他資產減值

內部及外來資料來源均於每個報告期末審閱，以識別是否有跡象顯示以下資產可能減值（除商譽外）或先前確認之減值虧損不再存在或可能有所減少：

- 物業、廠房及設備；
- 租賃預付款項；
- 無形資產；
- 商譽；及
- 計入本公司財務狀況表的於附屬公司之投資。

倘存在任何有關跡象，則估計資產之可收回金額。此外，商譽、未供使用之無形資產及擁有無限可使用年期之無形資產之可收回金額會每年估計，而不論是否有任何減值跡象。

##### - 計算可收回金額

資產之可收回金額乃其公允價值減出售成本與使用價值之較高者。評估使用價值時，乃以除稅前貼現率將估計未來現金流量貼現至現值，而該貼現率反映當時市場對金錢時間價值之評估及該項資產之特定風險。倘某項資產並無產生大致獨立於其他資產所產生之現金流入，可收回金額乃按可獨立產生現金流入之最小資產組別（即現金產生單位）釐定。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)



## 2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (n) Impairment of assets (Continued)

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

- *Recognition of impairment losses*

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

- *Reversals of impairment losses*

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

## 2 重大會計政策 (續)

### (n) 資產減值 (續)

#### (iii) 其他資產減值 (續)

- *確認減值虧損*

於資產賬面值或其所屬現金產生單位的賬面值高於其可收回金額時，會於損益表確認減值虧損。就現金產生單位確認之減值虧損會分配，以減少任何分配至現金產生單位（或該組單位）商譽之賬面值，及其後按比例減少單位（或該組單位）內其他資產之賬面值，惟資產之賬面值不得減至低於其個別公允價值減出售成本後所得數額（如能計量）或其使用價值（如能釐定）。

- *撥回減值虧損*

就商譽以外資產而言，倘用以釐定可收回金額之估計出現有利轉變，則撥回減值虧損。商譽之減值虧損不會撥回。

撥回之減值虧損僅限於倘過往年度並未確認減值虧損而釐定之資產賬面值。撥回之減值虧損乃於確認撥回之年度計入損益表。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (n) Impairment of assets (Continued)

##### (iv) Interim financial reporting and impairment

Under the Listing Rules, the Group is required to prepare an interim financial report in compliance with HKAS 34, Interim financial reporting, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see notes 2(n)(i), (ii), and (iii)).

Impairment losses recognised in an interim period in respect of goodwill, available-for-sale equity securities and unquoted equity securities carried at cost are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates. Consequently, if the fair value of an available-for-sale equity security increases in the remainder of the annual period, or in any other period subsequently, the increase is recognised in other comprehensive income and not profit or loss.

#### (o) Inventories

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

### 2 重大會計政策 (續)

#### (n) 資產減值 (續)

##### (iv) 中期財務報告及減值

根據上市規則，本集團須根據香港會計準則第34號「中期財務報告」編製有關財政年度首六個月之中期財務報告。於中期期間結束時，本集團採用與其於財政年度年結日相同之減值檢測、確認方法及撥回準則(見附註2(n)(i)、(ii)及(iii))。

於中期期間就按成本列賬之商譽、可供出售股本證券及未有報價之股本證券確認之減值虧損不會於往後期間撥回。倘僅於與中期期間相關之財政年度年結日評估減值，即使並無確認虧損或虧損較少，亦不會撥回。因此，倘可供出售股本證券之公允價值於年度餘下期間或任何其他期間其後增加，增幅於其他全面收益而非損益表內確認。

#### (o) 存貨

存貨按成本與可變現淨值之較低者列賬。

成本按加權平均成本方式計算，包括所有購買成本、加工成本及將存貨達至現行地點及狀況所產生之其他成本。

可變現淨值為於日常業務中之估計售價，減估計完成成本及出售所需估計成本。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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#### 2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (o) Inventories (Continued)

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

##### (p) Trade and other receivables

Trade and other receivables are initially recognised at fair value and thereafter stated at amortised cost using the effective interest method, less allowance for impairment of doubtful debts (see note 2(n)(i)), except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less allowance for impairment of doubtful debts.

##### (q) Convertible notes

###### (i) Convertible notes that contain an equity component

Convertible notes that can be converted to equity share capital at the option of the holder, where the number of shares that would be issued on conversion and the value of the consideration that would be received at that time do not vary, are accounted for as compound financial instruments which contain both a liability component and an equity component.

At initial recognition of the liability component of the convertible notes is measured as the present value of the future interest and principal payments, discounted at the market rate of interest applicable at the time of initial recognition to similar liabilities that do not have a conversion option. Any excess of proceeds over the amount initially recognised as the liability component is recognised as the equity component. Transaction costs that relate to the issue of a compound financial instrument are allocated to the liability and equity components in proportion to the allocation of proceeds.

#### 2 重大會計政策 (續)

##### (o) 存貨 (續)

出售存貨時，該等存貨之賬面值會於確認相關收益之期間確認為開支。撇減存貨至可變現淨值之款額及所有存貨虧損，均於有關撇減或虧損產生期間確認為開支。由於任何存貨撇減撥回金額確認為存貨金額減少，有關款項於撥回產生期間確認為開支。

##### (p) 應收貿易賬款及其他應收款項

應收貿易賬款及其他應收款項初步按公允價值確認，其後使用實際利率法按攤銷成本減呆賬減值撥備入賬（見附註2(n)(i)），惟倘應收款項為向關連人士借出之無固定還款期免息貸款或其貼現影響並不重大則除外。在此等情況下，應收款項按成本減呆賬減值撥備列賬。

##### (q) 可換股票據

###### (i) 包含權益部分之可換股票據

持有人可選擇轉換為權益股本之可換股票據，倘轉換時將予發行之股份數目及當時將予收取之代價價值並無改變，則入賬為包含負債部分及權益部分之複合金融工具。

可換股票據負債部分於初步確認時按日後利息及支付本金之現值，以初步確認時適用市場利率貼現至並無換股權之類似負債計量。任何超出初步確認為負債部分之所得款項差額確認為股本部分。與發行複合金融工具有關之交易成本按所得款項分配比例分配至負債及股本部分。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (q) Convertible notes (Continued)

##### (i) Convertible notes that contain an equity component (Continued)

The liability component is subsequently carried at amortised cost. The interest expense recognised in profit or loss on the liability component is calculated using the effective interest method. The equity component is recognised in other reserve until either the note is converted or redeemed.

If the note is converted, the equity component in other reserve, together with the carrying amount of the liability component at the time of conversion, is transferred to share capital and share premium as consideration for the shares issued. If the note is redeemed, the other reserve is released directly to accumulated losses.

##### (ii) Other convertible notes

Convertible notes which do not contain an equity component are accounted for as follows:

At initial recognition the derivative component of the convertible notes is measured at fair value and presented as part of derivative financial instruments (see note 2(i)). Any excess of proceeds over the amount initially recognised as the derivative component is recognised as the liability component. Transaction costs that relate to the issue of the convertible note are allocated to the liability and derivative components in proportion to the allocation of proceeds. The portion of the transaction costs relating to the liability component is recognised initially as part of the liability. The portion relating to the derivative component is recognised immediately in profit or loss.

The derivative component is subsequently remeasured in accordance with note 2(i). The liability component is subsequently carried at amortised cost. The interest expense recognised in profit or loss on the liability component is calculated using the effective interest method.

### 2 重大會計政策 (續)

#### (q) 可換股票據 (續)

##### (i) 包含權益部分之可換股票據 (續)

負債部分其後按攤銷成本列賬。於損益確表認之負債部分利息開支以實際利息法計算。權益部分於其他儲備確認，直至票據獲轉換或贖回為止。

倘票據獲轉換，其他儲備中權益部分連同負債部分賬面值於轉換時轉撥至股本及股份溢價，作為發行股份之代價。倘票據獲贖回，其他儲備直接撥回累積虧損。

##### (ii) 其他可換股票據

並無包含權益部分之可換股票據列賬如下：

可換股票據衍生部分於初步確認時按公允價值計量，並呈列為衍生金融工具部分（見附註2(i)）。任何超出初步確認為衍生部分之所得款項差額確認為負債部分。與發行可換股票據有關之交易成本按所得款項分配比例分配至負債及衍生部分。與負債部分有關之交易成本部分初步確認為負債部分。與衍生部分有關之部分隨即於損益表確認。

衍生部分其後根據附註2(i)重新計量。負債部分其後按攤銷成本列賬。於損益表確認之負債部分利息開支以實際利息法計算。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

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### 2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (q) Convertible notes (Continued)

##### (ii) Other convertible notes (Continued)

If the note is converted, the carrying amounts of the derivative and liability components are transferred to share capital and share premium as consideration for the shares issued. If the note is redeemed, any difference between the amount paid and the carrying amounts of both components is recognised in profit or loss.

#### (r) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in profit or loss over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

#### (s) Trade and other payables

Trade and other payables are initially recognised at fair value. Except for financial guarantee liabilities measured in accordance with note 2(w)(i), trade and other payables are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

#### (t) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows.

### 2 重大會計政策 (續)

#### (q) 可換股票據 (續)

##### (ii) 其他可換股票據 (續)

倘票據獲轉換，衍生及負債部分之賬面值轉撥至股本及股份溢價，作為所發行股份之代價。倘票據獲贖回，衍生及負債部分之已付金額與賬面值之任何差額於損益表確認。

#### (r) 計息借貸

計息借貸初步按公允價值減應佔交易成本確認。初步確認後，計息借貸按攤銷成本列賬，初步確認金額與贖回價值間之任何差額會在借貸期內以實際利率法，連同任何應付利息及費用在損益表確認。

#### (s) 應付貿易賬款及其他應付款項

應付貿易賬款及其他應付款項初步按公允價值確認。除根據附註2(w)(i)計量之財務擔保負債外，應付貿易賬款及其他應付款項其後按攤銷成本列賬，除非貼現影響並不重大，於該情況下，則按成本列賬。

#### (t) 現金及現金等價物

現金及現金等價物包括銀行及手頭現金、於銀行及其他金融機構之活期存款，以及可隨時轉換為已知金額現金及價值變動風險輕微、於購入後三個月內到期之短期高流通性投資。就綜合現金流量表而言，現金及現金等價物亦包括須按要求償還及為本集團現金管理其中部分之銀行透支。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

## 2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (u) Employee 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.

#### (ii) Share-based payments

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a share-based compensation reserve within equity. The fair value is measured at grant date using the Black-Scholes option pricing model or binomial option pricing model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the share-based compensation reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the share-based compensation reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the share-based compensation reserve until either the option is exercised (when it is included in the amount recognised in share capital for the shares issued) or the option expires (when it is released directly to accumulated losses).

## 2 重大會計政策 (續)

### (u) 僱員福利

#### (i) 短期僱員福利及定額供款退休計劃供款

薪金、年度花紅、有薪年假、定額供款退休計劃供款及非貨幣福利成本會在僱員提供相關服務之年度內計提。倘延遲付款或清償會產生重大影響，有關金額則按其現值列賬。

#### (ii) 股份付款

授予僱員購股權之公允價值確認為僱員成本，並相應於權益內增加股份補償儲備。公允價值乃計及已授出購股權之條款及條件後於授出日期採用柏力克-舒爾斯期權定價模式或二項式模式計量。倘員工須符合歸屬條件方能無條件獲授購股權，經考慮購股權歸屬之可能性後，購股權之估計公允總值將於歸屬期間攤分。

歸屬期間會審閱預期歸屬之購股權數目。於過往年度確認之累計公允價值調整，將於回顧年度之損益表扣除／計入並於股份補償儲備中作出相應調整，除非原來之僱員開支合資格確認為資產則另作別論。於歸屬日，已確認為開支之金額將調整至反映歸屬之實際購股權數目並於股份補償儲備中作出相應調整，惟僅因無法達到與本公司股份市價有關之歸屬條件而被沒收者則除外。權益金額於股份補償儲備確認，直至購股權獲行使（屆時計入就已發行股份於股本確認之金額）或購股權屆滿（屆時直接釋入累計虧損）。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)



## 2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (u) Employee benefits (Continued)

#### (iii) Termination benefits

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when it recognises restructuring costs involving the payment of termination benefits.

#### (v) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

## 2 重大會計政策 (續)

### (u) 僱員福利 (續)

#### (iii) 終止福利

終止福利於本集團不再能取消提供該等福利時及本集團確認涉及支付終止福利之重組成本時之較早者確認。

#### (v) 所得稅

年內所得稅包括即期稅項以及遞延稅項資產及負債變動。即期稅項以及遞延稅項資產及負債變動於損益表確認，惟倘與於其他全面收益及直接於權益確認之項目相關者則除外，在該情況下，稅項相關金額分別於其他全面收益或直接於權益確認。

即期稅項為年內應課稅收入之預期應繳稅項，按於報告期末已頒佈或實質頒佈之稅率計算，並就過往年度應繳稅項作出調整。

遞延稅項資產及負債分別源自可扣減及應課稅暫時差額，即就財務申報之資產及負債賬面值與稅基間之差額。遞延稅項資產亦源自未動用稅項虧損及未動用稅項抵免。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

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### 2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (v) Income tax (Continued)

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

### 2 重大會計政策 (續)

#### (v) 所得稅 (續)

除若干有限例外情況外，所有遞延稅項負債及可能有可動用資產用以抵銷日後應課稅溢利之所有遞延稅項資產均予確認。可支持確認源自可扣減暫時差額之遞延稅項資產之日後應課稅溢利，包括現有應課稅暫時差額撥回，惟該等差額須與相同稅務機關及相同應課稅實體相關，且預期在可扣減暫時差額預計撥回之相同期間，或來自遞延稅項資產之稅項虧損可撥回或結轉之多個期間撥回。相同標準應用在決定現時應課稅暫時差額能否支持確認來自未動用稅項虧損及抵免之遞延稅項資產，即與相同稅務機關及相同應課稅實體有關，且預期在可動用稅項虧損或抵免之一段或多段期間撥回，則會計入該等差額。

確認遞延稅項資產及負債之有限例外情況為，該等不可扣稅之商譽所產生暫時差額、初步確認不影響會計或應課稅溢利之資產或負債（惟不得為業務合併其中部分），及與於附屬公司投資有關之暫時差額，惟以下列情況為限：就應課稅暫時差額而言，本集團能控制撥回時間，且差額於可見將來有可能不會撥回，或就可扣減差額而言，則除非其有可能在日後撥回。

所確認之遞延稅項金額乃按照資產及負債賬面值之預期變現或償還方式，根據報告期末已執行或實質上已執行的稅率計量。遞延稅項資產及負債毋須計算貼現值。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

## 2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

### (v) Income tax (Continued)

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

## 2 重大會計政策 (續)

### (v) 所得稅 (續)

遞延稅項資產賬面值於各報告期末審閱，在不再可能有足夠應課稅溢利可供動用相關稅務利益之情況下予以扣減。任何有關扣減於有可能具備足夠應課稅溢利之情況下予以撥回。

因分派股息而產生之額外所得稅在支付有關股息之責任確立時確認。

即期稅項結餘及遞延稅項結餘以及有關變動會個別列賬，且不予抵銷。倘本集團擁有可依法執行權利，以即期稅項資產抵銷即期稅項負債，且符合下列其他條件，則即期稅項資產會抵銷即期稅項負債，而遞延稅項資產則會抵銷遞延稅項負債：

- 就即期稅項資產及負債而言，本集團擬按淨額基準結算，或同時變現資產及清償負債；或
- 就遞延稅項資產及負債而言，倘若該等遞延稅項資產及負債與同一稅務機關所徵收所得稅相關，而所得稅乃向以下實體徵收：
  - 相同應課稅實體；或
  - 不同應課稅實體，而在預期將清償或收回大額遞延稅項負債或資產之未來各個期間，擬按淨額基準變現即期稅項資產及清償即期稅項負債，或同時進行變現及清償。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

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### 2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (w) Financial guarantees issued, provisions and contingent liabilities

##### (i) Financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the "holder") for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Where the Group issues a financial guarantee, the fair value of the guarantee is initially recognised as deferred income within trade and other payables. The fair value of financial guarantees issued at the time of issuance is determined by reference to fees charged in an arm's length transaction for similar services, when such information is obtainable, or is otherwise estimated by reference to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss on initial recognition of any deferred income.

The amount of the guarantee initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued. In addition, provisions are recognised in accordance with note 2(w)(ii) if and when (i) it becomes probable that the holder of the guarantee will call upon the Group under the guarantee, and (ii) the amount of that claim on the Group is expected to exceed the amount currently carried in trade and other payables in respect of that guarantee i.e. the amount initially recognised less any accumulated amortisation.

### 2 重大會計政策 (續)

#### (w) 已作出財務擔保、撥備及或然負債

##### (i) 已作出財務擔保

財務擔保乃要求發出人(即擔保人)就擔保受益人(「持有人」)因特定債務人未能根據債務工具條款於到期時付款而蒙受之損失，向持有人償付特定款項之合約。

倘本集團發出財務擔保，該擔保之公允價值初步確認為應付貿易賬款及其他應付款項內之遞延收入。已發出財務擔保之公允價值於發出時乃參照類似服務於公平磋商交易的過程中所收取的費用(如可獲得該等資料)而釐定，或參照息差作出估計，方法為以借方在獲提供擔保之情況下實際收取之利率與在不獲提供擔保之情況下借方將會收取之估計利率作比較(如該等資料能可靠地估計)。倘在發出該擔保時收取或可收取代價，該代價會根據適用於該資產類別之本集團政策予以確認。倘並無已收或應收代價，則於初步確認任何遞延收入時，於損益表內確認即時開支。

最初確認為遞延收入的擔保款額按擔保年期於損益表內攤銷為所發出的財務擔保收入。此外，倘(i)擔保持有人有可能省視擔保下的集團；及(ii)該集團的申索款額預期超過現時列於應付貿易及其他賬款內的擔保金額(即最初確認的金額減任何累計攤銷)，則根據附註2(w)(ii)確認有關撥備。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

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### 2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (w) Financial guarantees issued, provisions and contingent liabilities (Continued)

##### (ii) Contingent liabilities assumed in business combinations

Contingent liabilities assumed in a business combination which are present obligations at the date of acquisition are initially recognised at fair value, provided the fair value can be reliably measured. After their initial recognition at fair value, such contingent liabilities are recognised at the higher of the amount initially recognised, less accumulated amortisation where appropriate, and the amount that would be determined in accordance with note 2(w)(iii). Contingent liabilities assumed in a business combination that cannot be reliably fair valued or were not present obligations at the date of acquisition are disclosed in accordance with note 2(w)(iii).

##### (iii) Other provisions and contingent liabilities

Provisions are recognised for other liabilities of uncertain timing or amount when the Group or the Company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

### 2 重大會計政策 (續)

#### (w) 已作出財務擔保、撥備及或然負債 (續)

##### (ii) 業務合併須承擔之或然負債

倘公允價值能可靠計量，則業務合併須承擔之或然負債（現行責任）於收購日期按公允價值初步確認。初步按公允價值確認後，該或然負債按初步確認金額（減累計攤銷（如適用））及根據附註2(w)(iii)釐定之金額之較高者確認。不能可靠地計量公允價值或非收購日期現行責任之業務合併須承擔之或然負債乃根據附註2(w)(iii)披露。

##### (iii) 其他撥備及或然負債

倘本集團或本公司因過去事件須承擔法定或推定責任，而解除有關責任將有可能導致經濟利益流出，並能夠可靠估算金額，則就未能確定時間或金額之其他負債確認撥備。倘金錢之時間價值重大，撥備按預期解除責任開支之現值列賬。

倘不可能需要流出經濟利益，或未能可靠估計有關金額，則有關責任會披露為或然負債，除非經濟利益流出之可能性極低則作別論。僅於發生或不發生一件或多件未來事件方能確認其存在與否之可能產生責任亦披露為或然負債，除非經濟利益流出之可能性極低則作別論。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (x) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

##### (i) Sale of goods

Revenue is recognised when goods are delivered at the customers' premises or collected by the customer which is taken to be the point in time when the customer has accepted the goods and the related risks and rewards of ownership. Revenue excludes value added tax and other sales taxes and is after deduction of any trade discounts.

##### (ii) Dividends

Dividend income from unlisted investments is recognised when the shareholder's right to receive payment is established.

##### (iii) Interest income

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

#### (y) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

### 2 重大會計政策 (續)

#### (x) 收益確認

收益按已收或應收代價公允價值計量。倘經濟利益有可能流入本集團，而收益及成本（如適用）能可靠計量，則有關收益在損益表確認如下：

##### (i) 銷售貨品

收益在貨品被運抵客戶處或客戶提貨時，即客戶已接收該貨品及其所有權相關的風險和回報時予以確認。收益不含增值稅及其他營業稅，並已扣除任何商業折扣。

##### (ii) 股息

來自非上市投資之股息收入於確立股東收取付款之權利時確認。

##### (iii) 利息收入

利息收入乃於其產生時以實際利息法於應計時確認。

#### (y) 外幣換算

年內外幣交易均按交易當日之匯率換算。以外幣結算之貨幣資產及負債均按報告期末之匯率換算。匯兌收益及虧損於損益表確認。

以歷史成本計量的外幣非貨幣資產與負債按交易日的匯率換算。以公允價值列賬的外幣結算非貨幣資產與負債，則按計量公允價值當時匯率換算。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)



#### 2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### (y) Translation of foreign currencies (Continued)

The results of foreign operations are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items, including goodwill arising on consolidation of foreign operations, are translated into Hong Kong dollars at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On disposal of a foreign operation, the cumulative amount of the exchange difference relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

##### (z) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

#### 2 重大會計政策 (續)

##### (y) 外幣換算 (續)

海外業務之業績按於交易日與外幣匯率相若之匯率換算為港元。財務狀況表項目（包括綜合計算收購海外業務產生之商譽）則按報告期末之外幣匯率換算為港元。所產生之匯兌差額於其他全面收益確認並於外匯儲備股本部分獨立累計。

於出售海外業務時，倘損益於出售時予以確認，則有關該海外業務之外匯差額累計金額自權益重新分類至損益表。

##### (z) 借貸成本

直接由於收購、興建或生產資產時需耗用大量時間以達致其擬定用途或作銷售而產生之借貸成本均撥充資本，作資產的部分成本。其他借貸成本於產生期間支銷。

於資產錄得開支、借貸成本產生及準備資產作擬定用途或銷售之活動進行時，開始將借貸成本撥充資本，作為合資格資產之部分成本。倘將合資格資產準備作擬定用途或銷售之絕大部分活動遭到干擾或完成，借貸成本將暫停或停止撥充資本。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (aa) Non-current assets held for sale and discontinued operations

##### (i) Non-current assets held for sale

A non-current asset (or disposal group) is classified as held for sale if it is highly probable that its carrying amount will be recovered through a sale transaction rather than through continuing use and the asset (or disposal group) is available for sale in its present condition. A disposal group is a group of assets to be disposed of together as a group in a single transaction, and liabilities directly associated with those assets that will be transferred in the transaction.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all the assets and liabilities of that subsidiary are classified as held for sale when the above criteria for classification as held for sale are met, regardless of whether the Group will retain a non-controlling interest in the subsidiary after the sale.

Immediately before classification as held for sale, the measurement of the non-current assets (and all individual assets and liabilities in a disposal group) is brought up-to-date in accordance with the accounting policies before the classification. Then, on initial classification as held for sale and until disposal, the non-current assets (except for certain assets as explained below), or disposal groups, are recognised at the lower of their carrying amount and fair value less costs to sell. The principal exceptions to this measurement policy so far as the financial statements of the Group is concerned are deferred tax assets and financial assets (other than investments in subsidiaries, associates and joint ventures). These assets, even if held for sale, would continue to be measured in accordance with the policies set out elsewhere in note 2.

Impairment losses on initial classification as held for sale, and on subsequent remeasurement while held for sale, are recognised in profit or loss. As long as a non-current asset is classified as held for sale, or is included in a disposal group that is classified as held for sale, the non-current asset is not depreciated or amortised.

### 2 重大會計政策 (續)

#### (aa) 持作出售之非流動資產及已終 止經營業務

##### (i) 持作出售之非流動資產

倘一項非流動資產 (或出售組別) 之賬面值極可能透過出售交易而非持續使用收回，以及該資產 (或出售組別) 可在現況下出售，則分類為持作出售。出售組別為一組於單一交易將予出售之資產組別，以及與將於交易轉讓之相關資產直接有關之負債。

若本集團執行涉及失去於附屬公司之控制權之銷售計劃，該附屬公司之所有資產及負債，在達致上述持作出售之分類標準時被分類為持作出售，且不論本集團會否於出售後保留於該附屬公司之非控股權益。

緊接分類為持作出售前，非流動資產及出售組別之所有獨立資產及負債於分類前根據會計政策重新計量。其後，於初步分類為持作出售及直至出售前，非流動資產 (下文闡述之若干資產除外) 或出售組別按其賬面值及公允價值減銷售成本之較低者確認。就本集團之財務報表而言，毋須採用此計量政策之主要例外項目為遞延稅項資產及金融資產 (於附屬公司、合營公司及聯營公司之投資除外)。此等資產即使為持作出售，仍會繼續按附註2其他地方所載政策計量。

於初始分類為持作出售及持作出售期間其後重新計量之減值虧損於損益表確認。只要非流動資產仍被分類為持作出售或列入分類為持作出售之出售組別，非流動資產均不予折舊或攤銷。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)



### 2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (aa) Non-current assets held for sale and discontinued operations (Continued)

##### (ii) Discontinued operations

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographical area of operations, or is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale (see (i) above), if earlier. It also occurs if the operation is abandoned.

Where an operation is classified as discontinued, a single amount is presented on the face of the statement of profit or loss, which comprises:

- the post-tax profit or loss of the discontinued operation; and
- the post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group(s) constituting the discontinued operation.

##### (bb) Related parties

- (a) A person, or a close member of that person's family, is related to the Group if that person:
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or the Group's parent.

### 2 重大會計政策 (續)

#### (aa) 持作出售之非流動資產及已終止經營業務 (續)

##### (ii) 已終止經營業務

已終止經營業務是本集團業務之一部分，其營運及現金流可與本集團其他業務清楚區分，且代表一項按業務或地區劃分之獨立主要業務，或作為出售一項按業務或地區劃分之獨立主要業務之單一統籌計劃一部分，或為一間純粹為轉售而收購之附屬公司。

倘業務被出售或符合列為待出售項目之準則（如較早）（見上文(i)），則分類為已終止經營業務。撤出業務時，有關業務亦會分類為終止經營業務。

倘若業務分類為已終止經營，則會於損益表按單一數額呈列，當中包含：

- 已終止經營業務之除稅後溢利或虧損；及
- 就構成已終止經營業務之資產或出售組合，計量公允價值減銷售成本或於出售時確認之除稅後損益。

##### (bb) 關聯方

- (a) 如屬以下人士，則該人士或該人士之近親與本集團有關連：
  - (i) 控制或共同控制本集團；
  - (ii) 對本集團有重大影響力；或
  - (iii) 為本集團或本集團母公司之主要管理層成員。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (bb) Related parties (Continued)

- (b) An entity is related to the Group if any of the following conditions applies:
- (i) 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).
  - (ii) One entity is an associate or 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).
  - (iii) Both entities are joint ventures of the same third party.
  - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
  - (vi) The entity is controlled or jointly controlled by a person identified in (a).
  - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
  - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

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.

