



蘇創燃氣
SUCHUANG GAS

蘇創燃氣股份有限公司

SUCHUANG GAS CORPORATION LIMITED

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號：1430



2019

Annual Report 年報

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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Ms. Su Yi (*Chairman*)
Mr. Du Shaozhou
Ms. Su Wen (appointed on 19 August 2019)
Mr. Li Jianyi (appointed on 19 August 2019)
Mr. Su Aping (*Chairman*) (resigned on 19 August 2019)
Ms. Zhu Yaying (resigned on 19 August 2019)

Non-executive Directors

Mr. Xu Lei
Mr. Jin Bo

Independent Non-executive Directors

Mr. Zhou Qingzu
Mr. Luk Wai Keung
Mr. Zhu Tong

COMPANY SECRETARY

Mr. Ng Chi Kit

AUTHORISED REPRESENTATIVES

Mr. Du Shaozhou
Mr. Ng Chi Kit

AUDIT COMMITTEE

Mr. Zhou Qingzu (*Chairman*)
Mr. Luk Wai Keung
Mr. Xu Lei
Mr. Zhu Tong

REMUNERATION COMMITTEE

Mr. Luk Wai Keung (*Chairman*)
Mr. Zhou Qingzu
Ms. Su Yi (appointed on 19 August 2019)
Ms. Zhu Yaying (resigned on 19 August 2019)

NOMINATION COMMITTEE

Ms. Su Yi (*Chairman*) (appointed on 19 August 2019)
Mr. Su Aping (*Chairman*) (resigned on 19 August 2019)
Mr. Zhou Qingzu
Mr. Luk Wai Keung

AUDITORS

Ernst & Young *Certified Public Accountants*
22nd Floor, Citic Tower, 1 Tim Mei Avenue, Central, Hong Kong

REGISTERED OFFICE

Clifton House, 75 Fort Street, PO Box 1350
Grand Cayman KY1-1108, Cayman Islands

董事會

執行董事

蘇奕女士 (*主席*)
杜紹周先生
蘇雯女士 (於2019年8月19日獲委任)
李建一先生 (於2019年8月19日獲委任)
蘇阿平先生 (*主席*) (於2019年8月19日辭任)
朱亞英女士 (於2019年8月19日辭任)

非執行董事

許雷先生
金波先生

獨立非執行董事

周慶祖先生
陸偉強先生
朱彤先生

公司秘書

吳智傑先生

授權代表

杜紹周先生
吳智傑先生

審核委員會

周慶祖先生 (*主席*)
陸偉強先生
許雷先生
朱彤先生

薪酬委員會

陸偉強先生 (*主席*)
周慶祖先生
蘇奕女士 (於2019年8月19日獲委任)
朱亞英女士 (於2019年8月19日辭任)

提名委員會

蘇奕女士 (*主席*) (於2019年8月19日獲委任)
蘇阿平先生 (*主席*) (於2019年8月19日辭任)
周慶祖先生
陸偉強先生

核數師

安永會計師事務所執業會計師
香港中環添美道1號中信大廈22樓

註冊辦事處

Clifton House, 75 Fort Street, PO Box 1350
Grand Cayman KY1-1108, Cayman Islands

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

116 Loujiang South Road, Taicang City, Suzhou
Jiangsu Province, PRC, 215400

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

30th Floor, One Taikoo Place
979 King's Road
Hong Kong

PRINCIPAL BANKERS

China Construction Bank Corporation Taicang Branch
44 Xianfu Street
Cheng Xiang Town, Taicang City, PRC

Bank of China Limited Taicang Branch
68 Xinhua Road East
Cheng Xiang Town, Taicang City, PRC

LEGAL ADVISORS

As to Hong Kong law:
Simmons & Simmons
30th Floor, One Taikoo Place
979 King's Road
Hong Kong

As to Cayman Islands law:
Appleby
2206-19 Jardine House
1 Connaught Place, Central
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Ocorian Trust (Cayman) Limited
Clifton House
75 Fort Street, PO Box 1350
Grand Cayman, KY1-1108
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

STOCK CODE

Stock code: 1430

WEBSITE

www.suchuanggas.com

總辦事處及中國主要營業地點

中國江蘇省蘇州市太倉市婁江南路116號
(郵編：215400)

香港主要營業地點

香港
英皇道979號
太古坊一座30樓

主要往來銀行

中國建設銀行股份有限公司太倉支行
中國太倉市城廂鎮
縣府街44號

中國銀行有限公司太倉支行
中國太倉市城廂鎮
新華東路68號

法律顧問

香港法律：
西盟斯律師行
香港
英皇道979號
太古坊一座30樓

開曼群島法律：
Appleby
香港中環
康樂廣場一期
怡和大廈2206-19室

主要股份過戶登記處

Ocorian Trust (Cayman) Limited
Clifton House
75 Fort Street, PO Box 1350
Grand Cayman, KY1-1108
Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心54樓

股份代號

股份代號：1430

網站

www.suchuanggas.com



Financial Highlights

財務摘要

- Revenue was approximately RMB1,329.9 million, representing an increase of approximately 20.6% from last year.
- Gross profit was approximately RMB248.5 million, representing an increase of approximately 15.7% from last year.
- Profit attributable to owners of the parent was approximately RMB70.2 million, representing a decrease of approximately 28.9% over last year.
- Basic earnings per share amounted to RMB0.08.
- The Board proposed to declare a final dividend of RMB0.028 per share for the year ended 31 December 2019, which will be subject to shareholders' approval at the annual general meeting. This represented a total distribution of RMB25.3 million for the year ended 31 December 2019.
- 收入約為人民幣1,329.9百萬元，較去年增加約20.6%。
- 毛利約為人民幣248.5百萬元，較去年增加約15.7%。
- 母公司擁有人應佔溢利約為人民幣70.2百萬元，較去年減少約28.9%。
- 每股基本盈利為人民幣0.08元。
- 董事會建議就截至2019年12月31日止年度宣派末期股息每股人民幣0.028元，惟須待股東於股東週年大會上批准後方可作實，表示本公司就截至2019年12月31日止年度的分派總額為人民幣25.3百萬元。

Chairman's Statement

主席報告

Dear Shareholders,

On behalf of the board of directors (the "Board") of Suchuang Gas Corporation Limited ("Suchuang Gas" or the "Company", and together with its subsidiaries, the "Group"), I am pleased to present to you the annual results of Suchuang Gas for the year ended 31 December 2019 (the "Year").