### 2 重大會計政策 (續)

#### (bb) 關聯方 (續)

- (b) 倘符合下列任何條件，即實體與本集團有關連：
- (i) 該實體與本集團屬同一集團之成員公司（即各母公司、附屬公司及同系附屬公司彼此間有關連）。
  - (ii) 一間實體為另一實體的聯營公司或合營企業（或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業）。
  - (iii) 兩間實體均為同一第三方的合營企業。
  - (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。
  - (v) 實體為本集團或與本集團有關連之實體就僱員利益設立的離職福利計劃。
  - (vi) 實體受(a)所識別人士控制或受共同控制。
  - (vii) 於(a)(i)所識別人士對實體有重大影響力或屬該實體（或該實體的母公司）主要管理層成員。
  - (viii) 向本集團或本集團母公司提供主要管理人員服務的該實體或其中成員群組的任何成員。

一位人士之近親為與實體進行交易時預期影響該人士或受該人士影響之家族成員。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 2 SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (cc) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

### 3 ACCOUNTING JUDGEMENTS AND ESTIMATES

Notes 21 and 23 contain information about the assumptions and their risk factors relating to valuation of convertible notes receivables and available-for-sale investments. Other key sources of estimation uncertainty are as follows:

#### (i) Oil and gas properties and reserves

Engineering estimates of the Group's oil and gas resources and reserves are inherently imprecise and represent only approximate amounts because of the subjective judgements involved in developing such information. There are authoritative guidelines regarding the engineering criteria that have to be met before estimated oil and gas reserves can be designated as "proved". Proved and probable reserves estimates are updated at least annually and take into account recent production and technical information about each field. In addition, as prices and cost levels change from year to year, the estimate of proved and probable reserves also changes. This change is considered a change in estimate for accounting purposes and is reflected on a prospective basis in related depreciation rates.

### 2 重大會計政策 (續)

#### (cc) 分類呈報

經營分部及於財務報表呈報之各分部項目金額按就向本集團不同業務及地理位置作出資源分配及評估其表現而定期向本集團最高級行政管理人員提供的財務資料確定。

除非分部擁有類似經濟特點及類似產品與服務性質、生產過程性質、顧客種類或類別、分銷產品或提供服務方法及監管環境性質，否則個別重大經營分部不會就財務呈報目的合併計算。並非個別重大之經營分部如具備大部分相同條件，則或會合併計算呈報。

### 3 會計判斷及估計

附註21及23載有有關應收可換股票據及可供出售投資之假設及風險因素。其他主要估計來源之不明朗因素如下：

#### (i) 油氣資產和儲量

鑒於編製有關資料涉及主觀的判斷，本集團油氣資源儲量的工程估計存有內在的不精確性，並僅屬相若數額。在估計油氣儲量可確定為「探明儲量」之前，需要遵從若干有關工程標準的權威性指引。探明及概略已開發儲量的估計須至少每年更新一次，並計入各個油田最近的生產和技術資料。此外，由於價格及成本水平按年變更，因此，探明及概略已開發儲量的估計也會出現變動。就會計目的而言，有關變動視為估計變更處理，並按預期基準反映在相關的折舊率中。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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### 3 ACCOUNTING JUDGEMENTS AND ESTIMATES

(Continued)

#### (i) Oil and gas properties and reserves (Continued)

Future dismantlement costs for oil and gas properties are estimated with reference to engineering estimates after taking into consideration the anticipated method of dismantlement required in accordance with industry practices in similar geographic area, including estimation of economic life of oil and gas properties, technology and price level. The present values of these estimated future dismantlement costs are capitalised as oil and gas properties with equivalent amounts recognised as provisions for dismantlement costs.

Despite the inherent imprecision in these engineering estimates, these estimates are used in determining depreciation expense, impairment expense and future dismantlement costs. Depreciation rates are determined based on estimated proved and probable reserve quantities (the denominator) and capitalised costs of producing properties (the numerator). Producing properties' capitalised costs are amortised based on the units of oil and gas produced.

#### (ii) Impairment losses of non-current assets

In considering the impairment losses that may be required for certain of the Group's assets which include exploration and evaluation assets, property, plant and equipment, lease prepayments, intangible assets, goodwill and investments in joint ventures and associates, recoverable amount of the asset needs to be determined. The recoverable amount is the greater of the fair value less costs to sell and the value in use. It is difficult to precisely estimate selling price because quoted market prices for these assets may not be readily available. In determining the value in use, expected cash flows generated by the asset are discounted to their present value, which requires significant judgement relating to items such as level of sale volume, selling price and amount of operating costs. The Group uses all readily available information in determining an amount that is reasonable approximation of recoverable amount, including estimates based on reasonable and supportable assumptions and projections of items such as sales volume, selling price and amount of operating costs.

### 3 會計判斷及估計 (續)

#### (i) 油氣資產和儲量 (續)

本集團對油氣資產未來的拆除費用的估計是按照類似區域目前的行業慣例考慮預期的拆除方法，包括油氣資產預期的經濟年限、技術和價格水平的因素，並參考工程的估計後進行的。預計未來拆除費用的現值資本化為油氣資產，並且以同等金額計入相應的拆除成本的預計負債中。

儘管工程估計存有內在的不精確性，有關估計被用作折舊費用、減值虧損及未來的拆除費用的基準。折舊率按評估的已探明及可能儲量（分母）和生產裝置的已資本化成本（分子）計算。生產裝置的已資本化成本按油氣產量法攤銷。

#### (ii) 非流動資產減值虧損

鑒於本集團若干資產（包括勘探及評估資產、物業、廠房及設備、租賃預付款項、無形資產、商譽及於合營企業及聯營公司之權益）可能會出現減值虧損，須釐定有關資產之可收回金額。可收回值是以公允價值減銷售成本與使用價值兩者中的較高者計算。由於本集團難以獲得資產的公開市價，因此難以準確地估計售價。在釐定使用價值時，該資產所產生的預期現金流量會貼現至其現值，因而需要對銷售額、售價和經營成本等作出重大判斷。本集團在釐定與可收回數額相若的合理數額時會採用所有容易可供使用的資料，包括根據合理和可支持的假設所作出的估計和銷售額、售價及經營成本的預測。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

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### 3 ACCOUNTING JUDGEMENTS AND ESTIMATES

(Continued)

#### (iii) Impairment losses of available-for-sale financial investments

The Group classifies certain assets as available-for-sale and recognises movements of their fair values in equity. When the fair value declines, management makes assumptions about the decline in value to determine whether there is an impairment that should be recognised in the consolidated statement of profit or loss.

#### (iv) Impairment losses for bad and doubtful debts

The Group estimates impairment losses for bad and doubtful debts resulting from the inability of the customers and other debtors to make the required payments. The Group bases the estimates on the aging of the receivable balance, debtors' credit-worthiness, and historical write-off experience. If the financial condition of the customers and debtors were to deteriorate, actual write-offs would be higher than estimated.

#### (v) Depreciation and amortisation

Property, plant and equipment and intangible assets, other than oil production assets, oil exploration rights and rights on oil sharing, are depreciated and amortised on a straight-line basis over the estimated useful lives of the assets, after taking into account the estimated residual values, if any. The Group reviews the estimated useful lives and the residual values of the assets regularly in order to determine the amount of depreciation and amortisation expense to be recorded during any reporting period. The determination of the useful lives and the residual values are based on the Group's historical experience with similar assets and taking into account anticipated technological changes. The depreciation and amortisation expense for future periods are adjusted if there are significant changes from previous estimates.

### 3 會計判斷及估計 (續)

#### (iii) 可供出售財務投資之減值虧損

本集團把若干資產分類為可供出售，並確認其公允價值於權益之變動。當公允價值下跌時，管理層對公允價值下跌作出假設，以決定是否應於綜合損益表確認的減值。

#### (iv) 呆壞賬減值虧損

本集團就客戶及其他債務人無法作出所需付款時產生的估計虧損計提壞賬準備。本集團以應收結餘的賬齡、債務人的信譽和歷史沖銷記錄等資料作為估計的基礎。如果該等客戶及債務人的財務狀況惡化，實際沖銷數額將會高於估計數額。

#### (v) 折舊及攤銷

物業、廠房及設備以及無形資產（石油生產資產、石油勘探權及石油共享權除外）的折舊及攤銷乃於考慮估計殘值後，按資產的預計可使用年限，以直線法計算。本集團定期審核資產的預計可使用年限及殘值，以釐定於任何報告期內記錄的折舊及攤銷支出金額。可使用年限及殘值乃根據相近資產的過往經驗計算，並考慮預計的技術轉變。倘過往的估計出現重大變動，則日後期間的折舊支出亦會作出調整。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

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(除另有說明外，所有金額均以港元列示)

### 3 ACCOUNTING JUDGEMENTS AND ESTIMATES

(Continued)

#### (vi) Income tax

The Group is subject to various taxes in Hong Kong, PRC, Argentina and United States where the Group entities operate. Judgment is required in determining the provision for current and deferred tax. There are transactions and calculations for which the ultimate tax determination is uncertain. The Group recognises tax liabilities based on the historical experience and with reference to the tax rules and regulations enacted at the reporting period end date. Where the final tax outcome of these matters is different from the amounts that are initially recorded, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

### 4 REVENUE AND SEGMENT REPORTING

#### (a) Revenue

##### Continuing operations

The principal activities of the Group are mainly exploration, development, production and sale of natural resources.

Revenue represents the sales value of goods supplied to customers.

### 3 會計判斷及估計 (續)

#### (vi) 所得稅

本集團須繳納香港、中國、阿根廷及美國(本集團實體的經營所在地)的各種稅項。釐定即期及遞稅項撥備需作出判斷。所涉及的交易及計算均難以對最終稅務作出明確釐定。本集團根據過往經驗及參考報告期間未已制定稅收規例及法規確認稅項負債。倘該等事項的最終稅項結果與初步記錄金額有別，該差異將影響釐定稅項期間的即期及遞延稅項撥備。

### 4 收益及分部報告

#### (a) 收益

##### 持續經營業務

本集團之主要業務主要為勘探、開發、生產及銷售天然資源。

收益指向客戶供應之貨物銷售額。

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元 (Restated – note 5) (經重列 – 附註5)
Sale of oil products under oil exploration and production	銷售自石油勘探及生產之石油產品	57,108	66,725

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)



#### 4 REVENUE AND SEGMENT REPORTING (Continued)

##### (a) Revenue (Continued)

###### Continuing operations (Continued)

The Group's customer base includes one (2015: three) customer with whom transactions have exceeded 10% of the Group's revenues. The amounts of individual customer are disclosed as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Customer 1	客戶一	55,958	44,127
Customer 2	客戶二	Less than 10% of the Group's annual revenue 少於本集團年 收益之10%	
Customer 3	客戶三	-	7,752 14,846

Details of concentrations of credit risk arising from these customers are set out in note 37(a).

##### (b) Segment reporting

The Group manages its businesses by divisions, which are organised by a mixture of both business lines and geography. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following two reportable segments. No operating segments have been aggregated to form the following reportable segments.

#### 4 收益及分部報告 (續)

##### (a) 收益 (續)

###### 持續經營業務 (續)

本集團之客戶基礎包括一名(二零一五年:三名)客戶，其交易金額佔本集團收益逾10%。各名客戶之交易金額披露如下:

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Customer 1	55,958	44,127
Customer 2	Less than 10% of the Group's annual revenue 少於本集團年 收益之10%	
Customer 3	-	7,752 14,846

來自該等客戶之集中信貸風險詳情載於附註37(a)。

##### (b) 分部報告

本集團按業務單位及地區位置劃分及管理其業務分部。以就分配資源及評核表現而向本集團最高級行政人員內部呈報資料相符之方式，本集團已呈列下列兩個可呈報分部。下列可呈報分部並無合併任何經營分部。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 4 REVENUE AND SEGMENT REPORTING (Continued)

#### (b) Segment reporting (Continued)

Details of the Group's reportable segments as follows:

- Upstream: This segment is engaged in the exploration, development, production and sale of crude oil. It is further evaluated on a geographic basis. Currently the Group's activities in this regard are carried out in Argentina. Upstream activities carried out in the United States ("US") has been disposed of on 30 December 2016 and classified as a discontinued operation (see note 5).
- Distribution of natural gas: This segment is engaged in the sales and the transmission of natural gas in the PRC and has been disposed of on 24 February 2015 and 4 July 2016 respectively, and classified as a discontinued operation (see note 5).

#### (i) Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Group's most senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include all tangible, intangible assets and current assets with the exception of interests in associates and joint ventures, available-for-sale investments, deferred tax assets and unallocated corporate assets. Segment liabilities include all the liabilities with the exception of promissory note payable and unallocated corporate liabilities.

### 4 收益及分部報告 (續)

#### (b) 分部報告 (續)

本集團呈報分部如下：

- 上游：此分部從事原油勘探、開發、生產及銷售業務。其按地理位置進一步評估。目前，本集團於阿根廷開展該業務。於美國開展之上游業務已於二零一六年十二月三十日出售，並已分類為已終止經營業務（見附註5）。
- 分銷天然氣：此分部於中國從事天然氣銷售及傳輸業務，已分別於二零一五年二月二十四日及二零一六年七月四日出售，並已分類為已終止經營業務（見附註5）。

#### (i) 分類業績、資產及負債

就評估分部表現及分部間資源分配，本集團最高級行政管理人員按以下基準監控各呈報分部應佔之業績、資產與負債：

分部資產包括所有有形、無形資產及流動資產，但並不包括於聯營公司及合營企業之權益、可供出售投資、遞延稅項資產及未分配企業資產。分部負債包括全部負債，但不包括應付承兌票據及未分配企業負債。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)



#### 4 REVENUE AND SEGMENT REPORTING (Continued)

##### (b) Segment reporting (Continued)

###### (i) Segment results, assets and liabilities (Continued)

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments. Segment revenue and expenses include the Group's share of revenue and expense arising from the activities of the Group's joint operation.

Segment loss represents the loss resulted by each segment without allocation of provision for impairment losses on trade and other receivables, impairment of non-current assets, share of losses of joint ventures, unallocated interest expense and other net expense in corporate head office. This is the measure reported to the Group's most senior executive management for the purpose of resources allocation and assessment of segment performance.

The accounting policies of the reportable segments are the same as the Group's accounting policies described in note 2(cc).

#### 4 收益及分部報告 (續)

##### (b) 分部報告 (續)

###### (i) 分類業績、資產及負債 (續)

收益及開支乃按該等分部產生之銷售額、該等分部產生之開支或該等分部應佔之資產所產生折舊或攤銷分配至呈報分部。分部收入及開支計入本集團聯合經營活動產生的應佔收入及開支。

分部虧損指各分部所產生之虧損，且未分配應收貿易賬款及其他應收款項減值虧損撥備、非流動資產減值、應佔合營企業虧損、未分配利息開支及公司總部之其他開支淨額。此為就資源分配及分部表現評估而向最高級行政管理人員報告之方式。

可報告分部之會計政策與本集團載列於附註2(cc)之會計政策相同。



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 4 REVENUE AND SEGMENT REPORTING (Continued)

#### (b) Segment reporting (Continued)

##### (i) Segment results, assets and liabilities (Continued)

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the year is set out below:

		Upstream 上游						Distribution of natural gas (discontinued operation) 分銷天然氣 (已終止經營業務)		Total 總計	
		Argentina 阿根廷		US (discontinued operation) 美國 (已終止經營業務)		Sub-total 小計					
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Reportable segment revenue (note)	可呈報分部收益(附註)	57,108	66,725	53	878	57,161	67,603	-	1,704	57,161	69,307
Reportable segment loss	可呈報分部虧損	(50,835)	(22,347)	(7,055)	(15,269)	(57,890)	(37,616)	-	(1,837)	(57,890)	(39,453)
Depreciation and amortisation	折舊及攤銷	9,549	11,571	34	344	9,583	11,915	-	-	9,583	11,915
Interest income	利息收入	1	26	-	-	1	26	-	-	1	26
Interest expense	利息開支	48	187	-	-	48	187	-	3	48	190
Assets impairment losses	資產減值虧損										
- exploration and evaluation assets	- 勘探及評估資產	102,694	1,325,794	-	-	102,694	1,325,794	-	-	102,694	1,325,794
- property, plant and equipment	- 物業、廠房及設備	-	-	-	56,989	-	56,989	-	-	-	56,989
- intangible assets	- 無形資產	-	-	-	120,128	-	120,128	-	-	-	120,128
- available-for-sale investments	- 可供出售投資	-	-	-	4,176	-	4,176	-	-	-	4,176
Reportable segment assets	可呈報分部資產	2,262,827	2,309,823	-	70,749	2,262,827	2,380,572	-	-	2,262,827	2,380,572
Additions to non-current segment assets during the year	年內非流動分部資產增加	63,627	94,663	-	-	63,627	94,663	-	-	63,627	94,663
Reportable segment liabilities	可呈報分部負債	(78,905)	(54,024)	-	(19,568)	(78,905)	(73,592)	-	-	(78,905)	(73,592)

Note: Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales during both the current and prior years.

附註：上文所報之分部收益指來自向外部客戶銷售之收益。於本年度及以往年度，並無分部間銷售額。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 4 REVENUE AND SEGMENT REPORTING (Continued)

##### (b) Segment reporting (Continued)

##### (ii) Reconciliations of reportable segment revenues, profit or loss, assets and liabilities

#### 4 收益及分部報告 (續)

##### (b) 分部報告 (續)

##### (ii) 可呈報分部收益及損益、資產及負債之對賬表

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元 (Restated – note 5) (經重列 – 附註5)
<b>Revenue</b>	<b>收益</b>		
Reportable segment revenue	可呈報分部收益	<b>57,161</b>	69,307
Less: discontinued operations	減：已終止經營業務	<b>(53)</b>	(2,582)
Consolidated revenue	綜合收益	<b>57,108</b>	66,725
<b>Loss</b>	<b>虧損</b>		
Reportable segment loss	可呈報分部虧損	<b>(57,890)</b>	(39,453)
Unallocated interest expense	未分配利息開支	<b>(26,509)</b>	(28,821)
Assets impairment losses	資產減值虧損	<b>(105,442)</b>	(1,459,874)
Other net expenses in corporate head office	公司總部其他開支淨額	<b>(40,549)</b>	(28,063)
Share of post-tax losses of joint ventures	應佔合營企業之除稅後虧損	<b>(6,280)</b>	(10,217)
Less: reportable segment loss from discontinued operations	減：已終止經營業務的可呈報分部虧損	<b>7,055</b>	17,106
Consolidated loss before taxation from continuing operations	持續經營業務除稅前綜合虧損	<b>(229,615)</b>	(1,549,322)

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 4 REVENUE AND SEGMENT REPORTING (Continued)

#### (b) Segment reporting (Continued)

##### (ii) Reconciliations of reportable segment revenues, profit or loss, assets and liabilities (Continued)

### 4 收益及分部報告 (續)

#### (b) 分部報告 (續)

##### (ii) 可呈報分部收益及損益、資產及負債之對賬表 (續)

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Assets</b>	<b>資產</b>		
Reportable segment assets	可呈報分部資產	<b>2,262,827</b>	2,380,572
Interest in joint ventures	於合營企業之權益	<b>28,675</b>	37,253
Available-for-sale investments	可供出售投資	<b>58,429</b>	26,933
Deferred tax assets	遞延稅項資產	<b>6,240</b>	3,626
Assets held for sale	持作出售資產	–	130,953
Unallocated corporate asset	未分配企業資產		
– Cash and cash equivalents	– 現金及現金等價物	<b>383,258</b>	17,076
– Trading securities	– 買賣證券	<b>242,281</b>	96,538
– Promissory note receivable	– 應收承兌票據	<b>35,786</b>	–
– Other receivables	– 其他應收款項	<b>47,567</b>	47,184
– Others	– 其他	<b>366</b>	562
Consolidated total assets	綜合資產總值	<b>3,065,429</b>	2,740,697

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Liabilities</b>	<b>負債</b>		
Reportable segment liabilities	可呈報分部負債	<b>(78,905)</b>	(73,592)
Promissory note payable	應付承兌票據	–	(32,084)
Unallocated corporate liabilities	未分配企業負債		
– Other borrowings	– 其他借貸	<b>(331,759)</b>	(387,945)
– Others	– 其他	<b>(3,500)</b>	(4,721)
Consolidated total liabilities	綜合負債總額	<b>(414,164)</b>	(498,342)

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 4 REVENUE AND SEGMENT REPORTING (Continued)

##### (b) Segment reporting (Continued)

##### (iii) Geographical information

The Group's operations are located in Hong Kong, Argentina and US.

The following table sets out information about the geographical location of (i) the Group's revenue from external customers and (ii) the Group's non-current assets other than available-for-sale investments and deferred tax assets ("specified non-current assets"). The geographical location of customers is based on the location at which the goods delivered. The geographical location of the specified non-current assets is based on (i) the physical location of the asset, in the case of lease prepayments, property, plant and equipment and exploration and evaluation assets; and (ii) the location of the operation to which they are allocated, in the case of intangible assets, goodwill, prepayments, deposits and other receivables. In the case of interest in joint ventures, it is based on the location of the operation of such joint ventures.

#### 4 收益及分部報告 (續)

##### (b) 分部報告 (續)

##### (iii) 地區資料

本集團於香港、阿根廷及美國經營業務。

下表載列(i)本集團來自外部客戶之收益及(ii)本集團之非流動資產，不包括可供出售投資及遞延稅項資產(「特定非流動資產」)地理位置之資料。客戶所在地乃基於付運貨品之地區。特定非流動資產之所在地乃基於(i)就租賃預付款項、物業、廠房及設備及勘探及評估資產而言，資產本身位處之地點；及(ii)就無形資產、商譽、預付款項、按金及其他應收款項而言，資產所屬業務之地區。就於合營企業之權益而言，則以該合營企業業務所在地點為準。

		Revenues from external customers 來自外部客戶之收益		Specified non-current assets 特定非流動資產	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Hong Kong	香港	-	-	37,009	9,013
Mainland China	中國大陸	-	1,704	27,818	35,875
Argentina	阿根廷	57,108	66,725	2,152,743	2,268,702
US	美國	53	878	-	59,998
		<b>57,161</b>	69,307	<b>2,217,570</b>	2,373,588

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 5 DISCONTINUED OPERATIONS AND DISPOSAL GROUP/ASSETS HELD FOR SALE

#### (a) Shine Great Disposal

On 7 October 2014, Shine Great Investments Limited ("Shine Great"), an indirect wholly-owned subsidiary of the Company and Goldlink Capital Limited ("Goldlink"), a direct wholly-owned subsidiary of Blue Sky Power Holdings Limited (currently known as "Beijing Gas Blue Sky Holdings Limited") ("Blue Sky") entered into a subscription agreement pursuant to which a total of 1,453,790 subscription shares of Shine Great representing approximately 14.54% of the enlarged issued share capital of 10,000,000 shares shall be subscribed by Goldlink at a cash consideration of HK\$37,800,000 ("Subscription").

On 7 October 2014, Total Belief Limited ("Total Belief"), a direct wholly-owned subsidiary of the Company and the parent company of Shine Great, and Goldlink entered into a sale and purchase agreement ("Shine Great Agreement") pursuant to which Goldlink conditionally agreed to acquire and Total Belief conditionally agreed to sell the entire equity interest in Shine Great ("Shine Great Disposal"). The Shine Great Disposal will be completed in two transactions as follows:

Transaction I: sale of 36.46% of 10,000,000 enlarged shares of Shine Great to Goldlink

Transaction II: sale of 49.00% of 10,000,000 enlarged shares of Shine Great to Goldlink

The consideration for Transaction I should be satisfied by a cash consideration of HK\$17,000,000 and the issue of convertible notes by Blue Sky to Total Belief in the principal amount of HK\$77,805,000 upon the fulfilment of certain conditions precedent.

### 5 已終止經營業務及持作出售組合／資產

#### (a) 盛宏出售事項

於二零一四年十月七日，盛宏投資有限公司（「盛宏」，為本公司間接全資附屬公司）與金連投資有限公司（「金連」，為藍天威力控股有限公司（現稱「北京燃氣藍天控股有限公司」）（「藍天」）直接全資附屬公司）訂立認購協議，據此合共認購盛宏1,453,790股認購股份（相當於擴大後已發行股本10,000,000股股份的約14.54%），將由金連以現金代價37,800,000港元認購（「認購事項」）。

於二零一四年十月七日，確信有限公司（「確信」，為本公司直接全資附屬公司及盛宏母公司）與金連訂立買賣協議（「盛宏協議」），據此金連有條件同意收購及確信有條件同意出售其於盛宏的所有權益（「盛宏出售事項」）。盛宏出售事項將以兩次交易完成，如下所示：

第一項交易：向金連出售盛宏10,000,000股經擴大股份中的36.46%

第二項交易：向金連出售盛宏10,000,000股經擴大股份中的49.00%

第一項交易代價將以現金代價17,000,000港元及透過由藍天於達成若干先決條件時向確信發行本金金額77,805,000港元的可換股票據支付。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 5 DISCONTINUED OPERATIONS AND DISPOSAL GROUP/ASSETS HELD FOR SALE (Continued)

#### (a) Shine Great Disposal (Continued)

The consideration for Transaction II should be satisfied by the issue of convertible notes by Blue Sky to Total Belief in the principal amount of HK\$135,240,000 upon the fulfilment of certain conditions precedent. The principal amount of convertible notes in Transaction II would be adjusted in case of any shortfall between (i) revenue guarantee as defined in the Shine Great Agreement ("Revenue Guarantee") and the actual consolidated revenue of Shine Great for the year ended 31 December 2015 ("Actual Revenue"), and/or (ii) profit guarantee as defined in the Shine Great Agreement ("Profit Guarantee") and the actual consolidated profit of Shine Great for the year ended 31 December 2015 ("Actual Profit"). The principal amount of the convertible notes would be adjusted from HK\$135,240,000 to HK\$133,888,000 if the shortfall was within 20%. Otherwise, the principal amount of the convertible notes would be adjusted from HK\$135,240,000 to HK\$132,535,000.

On 22 December 2014, the Shine Great Disposal was approved by the shareholders of the Company.

The Subscription and Transaction I were completed on 24 February 2015. Upon completion of the Subscription, 1,453,790 subscription shares of Shine Great were subscribed by Goldlink at a consideration of HK\$37,800,000, of which HK\$35,880,000 was credited to non-controlling interests and the balance of HK\$1,920,000 was credited to the accumulated losses account.

The Transaction II has been completed on 4 July 2016. Upon completion of the Transaction II, the Group ceased to hold any interest in the Shine Great Group. Since the Actual Revenue and Actual Profit of the Shine Great Group for the financial year ended 31 December 2015 cannot satisfy the Revenue Guarantee and Profit Guarantee respectively and resulted shortfall was over 20%, the consideration for Transaction II has been adjusted to HK\$132,535,000 and convertible notes in principal amount of HK\$132,535,000 has been issued by Blue Sky to Total Belief.

Shine Great and its subsidiaries ("Shine Great Group") carried out the Group's operation in distribution of natural gas business segment. Accordingly, the Shine Great Group has been presented as a discontinued operation in the consolidated statement of profit or loss for the year ended 31 December 2016 and 2015.