MARKET REVIEW AND BUSINESS REVIEW

In 2019, there was a difficult economic situation in the world, with continuous escalation of international trade frictions, the shift to easy monetary policies in most economies, the rise in the international oil price followed by a decline and a continuous fluctuation, and various geopolitical risks, posing major challenges for the global economic growth. The year marks the 70th anniversary of the founding of the People's Republic of China. Facing a number of challenges, China's overall economy "grew steadily", due to economic stimulus measures implemented by the PRC government in due course. On the whole, facing the complicated international environment and the arduous tasks of domestic reform, development and stability maintenance, China has maintained a relatively rapid economic growth and is still one of the biggest contributors to the world's economic growth. 2020 is the final year for the "13th Five-Year Plan", as well as the year for achieving the first centenary goal, when China will usher in a moderately well-off society, laying a good foundation for the "14th five-year" development and achievement of the second centenary goal.

尊敬的各位股東：

本人謹代表蘇創燃氣股份有限公司（「蘇創燃氣」或「本公司」，與其附屬公司合稱「本集團」）董事會（「董事會」）欣然向各位股東提呈蘇創燃氣截至2019年12月31日止年度（「年內」）的全年業績。

市場回顧及業務回顧

2019年，全球經濟陷入困局，國際貿易摩擦持續升級、多數經濟體貨幣政策轉向寬鬆、國際油價先揚後抑並持續震蕩，加上各種地緣政治風險都為世界經濟增長帶來重大挑戰。這一年，也是新中國成立70周年，中國經濟面對諸多挑戰下，得益於中國政府適時出台不同刺激經濟措施，保持整體經濟增長「穩中有進」。總體來看，面對錯綜複雜的國際環境和艱巨繁重的國內改革發展穩定任務，中國經濟發展保持相對較快增長之同時，依然是世界經濟增長的最大貢獻者之一。2020年是「十三五」規劃收官之年，也是實現第一個一百年奮鬥目標的一年，中國將迎來全面小康社會，為「十四五」發展和實現第二個百年奮鬥目標打好基礎。

For Taicang City, Jiangsu Province, where the Group's main business is located, major opportunities from the economic integration of the Yangtze River Delta will be seized to make future arrangements. With the upgrade of the economic integration of the Yangtze River Delta to a national strategy, the Yangtze River Delta region will become the focus of China's economic development in the future, which will support the future development of Taicang City. Active efforts have been made for Taicang City, as one of the cities closest to Shanghai, to realize the goal of "integration into Shanghai". In 2019, Taicang City was comprehensively integrated into the economic integration of the Yangtze River Delta and actively promoted the connection to Shanghai planning. The completion of the Shanghai-Nantong Railway (Phase I) accelerates the construction of the Shanghai-Nantong Railway (Phase II), and efforts will be made to extend Shanghai Jiamin Line northward. In addition, efforts are made to actively align with Shanghai industrial map, proactively integrate into Shanghai Hongqiao Central Business District, deepen the construction of the Jiading-Kunshan-Taicang collaborative innovation rim, and introduce advanced manufacturing industries including new energy vehicles, large aircraft, integrated circuit, and actively make arrangements for financial settlement, exhibition business, leisure tourism and other modern service industries. Efforts are made to strengthen the construction of mechanisms including Shanghai-Taicang joint approval, law enforcement and people-to-people exchanges.

本集團主要業務所在地江蘇省太倉市，太倉市將抓住長三角區域一體化的重大機遇佈局未來。隨着長三角一體化上升為國家戰略，長三角區域未來將成為中國經濟發展的主線，也為太倉市未來的發展注入了一針強心劑。太倉市作為距離上海最近的城市之一，積極實現「融入上海」目標。2019年，太倉市全方位融入長三角一體化，積極推進對滬規劃銜接。建成通車滬通鐵路一期，加快建設滬通鐵路二期，大力爭取上海嘉閔線北延。此外，積極對接上海產業地圖，主動融入虹橋商務區，深化嘉昆太協同創新核心圈建設，招引新能源汽車、大飛機、集成電路等先進製造業，積極佈局金融結算、會展商務、休閒旅遊等現代服務業。加強滬太聯動審批、聯合執法、人文交流等機制建設。

CONTINUOUS INCREASE IN DEMANDS FOR NATURAL GAS

In the natural gas industry in which the Group operates, the national natural gas consumption accelerated significantly during the Year, due to the frequent publication of favorable policies. In May 2019, the Measures for the Supervision and Administration of Fair Opening of Oil and Gas Pipeline Network Facilities were officially published, which promoted the fair opening of oil and gas pipeline network facilities. The establishment of national pipeline network companies will be one of the most significant and fundamental reform measures in the natural gas system reform in recent years, and will give new impetus to the whole natural gas industry chain in China, and promote the establishment of a pricing mechanism in the natural gas market. Urban gas companies will face the diversified supplies of pipeline gas, the diversified natural gas resources and the diversified prices. We believe that with the progress in the overall reform of the industry, there will be new growth opportunities for the natural gas market. With the continuous implementation of domestic "coal-to-gas" policies, continuous rationalization of all processes in the natural gas industry and steady macroeconomic growth of China, the data of NDRC show that in 2019, China's apparent consumption of natural gas reached 306.7 billion cubic meters, representing a year-on-year increase of 9.4%. The natural gas consumption continued to grow rapidly.