### 5 已終止經營業務及持作出售組合／資產 (續)

#### (a) 盛宏出售事項 (續)

第二項交易將透過由藍天於達成若干先決條件時向確信發行本金金額135,240,000港元的可換股票據支付。倘(i)盛宏協議界定的收益擔保(「收益擔保」)與盛宏截至二零一五年十二月三十一日止年度之實際綜合收益(「實際收益」)及／或(ii)盛宏協議界定的溢利擔保(「溢利擔保」)與盛宏截至二零一五年十二月三十一日止年度之實際綜合溢利(「實際溢利」)之間存在不足，則第二項交易的可換股票據本金金額將作出調整。倘不足範圍在20%以內，則可換股票據本金金額將由135,240,000港元調整至133,888,000港元。否則，可換股票據本金金額將由135,240,000港元調整至132,535,000港元。

於二零一四年十二月二十二日，盛宏出售事項獲本公司股東批准。

認購事項及第一項交易已於二零一五年二月二十四日完成。完成認購事項後，金連以37,800,000港元之代價認購盛宏1,453,790股認購股份，其中35,880,000港元計入非控股權益，1,920,000港元之餘額計入累計虧損賬目。

第二項交易已於二零一六年七月四日完成。完成第二項交易後，本集團不再持有盛宏集團之任何權益。由於盛宏集團截至二零一五年十二月三十一日止財政年度之實際收益及實際溢利分別不能達到收益擔保及溢利擔保，導致短缺超過20%，第二項交易之代價已調整為132,535,000港元，而藍天已向確信發行本金金額為132,535,000港元之可換股票據。

盛宏及其附屬公司(「盛宏集團」)經營本集團之分銷天然氣業務分部。因此，截至二零一六年及二零一五年十二月三十一日止年度，盛宏集團於綜合損益表呈列為已終止經營業務。



## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 5 DISCONTINUED OPERATIONS AND DISPOSAL GROUP/ASSETS HELD FOR SALE (Continued)

##### (b) US Business Disposal

On 30 December 2016, Total Belief and Foothills Exploration Operating, Inc. ("Foothills") entered into a sale and purchase agreement ("US Agreement"), pursuant to which the Group sold the entire equity interest in Clear Elite Holdings Limited, Prominent Sino Holdings Limited and Value Train Investments Limited ("US Business Group"), which were wholly-owned subsidiaries of Total Belief, to Foothills ("US Business Disposal").

The US Business Disposal was completed on 30 December 2016. The considerations for the US Business Disposal included:

- i) cash consideration of US\$750,000 (equivalent to approximately HK\$5,816,000);
- ii) 2,083,334 shares ("Common Stock") issued by Foothills Exploration, Inc., ("Foothills Exploration"), the indirect holding company of Foothills;
- iii) a non-interest bearing promissory note with a principal amount of US\$6,000,000 (equivalent to approximately HK\$46,560,000) ("Promissory Note") issued by Foothills to the Group, which has a repayment term of 18 months.

The US Business Group carried out the Group's operation in US. Accordingly, the US Business Group has been presented as a discontinued operation in the consolidated statement of profit or loss for the year ended 31 December 2016. The comparative consolidated statement of profit or loss has been restated to show the discontinued operation of US Business Group separately from continuing operations.

#### 5 已終止經營業務及持作出售組合／資產 (續)

##### (b) 美國業務出售事項

於二零一六年十二月三十日，確信與Foothills Exploration Operating, Inc. (「Foothills」) 訂立買賣協議 (「美國協議」)，據此，本集團向Foothills出售於確信之全資附屬公司Clear Elite Holdings Limited、Prominent Sino Holdings Limited及Value Train Investments Limited (「美國業務集團」) 之全部股權 (「美國業務出售事項」)。

美國業務出售事項於二零一六年十二月三十日完成。美國業務出售事項之代價包括：

- i) 現金代價為750,000美元 (相當於約5,816,000港元)；
- ii) 由Foothills Exploration, Inc. (「Foothills Exploration」) (為Foothills之間接控股公司) 發行之2,083,334股股份 (「普通股」)；
- iii) 本金金額為6,000,000美元 (相當於約46,560,000港元) 之無利息承兌票據 (「承兌票據」)，由Foothills發行予本集團，其償還期為18個月。

美國業務集團展開於美國之營運。因此，截至二零一六年十二月三十一日止年度，美國業務集團已於綜合損益表中列作已終止經營業務。可比較之綜合損益表已重列以區分美國業務集團已終止經營業務與持續經營業務。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 5 DISCONTINUED OPERATIONS AND DISPOSAL GROUP/ASSETS HELD FOR SALE (Continued)

##### (c) Results of discontinued operations

#### 5 已終止經營業務及持作出售組合／資產 (續)

##### (c) 已終止經營業務業績

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元 (Restated) (經重列)
Revenue	收益	53	2,582
Expenses	開支	(7,108)	(19,688)
Assets impairment losses	資產減值虧損	-	(181,293)
<b>Loss before taxation</b>	<b>除稅前虧損</b>	<b>(7,055)</b>	(198,399)
Income tax	所得稅	(1)	38,656
<b>Loss for the year</b>	<b>年內虧損</b>	<b>(7,056)</b>	(159,743)
Gain on Shine Great Disposal Transaction I (note 13(b))	盛宏出售事項第一項交易之收益 (附註13(b))	-	18,160
Gain on Shine Great Disposal Transaction II (note 5(e))	盛宏出售事項第二項交易之收益 (附註5(e))	86,399	-
Gain on US Business Disposal (note 13(a))	美國業務出售事項之收益 (附註13(a))	19,230	-
<b>Profit/(loss) from discontinued operations, net of tax</b>	<b>已終止經營業務溢利／(虧損)，扣除稅項</b>	<b>98,573</b>	(141,583)
<b>Attributable to:</b>	<b>應佔：</b>		
Owners of the Company	本公司擁有人	99,860	(120,311)
Non-controlling interests	非控股權益	(1,287)	(21,272)
		<b>98,573</b>	(141,583)
<b>Earnings/(loss) per share</b>	<b>每股盈利／(虧損)</b>		
Basic (HK cent)	基本 (港仙)	2.57	(5.39)
Diluted (HK cent)	攤薄 (港仙)	2.57	(5.39)

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 5 DISCONTINUED OPERATIONS AND DISPOSAL GROUP/ASSETS HELD FOR SALE (Continued)

##### (d) Cash used in discontinued operations

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元 (Restated) (經重列)
Net cash used in operating activities	經營業務所用現金淨額	(76)	(627)
Net cash used in investing activities	投資活動所用現金淨額	-	(62)
Net cash used in financing activities	融資活動所用現金淨額	-	(1,283)
<b>Net cash outflow for the year</b>	<b>年內現金流出淨額</b>	<b>(76)</b>	<b>(1,972)</b>

##### (e) Assets held for sale

Upon completion of the Subscription and Transaction I on 24 February 2015, the Group's 49% retained interest in Shine Great Group was accounted for as an associate, which was classified as assets held for sale since 24 February 2015 till the completion of Transaction II on 4 July 2016.

The details of the gain on disposal of the assets held for sale is analysed as follows:

#### 5 已終止經營業務及持作出售組合／資產 (續)

##### (d) 已終止經營業務所用之現金

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元 (Restated) (經重列)
Net cash used in operating activities	(76)	(627)
Net cash used in investing activities	-	(62)
Net cash used in financing activities	-	(1,283)
<b>Net cash outflow for the year</b>	<b>(76)</b>	<b>(1,972)</b>

##### (e) 持作出售資產

於二零一五年二月二十四日完成認購事項及第一項交易後，本集團於盛宏集團之49%保留權益列作一間聯營公司，並已自二零一五年二月二十四日起分類為持作出售資產，直至第二項交易於二零一六年七月四日完成。

出售持作出售資產之收益分析如下：

		HK\$'000 千港元
Consideration received*	收取代價*	217,352
Carrying amount of the assets held for sale**	持作出售資產之賬面值**	(130,953)
Gain on disposal	出售所得收益	86,399

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 5 DISCONTINUED OPERATIONS AND DISPOSAL GROUP/ASSETS HELD FOR SALE (Continued)

##### (e) Assets held for sale (Continued)

- \* The consideration has been satisfied by issuing of convertible notes by Blue Sky to Total Belief in the principal amount of HK\$132,535,000 (see note 5(a)). The fair value of the convertible notes on 4 July 2016 was HK\$217,352,000 which was determined by the directors of the Company with reference to a valuation report issued by an independent appraisal firm, Ascent Partners Valuation Service Limited.
- \*\* The fair value of the 49% retained interest in Shine Great Group assumed on 24 February 2015 was determined by the directors of the Company with reference to a valuation report issued by an independent appraisal firm, ROMA Appraisal Limited.

#### 5 已終止經營業務及持作出售組合／資產 (續)

##### (e) 持作出售資產 (續)

- \* 該代價已透過藍天向確信發行本金金額為132,535,000港元(見附註5(a))之可換股票據而獲達成。於二零一六年七月四日可換股票據之公允價值為217,352,000港元，乃由本公司董事根據獨立評估公司艾升評估諮詢有限公司發出之估值報告釐定。
- \*\* 本公司董事於二零一五年二月二十四日假定之盛宏集團49%保留權益之公允價值乃由獨立評估公司羅馬國際評估有限公司發出之估值報告釐定。

#### 6 OTHER INCOME Continuing operations

#### 6 其他收入 持續經營業務

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元 (Restated – note 5) (經重列— 附註5)
Bank interest income	銀行利息收入	231	27
Other interest income	其他利息收入	–	18
Interest income on convertible notes receivables	應收可換股票據之利息收入	3,445	7,110
Interest income on promissory note receivable	應收承兌票據之利息收入	17	–
Total interest income on financial assets not at fair value through profit or loss	非透過損益以公允價值列賬之金融資產之利息收入總額	3,693	7,155
Net foreign exchange loss	匯兌虧損淨額	(3,788)	(2,395)
Realised and unrealised gains on trading securities	買賣證券已變現及未變現收益	10,486	12,597
Loss on disposal of convertible notes receivables	出售應收可換股票據之虧損	(25,058)	–
Net fair value gain on derivative financial instruments	衍生金融工具公允價值收益淨額	3,267	3,170
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	–	178
Others	其他	2,158	1,000
		<b>(9,242)</b>	21,705

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 7 LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging/(crediting):

#### (a) Finance costs

##### Continuing operations

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Interest on other borrowings	其他借貸利息	25,632	22,793
Interest on promissory note payable	應付承兌票據之利息	925	1,504
Interest on convertible notes payables	應付可換股票據之利息	-	4,711
Total interest expenses on financial liabilities not at fair value through profit or loss	非透過損益以公允價值列賬之金融負債之利息開支總額	26,557	29,008

#### (b) Staff costs (including directors' remuneration)

##### Continuing operations

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Salaries, wages and other benefits	薪金、津貼及其他福利	15,949	19,852
Contributions to defined contribution retirement plan	定額供款退休計劃供款	4,096	3,248
		20,045	23,100

### 7 除稅前虧損

除稅前虧損乃經扣除／(計入)下列各項：

#### (a) 融資成本

##### 持續經營業務

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Interest on other borrowings	25,632	22,793
Interest on promissory note payable	925	1,504
Interest on convertible notes payables	-	4,711
Total interest expenses on financial liabilities not at fair value through profit or loss	26,557	29,008

#### (b) 員工成本(包括董事酬金)

##### 持續經營業務

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Salaries, wages and other benefits	15,949	19,852
Contributions to defined contribution retirement plan	4,096	3,248
	20,045	23,100

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 7 LOSS BEFORE TAXATION (Continued)

##### (c) Assets impairment losses

###### Continuing operations

			2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元 (Restated - note 5) (經重列— 附註5)
Impairment losses	減值虧損			
– exploration and evaluation assets	– 勘探及評估資產	14	102,694	1,325,794
– convertible notes receivables	– 應收可換股票據	21	–	62,610
– available-for-sale investments	– 可供出售投資	23	1,698	71,470
– other receivables	– 其他應收款項		1,050	–
			<b>105,442</b>	1,459,874

##### (d) Other items

###### Continuing operations

			2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元 (Restated - note 5) (經重列— 附註5)
Amortisation of intangible assets	無形資產攤銷		3,752	5,552
Depreciation of property, plant and equipment	物業、廠房及設備之折舊		6,009	6,563
Operating leases charges:	經營租賃費用：			
– minimum lease payments	– 最低租賃付款			
– leasehold land and buildings	– 租賃土地及樓宇		2,875	2,440
Auditor's remuneration	核數師酬金			
– audit services	– 審核服務		2,950	3,950
– other services	– 其他服務		115	270
Cost of inventories (note)	存貨成本(附註)		48,689	57,684

#### 7 除稅前虧損(續)

##### (c) 資產減值虧損

###### 持續經營業務

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元 (Restated - note 5) (經重列— 附註5)
Impairment losses	減值虧損		
– exploration and evaluation assets	– 勘探及評估資產	14	1,325,794
– convertible notes receivables	– 應收可換股票據	21	62,610
– available-for-sale investments	– 可供出售投資	23	71,470
– other receivables	– 其他應收款項		–
		<b>105,442</b>	1,459,874

##### (d) 其他項目

###### 持續經營業務

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元 (Restated - note 5) (經重列— 附註5)
Amortisation of intangible assets	無形資產攤銷	3,752	5,552
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	6,009	6,563
Operating leases charges:	經營租賃費用：		
– minimum lease payments	– 最低租賃付款		
– leasehold land and buildings	– 租賃土地及樓宇	2,875	2,440
Auditor's remuneration	核數師酬金		
– audit services	– 審核服務	2,950	3,950
– other services	– 其他服務	115	270
Cost of inventories (note)	存貨成本(附註)	48,689	57,684



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 7 LOSS BEFORE TAXATION (Continued)

#### (d) Other items (Continued)

##### Continuing operations (Continued)

Note: Cost of inventories includes HK\$7,318,000 (2015(restated): HK\$9,744,000) relating to staff costs, depreciation and amortisation expenses, which amount is also included in the respective total amounts disclosed separately above or in note 7(b) for each of these types of expenses.

### 7 除稅前虧損 (續)

#### (d) 其他項目 (續)

##### 持續經營業務 (續)

附註：存貨成本包括與員工成本、折舊及攤銷開支有關之7,318,000港元(二零一五年(經重列)：9,744,000港元，該金額亦包括於就各類此等費用於上文或附註7(b)分別披露之各自總金額內。

### 8 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

#### (a) Taxation in the consolidated statement of profit or loss represents:

##### Continuing operations

### 8 綜合損益表內之所得稅

#### (a) 綜合損益表內之稅項指：

##### 持續經營業務

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元 (Restated – note 5) (經重列 – 附註5)
<b>Current tax – Hong Kong Profits Tax</b>	<b>即期稅項 – 香港利得稅</b>		
Provision for the year	年內撥備	–	–
<b>Current tax – overseas</b>	<b>即期稅項 – 海外</b>		
Provision for the year	年內撥備	11	9
Under-provision in respect of prior years	以往年度撥備不足	–	1,417
		<b>11</b>	<b>1,426</b>
<b>Deferred tax</b>	<b>遞延稅項</b>		
Origination and reversal of temporary differences	臨時差額之產生及撥回	<b>(6,032)</b>	<b>(4,797)</b>
		<b>(6,021)</b>	<b>(3,371)</b>

Pursuant to the rules and regulations of Bermuda and the British Virgin Islands (“BVI”), the Company and its subsidiaries incorporated in Bermuda and the BVI are not subject to any income tax in Bermuda and the BVI during both the current and prior years.

Provision for Hong Kong profits tax for 2016 is calculated at 16.5% (2015: 16.5%) of the estimated assessable profits for the year.

根據百慕達及英屬處女群島(「英屬處女群島」)之規則及法規，本公司及其附屬公司於本年度及過往年度均無須繳納百慕達及英屬處女群島任何所得稅。

於二零一六年，香港利得稅乃根據年內估計應課稅溢利按16.5% (二零一五年：16.5%)之稅率計算撥備。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 8 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (Continued)

##### (a) Taxation in the consolidated statement of profit or loss represents: (Continued)

###### Continuing operations (Continued)

Subsidiaries of the Group in Argentina are subject to Argentina corporate income tax ("CIT") at 35% (2015: 35%) and minimum presumed income tax ("MPIT"). MPIT is supplementary to CIT and is chargeable at the applicable tax rate of 1% on the tax basis of certain assets. The tax liabilities of subsidiaries of the Group in Argentina are the higher of CIT and MPIT.

Taxation for other overseas subsidiaries of the Group is charged at the appropriate current rates of taxation ruling in the relevant countries and regions.

##### (b) Reconciliation between tax credit and accounting loss at applicable tax rates:

###### Continuing operations

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元 (Restated – note 5) (經重列 – 附註5)
Loss before taxation	除稅前虧損	<b>(229,615)</b>	(1,549,322)
Notional tax on loss before taxation, calculated at the rates applicable to loss in the jurisdictions concerned	有關除稅前虧損之名義稅項，按適用於有關稅務司法權區虧損之稅率計算	<b>(7,791)</b>	(44,594)
Tax effect of non-taxable income	非課稅收入之稅務影響	<b>(6,966)</b>	(4,363)
Tax effect of non-deductible expenses	不可扣稅開支之稅務影響	<b>8,485</b>	19,793
Tax effect of tax losses not recognised	未確認稅務虧損之稅務影響	<b>3</b>	4,767
Tax effect of temporary differences not recognised	未確認之暫時差額之稅務影響	<b>248</b>	19,609
Under-provision in respect of prior years	過往年度撥備不足	-	1,417
Actual tax credit	實際稅務抵免	<b>(6,021)</b>	(3,371)

#### 8 綜合損益表內之所得稅 (續)

##### (a) 綜合損益表內之稅項指：(續)

###### 持續經營業務 (續)

本集團位於阿根廷之附屬公司須按35%稅率(二零一五年：35%)繳納阿根廷企業所得稅(「企業所得稅」)及推測最低所得稅(「推測最低所得稅」)。推測最低所得稅為企業所得稅之補充，並就若干資產之稅基按1%實際稅率徵收。本集團位於阿根廷之附屬公司之稅項負債為企業所得稅及推測最低所得稅之較高者。

本集團其他海外附屬公司之稅項按相關國家及地區之現行適當稅率收取。

##### (b) 稅務抵免與會計虧損按適用稅率之對賬：

###### 持續經營業務

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 9 DIRECTORS' REMUNERATION

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

### 9 董事薪酬

董事薪酬根據香港公司條例第383(1)條及公司(披露董事利益資料)規則第2部規定披露如下:

		2016 二零一六年				
		Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Total
		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
<i>Chairman</i>	<i>主席</i>					
Mr. Cheng Kam Chiu, Stewart	鄭錦超先生	-	1,836	150	18	2,004
<i>Executive directors</i>	<i>執行董事</i>					
Mr. Cheng Ming Kit	鄭明傑先生	-	816	150	18	984
Mr. Zhang Kun (appointed on 12 December 2016)	張堃先生(於二零一六年十二月十二日獲委任)	-	32	-	-	32
<i>Non-executive director</i>	<i>非執行董事</i>					
Mr. Heffner, Paul Lincoln (resigned on 4 March 2016)	韓福南先生 (於二零一六年三月四日辭任)	35	-	-	-	35
<i>Independent non-executive directors</i>	<i>獨立非執行董事</i>					
Mr. Chan Chi Yuen	陳志遠先生	200	-	-	-	200
Mr. Chiu Wai On	招偉安先生	200	-	-	-	200
Mr. Wong Man Kong, Peter	王敏剛先生	200	-	-	-	200
Mr. Yung Chun Fai, Dickie	翁振輝先生	200	-	-	-	200
		835	2,684	300	36	3,855

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 9 DIRECTORS' REMUNERATION (Continued)

### 9 董事薪酬 (續)

		2015 二零一五年				
		Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Total
		董事袍金	薪金、津貼及實物福利	酌情花紅	退休計劃供款	總計
		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
<i>Chairman</i>	<i>主席</i>					
Mr. Cheng Kam Chiu, Stewart	鄭錦超先生	–	1,800	150	18	1,968
<i>Executive director</i>	<i>執行董事</i>					
Mr. Cheng Ming Kit (note)	鄭明傑先生 (附註)	–	2,789	280	18	3,087
<i>Non-executive director</i>	<i>非執行董事</i>					
Mr. Heffner, Paul Lincoln (resigned on 4 March 2016)	韓福南先生 (於二零一六年三月四日辭任)	200	–	–	–	200
<i>Independent non-executive directors</i>	<i>獨立非執行董事</i>					
Mr. Chan Chi Yuen	陳志遠先生	200	–	–	–	200
Mr. Chiu Wai On	招偉安先生	200	–	–	–	200
Mr. Wong Man Kong, Peter	王敏剛先生	200	–	–	–	200
Mr. Yung Chun Fai, Dickie	翁振輝先生	200	–	–	–	200
		1,000	4,589	430	36	6,055

Note: Mr. Cheng Ming Kit resigned as Chief Executive Officer of the Company with effect from 19 August 2015.

附註：鄭明傑先生已辭任本公司行政總裁，自二零一五年八月十九日起生效。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 10 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, one (2015: two) is director whose emolument is disclosed in note 9. During the year ended 31 December 2016, the aggregate of the emoluments in respect of the other four individuals (2015: three) were as follow:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	5,122	4,053
Discretionary bonuses	酌情花紅	233	951
Retirement scheme contributions	退休計劃供款	520	783
		<b>5,875</b>	<b>5,787</b>

During the year ended 31 December 2016, the emoluments of the four (2015: three) individuals with the highest emoluments were within the following bands:

截至二零一六年十二月三十一日止年度，四位（二零一五年：三位）最高薪酬人士之酬金範圍如下：

		2016 二零一六年 Number of individuals 人數	2015 二零一五年 Number of individuals 人數
HK\$1,000,001 – HK\$1,500,000	1,000,001港元-1,500,000港元	3	1
HK\$1,500,001 – HK\$2,000,000	1,500,001港元-2,000,000港元	1	1
HK\$2,500,001 – HK\$3,000,000	2,500,001港元-3,000,000港元	–	1

#### 11 OTHER COMPREHENSIVE INCOME

Other comprehensive income does not have any tax effect for the year ended 31 December 2016 (2015: HK\$Nil).

#### 11 其他全面收益

截至二零一六年十二月三十一日止年度，其他全面收益並無任何稅務影響（二零一五年：零港元）。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 12 LOSS PER SHARE

##### (a) Basic loss per share

##### (i) (Loss)/profit attributable to owners of the Company (basic)

		2016 二零一六年		
		Continuing operations 持續 經營業務 HK\$'000 千港元	Discontinued operations 已終止 經營業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
(Loss)/profit attributable to owners of the Company	本公司擁有人應佔 (虧損)/溢利	(223,209)	99,860	(123,349)
		2015 二零一五年		
		Continuing operations 持續 經營業務 HK\$'000 千港元 (Restated – note 5) (經重列— 附註5)	Discontinued operations 已終止 經營業務 HK\$'000 千港元 (Restated – note 5) (經重列— 附註5)	Total 總計 HK\$'000 千港元
Loss attributable to owners of the Company	本公司擁有人應佔 虧損	(1,545,943)	(120,311)	(1,666,254)

#### 12 每股虧損

##### (a) 每股基本虧損

##### (i) 本公司擁有人應佔(基本) (虧損)/溢利



## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 12 LOSS PER SHARE (Continued)

##### (a) Basic loss per share (Continued)

##### (ii) Weighted average number of ordinary shares (basic)

		2016 二零一六年 '000 千股	2015 二零一五年 '000 千股
Issued ordinary shares at 1 January	於一月一日已發行普通股	<b>2,497,026</b>	1,385,024
Effect of shares issued under open offer (note 36(c)(ii))	根據公開發售而發行股份之影響 (附註36(c)(ii))	-	637,490
Effect of bonus element on shares issued under open offer	根據公開發售而發行股份紅利部分之影響	-	7,461
Effect of shares issued under placements (note 36(c)(iii))	根據配售發行股份之影響 (附註36(c)(iii))	-	200,110
Effect of shares issued under share option scheme (note 36(c)(iv))	根據購股權計劃發行股份之影響 (附註36(c)(iv))	<b>3,269</b>	1,604
Effect of shares issued under subscription (note 36(c)(v))	根據認購發行股份之影響 (附註36(c)(v))	<b>1,391,120</b>	-
Weighted average number of ordinary shares (basic) at 31 December	於十二月三十一日之普通股 (基本)加權平均	<b>3,891,415</b>	2,231,689

##### (b) Diluted loss per share

For the years ended 31 December 2016 and 2015, diluted loss per share was the same as the basic loss per share as the potential ordinary shares outstanding during the year had an anti-dilutive effect on the basic loss per share.

#### 12 每股虧損 (續)

##### (a) 每股基本虧損 (續)

##### (ii) 普通股 (基本)加權平均數

##### (b) 每股攤薄虧損

截至二零一六年及二零一五年十二月三十一日止年度，潛在普通股對年內每股基本虧損具有反攤薄影響，故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

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 13 DISPOSAL OF SUBSIDIARIES

##### (a) US Business Disposal

As disclosed in note 5(b), the US Business Disposal was completed on 30 December 2016.

##### (i) Considerations

The following table summarises the fair value of each major class of considerations at the disposal date:

		HK\$'000 千港元
Cash consideration receivable	應收現金代價	5,816
Common Stock (note 23)	普通股(附註23)	24,802
Promissory Note	承兌票據	35,769
Total considerations	代價總額	66,387

##### (ii) Details of net liabilities in respect of the US Business Group over which control was lost

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	19,795
Intangible assets	無形資產	36,544
Trade and other receivables	應收貿易賬款及其他應收款項	9,773
Cash and cash equivalents	現金及現金等價物	211
		66,323
Trade and other payables	應付貿易賬款及其他應付款項	(12,599)
Amounts due to holding company	應付控股公司金額	(202,425)
Deferred tax liabilities	遞延稅項負債	(8,665)
		(223,689)
Net liabilities disposed of	已出售負債淨額	(157,366)

#### 13 出售附屬公司

##### (a) 美國業務出售事項

如附註5(b)所披露，美國業務出售事項已於二零一六年十二月三十日完成。

##### (i) 代價

下表概述各項重大代價於出售日期之公允價值：

##### (ii) 對美國業務集團失去控制權後之負債淨額詳情

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 13 DISPOSAL OF SUBSIDIARIES (Continued)

#### (a) US Business Disposal (Continued)

##### (iii) Gain on US Business Disposal

		HK\$'000 千港元
Considerations (note (a))	代價 (附註(a))	66,387
Net liabilities disposed of	已出售負債淨額	157,366
Assignment of amounts due from subsidiaries (note (b))	分配應收附屬公司之金額 (附註(b))	(202,425)
Non-controlling interests	非控股權益	(2,141)
Cumulative exchanges difference in respect of the net liabilities of the US Business Group reclassified from equity to profit or loss on the disposal date	出售美國業務集團時由權益重新分類至損益之美國業務集團負債淨額之累計匯兌差異	43
Gain on disposal	出售收益	19,230

Notes:

(a) Cash considerations of US\$75,000 (equivalent to approximately HK\$582,000) and US\$675,000 (equivalent to approximately HK\$5,238,000) have been received on 4 January 2017 and 17 January 2017, respectively. The Common Stock has been issued by Foothills Exploration to the Group on 30 December 2016 (see note 23). The Promissory Note has been issued by Foothills to the Group on 30 December 2016 (see note 22).

(b) According to the US Agreement, upon the completion of the US Business Disposal, the debts obligations of the US Business Group due to the Group of HK\$202,425,000 was discharged.

### 13 出售附屬公司 (續)

#### (a) 美國業務出售事項 (續)

##### (iii) 美國業務出售事項之收益

		HK\$'000 千港元
代價 (附註(a))		66,387
已出售負債淨額		157,366
分配應收附屬公司之金額 (附註(b))		(202,425)
非控股權益		(2,141)
出售美國業務集團時由權益重新分類至損益之美國業務集團負債淨額之累計匯兌差異		43
出售收益		19,230

附註：

(a) 於二零一七年一月四日及二零一七年一月十七日分別收到現金代價75,000美元(相當於約582,000港元)及675,000美元(相當於約5,238,000港元)。普通股已於二零一六年十二月三十日由Foothills Exploration發行予本集團(見附註23)。承兌票據已於二零一六年十二月三十日由Foothills發行予本集團(見附註22)。

(b) 根據美國協議，於美國業務出售事項完成後，美國業務集團應付本集團之債務202,425,000港元已解除。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 13 DISPOSAL OF SUBSIDIARIES (Continued)

##### (a) US Business Disposal (Continued)

##### (iv) Net cash outflow resulting from the US Business Disposal

		HK\$'000 千港元
Cash consideration	現金代價	—
Less: cash and cash equivalents disposed of	減：已出售現金及現金等價物	(211)
Net cash outflow on disposal	出售產生之現金流出淨額	(211)

##### (b) Shine Great Disposal

On 24 February 2015, the Subscription and Transaction I of the Shine Great Disposal (see note 5(a)) was completed. Upon the completion of the Subscription and Transaction I, the Group's effective interest in Shine Great decreased from 100% to 49%. Accordingly, Shine Great Group ceased to be subsidiaries of the Group.

##### (i) Considerations

The following table summarises the fair value of each major class of considerations received at the disposal date.

		HK\$'000 千港元
Cash deposit received	已收現金按金	17,000
Convertible notes	可換股票據	80,072
Total considerations	代價總額	97,072

#### 13 出售附屬公司 (續)

##### (a) 美國業務出售事項 (續)

##### (iv) 美國業務出售事項之現金流出淨額

##### (b) 盛宏出售事項

於二零一五年二月二十四日，本集團完成認購事項及盛宏出售事項第一項交易（見附註5(a)）。完成認購事項及第一項交易後，本集團於盛宏之實際權益由100%降至49%。因此，盛宏集團不再為本集團之附屬公司。

##### (i) 代價

下表概述各項重大已收代價於出售日期之公允價值。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 13 DISPOSAL OF SUBSIDIARIES (Continued)

##### (b) Shine Great Disposal (Continued)

##### (ii) Details of net assets in respect of Shine Great Group over which control was lost

#### 13 出售附屬公司 (續)

##### (b) 盛宏出售事項 (續)

##### (ii) 對盛宏集團失去控制權後之資產淨值詳情

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	54,816
Lease prepayments	預付租賃款項	5,619
Intangible assets	無形資產	58,063
Goodwill	商譽	33,619
Interest in associates	於聯營公司之權益	12,322
Inventories	存貨	221
Trade and other receivables	應收貿易賬款及其他應收款項	171,855
Cash and cash equivalents	現金及現金等價物	3,095
		339,610
Other borrowings	其他借貸	(7,539)
Trade and other payables	應付貿易賬款及其他應付款項	(66,387)
Obligations under finance leases	融資租約承擔	(248)
Deferred tax liabilities	遞延稅項負債	(14,836)
		(89,010)
Net assets disposed of	已出售資產淨值	250,600

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 13 DISPOSAL OF SUBSIDIARIES (Continued)

##### (b) Shine Great Disposal (Continued)

##### (iii) Gain on Shine Great Disposal

		HK\$'000 千港元
Consideration received	已收代價	97,072
Fair value of the remaining 49% interest in Shine Great Group classified as assets held for sale (note 5(e))	於盛宏集團餘下49%權益之公允價值被分類為持作出售資產(附註5(e))	130,953
Net assets disposed of	已出售資產淨值	(250,600)
Non-controlling interests	非控股權益	39,675
Cumulative exchanges difference in respect of the net assets of Shine Great Group reclassified from equity to profit or loss on the disposal date	對出售日期由權益重新分類至損益之盛宏集團資產淨值之累計匯兌差異	1,060
Gain on disposal	出售收益	18,160

##### (iv) Net cash outflow resulting from Shine Great Disposal

		HK\$'000 千港元
Cash considerations	現金代價	-
Less: cash and cash equivalents disposed of	減：已出售現金及現金等價物	(3,095)
Net cash outflow on disposal	出售產生之現金流出淨額	(3,095)

#### 13 出售附屬公司(續)

##### (b) 盛宏出售事項(續)

##### (iii) 盛宏出售事項之收益

##### (iv) 盛宏出售事項之現金流出淨額



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 14 EXPLORATION AND EVALUATION ASSETS

### 14 勘探及評估資產

		Exploration rights 勘探權 HK\$'000 千港元	Exploratory drilling 勘探鑽井 HK\$'000 千港元	Geological studies 地質研究 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Cost</b>	<b>成本</b>					
At 1 January 2015	於二零一五年 一月一日	3,231,431	49,272	173,124	37,883	3,491,710
Additions	添置	2,018	83,752	238	–	86,008
Disposal	出售	–	(212)	–	–	(212)
Exchange adjustments	匯兌調整	(4,011)	(26,934)	(49,720)	(2,485)	(83,150)
At 31 December 2015	於二零一五年 十二月三十一日	3,229,438	105,878	123,642	35,398	3,494,356
At 1 January 2016	於二零一六年 一月一日	<b>3,229,438</b>	<b>105,878</b>	<b>123,642</b>	<b>35,398</b>	<b>3,494,356</b>
Additions	添置	<b>1,870</b>	<b>17,733</b>	<b>932</b>	–	<b>20,535</b>
Exchange adjustments	匯兌調整	<b>(1,809)</b>	<b>(18,022)</b>	<b>(18,170)</b>	<b>(903)</b>	<b>(38,904)</b>
At 31 December 2016	於二零一六年 十二月三十一日	<b>3,229,499</b>	<b>105,589</b>	<b>106,404</b>	<b>34,495</b>	<b>3,475,987</b>
<b>Accumulated impairment</b>	<b>累計減值</b>					
At 1 January 2015	於二零一五年 一月一日	–	16,906	–	–	16,906
Impairment loss (note (c))	減值虧損(附註(c))	1,159,623	7,131	123,642	35,398	1,325,794
Exchange adjustments	匯兌調整	–	(7,350)	–	–	(7,350)
At 31 December 2015	於二零一五年 十二月三十一日	1,159,623	16,687	123,642	35,398	1,335,350
At 1 January 2016	於二零一六年 一月一日	<b>1,159,623</b>	<b>16,687</b>	<b>123,642</b>	<b>35,398</b>	<b>1,335,350</b>
Impairment loss (note (c))	減值虧損(附註(c))	<b>101,762</b>	–	<b>932</b>	–	<b>102,694</b>
Exchange adjustments	匯兌調整	–	<b>(9,885)</b>	<b>(18,170)</b>	<b>(903)</b>	<b>(28,958)</b>
At 31 December 2016	於二零一六年 十二月三十一日	<b>1,261,385</b>	<b>6,802</b>	<b>106,404</b>	<b>34,495</b>	<b>1,409,086</b>
<b>Net book value</b>	<b>賬面淨值</b>					
At 31 December 2016	於二零一六年 十二月三十一日	<b>1,968,114</b>	<b>98,787</b>	–	–	<b>2,066,901</b>
At 31 December 2015	於二零一五年 十二月三十一日	2,069,815	89,191	–	–	2,159,006

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 14 EXPLORATION AND EVALUATION ASSETS (Continued)

- (a) On 29 December 2006, JHP International Petroleum Engineering Limited ("JHP") and Maxipetrol - Petroleros de Occidente S.A. (formerly known as "Oxipetrol - Petroleros de Occidente S.A.") ("Maxipetrol") (collectively the "Consortium") were granted the Tartagal Concession and the Morillo Concession under the Provincial Government Decree No.3391/2006 and Decree No.3388/2006 respectively. The Tartagal Concession and Morillo Concession (collectively the "T&M Concessions") are the concessions in the province of Salta in northern Argentina covering a total surface area of approximately 7,065 km<sup>2</sup> and 3,518 km<sup>2</sup> respectively. Exploration permits and potential exploitation permits were granted for oil and developments of hydrocarbons in the T&M Concessions areas. The exploration permits granted are valid for an initial period of four years starting from 29 December 2006 and additional extensions up to an aggregate of nine years may be obtained. The holder for an exploration permit has the right to obtain an exploitation permit.

On 9 March 2009, High Luck Group Limited ("High Luck"), the Group's subsidiary, and the Consortium executed an Union of Temporary Enterprise ("T&M UTE") agreement pursuant to which the interest and title in the T&M Concessions of the exploration permits and potential exploitation permits shall be taken up by the T&M UTE. Under the agreement, it is agreed that JHP will transfer its 60% interest in the T&M Concessions to High Luck.

In April 2009, the T&M UTE, namely Maxipetrol Petroleros de Occidente - UTE (currently known as "High Luck Group Limited Tartagal Oriental and Morillo - UTE"), was registered in the Public Register of Commerce and High Luck becomes one of the members of the T&M UTE which holds 60% interest in the T&M Concessions. In April 2013, upon completion of the acquisition of 100% equity interest of Power Jet Group Limited, the Group increased its interest in the T&M Concessions from 60% to 69.25%.

#### 14 勘探及評估資產 (續)

- (a) 於二零零六年十二月二十九日，根據省政府政令第3391/2006號及政令第3388/2006號，分別授予JHP International Petroleum Engineering Limited (「JHP」)及Maxipetrol - Petroleros de Occidente S.A. (「Maxipetrol」，前稱「Oxipetrol - Petroleros de Occidente S.A.」) (統稱「Consortium」) Tartagal特許權區及Morillo特許權區。Tartagal特許權區及Morillo特許權區 (統稱「T&M特許權區」) 為在阿根廷北部薩爾塔省覆蓋總面積分別約7,065平方公里及3,518平方公里地區之特許權。授出之勘探許可為T&M特許權區內之石油及碳氫化合物開發之勘探許可及潛在開發許可。授出之勘探許可有效期自二零零六年十二月二十九日起最初為期四年，並可額外續期合共九年。勘探許可之持有人有權取得開發許可。

於二零零九年三月九日，本集團附屬公司高運集團有限公司 (「高運」) 與Consortium簽訂一項Union of Temporary Enterprise (「T&M UTE」) 協議，據此，於勘探許可及潛在開發許可之T&M特許權區之權益及所有權將由T&M UTE接收。根據協議，其將同意JHP轉讓其於T&M特許權區60%權益予高運。

於二零零九年四月，T&M UTE (即Maxipetrol Petroleros de Occidente - UTE) (現稱「High Luck Group Limited Tartagal Oriental及Morillo - UTE」) 已於Public Register of Commerce註冊，高運成為T&M UTE (持有T&M特許權區60%之權益) 其中一間合作方。於二零一三年四月，本集團完成收購Power Jet Group Limited之100%股權後，其於T&M特許權區之權益由60%增至69.25%。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 14 EXPLORATION AND EVALUATION ASSETS (Continued)

(a) (Continued)

The T&M UTE is managed by an Executive Committee ("Committee"), which composes of ten committee members. High Luck is entitled to appoint up to six members in the Committee. High Luck also acts as the T&M UTE's representative which will carry out the duties with regard to all legal acts, contracts and other operations pursuant to Section 379 of Law 19,550 on Business Companies.

(b) As mentioned above, the exploration permits granted are valid for an initial period of four years starting from 29 December 2006 (i.e. expired on 29 December 2010) and additional extensions up to an aggregate of nine years may be obtained. The Group submitted applications to the Secretary of Energy of Province of Salta, Argentina for extension of the exploration permits and obtained the approvals in July 2010, July 2011, December 2013 and March 2016 respectively. Pursuant to the approval document issued in March 2016, the exploration permits was extended to 13 September 2017. The Group is presently in discussion with the Secretary of Energy of Province of Salta for a further extension of the exploration permits.

(c) An impairment loss on exploration and evaluation assets of HK\$102,694,000 (2015: HK\$1,325,794,000) in respect of T&M UTE has been recognised in the consolidated statement of profit or loss in 2016 due to a lower price environment in the near term and the deferral of development plans for the T&M Concessions. The impairment loss was provided based on value in use calculations with reference to a valuation report issued by an independent appraisal firm, ROMA Appraisal Limited. These calculations used cash flow projections based on financial forecasts prepared by management with reference to technique reports issued by Netherland, Sewell & Associates, Inc., an independent qualified technical consultant. The cash flow projections cover the life of the oil fields for a twenty-five-year (2015: twenty-three-year) period. Discount rates of 22.10% and 22.50% (2015: 20.35% and 20.73%) for Morillo Concession and Tartagal Concession respectively have been applied in the cash flow projections. The discount rates used reflects specific risks relating to the relevant assets.

#### 14 勘探及評估資產 (續)

(a) (續)

T&M UTE由十名委員會成員組成之執行委員會(「委員會」)管理。高運有權委任最多六名委員會成員。高運亦為T&M UTE之代表，職責包括進行所有根據商業公司法第19,550號第379條之法律行動、合約及其他業務。

(b) 如上所述，獲授之勘探許可證之初步有效期為四年，由二零零六年十二月二十九日起生效(即於二零一零年十二月二十九日屆滿)，且可獲得最多額外延期合共九年。本集團向阿根廷薩爾塔省能源秘書遞交延長勘探許可證期限之申請且申請已分別於二零一零年七月、二零一一年七月、二零一三年十二月及二零一六年三月獲批。根據二零一六年三月刊發的批准文件，勘探許可證延期至二零一七年九月十三日。本集團現正與薩爾塔省能源部長討論以進一步延長勘探許可證之期限。

(c) 由於近期價格較低以及T&M特許權區開發計劃延遲，就T&M UTE之勘探及評估資產減值虧損102,694,000港元(二零一五年：1,325,794,000港元)已於二零一六年之綜合損益表內確認。該減值虧損乃基於使用價值並經參考獨立評估公司羅馬國際評估有限公司發出的估值報告而計提撥備。該等計算採用基於管理層經參考由獨立合資格技術顧問Netherland, Sewell & Associates, Inc.所發出之技術報告而按財務預測編製的現金流量預測。現金流量預測涵蓋油田使用年期二十五年(二零一五年：二十三年)期間。Morillo特許權區及Tartagal特許權區的現金流量預測分別應用22.10%及22.50%(二零一五年：20.35%及20.73%)貼現率。所使用之貼現率反映出有關相關資產的特定風險。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 15 PROPERTY, PLANT AND EQUIPMENT

#### 15 物業、廠房及設備

		Leasehold improvements	Machinery	Furniture, fixtures and office equipment	Motor vehicles	Oil production assets	Construction in progress	Total
		租賃物業裝修	機器	傢私、裝置及 辦公室設備	汽車	石油生產資產	在建工程	總計
		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
<b>Cost</b>	<b>成本</b>							
At 1 January 2015	於二零一五年一月一日	639	337	2,678	2,198	101,382	942	108,176
Additions	添置	-	73	404	807	35	286	1,605
Disposals	出售	-	-	(105)	(1,747)	(4,461)	-	(6,313)
Transfer	轉讓	-	87	65	-	-	(152)	-
Exchange adjustments	匯兌調整	-	(120)	(810)	(347)	(7,761)	(46)	(9,084)
At 31 December 2015	於二零一五年 十二月三十一日	639	377	2,232	911	89,195	1,030	94,384
At 1 January 2016	於二零一六年一月一日	639	377	2,232	911	89,195	1,030	94,384
Additions	添加	-	57	836	-	659	47,658	49,210
US Business Disposal (note 13(a))	美國業務出售事項 (附註13(a))	-	-	-	-	(76,891)	(891)	(77,782)
Other disposals	其他出售	-	-	(4)	-	(4,955)	-	(4,959)
Transfer	轉讓	-	-	-	202	-	(202)	-
Exchange adjustments	匯兌調整	-	(79)	(410)	(197)	(1,846)	(5,079)	(7,611)
At 31 December 2016	於二零一六年 十二月三十一日	639	355	2,654	916	6,162	42,516	53,242

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 15 PROPERTY, PLANT AND EQUIPMENT (Continued)

### 15 物業、廠房及設備 (續)

		Leasehold improvements	Machinery	Furniture, fixtures and office equipment	Motor vehicles	Oil production assets	Construction in progress	Total
		租賃物業裝修	機器	傢私、裝置及 辦公室設備	汽車	石油生產資產	在建工程	總計
		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
<b>Accumulated depreciation and impairment</b>	<b>累計折舊及減值</b>							
At 1 January 2015	於二零一五年一月一日	87	104	1,124	2,011	7,868	-	11,194
Charge for the year	年內開支	173	56	719	253	5,690	-	6,891
Impairment loss (note)	減值虧損 (附註)	-	-	-	-	56,989	-	56,989
Written back on disposals	出售時撥回	-	-	(42)	(1,747)	(2,507)	-	(4,296)
Exchange adjustments	匯兌調整	-	(40)	(407)	(168)	(3,287)	-	(3,902)
At 31 December 2015	於二零一五年 十二月三十一日	260	120	1,394	349	64,753	-	66,876
At 1 January 2016	於二零一六年一月一日	260	120	1,394	349	64,753	-	66,876
Charge for the year	年內開支	159	51	786	215	4,829	-	6,040
Written back on US Business Disposal (note 13(a))	美國業務出售事項撥回 (附註13(a))	-	-	-	-	(57,987)	-	(57,987)
Written back on other disposals	其他出售時撥回	-	-	(4)	-	(4,883)	-	(4,887)
Exchange adjustments	匯兌調整	-	(29)	(319)	(90)	(1,840)	-	(2,278)
At 31 December 2016	於二零一六年 十二月三十一日	419	142	1,857	474	4,872	-	7,764
<b>Net book value</b>	<b>賬面淨值</b>							
At 31 December 2016	於二零一六年十二月 三十一日	220	213	797	442	1,290	42,516	45,478
At 31 December 2015	於二零一五年十二月 三十一日	379	257	838	562	24,442	1,030	27,508

Note: Impairment losses on property, plant and equipment and intangible assets of HK\$56,989,000 and HK\$120,128,000 (see note 16) respectively were recognised during the year ended 31 December 2015 which were based on value in use calculations. The impairment losses were provided for the Group's upstream assets in US as a result of a lower price environment during the year ended 2015. These calculations used cash flow projections based on financial forecasts prepared by management with reference to a technique report issued by Chapman Petroleum Engineering Ltd., an independent qualified technical consultant, as of 31 December 2015. The cash flow projections covered the life of the oil fields for a fifteen-year period. The cash flow were discounted using a pre-tax discount rate of 11.9%. The discount rate used reflected specific risks relating to the relevant assets.

附註：本集團之物業、廠房及設備以及無形資產之減值虧損分別為56,989,000港元及120,128,000港元（見附註16），已於截至二零一五年十二月三十一日止年度根據使用價值計算法確認。由於截至二零一五年止年度油價較低之環境，已就本集團於美國之上游資產計提減值虧損撥備。該等計算採用管理層經參考獨立合資格技術顧問Chapman Petroleum Engineering Ltd.於二零一五年十二月三十一日刊發之技術報告而按財務預測編製的現金流量預測。現金流量預測涵蓋油田使用年期十五年期間。現金流量使用除稅前貼現率11.9%貼現。貼現率反應有關相關資產的特定風險。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 16 INTANGIBLE ASSETS

### 16 無形資產

		Rights on oil sharing 石油分成權 HK\$'000 千港元 (note) (附註)	Oil exploration rights 石油勘探權 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Cost</b>	<b>成本</b>			
At 1 January 2015	於二零一五年一月一日	60,664	156,725	217,389
Exchange adjustments	匯兌調整	(21,015)	(8)	(21,023)
At 31 December 2015	於二零一五年十二月三十一日	39,649	156,717	196,366
At 1 January 2016	於二零一六年一月一日	<b>39,649</b>	<b>156,717</b>	<b>196,366</b>
US Business Disposal (note 13(a))	美國業務出售事項 (附註13(a))	-	<b>(156,724)</b>	<b>(156,724)</b>
Exchange adjustments	匯兌調整	<b>(7,630)</b>	<b>7</b>	<b>(7,623)</b>
At 31 December 2016	於二零一六年十二月三十一日	<b>32,019</b>	-	<b>32,019</b>
<b>Accumulated amortisation and impairment</b>	<b>累計攤銷及減值</b>			
At 1 January 2015	於二零一五年一月一日	6,341	33	6,374
Charge for the year	年內開支	5,552	16	5,568
Impairment loss (note 15)	減值虧損 (附註15)	-	120,128	120,128
Exchange adjustments	匯兌調整	(3,360)	-	(3,360)
At 31 December 2015	於二零一五年十二月三十一日	8,533	120,177	128,710
At 1 January 2016	於二零一六年一月一日	<b>8,533</b>	<b>120,177</b>	<b>128,710</b>
Charge for the year	年內開支	<b>3,752</b>	<b>3</b>	<b>3,755</b>
Written back on US Business Disposal (note 13(a))	美國業務出售事項撥回 (附註13(a))	-	<b>(120,180)</b>	<b>(120,180)</b>
Exchange adjustments	匯兌調整	<b>(2,042)</b>	-	<b>(2,042)</b>
At 31 December 2016	於二零一六年十二月三十一日	<b>10,243</b>	-	<b>10,243</b>
<b>Net book value</b>	<b>賬面淨值</b>			
At 31 December 2016	於二零一六年十二月三十一日	<b>21,776</b>	-	<b>21,776</b>
At 31 December 2015	於二零一五年十二月三十一日	31,116	36,540	67,656



## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 16 INTANGIBLE ASSETS (Continued)

Note: It represents the rights on oil sharing relating to the Palmar Largo concession areas. Amortisation is calculated using the unit of production method based upon the estimated proved and probable oil reserves.

#### 16 無形資產 (續)

附註：該項指有關Palmar Largo特許區域之石油分成權。有關攤銷乃使用生產數量法按估算石油證實儲存量及概略儲存量計算。

#### 17 GOODWILL

#### 17 商譽

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Cost:	成本：		
At 1 January	於一月一日	335	512
Exchange adjustments	匯兌調整	(65)	(177)
At 31 December	於十二月三十一日	270	335

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 18 INVESTMENTS IN SUBSIDIARIES

Details of the Company's subsidiaries as at 31 December 2016 are as follows:

### 18 於附屬公司之投資

於二零一六年十二月三十一日本公司之附屬公司詳情如下：

Name of company 公司名稱	Place of establishment/ incorporation and business 成立／註冊成立及營業地點	Particulars of issued and paid up capital 已發行及繳足股本詳情	Proportion of ownership interest 所有權權益比例			Principal activities 主要業務
			Group's effective interest 本集團之 實際權益	Held by the Company 本公司 所持有者	Held by the subsidiary 附屬公司 所持有者	
Total Belief Limited 確信有限公司	BVI 英屬處女群島	1 ordinary share of US\$1 each 1股每股面值1美元之普通股	100%	100%	-	Investment holding 投資控股
Jade Honest Limited	BVI 英屬處女群島	2,700 ordinary shares of US\$1 each 2,700股每股面值1美元之 普通股	100%	100%	-	Dormant 未有業務活動
Absolute Champ Limited 煌鑫有限公司	Hong Kong 香港	1 ordinary share at HK\$1 each 1股每股面值1港元之普通股	100%	-	100%	Investment holding 投資控股
Ace Diamond Trading Limited	BVI 英屬處女群島	100 ordinary shares at US\$1 each 100股每股面值1美元之 普通股	100%	-	100%	Investment holding 投資控股
Big Trade Investments Limited	BVI 英屬處女群島	1 ordinary share at US\$1 each 1股每股面值1美元之普通股	100%	-	100%	Investment holding 投資控股
Bright Rise Group Limited 明揚集團有限公司	BVI 英屬處女群島	1 ordinary share at US\$1 each 1股每股面值1美元之普通股	100%	-	100%	Investment holding 投資控股
Cheer Profit Group Limited 展澤集團有限公司	BVI 英屬處女群島	1 ordinary share at US\$1 each 1股每股面值1美元之普通股	100%	-	100%	Investment holding 投資控股
Discovery Operating LLC	United States 美國	Nil paid 零	100%	-	100%	Dormant 未有業務活動
ET-LA, LLC	United States 美國	Registered capital of US\$500 註冊資本500美元	100%	-	100%	Investment holding 投資控股

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 18 INVESTMENTS IN SUBSIDIARIES (Continued)

### 18 於附屬公司之投資 (續)

Name of company 公司名稱	Place of establishment/ incorporation and business 成立/註冊成立及營業地點	Particulars of issued and paid up capital 已發行及繳足股本詳情	Proportion of ownership interest 所有權權益比例			Principal activities 主要業務
			Group's effective interest 本集團之 實際權益	Held by the Company 本公司 所持有者	Held by the subsidiary 附屬公司 所持有者	
First Continent Holdings Limited	BVI 英屬處女群島	100 ordinary share of US\$1 each 100股每股面值1美元之 普通股	100%	-	100%	Investment holding 投資控股
Giant Perfect Holdings Limited	BVI 英屬處女群島	100 ordinary share of US\$1 each 100股每股面值1美元之 普通股	100%	-	100%	Investment holding 投資控股
Grand Rich Trading Limited 鴻富貿易有限公司	BVI 英屬處女群島	1 ordinary share of US\$1 each 1股每股面值1美元之普通股	100%	-	100%	Investment holding 投資控股
Happy Light Group Limited 悅光集團有限公司	BVI 英屬處女群島	1 ordinary share of US\$1 each 1股每股面值1美元之普通股	100%	-	100%	Investment holding 投資控股
High Luck Holding (Hong Kong) Limited 高運控股(香港)有限公司	Hong Kong 香港	1 ordinary share of HK\$1 each 1股每股面值1港元之普通股	100%	-	100%	Investment holding 投資控股
High Luck Group Limited 高運集團有限公司	BVI 英屬處女群島	100 ordinary shares of US\$1 each 100股每股面值1美元之 普通股	100%	-	100%	Investment holding 投資控股
Jumbo Hope Group Limited 明協集團有限公司	Hong Kong 香港	1 ordinary share of HK\$1 each 1股每股面值1港元之普通股	100%	-	100%	Investment holding 投資控股
Novastar Capital Limited	BVI 英屬處女群島	100 ordinary shares of US\$1 each 100股每股面值1美元之 普通股	100%	-	100%	Investment holding 投資控股
Power Jet Group Limited	BVI 英屬處女群島	1 ordinary share of US\$1 each 1股每股面值1美元之普通股	100%	-	100%	Dormant 未有業務活動
Techno Wealth Limited 德富有限公司	BVI 英屬處女群島	1 ordinary share of US\$1 each 1股每股面值1美元之普通股	100%	-	100%	Investment holding 投資控股

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 18 INVESTMENTS IN SUBSIDIARIES (Continued)

#### 18 於附屬公司之投資 (續)

Name of company 公司名稱	Place of establishment/ incorporation and business 成立/註冊成立及營業地點	Particulars of issued and paid up capital 已發行及繳足股本詳情	Proportion of ownership interest 所有權權益比例			Principal activities 主要業務
			Group's effective interest 本集團之 實際權益	Held by the Company 本公司 所持有者	Held by the subsidiary 附屬公司 所持有者	
United Oil & Resources Trading Limited	Hong Kong	100 ordinary shares of HK\$1 each	100%	-	100%	Dormant
聯邦石油資源貿易有限公司	香港	100股每股面值1港元之 普通股				未有業務活動
深圳市源協貿易有限公司*	PRC 中國	Registered capital of US\$1,000,000 註冊資本1,000,000美元	100%	-	100%	Investment holding 投資控股
High Luck Group Limited Tartagal Oriental and Morillo – UTE (formerly known as “Maxipetrol Petroleros de Occidente- UTE”)	Argentina	Not applicable	69.25%	-	69.25%	Exploration of oil and gas
High Luck Group Limited Tartagal Oriental and Morillo – UTE (前稱「Maxipetrol Petroleros de Occidente – UTE」)	阿根廷	不適用				油氣勘探
United Resources Trading Limited	BVI/Hong Kong	100 ordinary shares of US\$1 each	51%	-	51%	Trading of oil products
聯邦資源貿易有限公司	英屬處女群島/香港	100股每股面值1美元之 普通股				買賣石油產品

\* Wholly foreign owned enterprise established under the PRC law

\* 根據中國法律註冊為外商獨資企業

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 19 INTEREST IN JOINT VENTURES

### 19 於合營企業之權益

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Share of net assets	28,675	37,253

Details of the Group's interest in joint ventures, which are accounted for using the equity method in the consolidated financial statements, are as follows:

有關本集團於合營企業權益（按權益法於綜合財務報表入賬）之詳情如下：

Name of joint venture 合營企業名稱	Form of business structure 業務架構形式	Place of incorporation and business 註冊成立及營業地點	Particulars of issued and paid up capital 已發行及繳足股本詳情	Proportion of ownership interest 所有權權益比例		Principal activities 主要業務
				Group's effective interest 本集團之實際權益	Held by a subsidiary 一家附屬公司所持	
Smart Win International Limited 凱智國際有限公司	Incorporated 註冊成立	BVI 英屬處女群島	200 ordinary shares of US\$1 each 200股每股面值1美元之普通股	50%	50%	Investment Holding 投資控股
Full Charming Limited	Incorporated 註冊成立	BVI 英屬處女群島	1 ordinary share of HK\$1 each 1股每股面值1港元之普通股	42.1%	42.1%	Investment Holding 投資控股
Hong Kong Oil Development Ltd. 香港石油發展有限公司	Incorporated 註冊成立	Hong Kong 香港	1 ordinary share of HK\$1 each 1股每股面值1港元之普通股	42.1%	42.1%	Investment Holding 投資控股
盤錦遼河曙光實業有限公司 ("Shuguang")* 盤錦遼河曙光實業有限公司("曙光")*	Incorporated 註冊成立	PRC 中國	Registered capital of RMB6,000,000 註冊資本人民幣6,000,000元	40%	40%	Provision of oil services 提供石油服務

\* Limited liability company established under the PRC law

\* 根據中國法律註冊為有限責任公司

Note: The Group's joint ventures are unlisted corporate entities whose quoted market prices are not available.