In mid-2019, China's Natural Gas Development Report (2019) was jointly published by the Department of Oil and Natural Gas of the National Energy Administration (國家能源局石油天然氣司), the Resource and Environmental Policy Research Institute of the Development Research Center of the State Council (國務院發展研究中心資源與環境政策研究所), and the Strategic Research Center of Oil and Gas Resources, MNR. In the report, it is believed that there are strategic opportunities for the development of China's natural gas industry. In terms of the international trend, natural gas accounts for 23% in the global energy consumption structure, and thus there will be growth potential in the future. In terms of the domestic situation, the reform of the oil and gas systems is being accelerated. Steady economic and social development will drive the sustained growth of energy demand, while natural gas plays an important role in China's energy revolution.

天然氣需求持續增加

本集團所處的天然氣行業，年內受益於有利政策的密集出台，全國天然氣消費明顯提速。2019年5月《油氣管網設施公平開放監管辦法》正式出台，推動油氣管網設施公平開放。國家管網公司的成立將是近年來天然氣體制改革中最為重大和根本性的改革措施之一，將為中國天然氣全產業鏈注入新活力，並推動天然氣市場定價機制，城市燃氣公司未來將會面對管道氣供應多元化，氣源多元化，價格多元化。我們相信，隨着行業整體改革的推進，天然氣市場將迎來新的增長機遇。隨着國內「煤改氣」政策的持續推進、天然氣產業各環節不斷理順，以及中國宏觀經濟保持穩健增長，根據國家發改委的數據顯示，2019年，中國天然氣表觀消費量3,067億立方米，同比增長9.4%。天然氣消費保持高速增長。

2019年年中，國家能源局石油天然氣司、國務院發展研究中心資源與環境政策研究所、自然資源部油氣資源戰略研究中心聯合發佈了《中國天然氣發展報告(2019)》報告。報告認為，當前我國天然氣行業發展迎來了戰略機遇。從國際趨勢看，天然氣在世界能源消費結構中佔比23%，未來仍具增長潛力。從國內形勢看，油氣體制改革正在加快推進；經濟和社會穩步發展，將帶動能源需求持續增長，而天然氣在我國能源革命中扮演着重重要角色。

In 2019, China's natural gas imports increased significantly. In 2019, China's natural gas imports totaled 96.56 million tons, representing an increase of 6.9% compared with the same period of last year, with the import amount reaching US\$41.72 billion, representing a year-on-year increase of 8.5%. In 2019, China's liquefied natural gas (LNG) imports totaled 60.25 million tons, representing a year-on-year increase of 12.2%. The construction of China's natural gas production, supply, storage and marketing system has paid off. Efforts have been made to promote key interconnection projects and arrange the construction of several regional underground gas storage bases. The gas storage capacity of the three major oil companies reached 15.36 billion cubic meters, representing an increase of approximately 1.38 billion cubic meters as compared with last year. Meanwhile, the arrangements for the construction of LNG receiving terminals have been further strengthened, with the implementation of the demonstration project for multi-modal transportation of tanks and containers, and the accelerated construction of a diversified import system. In 2020, China will vigorously promote exploration and development of oil and gas, comprehensively strengthen the construction of China's natural gas production, supply, storage and marketing system, focus on oil and gas investment, reserves, production capacity and production, expand the four major oil and gas production bases in Bohai Bay, Sichuan, Xinjiang and Ordos, and consolidate the good situation of storage and production increase. Efforts have been made to establish a multi-level gas storage system with underground gas storages and coastal LNG (liquefied natural gas) receiving terminals as the main part and inland intensive large-scale LNG storage tanks in key areas as the auxiliary part, supported by pipeline network interconnection.

2019年，中國天然氣進口量大幅增加。2019年中國天然氣累計進口9,656萬噸，比去年同期增長6.9%，進口額達417.2億美元，同比增長8.5%。2019年中國液化天然氣(LNG)進口量總計6,025萬噸，同比增長12.2%。中國天然氣產供儲銷體系建設成效顯著，推進多項互聯互通重點工程，佈局若干個區域地下儲氣庫基地，三大石油公司儲氣能力達153.6億立方米，比去年增加約13.8億立方米。同時，液化天然氣接收站佈局建設進一步加強，罐箱多式聯運示範工程實施，多元進口體系建設加快推進。2020年，我國將大力推進油氣勘探開發，全面加強天然氣產供儲銷體系建設，在油氣投資、儲量、產能和產量等方面聚焦用力，做大渤海灣、四川、新疆、鄂爾多斯四大油氣上產基地，鞏固增儲上產良好態勢。建立以地下儲氣庫和沿海LNG(液化天然氣)接收站為主、重點地區內陸集約化規模化LNG儲罐為輔、管網互聯互通為支撐的多層次儲氣系統。

During three years from 2017 to 2019, in Taicang City, efforts were made to carry out special treatment of coal-fired boilers of 10 steam tons per hour by stages, on a region-by-region basis through measures including phase-out, centralized heating, replacement with clean energy, improvement in the standards, and reconstruction. In 2019, in Taicang City, efforts were made to further promote the fight for pollution prevention and control, with continuous improvement in the level of environmental law enforcement and supervision, and the environmental quality, thus achieving a “win-win” outcome for economic development and ecological environment protection. In Taicang City, air pollution prevention and control were promoted through reducing coal burning, strengthening monitoring and promoting air treatment projects, thus achieving remarkable results. In 2019, 18 coal-fired boilers of 10-35 steam tons per hour were phased out, and 118 gas-fired boilers and 105 industry furnaces were renovated. It is expected that the natural gas consumption in Taicang City will increase with the replacement with clean energy.

Taicang Port in Taicang City is located at the junction of the Yangtze River Economic Zone and the Coastal Economic Zone, connecting major ports in Jiangsu. Due to its superior geographical location, it is expected to develop into a large LNG storage and transportation terminal in the region in the future. In 2019, Taicang Port Economic and Technological Development Zone ranked 24th in terms of comprehensive strength among development zones in Jiangsu, with the total industrial output value of RMB80.7 billion and the fixed asset investment of RMB11.9 billion. In 2019, the container throughput of Taicang Port reached 5.15 million TEUs, with the total cargo throughput of 216 million tons. With the total number of shipping routes exceeding 200, it became the largest container transportation port in the Yangtze River, and ranked 10th among ports in China and 30th in the world. The Taicang Port continued to be a major inland water transport center, which will facilitate the continuous increase in the demands in the logistics industry for LNG and compressed natural gas (“CNG”).