附註：本集團之合營企業為未上市公司實體，並無市場報價。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 19 INTEREST IN JOINT VENTURES (Continued)

Full Charming Limited and its subsidiaries ("Full Charming Group") is determined to be a material joint venture. Summarised financial information of Full Charming Group, adjusted for any differences in accounting policies, and a reconciliation to the carrying amount in the consolidated financial statements, are disclosed below:

#### 19 於合營企業之權益 (續)

Full Charming Limited及其附屬公司(「Full Charming集團」)被視作一間重大合營企業。下文披露Full Charming集團之財務資料概要(已就會計政策的任何變動進行調整)以及與綜合財務報表賬面值之對賬分析：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Gross amounts of Full Charming Group's</b>	<b>Full Charming 集團之總金額</b>		
Current assets	流動資產	<b>20,693</b>	7,125
Non-current assets	非流動資產	<b>51,726</b>	97,199
Current liabilities	流動負債	<b>(2,544)</b>	(14,304)
Equity	權益	<b>69,875</b>	90,020
Included in the above assets and liabilities:	計入上述資產及負債：		
Cash and cash equivalents	現金及現金等價物	<b>113</b>	80
Revenue	收益	-	1,032
Loss from continuing operations	來自持續經營業務虧損	<b>(14,352)</b>	(30,916)
Other comprehensive income	其他全面收益	<b>(5,793)</b>	(6,009)
Total comprehensive income	全面收益總額	<b>(20,145)</b>	(36,925)
<b>Reconciled to the Group's interest in Full Charming Group</b>	<b>與本集團於Full Charming集團的權益對賬</b>		
Gross amounts of equity attributable to the owners of Full Charming Group	Full Charming集團擁有人應佔權益之總金額	<b>66,075</b>	85,213
The Group's effective interest	本集團的實際權益	<b>42.1%</b>	42.1%
The Group's share of equity attributable to the owners of Full Charming Group	本集團應佔Full Charming集團擁有人應佔權益	<b>27,818</b>	35,875
Elimination of unrealised profits on upstream transactions	對銷上游交易未變現溢利	<b>(518)</b>	-
Carrying amount in the consolidated financial statements	綜合財務報表賬面值	<b>27,300</b>	35,875



## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 19 INTEREST IN JOINT VENTURES (Continued)

Aggregate information of joint venture that is not individually material:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Aggregate carrying amount of individually immaterial joint venture in the consolidated financial statements	綜合財務報表中個別非重大合營企業賬面總金額	1,375	1,378
Aggregate amounts of the Group's share of the joint venture's:	本集團應佔該合營企業總金額：		
Loss from continuing operations	持續經營業務之虧損	(3)	(597)
Total comprehensive income	全面收益總額	(3)	(597)

#### 19 於合營企業之權益 (續)

非個別重大的合營企業匯總資料：

#### 20 INTEREST IN JOINT OPERATION

Significant joint operation 重大合營業務	Country of operation 營運所在國家	Principal activity 主要業務	2016 二零一六年	2015 二零一五年
Palmar Largo UTE Interest	Argentina	Exploration, development and exploitation of hydrocarbons	38.15%	38.15%
Palmar Largo UTE權益	阿根廷	碳氫化合物勘探、開發及開採		

#### 20 於合營業務之權益

On 26 February 2014, the Group acquired 38.15% participating interest in Palmar Largo Union of Temporary Enterprise (the "Palmar Largo UTE Interest"). The Palmar Largo UTE Interest consists of (i) rights and obligations arising from the joint venture contract that aims at the exploration, development and exploitation of hydrocarbons in the Palmar Largo concession area and (ii) interest in the production equipment and facilities required to perform and execute the exploitation work. The hydrocarbons exploitation rights on the Palmar Largo concession area have a term of 25 years from 23 December 1992 to 23 December 2017, extendible for another 10 years up to 23 December 2027 upon the unanimous decision of the Palmar Largo UTE parties and the approval of the relevant local government. As at 31 December 2016, the Group has initiated discussions with the existing Palmar Largo UTE parties in preparation for the formal application to extend the exploitation rights for another 10 years to 23 December 2027.

於二零一四年二月二十六日，本集團收購Palmar Largo Union of Temporary Enterprise的38.15%參與權益（「Palmar Largo UTE權益」）。Palmar Largo UTE權益包括(i)合營企業合約旨在勘探、發展及開發Palmar Largo特許權區內碳氫化合物之權利及責任以及(ii)於實施及執行開採作業所需之生產設備及設施中所佔權益。Palmar Largo特許權區之碳氫化合物開發權利為期二十五年，自一九九二年十二月二十三日至二零一七年十二月二十三日，於Palmar Largo UTE參與方一致決定及相關當地政府批准後可延期十年至二零二七年十二月二十三日。於二零一六年十二月三十一日，本集團與現時Palmar Largo UTE參與方進行討論，準備正式申請將開發權利續期十年至二零二七年十二月二十三日。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 20 INTEREST IN JOINT OPERATION (Continued)

Pursuant to Palmar Largo UTE agreement, all the participants in the joint operation approve the operating and capital budgets and therefore the Group has joint control over the relevant activities of Palmar Largo UTE. According to Palmar Largo UTE agreement, the participants in Palmar Largo UTE have joint control over the rights to the assets and obligations for the liabilities relating to Palmar Largo UTE. Accordingly, Palmar Largo UTE Interest is accounted for as a joint operation in accordance with the accounting policy in note 2(e).

On 19 August 2016, the Group entered into a deed of trust with a third party company, pursuant to which the Group holds 30% interest in the Palmar Largo UTE on behalf of that third party company.

### 21 CONVERTIBLE NOTES RECEIVABLES

Cost	成本
Less: impairment loss	減：減值虧損

2016	2015
二零一六年	二零一五年
HK\$'000	HK\$'000
千港元	千港元

### 20 於合營業務之權益 (續)

根據Palmar Largo UTE協議，合營業務各參與方批准營運及資本預算，因此本集團於Palmar Largo UTE相關活動具有共同控制權。根據Palmar Largo UTE協議，Palmar Largo UTE參與方就Palmar Largo UTE相關負債之資產及責任享有共同控制權，因此，Palmar Largo UTE權益根據附註2(e)中之會計政策入賬列作共同經營。

於二零一六年八月十九日，本集團與第三方公司訂立信託契據，據此，本集團代表該第三方公司持有Palmar Largo UTE 30%權益。

### 21 應收可換股票據

		62,619	63,083
		(62,619)	(63,083)
		-	-

The Group's convertible notes receivables represent:

#### (a) BCM

Convertible notes from BCM issued during 2012 to 2014 in total principal amount of US\$8,328,000 (equivalent to approximately HK\$62,046,000), bearing interest at 8% per annum and with maturity dates on 30 August 2015, 31 December 2015, and 30 June 2016 respectively. The outstanding principle amount of the convertible notes may be converted into BCM's shares at the exercise price ranging from US\$1 to US\$2.9 per share at any time prior to the close of business on respective maturing dates.

本集團之應收可換股票據指：

#### (a) BCM

二零一二年至二零一四年期間，BCM發行之可換股票據本金總額為8,328,000美元（相等於約62,046,000港元），按年利率8厘計息，到期日分別為二零一五年八月三十日、二零一五年十二月三十一日及二零一六年六月三十日。可換股票據之未償還本金金額可在各自到期日之營業時間結束前之任何時間以每股1美元至2.9美元之行使價轉換為BCM股份。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 21 CONVERTIBLE NOTES RECEIVABLES (Continued)

#### (a) BCM (Continued)

During 2015, the Group did not receive any principal nor accrued interest in respect of the outstanding convertible notes and the said event constituted a default in repayment by BCM. BCM's principal activities are the exploration and development of oil assets in the US. In view of the lower price environment in the near future and the default, the Group provided full impairment loss of HK\$62,610,000 on the outstanding convertible notes receivables during the year ended 31 December 2015.

Management considers it appropriate to continue the fully impairment provision against the outstanding convertible notes as at 31 December 2016.

#### (b) Blue Sky

Upon completion of Transaction I on 24 February 2015, convertible notes were issued from Blue Sky to the Group with the principal amount of HK\$77,805,000, and the maturity date on 24 February 2018. All these convertible notes were converted into 205,290,521 ordinary shares of Blue Sky at the exercise price of HK\$0.379 per share.

Upon completion of Transaction II on 4 July 2016, convertible notes were issued from Blue Sky to the Group with the principal amount of HK\$132,535,000, and the maturity date on 4 July 2019. During the year ended 31 December 2016, convertible notes in principal amount of HK\$44,500,000 has been sold out and convertible notes in principal amount of HK\$88,035,000 has been converted into 232,283,240 ordinary shares of Blue Sky at the exercise price of HK\$0.379 per share.

The above convertible notes were interest free.

### 21 應收可換股票據 (續)

#### (a) BCM (續)

於二零一五年，本集團並無就尚未行使可換股票據收取任何本金或應計利息，而前述事項已構成BCM之拖欠還款。BCM之主要業務為於美國勘探及開發石油資產。鑑於短期內價格較低及拖欠記錄，本集團於截至二零一五年十二月三十一日止年度已就應收尚未行使可換股票據悉數計提減值虧損62,610,000港元。

於二零一六年十二月三十一日，管理層認為繼續按尚未行使可換股票據悉數計提減值撥備乃屬恰當之舉。

#### (b) 藍天

於二零一五年二月二十四日完成第一項交易後，藍天向本集團發行本金金額為77,805,000港元的可換股票據，到期日為二零一八年二月二十四日。可換股票據已按行使價每股0.379港元全數轉換為205,290,521股藍天普通股。

於二零一六年七月四日完成第二項交易後，藍天向本集團發行本金金額為132,535,000港元的可換股票據，到期日為二零一九年七月四日。截至二零一六年十二月三十一日止年度，已全數售出本金金額44,500,000港元之可換股票據，本金金額88,035,000港元之可換股票據已按行使價每股0.379港元轉換為232,283,240股藍天普通股。

上述可換股票據為不計息。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 21 CONVERTIBLE NOTES RECEIVABLES (Continued)

Summarised movements in the carrying amount of the convertible notes receivables are set out below:

		Loan receivable	Embedded financial derivative 嵌入式 金融衍生工具	Total
		應收貸款 HK\$'000 千港元	金融衍生工具 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 January 2015	於二零一五年一月一日	60,184	2,899	63,083
Additions	添置	47,711	32,361	80,072
Interest credited during the year	年內計入利息	7,110	-	7,110
Fair value adjustments	公允價值調整	-	3,160	3,160
Exchange adjustments	匯兌調整	(20)	-	(20)
Converted during the year	年內轉換	(52,618)	(38,177)	(90,795)
Impairment loss recognised	已確認減值虧損	(62,367)	(243)	(62,610)
At 31 December 2015	於二零一五年 十二月三十一日	-	-	-
At 1 January 2016	於二零一六年一月一日	-	-	-
Additions	添置	<b>79,383</b>	<b>137,969</b>	<b>217,352</b>
Disposals	出售	<b>(27,460)</b>	<b>(46,325)</b>	<b>(73,785)</b>
Interest credited during the year	年內計入利息	<b>3,445</b>	-	<b>3,445</b>
Fair value adjustments	公允價值調整	-	<b>3,267</b>	<b>3,267</b>
Converted during the year	年內轉換	<b>(55,368)</b>	<b>(94,911)</b>	<b>(150,279)</b>
At 31 December 2016	於二零一六年 十二月三十一日	-	-	-

#### 22 PROMISSORY NOTE RECEIVABLE

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Promissory note receivable	應收承兌票據	<b>35,786</b>	-

The promissory note was issued by Foothills as part of the considerations of the US Business Disposal and is bearing no interest and repayable on 30 June 2018.

#### 21 應收可換股票據 (續)

應收可換股票據賬面值之變動概要列載如下：

#### 22 應收承兌票據

承兌票據由Foothills發行，為美國業務出售事項之部分代價，不計息並須於二零一八年六月三十日償還。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 23 AVAILABLE-FOR-SALE-INVESTMENTS

### 23 可供出售投資

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Unlisted equity investment, at fair value	非上市股權投資，按公允價值		
– Nordaq Energy Inc. (“Nordaq”) (note (a))	– Nordaq Energy, Inc. (「Nordaq」) (附註(a))	33,627	26,933
– BCM (note (b))	– BCM (附註(b))	–	–
– Foothills Exploration (note(c))	– Foothills Exploration (附註(c))	24,802	–
		<b>58,429</b>	26,933
Unlisted equity investment, at cost (note (d))	非上市股權投資，按成本值 (附註(d))	–	–
Total	總計	<b>58,429</b>	26,933

Notes:

- (a) The equity interest in Nordaq is carried at fair value. The fair value was determined by the directors with reference to a valuation report issued by ROMA Appraisal Limited using the market approach with reference to the private placing of shares by Nordaq during the year and the share price fluctuations of comparable companies between the dates of private placing and the reporting period end date.

During the year ended 31 December 2015, there was a significant decline in the fair value of the Group's available-for-sale investments in Nordaq. The directors of the Company consider that such a decline indicates that the available-for-sale investments have been impaired and an impairment loss of HK\$73,945,000, which included a reclassification from other comprehensive income of HK\$7,171,000 has been recognised.

During the year ended 31 December 2016, in accordance with the accounting policy in note 2(n)(iv), impairment losses recognised in an interim period in respect of available-for-sale investments in Nordaq of HK\$1,698,000 have been recognised in profit or loss (note 7(c)). The increase of fair value in respect of available-for-sale investments in Nordaq of HK\$8,393,000 in the remainder of the annual period of 2016 has been recognised in other comprehensive income.

附註：

- (a) Nordaq之股權按公允價值列賬。該公允價值由董事參照羅馬國際評估有限公司發出之估值報告，使用市場法參照本年度內Nordaq私募配售股份及可比較公司於私募配售日期與本報告期末之股價波動而釐定。

於截至二零一五年十二月三十一日止年度，本集團於Nordaq的可供出售投資的公允價值大幅下跌。本公司董事認為，有關下跌顯示可供出售投資已減值並已經確認減值虧損73,945,000港元（包括來自其他全面收益7,171,000港元之重新分類）。

截至二零一六年十二月三十一日止年度，根據附註2(n)(iv)之會計政策，中期確認之有關於Nordaq可供出售投資之減值虧損1,698,000港元已於損益表確認（附註7(c)）。於二零一六年度餘下期間，有關於Nordaq可供出售投資之公允價值增加8,393,000港元已於其他全面收益確認。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)



#### 23 AVAILABLE-FOR-SALE-INVESTMENTS (Continued)

Notes: (Continued)

- (b) During the year ended 31 December 2014, the Group received 566,000 ordinary shares of BCM as remuneration for consultancy services provided to BCM which represented 3.81% equity interest of the enlarged share capital of BCM as at 31 December 2014. Due to default in repayment in 2015, full impairment loss of HK\$5,422,000 was provided for available-for-sale investment during the year ended 31 December 2015, which included a reclassification from other comprehensive income of HK\$726,000 was recognised.
- (c) On 30 December 2016, the Group received the Common Stock as part of the considerations of the US Business Disposal (see note 5(b)). The equity interest in Foothills Exploration is carried at fair value. The fair value was determined by the directors with reference to a valuation report issued by an independent appraisal firm, ROMA Appraisal Limited.
- (d) During the year ended 31 December 2015, full impairment loss on the Group's available-for-sale investment in unlisted equity investment of HK\$4,176,000 was charged to profit or loss due to the unfavourable future prospect of such investment. On 30 December 2016, the said investment formed part of the US Business Disposal and was disposed of to Foothills accordingly.

#### 23 可供出售投資 (續)

附註：(續)

- (b) 於截至二零一四年十二月三十一日止年度，本集團收到566,000股BCM普通股（佔BCM於二零一四年十二月三十一日經擴大股本的3.81%股權）作為向BCM提供顧問服務收取之酬金。由於二零一五年拖欠還款，已於截至二零一五年十二月三十一日止年度就可供出售投資之全數減值虧損5,422,000港元計提撥備，包括確認自其他全面收益重新分類之726,000港元。
- (c) 於二零一六年十二月三十日，本集團收取普通股作為美國業務出售事項之部分代價（見附註5(b)）。Foothills Exploration之股權以公允價值計量。該公允價值由董事參照羅馬國際評估有限公司發出之估值報告而釐定。
- (d) 於截至二零一五年十二月三十一日止年度，由於有關投資之未來前景欠佳，已於損益表中扣除本集團非上市股權投資之可供出售投資全數減值虧損4,176,000港元。於二零一六年十二月三十日，上述投資構成部分美國業務出售事項，並由Foothills出售。

#### 24 TRADING SECURITIES

#### 24 買賣證券

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Listed equity securities at fair value in Hong Kong	242,281	96,538

The trading securities represent Blue Sky's listed shares from conversion of convertible notes issued by Blue Sky (see note 21).

買賣證券指由藍天發行之可換股票據轉換之藍天上市股份（見附註21）。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 25 INVENTORIES

(a) Inventories in the consolidated statement of financial position comprise:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Oil products	石油產品	1,635	5,828
Consumables	易耗品	15,880	1,564
		<b>17,515</b>	7,392

(b) The analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元 (Restated – note 5) (經重列 – 附註5)
Carrying amount of inventories sold (note 7(d))	已出售存貨之賬面值 (附註7(d))	<b>48,689</b>	57,684

#### 25 存貨

(a) 於綜合財務狀況表之存貨包括：

(b) 已確認為開支並計入損益表之存貨金額之分析如下：



## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 26 TRADE AND OTHER RECEIVABLES

#### 26 應收貿易賬款及其他應收款項

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Trade receivables (note)	應收貿易賬款 (附註)	15,838	8,790
Other receivables	其他應收款項	44,066	33,477
Amount due from a joint venture	應收一間合營企業款項	7,524	11,021
Amounts due from non-controlling shareholders	應收非控股股東款項	737	1,881
VAT recoverable	可收回增值稅	51,622	34,891
Other tax recoverable	其他可收回稅項	9,637	7,020
Other prepayment and deposits	其他預付款項及訂金	13,627	54,659
		<b>143,051</b>	151,739
<b>Reconciliation to the statement of financial position:</b>	<b>於財務狀況表之對賬：</b>		
Non-current	非流動	18,684	81,830
Current	流動	124,367	69,909
		<b>143,051</b>	151,739

All of the current trade and other receivables are expected to be recovered or recognised as expense within one year.

所有即期應收貿易賬款及其他應收款項預期於一年內撥回或確認為開支。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 26 TRADE AND OTHER RECEIVABLES (Continued)

Note:

The following is an ageing analysis of trade receivables, presented based on the invoice date, which approximates the respective revenue recognition dates:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
0 – 30 days	0至30日	7,690	7,678
31 – 60 days	31至60日	7,797	736
61 – 90 days	61至90日	1	–
Over 90 days	90日以上	350	376
		<b>15,838</b>	8,790

Trade receivables are due within 30 days (2015: 30 days) from the date of billing. Further details on the Group's credit policy are set out in note 37(a).

Neither past due nor impaired	並無逾期或減值	7,690	7,678
Past due but not impaired (31 days – 90 days)	已逾期但未減值 (31日至90日)	7,798	736
Past due but not impaired (over 90 days)	已逾期但未減值 (90日以上)	350	376
		<b>15,838</b>	8,790

None of the trade receivables is individually nor collectively considered to be impaired. Receivable that was neither past due nor impaired related to customer for whom there was no recent history of default.

Receivables that were past due but not impaired related to customers that have a good track record with the Group. Management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold and collateral over these balances.

### 26 應收貿易賬款及其他應收款項 (續)

附註：

應收貿易賬款按發票日期（與各自收益確認日期相若）呈列之賬齡分析如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
應收貿易賬款自開出票據日期起30日（二零一五年：30日）內到期。有關本集團信貸政策之進一步詳情載於附註37(a)。		7,690	7,678
		7,798	736
		350	376
		<b>15,838</b>	8,790

應收貿易賬款自開出票據日期起30日（二零一五年：30日）內到期。有關本集團信貸政策之進一步詳情載於附註37(a)。

並無應收貿易賬款個別或共同視作減值。並無逾期或減值之應收款項乃與多個近期並無欠付記錄之客戶有關。		7,690	7,678
並無逾期或減值應收款項與於本集團擁有良好往績記錄的客戶有關。因其信貸質素並無重大變動，且該結餘仍被認為可全數收回，故管理層相信無需就該等結餘作減值撥備。本集團並無就該等結欠持有抵押品。		7,798	736
		350	376
		<b>15,838</b>	8,790

並無應收貿易賬款個別或共同視作減值。並無逾期或減值之應收款項乃與多個近期並無欠付記錄之客戶有關。

並無逾期或減值應收款項與於本集團擁有良好往績記錄的客戶有關。因其信貸質素並無重大變動，且該結餘仍被認為可全數收回，故管理層相信無需就該等結餘作減值撥備。本集團並無就該等結欠持有抵押品。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)



#### 27 CASH AND CASH EQUIVALENTS

(a) Cash and cash equivalents comprise:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Deposits with banks	銀行存款	-	16
Cash at bank and in hand	銀行及手頭現金	<b>398,633</b>	29,566
Cash and cash equivalents in the statements of financial position and consolidated statement of cash flows	財務狀況表及綜合現金流量報表中之現金及現金等價物	<b>398,633</b>	29,582

(b) Significant non-cash transactions:

- (i) In 2016, the Group disposed of 49% (2015: 51%) equity interest in Shine Great Group by receiving convertible notes in principle amount of HK\$132,535,000 (2015: HK\$77,805,000) (see note 5(e) and note 13(b)).
- (ii) In 2016, the convertible notes from Blue Sky in the principal amount of HK\$88,035,000 (2015: HK\$77,805,000) were converted into 232,283,240 (2015: 205,290,521) ordinary shares of Blue Sky at a conversion price of HK\$0.379 (2015: HK\$0.379) per share (see note 21(b)).
- (iii) On 30 December 2016, the Group disposed of the US Business Group by receiving Common Stock of HK\$24,802,000 and a Promissory Note of HK\$35,769,000 as part of considerations (see note 23 and 22).

#### 27 現金及現金等價物

(a) 現金及現金等價物包括：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Deposits with banks	銀行存款	-	16
Cash at bank and in hand	銀行及手頭現金	<b>398,633</b>	29,566
Cash and cash equivalents in the statements of financial position and consolidated statement of cash flows	財務狀況表及綜合現金流量報表中之現金及現金等價物	<b>398,633</b>	29,582

(b) 重大非現金交易：

- (i) 於二零一六年，本集團透過收取本金金額為132,535,000港元（二零一五年：77,805,000港元）的可換股票據，出售於盛宏集團的49%（二零一五年：51%）股權（見附註5(e)及附註13(b)）。
- (ii) 於二零一六年，本金金額為88,035,000港元（二零一五年：77,805,000港元）之藍天可換股票據以換股價每股0.379港元（二零一五年：0.379港元）轉換為232,283,240股（二零一五年：205,290,521股）藍天普通股（見附註21(b)）。
- (iii) 於二零一六年十二月三十日，本集團透過收取普通股24,802,000港元及承兌票據35,769,000港元作為出售美國業務集團之部分代價（見附註23及22）。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 28 TRADE AND OTHER PAYABLES

#### 28 應付貿易賬款及其他應付款項

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Trade payables (note (b))	應付貿易賬款 (附註(b))	29,183	10,010
Accrued expenses	應計開支	11,982	42,341
Others	其他	3,113	6,397
Financial liabilities measured amortised cost 以攤銷成本計量之金融負債		<b>44,278</b>	58,748

Notes:

- (a) All of the trade and other payables are expected to be settled within one year or are repayable on demand.
- (b) The following is an ageing analysis of the trade payables presented based on the invoice date at the end of the reporting period:

附註：

- (a) 所有應付貿易賬款及其他應付款項預期將於一年內結算或須按要求償還。
- (b) 以下為應付貿易賬款於報告期末按發票日期呈列之賬齡分析：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
0 – 30 days	0至30日	17,398	3,179
31 – 60 days	31至60日	2,322	4,300
61 – 90 days	61至90日	3,683	64
Over 90 days	90日以上	5,780	2,467
		<b>29,183</b>	10,010

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 29 OTHER BORROWINGS

#### 29 其他借貸

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Term loans due for repayment within 1 year	一年內到期償還之定期貸款	37,605	95,583
Term loans due for repayment after 1 year:	一年後到期償還之定期貸款：		
After 1 year but within 2 years	一年後但兩年內	82,754	80,962
After 2 years but within 5 years	兩年後但五年內	208,400	64,400
After 5 years	五年後	3,000	147,000
		294,154	292,362
		331,759	387,945
<b>Reconciliation to the consolidated statement of financial position:</b>	<b>於綜合財務狀況表之對賬：</b>		
Current liabilities	流動負債	37,605	95,583
Non-current liabilities	非流動負債	294,154	292,362
		331,759	387,945

Notes:

- (a) Other borrowings comprised a fixed rate loan from a related party, China Venturetechno International Co., Ltd. (see note 38(b)), of HK\$16,322,000 as at 31 December 2015. The loan was bearing interest at 6% per annum and repaid on 13 July 2016.
- (b) Certain of the Group's other borrowings are subject to the fulfilment of covenants relating to the Group's assets/liabilities ratio and consolidated adjusted tangible net assets, as are commonly found in lending arrangements with financial institutions. If the Group were to breach the covenants, the other borrowings would become payable on demand. The Group regularly monitors its compliance with these covenants. Further details of the Group's management of liquidity risk are set out in note 37(b). As at 31 December 2016, none of the covenants relating to other borrowings had been breached.

附註：

- (a) 於二零一五年十二月三十一日，其他借貸包括獲一名關聯方中國新技術創業國際有限公司（見附註38(b)）授予之金額為16,322,000港元的定息貸款。該貸款按年利率6厘計息且已於二零一六年七月十三日償還。
- (b) 本集團之若干其他借貸須受達成本集團資產／負債比率以及綜合經調整有形資產淨值有關的契諾所限，有關契諾常見於與金融機構作出之借貸安排。倘本集團違反契諾，其他借貸須按要求償還。本集團定期監控其遵守該等契諾的情況。有關本集團管理流動資金風險的進一步詳情載於附註37(b)。於二零一六年十二月三十一日，概無違反任何有關其他借貸之契諾。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 30 PROMISSORY NOTE PAYABLE

### 30 應付承兌票據

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Promissory note payable	應付承兌票據	-	32,084

The promissory note was unsecured, bearing interest at 5% per annum (2015: 5% per annum) and repaid on 11 August 2016.

承兌票據為無抵押，按年利率5%（二零一五年：年利率5%）計息及須於二零一六年八月十一日償還。

### 31 OTHER NON-CURRENT LIABILITIES

### 31 其他非流動負債

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Amount due to a joint venture (note)	應付一間合營企業款項（附註）	21,361	-

Note: The amount due to a joint venture represents a payable for purchase of a drilling equipment of HK\$21,361,000 from Shuguang with a payment term of 2 years.

附註：應付一間合營企業款項為從曙光購買鑽井設備之21,361,000港元，付款期為兩年。

### 32 EQUITY SETTLED SHARE-BASED TRANSACTIONS

The Company adopted a share option scheme on 17 May 2011 ("Share Option Scheme") whereby the directors of the Company are authorised, at their discretion, to invite any eligible person, including employees, directors, consultants, supplier and customer of the Group, to take up options for a nominal consideration to subscribe for shares of the Company.

The total number of shares which may be issued upon exercise of all options to be granted under the scheme shall not in aggregate exceed 10% of the total number of shares of the Company in issue on the adoption date of the Share Option Scheme.

### 32 以股本結算之股份支付交易

本公司於二零一一年五月十七日採納一項購股權計劃（「購股權計劃」），據此，本公司董事獲授權酌情邀請任何合資格人士，包括本集團之僱員、董事、顧問、供應商及客戶，以名義代價接納購股權以認購本公司股份。

根據計劃將予授出之所有購股權獲行使後可發行之股份總數不得超逾本公司於採納購股權計劃當日已發行股份總數之10%。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 32 EQUITY SETTLED SHARE-BASED TRANSACTIONS

(Continued)

Under the Share Option Scheme, the total number of shares to be issued upon exercise of the options granted to each eligible person (including both exercised and outstanding options) in any 12-months period shall not exceed 1% of the total number of shares in issue. The exercise price (subscription price) shall be such price as determined by the board of directors in its absolute discretion at the time of the making of the offer but in any case the exercise price shall not be lower than the highest of (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheets on the date of the offer of grant, which must be a trading day; (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the date of the offer of grant; and (iii) the nominal value of a share.

(a) As at 31 December 2016, no share option was exercisable.

The terms and conditions of the grants that existed as at 31 December 2015 are as follows:

	Number of shares issuable under options 根據購股權可予發行之股份數目	Exercise price 行使價	Vesting conditions 歸屬條件	Contractual life of options 購股權訂約年期
<b>Options granted to consultants</b> 授予顧問之購股權				
– on 8 June 2015	3,510,000	HK\$0.375	Immediate from date of grant	2 years
– 於二零一五年六月八日		0.375港元	自授出日期即時歸屬	2年
<b>Options granted to employees:</b> 授予僱員之購股權				
– on 24 January 2013 (note(ii))	445,600	HK\$0.889	Immediate from date of grant	3 years
– 於二零一三年一月二十四日 (附註(ii))		0.889港元	自授出日期即時歸屬	3年
<b>Total share options granted</b> 已授出購股權總數	3,955,600			

#### 32 以股本結算之股份支付交易 (續)

根據購股權計劃，於任何12個月期間行使授予各合資格人士之購股權（包括已行使及尚未行使購股權）將予發行之股份總數均不得超逾已發行股份總數1%。行使價（認購價）應為董事會於作出授出時全權酌情釐定之價格，惟於任何情況下，行使價不得低於以下最高者：(i)於授出日期（必須為交易日）股份在聯交所每日報價表所列收市價；(ii)緊接授出日期前五個交易日股份在聯交所每日報價表所列之平均收市價；及(iii)股份面值。

(a) 於二零一六年十二月三十一日，並無可行使之購股權。

於二零一五年十二月三十一日存在之購股權授出條款及條件如下：



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 32 EQUITY SETTLED SHARE-BASED TRANSACTIONS

(Continued)

(b) The number and the weighted average exercise prices of share options are as follows:

### 32 以股本結算之股份支付交易 (續)

(b) 購股權之數目及加權平均行使價如下：

		2016 二零一六年		2015 二零一五年	
		Weighted average exercise price	Number of shares issuable under options granted 根據已授出 購股權可予發行 之股份數目	Weighted average exercise price	Number of shares issuable under options granted 根據已授出 購股權可予發行 之股份數目
		加權平均 行使價 HK\$ 港元		加權平均 行使價 HK\$ 港元	
Outstanding at the beginning of the year	於年初尚未行使	0.433	3,955,600	0.754	21,384,000
Exercised during the year	於年內行使	0.375	(3,296,000)	0.375	(4,490,000)
Lapsed during the year (note (i))	於年內失效 (附註(i))	0.722	(659,600)	0.673	(23,376,176)
Adjustments to the number of the outstanding share options following the open offer (note (ii))	緊隨公開發售後尚未行使購股權之數目調整 (附註(ii))	-	-	0.677	2,437,776
Granted during the year (note (iii))	於年內已授出 (附註(iii))	-	-	0.375	8,000,000
Outstanding at the end of the year	於年末尚未行使	-	-	0.433	3,955,600
Exercisable at the end of the year	於年末可予行使	-	-	0.433	3,955,600

Notes:

- (i) 659,600 (2015: 23,376,176) shares options were lapsed due to the resignation of directors and employees or expiration of the vesting period.
- (ii) With reference to the provision of the Share Option Scheme, Rule 17.03(13) of the Listing Rules and the supplementary guidance issued by the Stock Exchange on 5 September 2005 regarding the interpretation of Rule 17.03(13) of the Listing Rules, the exercise price of the outstanding share options and the number of the shares that can be subscribed for upon the exercise of the outstanding share options have been adjusted as a result of the completion of the open offer (see notes 36(c)(ii)).
- (iii) On 8 June 2015, 8,000,000 share options were granted to consultants. The closing price of the Company's share immediately before the grant date was HK\$0.345.

附註：

- (i) 659,600份(二零一五年：23,376,176份)購股權已因董事及僱員辭任或歸屬期屆滿而失效。
- (ii) 經參考購股權計劃條文、上市規則第17.03(13)條及聯交所於二零零五年九月五日就上市規則第17.03(13)條之詮釋發出之補充指引，尚未行使購股權之行使價及尚未行使購股權獲行使時可供認購之股份數目，已基於完成公開發售(見附註36(c)(ii))予以調整。
- (iii) 於二零一五年六月八日已授予顧問8,000,000份購股權。本公司股份於緊接授出該等購股權日期前之收市價為0.345港元。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 32 EQUITY SETTLED SHARE-BASED TRANSACTIONS

(Continued)

- (b) The number and the weighted average exercise prices of share options are as follows (Continued)

As at 31 December 2016, the number of shares in respect of options under the Share Option Scheme that had been granted and remained outstanding was nil (2015: 3,955,600), representing 0% (2015: approximately 0.16%) of the shares of the Company in issue.

Each option gives the option holder the right to subscribe for one ordinary share in the Company and is settled gross on shares.

#### (c) Fair value of share options and assumptions

##### – Granted to directors and employees

The fair value of services received in return for share options granted is measured by reference to the fair value of share options granted. The estimate of the fair value of the share options granted is measured based on the Black-Scholes Option Pricing Model. The contractual life of the share option is used as an input into this model. Expectations of early exercise are incorporated in the models.

### 32 以股本結算之股份支付交易 (續)

- (b) 購股權之數目及加權平均行使價如下：(續)

於二零一六年十二月三十一日，根據購股權計劃已授出及仍未行使購股權涉及之股份數目為零股（二零一五年：3,955,600股），相當於本公司已發行股份之0%（二零一五年：約0.16%）。

每份購股權授予持有人權利認購本公司一股普通股，並以股份悉數結算。

#### (c) 購股權之公允價值及假設

##### – 授予董事及僱員

以授予購股權換取之服務之公允價值按已授出購股權之公允價值計量。已授出購股權之估計公允價值按柏力克舒爾斯期權定價模式計量。購股權的合約年期乃用作為該模式之輸入數據。該等模式已包括提早行使之預期。

24 January  
2013

二零一三年  
一月二十四日

Fair value of share options and assumptions	購股權之公允價值及假設	
Fair value of share options at measurement	計量之購股權公允價值	HK\$0.40 0.40港元
Share price	股價	HK\$0.99 0.99港元
Exercise price	行使價	HK\$0.99 0.99港元
Expected volatility (expressed as weighted average volatility used in the modeling under Black-Scholes option pricing model)	預期波幅（以根據柏力克舒爾斯期權定價模式使用之加權平均波幅表示）	92.87%
Option life (expressed as weighted average life used in the modeling)	期權年期（以根據模式使用之加權平均年期表示）	1.499 years 1.499年
Expected dividends	預期股息	–
Risk-free interest rate (based on exchange fund notes)	無風險利率（基於外匯基金票據）	0.14%

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 32 EQUITY SETTLED SHARE-BASED TRANSACTIONS

(Continued)

#### (c) Fair value of share options and assumptions

(Continued)

- **Granted to directors and employees** (Continued)  
The expected volatility is based on the historic volatility (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility based on publicly available information. Expected dividends are based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.
  
- **Granted to consultants**  
The fair value for share options granted is measured using the market-based approach, by reference to the discounted cash flow projections, to estimate the fair value of the professional fees that should have been paid. The value was developed by discounting future cash flows from the services to be provided by the consultants, taking into account the uniqueness of the services provided by the consultants, historical monthly payments to similar services provided by the consultants and the service period, along with other out-of-pocket expenses.

The total expense recognised in the Company's profit or loss during the year ended 31 December 2015 in respect of the grant of the aforesaid 8,000,000 share options was HK\$1,553,000.

### 32 以股本結算之股份支付交易 (續)

#### (c) 購股權之公允價值及假設 (續)

- **授予董事及僱員** (續)  
預期波幅乃按歷史波幅 (按購股權餘下之加權平均年期計算) 為基準得出，並經就因公開資料而導致未來波動之任何預期變動予以調整。預期股息乃按過往之股息為基準得出。主觀性輸入數據假設之變動可對公允價值估計造成重大影響。
  
- **授予顧問**  
所授出購股權之公允價值乃使用市場基礎法計量，並經參考貼現現金流量預測以估計應支付之專業費用之公允價值。價值乃經參考顧問所提供服務之獨特性、顧問所提供類似服務之歷史每月付款及服務期限以及其他實際開支，由貼現源自將由顧問提供之服務之未來現金流量得出。

於截至二零一五年十二月三十一日止年度，就授出上述8,000,000份購股權於本公司損益表確認之開支總額為1,553,000港元。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 33 EMPLOYEE RETIREMENT BENEFITS

The Group operates a Mandatory Provident Fund Scheme (“the MPF scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed 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, the employer and its employees are each required to make contributions to the plan at 5% of the employees’ relevant income, subject to a cap of monthly relevant income of HK\$30,000 (2015: HK\$30,000). Contributions to the plan vest immediately.

The Group also participates in the employees’ pension schemes of the respective municipal governments in various places (including Argentina) where the Group operates. The Group makes monthly contributions calculated as a percentage of the monthly basic salary and the relevant municipal government undertakes to assume the retirement benefit obligations of all existing and future retirees of the Group.

#### 34 INCOME TAX IN THE STATEMENT OF FINANCIAL POSITION

(a) Current taxation in the statement of financial position represents:

#### 33 僱員退休福利

本集團根據香港僱傭條例為僱員按香港強制性公積金計劃條例設立強制性公積金計劃(「強積金計劃」)。強積金計劃為由獨立信託人管理之定額供款退休計劃。根據強積金計劃，僱主及其僱員均須按有關僱員之收入5%向計劃作出供款，惟有關月入上限為30,000港元(二零一五年：30,000港元)。計劃供款即時歸屬。

本集團亦參與本集團經營所在各個地區(包括阿根廷)的各個地方政府的僱員公積金計劃。本集團每月作出供款，金額按每月基本薪金的某個百分比計算，而相關地方政府則承擔本集團所有現有及未來退休僱員的退休福利責任。

#### 34 財務狀況表內之所得稅

(a) 財務狀況表內之即期稅項為：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
At 1 January	於一月一日	2,176	6,153
Provision for the year	年內撥備	(11)	(9)
Under-provision in respect of prior years	過往年度撥備不足	–	(1,417)
Income tax paid	已付所得稅	11	9
Exchange adjustments	匯兌調整	(1,782)	(2,560)
At 31 December	於十二月三十一日	394	2,176
<b>Representing:</b>	<b>指：</b>		
Current tax recoverable	可收回即期稅項		
– Argentina Corporate Income Tax	– 阿根廷企業所得稅	394	2,176

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 34 INCOME TAX IN THE STATEMENT OF FINANCIAL POSITION (Continued)

##### (b) Deferred tax assets/(liabilities):

The components of deferred tax assets and liabilities recognised in the consolidated statement of financial position and the movements during the year are as follows:

		Tax losses	Fair value adjustment on business combination	Total
		稅項虧損	公允價值調整	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
At 1 January 2015	於二零一五年一月一日	1,301	(47,322)	(46,021)
Credited to profit or loss	於損益表計入	4,796	38,657	43,453
Exchange adjustments	匯兌調整	(2,471)	-	(2,471)
At 31 December 2015	於二零一五年十二月三十一日	3,626	(8,665)	(5,039)
At 1 January 2016	於二零一六年一月一日	3,626	(8,665)	(5,039)
Credited to profit or loss	於損益表計入	6,032	-	6,032
US Business Disposal	美國業務出售事項	-	8,665	8,665
Exchange adjustments	匯兌調整	(3,418)	-	(3,418)
At 31 December 2016	於二零一六年十二月三十一日	6,240	-	6,240

##### Representing:

指：

		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
Deferred tax assets	遞延稅項資產	6,240	3,626
Deferred tax liabilities	遞延稅項負債	-	(8,665)
		6,240	(5,039)

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 34 INCOME TAX IN THE STATEMENT OF FINANCIAL POSITION (Continued)

##### (c) Deferred tax assets not recognised

In accordance with the accounting policy set out in note 2(v), the Group has not recognised deferred tax assets in respect of cumulative tax losses of HK\$19,745,000 (2015: HK\$52,261,000) and impairment of non-current assets of HK\$53,291,000 (2015: HK\$110,280,000) as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity. The tax losses do not expire under current tax legislation.

#### 35 PROVISIONS

The carrying amount of the Group's provisions mainly represented the provisions for asset retirement obligations. Movements of provisions during the year are set out as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
At 1 January	於一月一日	10,900	12,353
Provision for the year	年內撥備	6,594	2,827
Exchange adjustments	匯兌調整	(728)	(4,280)
At 31 December	於十二月三十一日	16,766	10,900

In accordance with the relevant rules and regulations and the agreements with the surface owners, the Group is obliged to accrue the costs related to the future costs of plugging and abandoning its oil and gas properties, the removal of equipment and facilities from lease acreage and returning such land to its original condition, and indemnification of surface owners for the damages caused by the exploration activities. These costs reflect the estimated legal and contractual obligations associated with the normal operation of oil and gas properties and were capitalised by increasing the carrying amounts of the related assets. The provisions have been determined by the directors based on their best estimates of the level of expenditure and extent of work required.

#### 34 財務狀況表內之所得稅 (續)

##### (c) 並無確認遞延稅項資產

根據附註2(v)所列之會計政策，本集團並無就累計稅項虧損19,745,000港元(二零一五年：52,261,000港元)及非流動資產減值53,291,000港元(二零一五年：110,280,000港元)確認遞延稅項資產，此乃由於在有關稅務司法權區及實體內，不太可能有未來應課稅溢利以抵銷可供動用之稅項虧損。根據現行稅務規例，稅項虧損並未過期。

#### 35 撥備

本集團撥備之賬面值主要指資產報廢責任撥備。年內撥備之變動載列如下：

根據有關規則及法規以及與土地擁有人之協議，本集團須累計插入及廢置其油氣資產未來成本、自租賃範圍移除設備及設施以及將土地還原為其原本狀況之相關成本及由於開發活動導致損害的土地擁有人賠償金。該等成本反映隨附於油氣資產之一般營運之估計法律及合約責任，並透過增加有關資產之賬面值將其資本化。撥備由董事按開支水平及所須工作範圍作出之最佳估計而釐定。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 36 CAPITAL, RESERVES AND DIVIDENDS

#### (a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

#### The Company

		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Share-based compensation reserve 股份補償儲備 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元	Fair value reserve 公允價值儲備 HK\$'000 千港元	Contributed surplus 實收盈餘 HK\$'000 千港元	Warrants reserve 認股權證儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total equity 權益總值 HK\$'000 千港元
Balance at 1 January 2015	於二零一五年一月一日結餘	13,850	3,434,864	2,237	9,591	726	740,880	1,801	(64)	4,203,885
<b>Changes in equity for 2015</b>	<b>二零一五年之權益變動</b>									
Loss for the year	年內虧損	-	-	-	-	-	-	-	(2,340,784)	(2,340,784)
Other comprehensive income	其他全面收益	-	-	-	-	(726)	-	-	-	(726)
Equity settled share-based payments	以股本結算之股份支付	-	-	1,553	-	-	-	-	-	1,553
Shares issued under open offer (note 36(c)(iii))	根據公開發售發行股份 (附註36(c)(iii))	6,925	108,114	-	-	-	-	-	-	115,039
Shares issued under placements, net of issuing costs (note 36(c)(iii))	根據配售發行股份，扣除發行成本(附註36(c)(iii))	4,150	103,725	-	-	-	-	-	-	107,875
Shares issued under share option scheme (note 36(c)(iv))	根據購股權計劃發行股份 (附註36(c)(iv))	45	2,511	(872)	-	-	-	-	-	1,684
Lapse of share options granted under share option scheme	根據購股權計劃授出之購股權失效	-	-	(2,075)	-	-	-	-	2,075	-
Balance at 31 December 2015	於二零一五年十二月三十一日結餘	24,970	3,649,214	843	9,591	-	740,880	1,801	(2,338,773)	2,088,526

#### 本公司

		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Share-based compensation reserve 股份補償儲備 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元	Fair value reserve 公允價值儲備 HK\$'000 千港元	Contributed surplus 實收盈餘 HK\$'000 千港元	Warrants reserve 認股權證儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total equity 權益總值 HK\$'000 千港元
Balance at 1 January 2016	於二零一六年一月一日結餘	24,970	3,649,214	843	9,591	-	740,880	1,801	(2,338,773)	2,088,526
<b>Changes in equity for 2016</b>	<b>二零一六年之權益變動</b>									
Loss for the year	年內虧損	-	-	-	-	-	-	-	(140,698)	(140,698)
Other comprehensive income	其他全面收益	-	-	-	-	-	-	-	-	-
Shares issued under subscription (note 36(c)(vi))	根據認購發行之股份 (附註36(c)(vi))	34,100	523,133	-	-	-	-	-	-	557,233
Shares issued under share option scheme (note 36(c)(iv))	根據購股權計劃發行之股份 (附註36(c)(iv))	33	1,843	(640)	-	-	-	-	-	1,236
Lapse of share options granted under share option scheme	根據購股權計劃授出之購股權失效	-	-	(203)	-	-	-	-	-	(203)
Balance at 31 December 2016	於二零一六年十二月三十一日結餘	59,103	4,174,190	-	9,591	-	740,880	1,801	(2,479,471)	2,506,094



## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 36 CAPITAL, RESERVES AND DIVIDENDS (Continued)

##### (b) Dividends

There is no dividend declared attributable to the year ended 31 December 2016 (2015: HK\$Nil).

There is no dividend payable to owners of the Company attributable to previous financial year, approved and paid during the year ended 31 December 2016 (2015: HK\$Nil).

##### (c) Share capital

###### (i) Authorised and issued share capital

		2016 二零一六年		2015 二零一五年	
		No. of shares 股份數目 '000 千股	HK\$'000 千港元	No. of shares 股份數目 '000 千股	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	200,000,000	2,000,000	200,000,000	2,000,000
<b>Ordinary shares, issued and fully paid:</b>	<b>普通股，已發行及繳足：</b>				
At 1 January	於一月一日				
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股	2,497,026	24,970	1,385,024	13,850
Shares issued under open offer (note 36(c)(ii))	根據公開發售發行股份 (附註36(c)(ii))	-	-	692,512	6,925
Shares issued under placements (note 36(c)(iii))	根據配售發行股份 (附註36(c)(iii))	-	-	415,000	4,150
Shares issued under share option scheme (note 36(c)(iv))	根據購股權計劃發行股份 (附註36(c)(iv))	3,296	33	4,490	45
Shares issued under subscription (note 36(c)(v))	根據認購發行股份 (附註36(c)(v))	3,410,000	34,100	-	-
At 31 December	於十二月三十一日				
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股	5,910,322	59,103	2,497,026	24,970

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.

普通股持有人有權收取不時宣派之股息及有權於本公司大會上就每股投一票。就本公司之剩餘資產而言，所有普通股股份均享有同等地位。

#### 36 資本、儲備及股息 (續)

##### (b) 股息

並無就截至二零一六年十二月三十一日止年度宣派股息 (二零一五年：零港元)。

截至二零一六年十二月三十一日止年度，並無就上一財政年度批准並派付應付本公司擁有人之股息 (二零一五年：零港元)。

##### (c) 股本

###### (i) 法定及已發行股本

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 36 CAPITAL, RESERVES AND DIVIDENDS (Continued)

##### (c) Share capital (Continued)

###### (ii) Shares issued under open offer

On 30 January 2015, the Company completed an open offer of 692,512,000 ordinary shares at price of HK\$0.17 per share for net proceeds of HK\$115,039,000, of which HK\$6,925,000 and HK\$108,114,000 were credited to the share capital and the share premium account respectively.

###### (iii) Shares issued under placements

On 23 June 2015, the Company entered into a placing agreement with an independent placing agent, pursuant to which the Company conditionally agreed to place, through this placing agent, up to 415,000,000 ordinary shares at a price of HK\$0.268 per share to not less than six independent third parties. The placing was completed on 9 July 2015. A total of 415,000,000 ordinary shares have been placed to certain independent third parties at the price of HK\$0.268 per share. The net proceeds from the placing are approximately HK\$107,875,000, of which HK\$4,150,000 and HK\$103,725,000 were credited to the share capital and the share premium account respectively.

###### (iv) Shares issued under share option scheme

During 2016, options under the Share Option Scheme (see note 32) were exercised to subscribe for 3,296,000 ordinary shares (2015: 4,490,000 ordinary shares) of the Company at a consideration of HK\$1,236,000 (2015: HK\$1,684,000), of which HK\$33,000 (2015: HK\$45,000) was credited to the share capital and the balance of HK\$1,203,000 (2015: HK\$1,639,000) was credited to the share premium account. An amount of HK\$640,000 (2015: HK\$872,000) has been transferred from share-based compensation reserve to the share premium account in accordance with the policy set out in note 2(u).

#### 36 資本、儲備及股息 (續)

##### (c) 股本 (續)

###### (ii) 根據公開發售發行股份

於二零一五年一月三十日，本公司按每股0.17港元之價格完成公開發售692,512,000股普通股，所得款項淨額115,039,000港元，其中6,925,000港元及108,114,000港元分別計入股本及股份溢價賬。

###### (iii) 根據配售發行股份

於二零一三年六月二十三日，本公司與一名獨立配售代理訂立配售協議，據此，本公司有條件同意透過該名配售代理按每股0.268港元向不少於六名獨立第三方配售最多415,000,000股普通股。配售已於二零一五年七月九日完成。已按每股股份0.268港元之價格向若干獨立第三方配售合共415,000,000股普通股。配售所得款項淨額約為107,875,000港元，其中4,150,000港元及103,725,000港元分別計入股本及股份溢價賬。

###### (iv) 根據購股權計劃發行股份

於二零一六年，購股權計劃（見附註32）下的購股權已獲行使以認購3,296,000股本公司普通股（二零一五年：4,490,000股普通股），代價為1,236,000港元（二零一五年：1,684,000港元），其中33,000港元（二零一五年：45,000港元）已計入股本，餘額1,203,000港元（二零一五年：1,639,000港元）已計入股份溢價賬。640,000港元（二零一五年：872,000港元）已根據附註2(u)所載政策由股份補償儲備轉撥至股份溢價賬。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 36 CAPITAL, RESERVES AND DIVIDENDS (Continued)

##### (c) Share capital (Continued)

###### (v) Shares issued under subscription

On 20 July 2016, the Company completed a subscription and issued 2,910,000,000 ordinary shares to a subscriber, at a consideration of HK\$447,233,000 of which HK\$29,100,000 was credited to the share capital and the balance of HK\$418,133,000 was credited to the share premium account.