從2017年到2019年，太倉市利用三年時間，通過關停淘汰、集中供熱、清潔能源替代、提標改造等措施，逐步分階段、分區域對太倉市10蒸噸／小時以上燃煤鍋爐開展專項整治。2019年，太倉市深入推進污染防治攻堅戰，環境執法與監管水平持續提升，環境質量持續改善，實現了經濟發展和生態環境保護的「雙贏」。太倉市從削減燃煤、加強監測、推進大氣治理工程等方面着手，推動大氣污染防治取得顯著成效。2019年，淘汰10~35蒸噸燃煤鍋爐18台，整治燃氣鍋爐118台、工業窯爐105台。預計太倉市的天然氣消費量隨着清潔能源替代而提升。

太倉市的太倉港是長江經濟帶與沿海經濟帶交匯處，基於其地理位置優越，連接江蘇各大主要港口，未來有望發展成為區內的大型LNG儲運碼頭。2019年，太倉港經濟技術開發區實現工業總產值807億元，固定資產投資119億元，位居江蘇省開發區綜合排名第24位。2019年，太倉港碼頭集裝箱吞吐量達515萬標箱，貨物總吞吐量2.16億噸。航線累計達到200多條，成為長江集裝箱運輸第一大港，位居中國港口排名第10位，全球港口排名第30位。太倉港繼續成為主要的內河運輸物流中心，亦將有利物流行業對LNG及壓縮天然氣（「CNG」）的持續需求增長。

At present, for the Taicang Port Economic and Technological Development Zone, more than 2,000 projects are introduced with a total investment of more than RMB140 billion and include projects of 29 Fortune 500 companies, such as Exxon Mobil, Procter & Gamble, BP and Reckitt Benckiser; and projects of 29 central enterprises, such as CNPC, COSCO, China National Building Material, CNAC; and projects of 35 American enterprises, such as Honeywell, Ecolab, TPI and Zippo. For the port area, efforts are made to consolidate and improve the two 10-billion-level industrial bases namely the light industry and paper-making base and the power and energy base, develop six 10-billion-level industries, namely the green energy industry, functional material industry, intelligent equipment industry, health and medicine industry, high-grade lubricating oil industry, and cleaning and nursing product industry, and construct four logistics and trade centers, namely port shipping logistics operation center, spot commodity trading center, trade settlement center of well-known brands, and building economy innovation and entrepreneurship center, so as to accelerate the formation of a modern riverside industrial system of "eight bases and four centers".

CLEAR STRATEGY OF DIVERSIFIED DEVELOPMENT

After 40 years of reform and opening-up, China has become the world's second-largest economy. Meanwhile, it cannot be ignored that the high-energy consumption and high-emission mode on which high-speed development relied is no longer sustainable. The Chinese government has clearly proposed to accelerate the reform of the ecological civilization system and build a beautiful China. Under the guidance of the spirit, China's green and low-carbon development will certainly promote China's ecological environment construction to a new level.

目前，太倉港經濟技術開發區共引進各類項目2,000多個，總投資1,400多億元人民幣，其中世界500強投資項目29家，如埃克森美孚、寶潔、BP、利潔時；央企項目29家，如中石油、中遠、中建材、中航；美資企業35家，如霍尼韋爾、藝康、TPI、之寶等。港區正在鞏固提升輕工造紙、電力能源兩個百億級產業基地，培育壯大綠色能源、功能材料、智能裝備、健康醫藥、高檔潤滑油、清潔護理用品六個百億級產業，構建港口航運物流運營、大宗商品現貨交易、知名品牌貿易結算、樓宇經濟創新創業等4個物流貿易中心，加快形成「八基地、四中心」的臨江現代產業體系。

多元化發展戰略清晰

中國經過改革開放40年的發展，已經成為世界第二大經濟體。同時不能忽視的是，高速發展曾依託的高能耗高排放模式已經無法持續。中國政府已明確提出，加快生態文明體制改革，建設美麗中國。在此精神的引領下，中國的綠色低碳發展必將推動中國的生態環境建設邁向新台階。

In order to respond to the call of our country to help achieve China's low-emission development strategic goal in 2050, the Group acquired a 51% equity interest in Xinjiang Dunhua Gas Engineering Technology Co., Ltd. ("Dunhua Gas") in 2017. Dunhua Gas expects to have profit in 2020. In April 2018, the Group acquired 9.16% of the enlarged issued share capital of Xinjiang Dunhua Petroleum Technology Co., Ltd. (新疆敦華石油技術股份有限公司) ("Dunhua Petroleum") through Suchuang Gas (Shanghai) Co., Ltd. (蘇創燃氣(上海)有限公司) ("Suchuang Shanghai"), a wholly-owned subsidiary of the Company, at a total consideration of RMB48 million. Dunhua Petroleum is mainly engaged in promotion and provision of relevant petrochemicals technology and software as well as information technology services, and relevant businesses of oil and natural gas exploration. The Group is optimistic about the business prospects and technical advantages of Dunhua Petroleum, and expects that it will invest in a number of subsequent projects in the future, and integrate traditional clean energy business with innovative technologies to achieve the strategic target of low emissions.

In addition, in May 2018, the Group injected RMB17.5 million into Beijing Beilun Energy Technology Co., Ltd. (北京北侖能源科技有限公司) ("Beijing Beilun"), which is mainly engaged in natural gas heating services and gas business. Upon the completion, the Group held 20% of the shares of Beijing Beilun. The capital injection represents the process of transforming the Company into a comprehensive clean energy supplier. The Group is committed to synergizing and leveraging the resource advantages of the Company and Beijing Beilun to achieve strategic development of diversification of integrated clean energy businesses, enhance the Group's comprehensive strength in the energy industry, and provide strong support for the development of clean gas heating projects and distributed energy projects in the city.

為了響應國家的號召，助力實現中國2050年低排放發展戰略目標，2017年本集團收購了新疆敦華氣體工程技術有限公司（「敦華氣體」）的51%股權，該公司預計於2020年將實現盈利。2018年4月，本集團通過本公司的全資附屬公司蘇創燃氣（上海）有限公司（「蘇創上海」）以總代價人民幣4,800萬元收購新疆敦華石油技術股份有限公司（「敦華石油」）經擴大已發行股本9.16%股權。敦華石油主要從事推廣及提供有關石化產品技術及軟件以及信息技術的服務，以及提供有關石油及天然氣勘探的相關業務。本集團看好敦華石油的業務前景及技術優勢，料其未來可投入多個後續項目，將傳統清潔能源業務與創新科技相結合，努力實現低排放戰略目標。

此外，2018年5月，本集團向主要從事天然氣清潔供暖服務、燃氣業務的北京北侖能源科技有限公司（「北京北侖」）注資人民幣1,750萬元。完成後，本集團持有北京北侖20%股份。此次注資體現了公司轉型為綜合清潔能源供應商的進程。本集團將致力協同和發揮公司及北京北侖各自的資源優勢，實現綜合清潔能源業務多元化的策略性發展，提升本集團於能源產業的綜合實力，並為城市發展清潔燃氣供暖項目及分佈式能源項目提供有力的支持。

On 9 September 2019, the Group, through its wholly owned subsidiary, Taicang Natural Gas Co., Ltd. (“Taicang Natural Gas”), entered into an acquisition agreement with Shanghai Jieling Technology Co., Ltd. (“Shanghai Jieling”) and Jiangsu Tengxu Energy Management Co., Ltd. (“Tengxu Energy”) to acquire the 100% equity interest in Tengxu Energy, at a total consideration of RMB18.0 million. Tengxu Energy also became an indirectly wholly owned subsidiary of the Group. Tengxu Energy mainly engages in contract energy management and development and management distributed energy systems project, through its own advanced technologies.

The Group also tries to invest and explore other businesses. On 8 January 2020, the Group and Shanghai Fosun Tourism Management Co., Ltd. (上海复星旅遊管理有限公司) (“Shanghai Fosun Tourism”), a wholly-owned subsidiary of Fosun Tourism Group (复星旅游文化集团) (“Fosun Tourism”) entered into a non-binding strategic cooperation framework agreement (the “Strategic Cooperation Framework Agreement”) for a term of five years from the date of the Strategic Cooperation Framework Agreement to establish a cooperative relationship in relation to, among other things, the provision of clean energy to the tourism destination projects of Fosun Tourism and its subsidiaries. The strategic cooperation between the Company and Shanghai Fosun Tourism will create synergies for each other to explore the feasibility and cooperation in the areas of tourism projects and clean energy investments.

PROSPECTS

At the beginning of 2020, when the outbreak of the novel coronavirus pneumonia began, the Group put the protection of the health of its employees first. Although the delay in work resumption has put pressure on the operation of the Group, the Group has actively taken measures to minimize the impact of the outbreak. Meanwhile, the Group donated 10,000 N95 masks in Taicang City to support the fight against the outbreak.

於2019年9月9日，本集團通過全資附屬公司太倉市天然氣有限公司(「太倉天然氣」)與上海捷凌科技有限公司(「上海捷凌」)及江蘇騰旭能源管理有限公司(「騰旭能源」)簽訂收購協議，以總代價人民幣1,800萬元購買騰旭能源的100%股權。騰旭能源亦同時成為本集團間接全資附屬公司。騰旭能源主要業務為通過先進的自有技術，從事合同能源管理、分佈式能源系統項目的開發和管理。

集團亦嘗試其他業務的投資與探索。於2020年1月8日，本集團與复星旅游文化集团(「复星旅文」)之全資附屬公司上海复星旅遊管理有限公司(「上海复星旅遊」)訂立不具約束力的戰略合作框架協議(「戰略合作框架協議」)，自戰略合作框架協議日期起為期五年，以就(其中包括)向复星旅文及其附屬公司的旅遊目的地項目提供清潔能源建立合作關係。本公司與上海复星旅文之間的戰略合作將為彼此創造協同作用，以探討旅遊項目及清潔能源投資所在領域的可行性及合作。

未來展望

2020年初新型冠狀肺炎病毒疫情爆發，本集團以保護員工身體健康為首要原則。雖然延期復工為集團運營帶來壓力，本集團積極採取措施將疫情造成的影響降到最低。同時，集團向太倉市捐贈10,000隻N95口罩為對抗疫情出力。

At the macro level, the global economy has been affected by the outbreak, with major economies facing many challenges including the economic downturn, the slowdown in corporate profit growth and international political fluctuations. Global economic growth is expected to slow down in 2020. However, 2020 is the final year for the “13th Five-Year Plan”, as well as the year for achieving the first centenary goal, when China will usher in a moderately well-off society, and thus it is crucial to maintain stable economic growth. The keynote of China’s macro policy for 2020 is basically set for looser fiscal and monetary policies which focus on stabilizing the overall demand, so as to handle complex international problems including trade frictions between China and the United States more moderately and flexibly. Meanwhile, the structural reform of China’s one-off energy consumption has been continuously promoted. With the implementation of policies and measures including “coal-to-gas”, limitations on the use of coal and increasingly strict environmental protection and ecological construction, a long-term, continuous and steady growth in the natural gas consumption in the future is expected, thus providing a good growth driver for the development of the natural gas industry in China.