On 4 November 2016, the Company completed a subscription and issued 500,000,000 ordinary shares to a subscriber, at a consideration of HK\$110,000,000 of which HK\$5,000,000 was credited to the share capital and the balance of HK\$105,000,000 was credited to the share premium account.

##### (d) Nature and purpose of reserves

###### (i) Share premium

The application of the share premium account is governed by the Bermuda Companies Act.

###### (ii) Share-based compensation reserve

This comprises the portion of fair value of unexercised share options granted to eligible participants of the Company that has been recognised in accordance with the accounting policy adopted for share-based payments in note 2(u).

###### (iii) Capital reserve

The capital reserve of the Group represents (i) the difference between the amount by which non-controlling interests are adjusted and the fair value of the consideration paid upon acquisition of additional interests in non-wholly owned subsidiaries during the year ended 31 December 2012 and (ii) the difference between the nominal value of ordinary shares issued by the Company and the aggregate of the share capital and share premiums of subsidiaries acquired through a reorganisation in preparation for the listing of the Company's shares on the Stock Exchange in October 1998.

#### 36 資本、儲備及股息 (續)

##### (c) 股本 (續)

###### (v) 根據認購發行股份

於二零一六年七月二十日，本公司完成一項認購並向一名認購人發行2,910,000,000股普通股，代價為447,233,000港元，其中29,100,000港元已計入股本，餘額418,133,000港元已計入股份溢價賬。

於二零一六年十一月四日，本公司完成一項認購並向一名認購人發行500,000,000股普通股，代價為110,000,000港元，其中5,000,000港元已計入股本，餘額105,000,000港元已計入股份溢價賬。

##### (d) 儲備之性質及目的

###### (i) 股份溢價

股份溢價賬之使用須受百慕達公司法規管。

###### (ii) 股份補償儲備

此項儲備包括授予本公司合資格參與者並根據附註2(u)所述就股份支付採納之會計政策確認之尚未行使購股權之公允價值部分。

###### (iii) 資本儲備

本集團資本儲備指(i)非控股權益經調整金額與截至二零一二年十二月三十一日止年度收購非全資附屬公司額外權益已付代價公允價值之間的差額；及(ii)本公司已發行普通股面值與為籌備本公司股份於一九九八年十月在聯交所上市而透過重組所收購附屬公司之股本及股份溢價總額間之差額。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 36 CAPITAL, RESERVES AND DIVIDENDS (Continued)

#### (d) Nature and purpose of reserves (Continued)

##### (iv) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in note 2(y).

##### (v) Fair value reserve

The fair value reserve represents the change in fair value of the available-for-sale investments of the Group. The reserve is dealt with in accordance with the accounting policy set out in note 2(h).

##### (vi) Contributed surplus

The contributed surplus of the Group and the Company represented the credit arising from capital reduction in prior years.

Under Section 54 of the Bermuda Companies Act, contributed surplus is available for distribution as dividends to shareholders subject to the provisions of the Company's bye-laws and provided that immediately following the distribution, the Company is able to pay its liabilities as and when they fall due or the realisable value of the Company's assets would not be less than the aggregate of its liabilities and its issued share capital and share premium account.

##### (vii) Warrants reserve

The balance represented completion of warrants subscription on 17 July 2012 pursuant to the subscription agreement entered into between the Company and Max Sun. An aggregate of 100,000,000 warrants (conferring the rights to subscribe for 100,000,000 warrant shares at the exercise price of HK\$1.05 each) have been issued to Max Sun at the issue price of HK\$0.02 per warrant share, less issuance costs of approximately HK\$199,000. The subscription rights are exercisable within 60 months from date of issue of warrants.

### 36 資本、儲備及股息 (續)

#### (d) 儲備之性質及目的 (續)

##### (iv) 匯兌儲備

匯兌儲備包括海外業務財務報表換算產生之所有匯兌差額。該儲備乃根據附註2(y)所列會計政策處理。

##### (v) 公允價值儲備

公允價值儲備指本集團可供出售投資之公允價值變動。該項儲備根據附註2(h)所載之會計政策處理。

##### (vi) 實繳盈餘

本集團及本公司之實繳盈餘指過往年度削減股本產生之進賬額。

根據百慕達公司法第54條，本公司之實繳盈餘可供向股東分派股息，惟須受其公司細則條文所規限，且於緊隨分派後，本公司仍有能力支付其到期負債，或本公司資產之可變現價值不會低於其負債、已發行股本和股份溢價賬總和情況下可派付。

##### (vii) 認股權證儲備

結餘指根據本公司與萬新訂立之認購協議於二零一二年七月十七日完成認購認股權證。合共100,000,000份認股權證（賦予權利按行使價每股1.05港元認購100,000,000股認股權證股份）已按發行價每股認股權證股份0.02港元（扣除約199,000港元之發行成本）發行予萬新。認購權可自認股權證發行日期起60個月內予以行使。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 36 CAPITAL, RESERVES AND DIVIDENDS (Continued)

##### (e) Distributability of reserves

At 31 December 2016, 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\$740,880,000 (2015: HK\$740,880,000) is currently not available for distribution. The Company's share premium account in the amount of HK\$4,174,190,000 as at 31 December 2016 (2015: HK\$3,649,214,000) may be distributed in the form of fully paid bonus shares.

##### (f) Capital management

The Group's primary objectives when managing its capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefit for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholders' 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.

The Group monitors its capital structure on the basis of an adjusted gearing ratio. This ratio is calculated as net debt divided by total equity. Net debt is calculated as total borrowings (including current and non-current borrowings as shown in the consolidated statement of financial position) less cash and cash equivalents. Total equity is the balance as shown in the consolidated statement of financial position.

During 2016, the Group's strategy, which was unchanged from 2015, was to maintain the ratio at a reasonable level. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares or sell assets to reduce debt.

#### 36 資本、儲備及股息 (續)

##### (e) 可供分派儲備

於二零一六年十二月三十一日，本公司概無儲備可供現金分派及／或實物分派。根據百慕達一九八一年公司法，本公司之實繳盈餘740,880,000港元（二零一五年：740,880,000港元）現不可分派。於二零一六年十二月三十一日，本公司之股份溢價賬為4,174,190,000港元（二零一五年：3,649,214,000港元），可以繳足紅股方式分派。

##### (f) 資金管理

本集團資金管理之主要目標為保障本集團繼續作為持續經營實體之能力，旨在為股東提供回報及令其他權益人受惠，並保持最佳的股本結構以降低資本成本。

本集團會積極及定期審閱及管理其資金結構，以維持較高股東回報（其可能具有較高借貸水平）及穩健資金狀況間之平衡，並就經濟狀況之變動調整資金結構。

本集團以經調整之資本負債比率監控其資本架構。該比率為債務淨額除權益總值。債務淨額為借貸總額（包括綜合財務狀況表所示流動及非流動借貸）減現金及現金等價物。權益總值為綜合財務狀況表所示之結餘。

於二零一六年，本集團之策略為維持有關比率處於合理範圍內，與二零一五年維持不變。為維持或調整資本結構，本集團或會調整支付予股東之股息金額、發行新股份或出售資產以減低負債。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 36 CAPITAL, RESERVES AND DIVIDENDS (Continued)

##### (f) Capital management (Continued)

The adjusted gearing ratio as at 31 December 2016 and 2015 was as follow:

#### 36 資本、儲備及股息 (續)

##### (f) 資金管理 (續)

於二零一六年及二零一五年十二月三十一日經調整之資產負債比率如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Other borrowings (note 29)	其他借貸 (附註29)	<b>331,759</b>	387,945
Promissory note payable (note 30)	應付承兌票據 (附註30)	-	32,084
Total borrowings	借貸總額	<b>331,759</b>	420,029
Less: cash and cash equivalents (note 27)	減：現金及現金等價物 (附註27)	<b>(398,633)</b>	(29,582)
Net (asset)/debt	(資產) / 債務淨額	<b>(66,874)</b>	390,447
Total equity	權益總值	<b>2,651,265</b>	2,242,355
Adjusted gearing ratio	經調整之資本負債比率	<b>-3%</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概無須遵守外界規定的資本要求。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 37 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

Exposure to credit, liquidity, interest rate, currency and price risks arises in the normal course of the Group's business. The Group is also exposed to equity price risk arising from its equity investments in other entities and movements in its own equity share price.

The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

##### (a) Credit risk

- (i) Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.
- (ii) The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The default risk of the industry and country in which customers operate also has an influence on credit risk. At the end of the reporting period, the Group do not have any concentration of credit risk.
- (iii) As at 31 December 2016, the maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statement of financial position after deducting any impairment allowance.

The Group's credit risk on cash and cash equivalents is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies. The Group monitors closely the credit ratings of these counterparties and will take appropriate action when their ratings change.

#### 37 財務風險管理及金融工具公允價值

本集團面臨於一般業務過程中產生之信貸風險、流動資金風險、利率風險、貨幣及價格風險。本集團亦由於股權投資及其本身之股價變動而面臨股價風險。

本集團所面臨之該等風險及本集團就管理該等風險所採納之財務風險管理政策及常規載於下文。

##### (a) 信貸風險

- (i) 信貸風險指交易對手違反其合約責任而導致本集團財務損失之風險。本集團採取之政策為僅與信譽良好之交易對手進行交易並獲取充足抵押品（如適用），以降低因違約而導致之財務損失風險。
- (ii) 本集團面對之信貸風險主要受各客戶之個別情況影響。客戶經營業務所在行業及國家之失責風險亦會對信貸風險產生影響。於報告期末，本集團並無面對任何集中信貸風險。
- (iii) 於二零一六年十二月三十一日，最大信貸風險指綜合財務狀況表中各項金融資產（已扣除任何減值撥備）之賬面值。

現金及現金等價物之信貸風險有限，原因為交易對手為國際信貸評級機構評定具高信貸評級之銀行。本集團密切監察該等交易對手之信貸評級，且於彼等之評級變動時採取適當行動。



## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 37 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

##### (a) Credit risk (Continued)

###### (iii) (Continued)

In respect of trade and other receivables, the management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis. Credit evaluations of its customers' financial position and condition are performed on each and every major customer periodically. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and taking into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Normally, the Group does not require collateral in respect of its financial assets. Debts are usually due within 30 days (2015: 30 days) from the date of billing.

In respect of convertible notes receivables, credit evaluations of the counter parties' financial position and condition are performed. The Group reviews the recoverable amount of convertible notes receivables at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts.

- (iv) The Group does not provide any guarantees which would expose the Group to credit risk.

Further quantitative disclosure in respect of the Group's exposure to credit risk arising from promissory note receivable and trade and other receivables are set out in note 22 and 26.

#### 37 財務風險管理及金融工具公允價值 (續)

##### (a) 信貸風險 (續)

###### (iii) (續)

就應收貿易賬款及其他應收款項而言，管理層已制定信貸政策，並持續監察該等信貸風險狀況。本集團定期對每名主要客戶之財務狀況及情況進行信貸評估。該等評估集中於客戶過往於賬款到期時之還款記錄及目前的還款能力，並考慮客戶之特定資料以及與客戶經營業務所在經濟環境相關之資料。一般情況下，本集團並無就其金融資產要求抵押品。債務通常由開出賬單當日起30日（二零一五年：30日）內到期。

就應收可換股票據而言，本集團就交易對手之財務狀況及情況進行評估。本集團於報告期末審查應收可換股票據之可收回金額，以確保就不可收回金額作出充分減值虧損撥備。

- (iv) 本集團並無提供使本集團面對信貸風險之任何擔保。

與本集團因應收承兌票據及應收貿易賬款及其他應收款項引致之信貸風險有關之進一步定量披露載於附註22及26。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)



#### 37 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

##### (b) Liquidity risk

For the year ended 31 December 2016, the Group incurred a net loss of HK\$118,152,000 (2015 (restated): HK\$86,077,000) from continuing operations before assets impairment losses. As at 31 December 2016, the Group had net current assets of HK\$701,307,000 (2015: HK\$150,135,000). The liquidity of the Group is primarily dependent on its ability to maintain adequate cash inflows from operations and sufficient financing to meet its financial obligations as and when they fall due and to meet its committed future capital expenditures. The directors of the Company have carried out a detailed review of the Group's cash flow projections, which cover a period of twelve months from the reporting period end date. Based on such projects, the directors have determined that adequate liquidity exists to finance the working capital and capital expenditure requirements during that period. In preparing the cash flow projections, the directors have considered historical cash requirements of the Group as well as other key factors including new financing from lenders. The directors are of the opinion that the assumptions and sensitivities which are included in the cash flow forecast are reasonable. However, as with all assumptions in regard to future events, these are subject to inherent limitations and uncertainties and some or all of these assumptions may not be realised.

#### 37 財務風險管理及金融工具公允價值 (續)

##### (b) 流動資金風險

截至二零一六年十二月三十一日止年度，本集團產生資產減值虧損前持續經營業務產生虧損淨額118,152,000港元（二零一五年（經重列）：86,077,000港元）。於二零一六年十二月三十一日，本集團擁有流動資產淨額701,307,000港元（二零一五年：150,135,000港元）。本集團之流動資金主要依賴其維持充足業務現金流入及充分融資滿足其到期財務責任以及其承諾未來資本開支之能力。本公司董事已對本集團自報告期末起十二個月期間之現金流預測進行詳細審查。根據有關預測，董事確定具有充足流動資金撥付期內營運資金及資本開支需求。於編製現金流預測時，董事已考慮本集團過往現金需求以及其他主要因素（包括自貸方取得之新融資）。董事認為，計入現金流預測之有關假設及敏感度屬合理。然而，就未來事件之所有假設而言，該等假設受限於固有限制及不確定性，且該等假設部分或全部或會不能實現。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 37 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

#### (b) Liquidity risk (Continued)

The following table shows the remaining contractual maturities at the end the reporting period of the Group's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay:

		2016 二零一六年					2015 二零一五年						
		More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total	Carrying amount	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total	Carrying amount	
		於一年內或於要求時	超過一年但少於兩年	超過兩年但少於五年	超過五年	總值	賬面值	於一年內或於要求時	超過一年但少於兩年	超過兩年但少於五年	超過五年	總值	賬面值
		HK\$'000	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	千港元
Trade and other payables	應付貿易賬款及其他應付款項	44,278	-	-	-	44,278	44,278	58,748	-	-	-	58,748	58,748
Other borrowings	其他借貸	51,694	100,099	241,200	3,001	395,994	331,759	111,366	99,830	105,642	150,297	467,135	387,945
Promissory note payable	應付承兌票據	-	-	-	-	-	-	33,000	-	-	-	33,000	32,084
Other non-current liabilities	其他非流動負債	-	21,361	-	-	21,361	21,361	-	-	-	-	-	-
		95,972	121,460	241,200	3,001	461,633	397,398	203,114	99,830	105,642	150,297	558,883	478,777

### 37 財務風險管理及金融工具公允價值 (續)

#### (b) 流動資金風險 (續)

下表呈列本集團之金融負債(有關負債乃根據合約未貼現現金流量(包括使用合約利率或(如屬浮動利率，則按報告期末當日之利率)計算所得之利息款項)計算)於報告期末之剩餘合約到期期限以及本集團可能須付款之最早日期：

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 37 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

##### (c) Interest rate risk

The Group's interest rate risk arises primarily from interest-bearing borrowings.

##### (i) Interest rate profile

The following table details the interest rate profile of the Group's borrowings at the end of the reporting period.

		2016 二零一六年		2015 二零一五年	
		Effective interest rate 實際利率 %	HK\$'000 千港元	Effective interest rate 實際利率 %	HK\$'000 千港元
<b>Net fixed rate borrowings:</b>	<b>固定利率借貸淨額:</b>				
Other borrowings	其他借貸	4.00%-8.00%	331,759	4.00%-8.00%	387,945
Promissory note payable	應付承兌票據	-	-	5.00%	32,084
Less: Promissory note receivable	減：應收承兌票據	19.18%	(35,786)	-	-
			<b>295,973</b>		<b>420,029</b>

##### (ii) Sensitivity analysis

The directors of the Company considered that the Group's exposure to interest rate risk is not significant, no sensitivity analysis has been presented.

##### (d) Currency risk

The Group is exposed to currency risk primarily through carrying out exploration activities and investment in promissory note issued by a foreign company which give rise to promissory note receivable, cash and cash equivalents, trade and other receivables, trade and other payables and other borrowings that are denominated in a currency other than the functional currency of the operations to which the transactions relate. Presently, there is no hedging policy with respect to the foreign exchange exposure.

#### 37 財務風險管理及金融工具公允價值 (續)

##### (c) 利率風險

本集團之利率風險主要因計息借貸而產生。

##### (i) 利率組合

下表詳列本集團之借貸於報告期末之利率情況。

##### (ii) 敏感度分析

本公司董事認為本集團面對之利率風險並不重大，並無呈列利率風險之敏感度分析。

##### (d) 貨幣風險

本集團主要因進行勘探活動及投資外國公司發行的承兌票據，而就以交易相關業務功能貨幣以外貨幣計值之應收承兌票據、現金及現金等價物、應收貿易賬款及其他應收款項、應付貿易賬款及其他應付款項以及其他借貸而面臨貨幣風險。目前，本集團並無就外匯風險採取對沖政策。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 37 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

#### (d) Currency risk (Continued)

##### (i) Exposure to currency risk

The following table details the Group's exposure at the end of the reporting period 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. For presentation purposes, the amounts of the exposure are shown in Hong Kong dollars, translated using the spot rate at the year end date. Differences resulting from the translation of the financial statements of foreign operations into the Group's presentation currency are excluded.

### 37 財務風險管理及金融工具公允價值 (續)

#### (d) 貨幣風險 (續)

##### (i) 須面對之貨幣風險

下表詳述本集團於報告期末面對因以有關實體功能貨幣以外之貨幣計值之已確認資產或負債而產生之貨幣風險。就呈報目的，風險承擔金額以港元呈列，採用年度結算日之即期匯率折算。海外業務財務報表換算為本集團呈列貨幣產生之匯兌差額不包括在內。

#### Exposure to foreign currency (expressed in HK\$)

外幣風險 (以港元呈列)

		2016 二零一六年	2015 二零一五年
		US\$ 美元	US\$ 美元
		HK\$'000 千港元	HK\$'000 千港元
Promissory note receivable	應收承兌票據	35,786	—
Trade and other receivables	應收貿易賬款及其他應收款項	10,002	10,049
Cash and cash equivalents	現金及現金等價物	128,099	13,403
Trade and other payables	應付貿易賬款及其他應付款項	(129)	(129)
Other borrowings	其他借貸	(82,754)	(123,988)
Net exposure arising from recognised assets and liabilities	已確認資產及負債所產生風險淨額	91,004	(100,665)

##### (ii) Sensitivity analysis

The directors of the Company considered that the Group's exposure to currency risk is not significant and accordingly, no sensitivity analysis has been presented. It is assumed that the pegged rate between the Hong Kong dollar and the United States dollar would not be materially affected by any changes in movement in value of the United States dollar against other currencies.

##### (ii) 敏感度分析

本公司董事認為，本集團面對之外幣風險並不重大，故無呈列敏感度分析。本集團假設港元與美元之間的聯繫匯率不會因美元兌換其他貨幣價值波動之任何變動而受到重大影響。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)



#### 37 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

##### (e) Price risk

The Group is engaged in petroleum-related activities. Prices of crude oil are affected by a wide range of global and domestic political, economic and military factors which are beyond the control of the Group. A decrease in such prices could adversely affect the Group's financial position. The Group has not used any derivative instruments to hedge against potential price fluctuations of crude oil. The management will consider hedging oil exposure should the need arises.

##### (f) Equity price risk

The Group is exposed to equity price changes arising from equity investments classified as trading securities (see note 24) and available-for-sale investments (see note 23).

##### Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to equity price risk at the end of the reporting period.

At 31 December 2016, it is estimated that an increase/decrease of 5% in the relevant stock market index (for listed investments) or the equity price of comparable companies, with all other variables held constant, would have increased/decreased the Group's loss after tax and other comprehensive income by HK\$15,036,000 (2015: loss after tax HK\$6,174,000) as a result of the revaluation of trading securities and available-for-sale investments.

#### 37 財務風險管理及金融工具公允價值 (續)

##### (e) 價格風險

本集團主要從事石油相關業務。原油價格受全球及國內政治、經濟及軍事等多種因素影響，而該等因素並非本集團所能控制。該等價格下降或會對本集團財務狀況造成不利影響。本集團並無使用任何衍生工具以對沖原油之潛在價格波動。管理層將於有需要時考慮對沖石油之風險。

##### (f) 股價風險

本集團面對分類為買賣證券（見附註24）及可供出售投資（見附註23）之股權投資產生之股價變動風險。

##### 敏感度分析

下文敏感度分析根據報告期末所面對之股本價格風險釐定。

於二零一六年十二月三十一日，相關股票市場指數（上市投資）或可資比較公司股價倘增加／減少5%，而所有其他因素維持不變，本集團將因重估買賣證券或可供出售投資而增加／減少除稅後虧損及其他全面收益15,036,000港元（二零一五年：除稅後虧損6,174,000港元）。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 37 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

#### (g) Fair values measurement

##### (i) Financial assets and liabilities measured at fair value

###### *Fair value hierarchy*

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available
- Level 3 valuations: Fair value measured using significant unobservable inputs

### 37 財務風險管理及金融工具公允價值 (續)

#### (g) 公允價值計量

##### (i) 按公允價值計量之金融資產及負債

###### *公允價值等級*

下表呈列本集團於報告期末按經常性基準計量之金融工具之公允價值，根據香港財務報告準則第13號公允價值計量之定義分類為三層公允價值等級。公允價值計量之層級分類乃經參考估值技術中採用之輸入數據之可觀察性及重要性釐定如下：

- 第一層估值：僅採用第一層輸入數據計量之公允價值，即於計量日期在活躍市場上相同資產或負債之未經調整報價
- 第二層估值：採用第二層輸入數據（即不符合第一級公允價值之可觀察輸入數據）計量之公允價值，而非採用重大不可觀察輸入數據。不可觀察輸入數據指並無市場數據可作參考之輸入數據
- 第三層估值：採用重大不可觀察輸入數據計量之公允價值等級



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 37 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

#### (g) Fair values measurement (Continued)

##### (i) Financial assets and liabilities measured at fair value (Continued)

Fair value hierarchy (Continued)

### 37 財務風險管理及金融工具公允價值 (續)

#### (g) 公允價值計量 (續)

##### (i) 按公允價值計量之金融資產及負債 (續)

公允價值等級 (續)

Fair value measurements  
as at 31 December 2016 categorised into  
於二零一六年十二月三十一日分類之公允價值計量

Fair value at 31 December 2016 於二零一六年 十二月 三十一日之 公允價值 HK\$'000 千港元	Level 1	Level 2	Level 3
	第一層 HK\$'000 千港元	第二層 HK\$'000 千港元	第三層 HK\$'000 千港元
<b>Recurring fair value measurement</b>			
Assets:			
Available-for-sale investments:			
– Unlisted equity investments	58,429	–	–
Trading securities	242,281	–	–

Fair value measurements  
as at 31 December 2015 categorised into  
於二零一五年十二月三十一日分類之公允價值計量

Fair value at 31 December 2015 於二零一五年 十二月 三十一日之 公允價值 HK\$'000 千港元	Level 1	Level 2	Level 3
	第一層 HK\$'000 千港元	第二層 HK\$'000 千港元	第三層 HK\$'000 千港元
<b>Recurring fair value measurement</b>			
Assets:			
Available-for-sale investments:			
– Unlisted equity investments	26,933	–	–
Trading securities	96,538	–	–

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 37 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (Continued)

#### (g) Fair values measurement (Continued)

##### (i) Financial assets and liabilities measured at fair value (Continued)

###### *Fair value hierarchy (Continued)*

During the years ended 31 December 2016 and 2015, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

###### *Valuation techniques and inputs used in Level 2 fair value measurements*

The equity interest in Nordaq is classified as available-for-sale equity investment and carried at fair value. The fair value is valued using the market approach with reference to the private placing of shares by Nordaq and the share price fluctuations of comparable companies.

The equity interest in Foothills Exploration is classified as available-for-sale equity investment and carried at fair value. The fair value is valued using the market approach with reference to the market price of shares of Foothills Exploration with a marketability discount to account for the lock up period of 12 months from the date of issuance.

##### (ii) Fair value of financial assets and liabilities carried other than fair value

The carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 31 December 2016 and 2015.

### 37 財務風險管理及金融工具公允價值 (續)

#### (g) 公允價值計量 (續)

##### (i) 按公允價值計量之金融資產及負債 (續)

###### *公允價值等級 (續)*

截至二零一六年及二零一五年十二月三十一日止年度，第一層與第二層之間並無轉撥，第三層並無轉入或轉出。本集團政策為於報告期末公允價值等級發生轉撥時確認有關轉撥。

###### *第二層公允價值計量採用之估值技術及輸入數據*

於Nordaq之股權被分類為可供出售股權投資，並按公允價值入賬。公允價值乃經參考Nordaq之股份私募配售以及可資比較公司之股價波動採用市場法進行評估。

Foothills Exploration之股權分類為可供出售股權投資，並按公允價值入賬。公允價值乃經參考Foothills Exploration之股份市價，連同計及自發行日期起計十二個月禁售期之市場流通性折讓，採用市場法估值。

##### (ii) 按公允價值以外方式入賬之金融資產及負債之公允價值

於二零一六年及二零一五年十二月三十一日，本集團按成本或攤銷成本入賬之金融工具的賬面值與其公允價值並無重大差異。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 38 MATERIAL RELATED PARTY TRANSACTIONS

The Group has a related party relationship with the following parties:

Name of party 關聯方名稱	Relationship 關係
------------------------	--------------------

New World Tower Company Limited

The company is an associate of Chow Tai Fook (Holding) Limited, an intermediate parent of the Company  
該公司為周大福(控股)有限公司之聯營公司，為本公司之中間母公司

CiF Solutions Limited

The company is an associate of Chow Tai Fook (Holding) Limited, an intermediate parent of the Company

創庫系統有限公司

該公司為周大福(控股)有限公司之聯營公司，為本公司之中間母公司

China Venturetechno International Co., Ltd.

Mr. Cheng Kam Chiu, Stewart, the Chairman and Executive director of the Company, is a common director

中國新技術創業國際有限公司

本公司主席兼執行董事鄭錦超先生為共同董事

Blue Sky

Mr. Cheng Ming Kit, the Executive director of the Company, is a common director

藍天

本公司執行董事鄭明傑先生為共同董事

Shuguang

The company is a subsidiary of Full Charming Limited, which is a joint venture of the Group

曙光

本集團合營企業Full Charming Limited之附屬公司

Save as disclosed elsewhere in these financial statements, the Group entered into the following material related party transactions:

#### 38 重大關聯方交易

本集團與下列公司擁有關聯方關係：

除本財務報表其他地方所披露者外，本集團進行之重大關聯方交易如下：

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 38 MATERIAL RELATED PARTY TRANSACTIONS

#### (a) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 9 and certain of the highest paid employees as disclosed in note 10, is as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Short-term employee benefits	短期僱員福利	8,193	11,361
Post-employment benefits	離職後福利	72	94
		<b>8,265</b>	11,455

Total remuneration is included in "staff costs" (see note 7(b)).

酬金總額計入「員工成本」(見附註7(b))。

#### (b) Financing arrangement

#### (b) 融資安排

		Amounts due to related parties 應付關聯方款項		Related interest expenses 相關利息開支	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Loans from China Venturetecho International Co., Ltd.	來自中國新技術創業國際有限公司之貸款	-	(16,322)	525	1,322

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 38 MATERIAL RELATED PARTY TRANSACTIONS

(Continued)

##### (c) Other related party transactions

Related parties 關聯方	Nature of transactions 交易性質	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
(i) New World Tower Company Limited	Rent, rates and management fee 租金、差餉及管理費	1,926	1,933
(ii) CiF Solutions Limited 創庫系統有限公司	IT management and support 資訊科技管理及支援	108	102
(iii) Blue Sky 藍天	Disposal of associate/ subsidiaries* 出售聯營公司／附屬公司*	86,399	18,160
(iv) Shuguang 曙光	Purchase of equipment and spare parts 購買設備及零部件	32,422	—

\* On 24 February 2015, the Subscription and Transaction I have been completed and a gain on disposal of subsidiaries of HK\$18,160,000 has been recognised. On 4 July 2016, Transaction II has been completed and a gain on disposal of associate of HK\$86,399,000 has been recognised.

\* 於二零一五年二月二十四日，已完成認購事項及第一項交易，並已確認出售附屬公司之收益18,160,000港元。於二零一六年七月四日，已完成第二項交易，並已確認出售聯營公司之收益86,399,000港元。

##### (d) Applicability of Listing Rules relating to connected transactions

For the year ended 31 December 2016 and 2015, the related party transactions as disclosed in note 38(c)(i) and (iii) above constitute continuing connected transactions or connected transactions as defined in Chapter 14A of the Listing Rule. The disclosures required by Chapter 14A of the Listing Rules are provided in section "Continuing Connected Transactions" of the Directors' Report. The related party transactions as disclosed in note 38(c)(ii) above are exempt from the disclosure requirements in Chapter 14A of the Listing Rules as they are below the de minimis threshold under Rule 14A.76(1). The other related party transactions do not fall under the definition of connected transaction or continuing connected transaction as defined in Chapter 14A of the Listing Rules.

##### (d) 關連交易相關上市規則之適用性

截至二零一六年及二零一五年十二月三十一日止年度，上文附註38(c)(i)及(iii)披露之關連方交易構成上市規則第14A章界定之持續關連交易或關連交易。上市規則第14A章要求之披露載於董事會報告「持續關連交易」章節。上文附註38(c)(ii)披露之關聯方交易因低於第14A.76(1)條之最低標準獲豁免遵守上市規則第14A章之披露規定。其他關聯方交易並非上市規則第14A章界定之關連交易或持續關連交易。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

#### 39 COMMITMENTS

- (a) Capital commitments outstanding at 31 December 2016 not provided for in the consolidated financial statements were as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Authorised but not contracted for	已授權但未訂約	174,033	10,115

- (b) As at 31 December 2016, total future minimum lease payments under non-cancellable operating leases payable as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Within 1 year	一年內	943	2,916
After 1 year but within 5 years	一年後但五年內	-	1,254
		<b>943</b>	<b>4,170</b>

The Group leases its offices under operating lease arrangements. The leases for properties are negotiated for a term of one to three years. None of the leases includes contingent rentals.

#### 39 承擔

- (a) 於二零一六年十二月三十一日尚未清還惟未有於綜合財務報表撥備之資本承擔如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Authorised but not contracted for	已授權但未訂約	174,033	10,115

- (b) 於二零一六年十二月三十一日，根據不可撤銷經營租約應付未來最低租金總額如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Within 1 year	一年內	943	2,916
After 1 year but within 5 years	一年後但五年內	-	1,254
		<b>943</b>	<b>4,170</b>

本集團根據經營租約安排租賃其辦公室。有關物業租約之期限議定為介乎一至三年。概無租約包含或然租金。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)



#### 40 COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

#### 40 公司層面的財務狀況表

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
	Note 附註		
<b>Non-current assets</b>	<b>非流動資產</b>		
Investments in subsidiaries	於附屬公司之投資	<b>1,783,727</b>	1,886,421
<b>Total non-current assets</b>	<b>非流動資產總值</b>	<b>1,783,727</b>	1,886,421
<b>Current assets</b>	<b>流動資產</b>		
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	<b>600,482</b>	499,219
Cash and cash equivalents	現金及現金等價物	<b>380,125</b>	10,104
<b>Total current assets</b>	<b>流動資產總值</b>	<b>980,607</b>	509,323
<b>Current liabilities</b>	<b>流動負債</b>		
Other payables	其他應付款項	<b>9,235</b>	45,653
Other borrowings	其他借貸	<b>37,605</b>	16,322
<b>Total current liabilities</b>	<b>流動負債總額</b>	<b>46,840</b>	61,975
<b>Net current assets</b>	<b>流動資產淨值</b>	<b>933,767</b>	447,348
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>	<b>2,717,494</b>	2,333,769
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Borrowings	借貸	<b>211,400</b>	245,243
<b>Total non-current liabilities</b>	<b>非流動負債總額</b>	<b>211,400</b>	245,243
<b>NET ASSETS</b>	<b>資產淨值</b>	<b>2,506,094</b>	2,088,526
<b>CAPITAL AND RESERVES</b>	<b>股本及儲備</b>		
Share capital	股本	<b>59,103</b>	24,970
Reserves	儲備	<b>2,446,991</b>	2,063,556
<b>TOTAL EQUITY</b>	<b>權益總值</b>	<b>2,506,094</b>	2,088,526



# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 41 IMMEDIATE AND ULTIMATE CONTROLLING PARTY

At 31 December 2016, the directors consider the immediate parent and ultimate controlling party of the Group to be Max Sun and Chow Tai Fook Capital Limited respectively, which are incorporated in the BVI.

### 42 EVENTS AFTER THE REPORTING PERIOD

Subsequent to the end of the reporting period, the Company proposed an open offer on the basis of one offer share for every two shares at a price of HK\$0.25 per share. The open offer is estimated to be completed in April 2017 and the net proceeds are expected to be approximately HK\$735,160,000.

### 43 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2016

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments and new standards which are not yet effective for the year ended 31 December 2016 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group.

### 41 直接及最終控制方

於二零一六年十二月三十一日，董事認為本集團之直接母公司及最終控制方分別為於英屬處女群島註冊成立之萬新及 Chow Tai Capital Limited。

### 42 報告期後事項

於報告期末後，本公司建議按每持有兩股股份獲發一股發售股份之基準，以每股0.25港元之價格進行公開發售。公開發售預計將於二零一七年四月完成，所得款項淨額預期將為約735,160,000港元。

### 43 截至二零一六年十二月三十一日止年度已頒佈但尚未生效之修訂、新訂準則及詮釋可能產生之影響

截至本財務報表刊發日期為止，香港會計師公會已頒佈下列於截至二零一六年十二月三十一日止年度尚未生效及尚未於本財務報表採納之多項修訂及新訂準則。該等修訂及準則包括下列可能與本集團有關之修訂及準則。

**Effective for accounting periods beginning on or after**  
自以下日期或之後開始之會計期間生效

Amendments to HKAS 7, <i>Statement of cash flows: Disclosure initiative</i> 香港會計準則第7號之修訂，現金流量表：披露計劃	1 January 2017 二零一七年一月一日
Amendments to HKAS 12, <i>Income taxes: Recognition of deferred tax assets for unrealised losses</i> 香港會計準則第12號之修訂，所得稅：就未變現虧損確認遞延稅項資產	1 January 2017 二零一七年一月一日
HKFRS 9, <i>Financial instruments</i> 香港財務報告準則第9號，金融工具	1 January 2018 二零一八年一月一日
HKFRS 15, <i>Revenue from contracts with customers</i> 香港財務報告準則第15號，客戶合約收入	1 January 2018 二零一八年一月一日
Amendments to HKFRS 2, <i>Share-based payment: Classification and measurement of share-based payment transactions</i> 香港財務報告準則第2號之修訂，股份支付：分類及計量以股份支付交易	1 January 2018 二零一八年一月一日
HKFRS 16, <i>Leases</i> 香港財務報告準則第16號，租賃	1 January 2019 二零一九年一月一日

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)

### 43 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2016 (Continued)

The Group is in the process of making an assessment of what the impact of these amendments and new standards is expected to be in the period of initial application. So far the Group has identified some aspects of the new standards which may have a significant impact on the consolidated financial statements. Further details of the expected impacts are discussed below. As the Group has not completed its assessment, further impacts may be identified in due course and will be taken into consideration when determining whether to adopt any of these new requirements before their effective date and which transitional approach to take, where there are alternative approaches allowed under the new standards.

#### HKFRS 9, Financial instruments

HKFRS 9 will replace the current standard on accounting for financial instruments, HKAS 39, Financial instruments: Recognition and measurement. HKFRS 9 introduces new requirements for classification and measurement of financial assets, calculation of impairment of financial assets and hedge accounting. On the other hand, HKFRS 9 incorporates without substantive changes the requirements of HKAS 39 for recognition and derecognition of financial instruments and the classification of financial liabilities. Expected impacts of the new requirements on the Group's financial statements are as follows:

#### (a) Classification and measurement

HKFRS 9 contains three principal classification categories for financial assets: measured at (1) amortised cost, (2) fair value through profit or loss (FVTPL) and (3) fair value through other comprehensive income (FVTOCI) as follows:

- (i) The classification for debt instruments is determined based on the entity's business model for managing the financial assets and the contractual cash flow characteristics of the asset. If a debt instrument is classified as FVTOCI then effective interest, impairments and gains/losses on disposal will be recognised in profit or loss.

### 43 截至二零一六年十二月三十一日止年度已頒佈但尚未生效之修訂、新訂準則及詮釋可能產生之影響 (續)

本集團正在評估此等修訂及新訂準則於首次應用期間預期產生之影響。目前為止，本集團已識別新準則之部分方面可能會對綜合財務報表造成重大影響。預期影響之進一步詳情討論如下。由於集團尚未完成評估，可能會於適當時候確定進一步影響，並於釐定是否於生效日期前採納任何新準則以及採用哪種過渡方法時，將考慮進一步影響，根據新準則會有其他方法。

#### 香港財務報告準則第9號，金融工具

香港財務報告準則第9號將取代有關金融工具會計處理方法的現有準則香港會計準則第39號，金融工具：確認及計量。香港財務報告準則第9號引入分類及計量金融資產、計算金融資產減值及對沖會計的新規定。另一方面，香港財務報告準則第9號納入且並無大幅變動香港會計準則第39號有關確認及終止確認金融工具及金融負債分類的規定。新規定對本集團財務報表之預期影響如下：

#### (a) 分類及計量

香港財務報告準則第9號包括金融資產的三個主要分類類別：下文所述按(1)攤銷成本、(2)透過損益按公允價值(FVTPL)及(3)透過其他全面收益按公允價值(FVTOCI)計量：

- (i) 債務工具的分類根據實體管理金融資產的業務模式以及資產的合約現金流量特徵而釐定。倘若債務工具分類為FVTOCI，實際利息、減值及出售收益／虧損將在損益中確認。

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)  
(除另有說明外，所有金額均以港元列示)

### 43 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2016 (Continued) HKFRS 9, Financial instruments (Continued)

#### (a) Classification and measurement (Continued)

- (ii) For equity securities, the classification is FVTPL regardless of the entity's business model. The only exception is if the equity security is not held for trading and the entity irrevocably elects to designate that security as FVTOCI. If an equity security is designated as FVTOCI then only dividend income on that security will be recognised in profit or loss. Gains, losses and impairments on that security will be recognised in other comprehensive income without recycling.

Based on the preliminary assessment, the Group expects that its financial assets currently measured at amortised cost and FVTPL will continue with their respective classification and measurements upon the adoption of HKFRS 9.

With respect to the Group's financial assets currently classified as "available-for-sale", these are investments in equity securities which the Group may classify as either FVTPL or irrevocably elect to designate as FVTOCI (without recycling) on transition to HKFRS 9. The Group has not yet decided whether it will irrevocably designate these investments as FVTOCI or classify them as FVTPL. Either classification would give rise to a change in accounting policy as the current accounting policy for available-for-sale equity investments is to recognise fair value changes in other comprehensive income until disposal or impairment, when gains or losses are recycled to profit or loss in accordance with the Group's policies set out in notes 2(h) and 2(n). This change in policy will have no impact on the Group's net assets and total comprehensive income but will impact on reported performance amounts such as profit and earnings per share.

### 43 截至二零一六年十二月三十一日止年度已頒佈但尚未生效之修訂、新訂準則及詮釋可能產生之影響 (續) 香港財務報告準則第9號，金融工具 (續)

#### (a) 分類及計量 (續)

- (ii) 無論實體的業務模式如何，股本證券的分類均為FVTPL。唯一的例外情況是倘若股本證券並非持作買賣，且實體不可撤回地選擇將該證券指定為FVTOCI。倘若股本證券被指定為FVTOCI，只有該證券的股息收入會在損益中確認。該證券的收益、虧損及減值會在其他全面收益中確認且不會重新使用。

根據初步評估，本集團預計其目前按攤銷成本及FVTPL計量的金融資產將於採用香港財務報告準則第9號時沿用其各自的分類及計量。

鑒於本集團目前將金融資產歸類為可供出售，本集團可能將該等股本證券投資分類為FVTPL或香港財務報告準則第9號不可撤銷地選擇指定為FVTOCI（無回收）。本集團尚未決定是否不可撤銷地將該等投資指定為FVTOCI或將其分類為FVTPL。任何一種分類都會導致會計政策變更，由於可供出售股權投資的現行會計政策乃確認其他全面收益的公允價值變動，直至出售或減值，收益或損失按照附註2(h)及2(n)所述的本集團政策轉為損益。該政策變更不會對本集團的淨資產及全面收益總額產生影響，但會影響所報告的業績金額，如溢利及每股盈利。

## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)



#### 43 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2016 (Continued)

##### HKFRS 9, Financial instruments (Continued)

###### (a) Classification and measurement (Continued)

The classification and measurement requirements for financial liabilities under HKFRS 9 are largely unchanged from HKAS 39, except that HKFRS 9 requires the fair value change of a financial liability designated at FVTPL that is attributable to changes of that financial liability's own credit risk to be recognised in other comprehensive income (without reclassification to profit or loss). The Group currently does not have any financial liabilities designated at FVTPL and therefore this new requirement may not have any impact on the Group on adoption of HKFRS 9.

###### (b) Impairment

The new impairment model in HKFRS 9 replaces the "incurred loss" model in HKAS 39 with an "expected credit loss" model. Under the expected credit loss model, it will no longer be necessary for a loss event to occur before an impairment loss is recognised. Instead, an entity is required to recognise and measure expected credit losses as either 12-month expected credit losses or lifetime expected credit losses, depending on the asset and the facts and circumstances. This new impairment model may result in an earlier recognition of credit losses on the Group's trade receivables and other financial assets. However, a more detailed analysis is required to determine the extent of the impact.

#### 43 截至二零一六年十二月三十一日止年度已頒佈但尚未生效之修訂、新訂準則及詮釋可能產生之影響 (續)

##### 香港財務報告準則第9號，金融工具 (續)

###### (a) 分類及計量 (續)

香港財務報告準則第9號項下的金融負債的分類及計量規定與香港會計準則第39號相比基本不變，惟香港財務報告準則第9號規定由金融負債本身信貸風險變化引起的指定FVTPL金融負債的公平值變化須於其他全面收益中確認（不得重新分類至損益）。目標集團目前並無任何指定FVTPL金融負債，因此這項新規定可能不會於採納香港財務報告準則第9號時對本集團產生任何重大影響。

###### (b) 減值

香港財務報告準則第9號的新減值模式以「預計信貸虧損」模式取代香港會計準則第39號的「已產生虧損」模式。根據預計信貸虧損模式，不再需要在確認減值虧損之前發生虧損事件。相反，實體須將預計信貸虧損確認並計量為12個月的預計信貸虧損或整個生命周期內的預計信貸虧損，惟視乎資產及事實及情況而定。這種新減值模式可能導致就本集團的應收貿易賬款及其他金融資產提早確認信貸虧損。然而，需要進行更加詳細的分析以確定影響的程度。

#### 43 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2016 (Continued)

##### HKFRS 15, Revenue from contracts with customers

HKFRS 15 establishes a comprehensive framework for recognising revenue from contracts with customers. HKFRS 15 will replace the existing revenue standards, HKAS 18, Revenue, which covers revenue arising from sale of goods and rendering of services, and HKAS 11, Construction contracts, which specifies the accounting for revenue from construction contracts. The Group is currently assessing the impacts of adopting HKFRS 15 on its financial statements. Based on the preliminary assessment, the Group expects there will be no material impacts on its consolidated financial statements upon the adoption of HKFRS 15.

##### HKFRS 16, Leases

As disclosed in note 2(m), currently the Group classifies leases into finance leases and operating leases and accounts for the lease arrangements differently, depending on the classification of the lease. The Group enters into some leases as the lessee.

HKFRS 16 is not expected to impact significantly on the way that lessors account for their rights and obligations under a lease. However, once HKFRS 16 is adopted, lessees will no longer distinguish between finance leases and operating leases. Instead, subject to practical expedients, lessees will account for all leases in a similar way to current finance lease accounting, i.e. at the commencement date of the lease the lessee will recognise and measure a lease liability at the present value of the minimum future lease payments and will recognise a corresponding "right-of-use" asset. After initial recognition of this asset and liability, the lessee will recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the current policy of recognising rental expenses incurred under operating leases on a systematic basis over the lease term. As a practical expedient, the lessee can elect not to apply this accounting model to short-term leases (i.e. where the lease term is 12 months or less) and to leases of low-value assets, in which case the rental expenses would continue to be recognised on a systematic basis over the lease term.

#### 43 截至二零一六年十二月三十一日止年度已頒佈但尚未生效之修訂、新訂準則及詮釋可能產生之影響 (續)

##### 香港財務報告準則第15號，來自客戶合約收益

香港財務報告準則第15號建立了確認來自客戶合約收益的全面框架。香港財務報告準則第15號將取代現有收益準則，香港會計準則第18號，收益（包括銷售貨物及提供服務所產生的收益）及香港會計準則第11號，建造合約（訂明建造合約收益的會計處理方法）。本集團正在評估採納香港財務報告準則第15號對財務報表之影響。基於初步評估，本集團預期評估採納香港財務報告準則第15號將不會對綜合財務報表產生重大影響。

##### 香港財務報告準則第16號，租賃

如附註2(m)所披露，目前本集團將租賃分類為金融租賃及經營租賃，並根據租賃分類分別進行租賃安排。本集團作為承租人訂立若干租約。

預期香港財務報告準則第16號將不會大幅影響出租人根據租約將彼等權利及義務入賬的方式。然而，一旦採納香港財務報告準則第16號，承租人將不再區分融資租賃及經營租賃。相反，受實際權益方法的規限，承租人將以類似方式將所有租約入賬列作現有融資租賃會計處理方法，即於該租約開始日期，承租人將按最低日後租賃款項的現值確認及計量租賃負債，及將確認相應的「使用權」資產。於初步確認該資產及負債後，承租人將確認租賃負債結餘所產生的利息開支及使用權資產折舊，而非於租期內按系統基準確認根據經營租約所產生的租賃開支的現有政策。作為實際的權益方法，承租人可選擇不將此會計模式應用於短期租賃（即租期為12個月或以下）及低價值資產的租賃，於該等情況下，租金開支將繼續於租期內按系統基準確認。



## NOTES TO THE FINANCIAL STATEMENTS

### 財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，所有金額均以港元列示)



#### 43 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2016 (Continued)

##### HKFRS 16, Leases (Continued)

HKFRS 16 will primarily affect the Group's accounting as a lessee of leases for properties, plant and equipment which are currently classified as operating leases. The application of the new accounting model is expected to lead to an increase in both assets and liabilities and to impact on the timing of the expense recognition in the statement of profit or loss over the period of the lease. As disclosed in note 39(b), at 31 December 2016, the Group's future minimum lease payments under non-cancellable operating leases amount to HK\$943,000 for properties, the majority of which is payable either between 1 and 3 years after the reporting date. Some of these amounts may therefore need to be recognised as lease liabilities, with corresponding right-of-use assets, once HKFRS 16 is adopted. The Group will need to perform a more detailed analysis to determine the amounts of new assets and liabilities arising from operating lease commitments on adoption of HKFRS 16, after taking into account the applicability of the practical expedient and adjusting for any leases entered into or terminated between now and the adoption of HKFRS 16 and the effects of discounting.

The Group is considering whether to adopt HKFRS 16 before its effective date of 1 January 2019. However, early adoption of HKFRS 16 is only permitted if this is no earlier than the adoption of HKFRS 15. It is therefore unlikely that HKFRS 16 will be adopted before the effective date of HKFRS 15, being 1 January 2018.

#### 43 截至二零一六年十二月三十一日止年度已頒佈但尚未生效之修訂、新訂準則及詮釋可能產生之影響 (續)

##### 香港財務報告準則第16號，租賃 (續)

香港財務報告準則第16號將主要影響本集團作為租約承租人就若干物業(現時分類為經營租賃)的會計處理方法。預期應用新會計模式將導致資產及負債均有所增加，及影響租約期間於損益表確認開支的時間。誠如附註39(b)所披露，於二零一六年十二月三十一日，本集團於不可撤銷經營租約項下就物業的未來最低租約款項將達943,000港元，大部分於報告日期後一至三年內支付。因此，一旦採納香港財務報告準則第16號，若干該等款項可能須按照相應使用權資產確認為租賃負債。經考慮實際權益方法的適用性及調整現時與採納香港財務報告準則第16號之間已訂立或終止的任何租約及折讓影響後，本集團將須進行更為詳細的分析以釐定於採納香港財務報告準則第16號時經營租約承擔所產生的新資產及負債的金額。

本集團正在考慮於二零一九年一月一日生效日期前是否採納香港財務報告準則第16號。然而，只有在不早於採納香港財務報告準則第15號的情況下，才允許提早採用香港財務報告準則第16號。因此，在香港財務報告準則第15號生效日期(即二零一八年一月一日)之前將不大可能採納香港財務報告準則第16號。

# FIVE YEARS FINANCIAL SUMMARY

## 五年財務概要

Set out below is a summary of the results and a statement of net assets of the Group for the last five financial years, as extracted from the audited financial statements and reclassified as appropriate.

下文為本集團於過去五個財政年度之業績及資產淨值報表概要，乃摘錄自經審核財務報表並已在適當情況下重新分類。

### RESULTS

### 業績

		Year ended 31 December 截至十二月三十一日止年度				
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元 (Restated) (經重列)	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
<b>REVENUE</b>	<b>收益</b>					
Continuing operations	持續經營業務	57,108	66,725	81,105	321,770	129,007
Discontinued operations	已終止經營業務	53	2,582	7,633	1,085	-
		<b>57,161</b>	<b>69,307</b>	<b>88,738</b>	<b>322,855</b>	<b>129,007</b>
<b>LOSS BEFORE TAXATION</b>	<b>除稅前虧損</b>					
Continuing operations	持續經營業務	(229,615)	(1,549,322)	(88,254)	(14,119)	(60,142)
Discontinued operations	已終止經營業務	(7,055)	(198,399)	(29,657)	(17,304)	-
		<b>(236,670)</b>	<b>(1,747,721)</b>	<b>(117,911)</b>	<b>(31,423)</b>	<b>(60,142)</b>
<b>INCOME TAX</b>	<b>所得稅</b>					
Continuing operations	持續經營業務	6,021	3,371	(6,352)	(400)	448
Discontinued operations	已終止經營業務	(1)	38,656	2,140	-	-
		<b>6,020</b>	<b>42,027</b>	<b>(4,212)</b>	<b>(400)</b>	<b>448</b>
<b>(LOSS)/PROFIT ATTRIBUTABLE TO</b>	<b>應佔(虧損)/溢利</b>					
Owners of the Company	本公司擁有人	(123,349)	(1,666,254)	(120,448)	3,771	(39,917)
Non-controlling interests	非控股權益	(1,672)	(21,280)	(1,675)	(35,594)	(19,777)
		<b>(125,021)</b>	<b>(1,687,534)</b>	<b>(122,123)</b>	<b>(31,823)</b>	<b>(59,694)</b>
		As at 31 December 於十二月三十一日				
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>					
Non-current assets	非流動資產	2,282,239	2,404,147	4,015,938	4,209,999	3,785,662
Current assets	流動資產	783,190	336,550	491,178	201,959	113,608
<b>Total assets</b>	<b>資產總值</b>	<b>3,065,429</b>	<b>2,740,697</b>	<b>4,507,116</b>	<b>4,411,958</b>	<b>3,899,270</b>
Current liabilities	流動負債	81,883	186,415	298,684	298,024	62,183
Non-current liabilities	非流動負債	332,281	311,927	387,457	163,035	40,882
<b>Total liabilities</b>	<b>負債總額</b>	<b>414,164</b>	<b>498,342</b>	<b>686,141</b>	<b>461,059</b>	<b>103,065</b>
<b>NET ASSETS</b>	<b>資產淨值</b>	<b>2,651,265</b>	<b>2,242,335</b>	<b>3,820,975</b>	<b>3,950,899</b>	<b>3,796,205</b>



## GLOSSARY

### 詞彙

“BBL” 「BBL」	指	Barrel 桶
“BCF” 「BCF」	指	Billion cubic feet 十億立方呎
“BOPD” 「BOPD」	指	Barrels of oil per day 桶石油／每日
“km <sup>2</sup> ” 「km <sup>2</sup> 」	指	Square kilometers 平方公里
“MBBL” 「MBBL」	指	Thousand barrels of oil 千桶石油
“MMBBL” 「MMBBL」	指	Million barrels of oil 百萬桶石油
“MMBOE” 「MMBOE」	指	Million barrels of oil equivalent 百萬桶油當量
“MMCF” 「MMCF」	指	Million cubic feet 百萬立方呎
“Prospective Resources” 「遠景資源量」	指	Quantities of petroleum which are estimated to be potentially recovered from undiscovered accumulations 估計可能從待發現油田中開採的石油量
“Probable Reserves” 「概略儲量」	指	Additional reserves that are less certain to be recovered than Proven Reserves but which, together with Proven Reserves, are as likely as not to be recovered 相比探明儲量不大可能確定能否開採油氣的額外儲量，惟其與探明儲量均可能不可開採油氣
“Proven Reserves” 「探明儲量」	指	Proven oil and gas reserves are those quantities of oil and gas which, by analysis of geoscience and engineering data, can be estimated with reasonable certainty to be economically producible 探明油氣儲量乃通過地質及工程資料分析，可以估算並合理確定經濟上可生產的油氣儲量
“2P Reserves” 「2P 儲量」	指	Proven Reserves + Probable Reserves 探明儲量及概略儲量

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**NEW TIMES ENERGY**  
corporation limited

(Incorporated in Bermuda with limited liability)  
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