As China’s economy continues to grow, Taicang City, an industrial city located in the economic hub of the Yangtze River Delta and adjacent to Shanghai, will further give full play to its geographical advantages, so as to promote the high-quality economic development. With the rapid development of major transportation infrastructure including railways, highways and waterways in the region, the comprehensive transportation system of Taicang City will be increasingly improved, making Taicang City one of the few cities in the Yangtze River Delta region with the comprehensive transportation system with “simultaneous development of highways, railways and waterways, and interconnection of rivers and seas”, and further converting geographical advantages to an economic driving force and creating enormous growth potential for the energy needs of local and surrounding cities.

宏觀層面，全球經濟受到疫情拖累，主要經濟體面臨經濟形勢下滑、企業盈利增長放緩和國際政局波動等多方面的挑戰，2020年全球經濟增長預計或有所放緩。但同時，2020年是「十三五」規劃收官之年，也是實現第一個一百年奮鬥目標的一年，中國將迎來全面小康社會，保持經濟穩定增長至關重要。2020年的宏觀政策基本定調，着眼於穩定總需求的財政與貨幣政策將更加寬鬆，應對中美貿易摩擦等複雜國際問題將溫和且更具彈性。與此同時，中國一次性能源消費結構改革持續推進，天然氣消費規模在「煤改氣」、限煤，以及日益嚴格的環保生態建設等政策的貫徹落實下，未來將有望可繼續實現長期穩健增長，為中國天然氣產業發展提供良好的增長動力。

隨着中國經濟持續增長，地處長三角經濟樞紐、上海毗鄰的工業城市太倉，將進一步發揮地理優勢，推動經濟高質量發展。隨着區內鐵路、公路、水路等重大交通基礎設施建設快速推進，太倉市的綜合交通運輸體系將日趨完善，成為長三角地區為數不多擁有「公鐵水齊頭並進，江海河互聯互通」綜合交通運輸體系的的城市，進一步將地域優勢轉化為經濟動能，並為當地及周邊城市的能源需求創造巨大增長潛力。

For Taicang City, Jiangsu Province, major opportunities from the economic integration of the Yangtze River Delta will be seized to make future arrangements. With the upgrade of the economic integration of the Yangtze River Delta to a national strategy, the Yangtze River Delta region will become the focus of China's economic development in the future, which will support the future development of Taicang City. Active efforts have been made for Taicang City, as one of the cities closest to Shanghai, to realize the goal of "integration into Shanghai". Driven by the overall policy of the economic integration of the Yangtze River Delta, Taicang City keeps up with the industry development trend and focuses on its development. Taicang has clarified its effort to accelerate modern industry system construction, and has located the "1115" industry development target, namely the annual production value of the high-end equipment manufacturing industry, the new material industry and the biopharmaceutical industry respectively reaching RMB100 billion, RMB100 billion and RMB50 billion, and the annual revenue of the logistics trade and headquarters economy reaching RMB100 billion.

In 2019, Taicang will launch the "Project Construction Breakthrough Year" campaign to accelerate the construction of 100 key projects with a total investment of more than RMB120 billion, and strived to basically achieve three 100 billion-level targets by 2020. Projects, including Reckitt Benckiser personal care and health product project, Nike China Logistics Center (phase III), the automobile new energy field, Wu Zhongxing pharmaceutical harbor, and aviation industrial park, have been gradually implemented. Meanwhile, the construction of the scientific education innovation district, which is centered at Taicang campuses of Northwestern Polytechnical University and Xi'an Jiaotong-Liverpool University, will start, and talents and innovation resources gathered by the two universities will help provide emerging strategies for future industry incubation in Taicang.

太倉市將抓住長三角區域一體化的重大機遇佈局未來。隨着長三角一體化上升為國家戰略，長三角區域未來將成為中國經濟發展的主線，也為太倉市未來的發展注入了一針強心劑。太倉市作為距離上海最近的城市之一，積極實現「融入上海」目標。受長三角一體化整體政策拉動的同時，太倉市緊扣產業發展潮流，聚焦自身發展。太倉明確加快構築現代產業體系，鎖定「1115」產業發展目標，即高端裝備製造1,000億元、新材料1,000億元、物質及總部經濟1,000億元、生物醫藥500億元。

2019年，太倉將開展「項目建設突破年」活動，加快推進100隻重點項目建設，總投資超1,200億元，力爭到2020年基本實現三個千億級目標。利潔時個人護理及健康產品項目、耐克中國物流中心三期、汽車新能源領域、吳中星藥港、航空產業園等項目逐步落實發展。同時，繞西北工業大學、西交利物浦大學太倉校區而建的科教創新區即將啟動建設，兩所大學集聚的人才、創新資源將為太倉未來產業孵化提供新興策略。

In the future, in addition to the arrangements for the Yangtze River Delta region, the Group will further strategically develop markets with high growth potential outside East China. It plans to realize expansion into regions and fields through acquisition of equity interest or various cooperation models, so as to expand the business size.

ACKNOWLEDGEMENT

On behalf of the Board, I would like to express my heartfelt gratitude to our Shareholders, customers and partners for their long-term support for the Group and would also like to extend my gratitude to the Board, the management and all employees for their hard work and contributions over the past year. In 2020, let's work hard together to achieve further sound business development and generate greater returns for our investors.

Su Yi

Chairman

Hong Kong, 31 March 2020

未來，除長三角區域的佈局，本集團將進一步策略性的發展華東地區以外的具良好增長潛力的市場，計劃通過股權收購或各類型合作模式，實現地域性及領域性拓展，以擴張業務規模。

致謝

本人僅代表董事會向長期支持本集團的股東，客戶及合作夥伴致以最誠摯的謝意，並感謝董事會、管理團隊及全體員工在過去一年的辛勤努力及貢獻，2020年，讓我們攜手共進，實現更穩健的業務發展，為投資者帶來更大的價值回報。

主席

蘇奕

香港，2020年3月31日

Profile of Directors and Senior Management

董事及高級管理層履歷

DIRECTORS

Our Board currently consists of nine Directors, comprising four executive Directors, two non-executive Directors and three independent non-executive Directors. The following table sets out certain information about our Directors as at the date of this annual report:

董事

我們的董事會現時由九名董事組成，包括四名執行董事、兩名非執行董事及三名獨立非執行董事。下表列載有關本公司董事於本年報日期的部份資料：

Name 姓名	Age 年齡	Roles and responsibilities 職位及責任
Executive Directors 執行董事		
Ms. Su Yi (Chairman) 蘇奕女士(主席)	47	Overall strategic planning and business direction and overseeing the overall execution of the Group's strategy 整體策略計劃及業務方向以及監督本集團策略的整體執行情況
Mr. Du Shaozhou 杜紹周先生	67	Managing the day-to-day operations of the Group 管理本集團的日常運作
Ms. Su Wen 蘇雯女士	44	Assisting the chairman in formulating the overall strategic planning and business direction of the Group 協助主席制定本集團整體策略計劃及業務方向
Mr. Li Jianyi 李建一先生	46	Implementation and monitoring of the Group's strategic plans and inter-departmental coordination within our Group 實行及監察本集團的策略計劃及本集團跨部門協調
Non-executive Directors 非執行董事		
Mr. Xu Lei 許雷先生	51	Performing roles as a non-executive Director 履行非執行董事的職務
Mr. Jin Bo 金波先生	49	Performing roles as a non-executive Director 履行非執行董事的職務
Independent Non-executive Directors 獨立非執行董事		
Mr. Zhou Qingzu 周慶祖先生	87	Performing roles as an independent non-executive Director 履行獨立非執行董事的職務
Mr. Zhu Tong 朱彤先生	51	Performing roles as an independent non-executive Director 履行獨立非執行董事的職務
Mr. Luk Wai Keung 陸偉強先生	55	Performing roles as an independent non-executive Director 履行獨立非執行董事的職務

Executive Directors

Ms. Su Yi (蘇奕), aged 47, was appointed as an executive Director on 30 June 2016. She was appointed as the Executive Vice Chairman of the Board on 21 February 2017 and was re-designated as the chairman of the Board on 19 August 2019. She is responsible for the overall strategic planning and business direction of the Group and overseeing the overall execution of the Group's strategy. Ms. Su has more than 10 years' experience in computer software and project management. She worked at the New York City Housing Authority of the United States of America (the "US") from May 2005 to May 2015 and served various positions including computer specialist (software). She worked on human resources administration for the City of New York of the US from November 2002 to May 2005.

Ms. Su obtained a master degree in science from Pace University in January 2003. She has been certified as a Project Management Professional (PMP) by the Project Management Institute since July 2006. She also obtained a certification for people program at the TOGAF 9 certified level in December 2015. Ms. Su is the sister of Ms. Su Wen, an executive Director, and a daughter of Mr. Su Aping and Ms. Zhu Yaying. Ms. Su is one of the several eligible beneficiaries of two discretionary trusts of which First Advisory Trust (Singapore) Limited acts as their trustees and Fung Yu Holdings Limited and Total Honest International Investment Ltd, each a substantial Shareholder of the Company, are indirectly wholly owned by it as trustee for the discretionary trusts.

Mr. Du Shaozhou (杜紹周), aged 67, is the chief executive officer of the Company and was appointed as an executive Director on 12 September 2014. Mr. Du is responsible for managing the day-to-day operations of the Group. He has over 45 years of experience in the oil and gas industry. From September 2008 to August 2012, Mr. Du served at PetroChina Kunlun Natural Gas Usage Company Limited (中石油昆侖天然氣利用有限公司) as deputy general manager, deputy secretary to the Communist Party Committee, secretary to the Disciplinary Committee and chairman of the labour union. From April 1995 to September 2008, Mr. Du held various senior positions in Shenzhen Petroleum

執行董事

蘇奕女士，47歲，於2016年6月30日獲委任為執行董事。彼於2017年2月21日獲委任為董事會常務副主席及於2019年8月19日調任為董事會主席，負責本集團的整體策略計劃及業務方向，以及監督本集團戰略的整體執行情況。蘇女士在計算機軟件及項目管理方面擁有逾10年經驗。彼於2005年5月至2015年5月期間就職於美利堅合眾國（「美國」）New York City Housing Authority，擔任多個職位，包括計算機專家（軟件）。彼於2002年11月至2005年5月期間負責美國the City of New York的人力資源管理工作。

蘇女士於2003年1月獲佩斯大學理科碩士學位。彼自2006年7月起獲項目管理協會認證為項目管理專業人員。彼亦於2015年12月獲TOGAF 9個人計劃認證。蘇女士為執行董事蘇雯女士的胞姐，及蘇阿平先生及朱亞英女士的女兒。蘇女士為豐瑞信託（新加坡）有限公司作為其受託人的兩家全權信託的數名合資格受益人之一，本公司主要股東Fung Yu Holdings Limited及誠創國際投資有限公司均由其作為全權信託的受託人間接全資擁有。

杜紹周先生，67歲，為本公司行政總裁並於2014年9月12日獲委任為執行董事。杜先生負責管理本集團的日常運作。他於油氣行業擁有逾45年經驗。由2008年9月至2012年8月，杜先生於中石油昆侖天然氣利用有限公司任職副總經理、黨委副書記、紀委書記及工會主席。於1995年4月至2008年9月，杜先生於深圳石油實業有限公司擔任副總經理、黨委副書記、紀委書記及工會主席等多個高級職位。於1978年6月至1995年4月，他於中國石油工業部（其後稱為中國石油天然氣總公司及中國石油天然氣集團公司）辦

Industrial Co., Ltd. (深圳石油實業有限公司) such as deputy general manager, deputy secretary to the Communist Party Committee, secretary to the Disciplinary Committee and chairman of the labour union. From June 1978 to April 1995, he worked at the Ministry of Petroleum Industry of the PRC (中國石油工業部) (later known as China National Petroleum Company and China National Petroleum Corporation) where he held various positions including secretary and secretary (deputy division chief level) (副處級秘書). From December 1975 to June 1978, Mr. Du worked at the Locomotive Team of Daqing Oilfield Construction Headquarter (大慶油田油建指揮部機關車隊). From October 1969 to December 1975, Mr. Du worked at the Liaohe Oilfield Geophysical Exploration (遼河油田物探處). Mr. Du obtained a diploma in Public Administration from Staff University of Continuing Education of the Party School of the Central Committee of the CPC (中共中央黨校職工業餘大學) in the PRC in July 1990.

Ms. Su Wen (蘇雯), aged 44, was appointed as an executive Director on 19 August 2019. Ms. Su has been the executive assistant at Argus Holding Corporation, a wholly-owned subsidiary of the Company in the US since January 2019. Ms. Su is responsible for assisting the Chairman in formulating the business strategies of the Group. Ms. Su has extensive experience in international trading. She worked as an export supervisor at Mediterranean Shipping Co. in the US from June 2005 to December 2008 and an import and export supervisor at ACT Logistics in the US from January 2009 to October 2009.

Ms. Su obtained a bachelor degree in business administration, majoring in international business, from Schiller International University in the US in May 2001. Ms. Su is the sister of Ms. Su Yi, the chairman of the Board and an executive Director, and a daughter of Mr. Su Aping and Ms. Zhu Yaying. Ms. Su is one of the several eligible beneficiaries of two discretionary trusts, of which First Advisory Trust (Singapore) Limited acts as their trustees, and Fung Yu Holdings Limited and Total Honest International Investment Ltd, each a substantial Shareholder of the Company, are indirectly wholly owned by it as trustee for the discretionary trusts.

公廳工作，擔任秘書及副處級秘書等多個職位。於1975年12月至1978年6月，杜先生於大慶油田油建指揮部機關車隊任職。於1969年10月至1975年12月，杜先生於遼河油田物探處任職。杜先生於1990年7月在中國取得中共中央黨校職工業餘大學行政管理文憑。

蘇雯女士，44歲，於2019年8月19日獲委任為執行董事。蘇女士自2019年1月於本公司於美國的全資附屬公司Argus Holding Corporation擔任執行助理。蘇女士負責協助主席制定本集團業務策略。蘇女士於國際貿易擁有廣泛經驗。彼自2005年6月至2008年12月於美國的Mediterranean Shipping Co.擔任出口總監，並自2009年1月至2009年10月於美國的ACT Logistics擔任進出口總監。

蘇女士於2001年5月自美國席勒國際大學獲得商業管理學士學位，主修國際商業。蘇女士為董事會主席兼執行董事蘇奕女士的胞妹，及蘇阿平先生及朱亞英女士的女兒。蘇女士為豐瑞信託(新加坡)有限公司作為其受託人的兩家全權信託的數名合資格受益人之一，本公司主要股東Fung Yu Holdings Limited及誠創國際投資有限公司均由其作為全權信託的受託人間接全資擁有。

Mr. Li Jianyi (李建一), aged 46, was appointed as an executive Director on 19 August 2019. Mr. Li joined the Group in November 2013 and has been the investment controller of the Company. Mr. Li is responsible for the implementation and monitoring of the Group's strategy plans as well as inter-departmental coordination within the Group. Before joining the Group, Mr. Li was the chief branch secretary of the Communist Youth League of Henan Oilfield and Oil Production First Factory Feiya Company (河南油田採油一廠飛亞公司) from July 1997 to December 1998. He worked at Shenzhen Huayou Enterprise Development Co., Ltd. (深圳華油實業發展有限公司) serving several positions including sales manager, assistant to general manager and the deputy general manager from December 1998 to June 2006. During June 2006 to March 2010, Mr. Li served as the deputy general manager of Zhanjiang Shenyang Cage Technology Co., Ltd. (湛江深洋網箱科技有限公司) and he worked at Shenzhen Greenwheel Electric Vehicle Group Co., Ltd. (深圳市陸地方舟新能源電動車集團有限公司) from April 2010 to November 2013 with last position as the project controller.

Mr. Li graduated with a bachelor degree in management engineering from Southwest Petroleum University in July 1997. Mr. Li obtained a master degree of business administration from Macau University of Science and Technology in June 2004.

Non-Executive Directors

Mr. Xu Lei (許雷), aged 51, was appointed as a Director on 27 February 2014 and was re-designated as a non-executive Director on 12 September 2014. He has over 15 years of experience in investment and business advisory in the PRC. Mr. Xu joined Prax Capital Equity Management Co., Ltd. (普凱股權投資管理(上海)有限公司) in August 2003 and is currently a managing partner of Prax Capital, responsible for leading and conducting the fund's investment activities in the PRC.

Mr. Xu obtained a Master of Business Administration from the Wharton School of the University of Pennsylvania in the United States in May 2001 and a Bachelor of Law from Ningbo University in the PRC in July 1991.

李建一先生，46歲，於2019年8月19日獲委任為執行董事。李先生於2013年11月加入本集團後一直擔任本公司投資總監。李先生負責實行及監察本集團的策略計劃及本集團跨部門協調。加入本集團前，李先生自1997年7月至1998年12月於河南油田採油一廠飛亞公司擔任共青團總支部書記。彼自1998年12月至2006年6月於深圳華油實業發展有限公司擔任多個職務，包括銷售經理、總經理助理及副總經理。自2006年6月至2010年3月，李先生於湛江深洋網箱科技有限公司擔任副總經理，並自2010年4月至2013年11月於深圳市陸地方舟新能源電動車集團有限公司任職，最後職位為項目總監。

李先生於1997年7月自西南石油學院管理工程專業本科畢業。李先生於2004年6月自澳門科技大學獲工商管理碩士學位。

非執行董事

許雷先生，51歲，於2014年2月27日獲委任為董事，並於2014年9月12日獲調任為非執行董事。他在中國投資及商業諮詢方面擁有逾15年經驗。許先生於2003年8月加入普凱股權投資管理(上海)有限公司，現時為普凱投資的主管合夥人，負責領導及實施基金於中國的投資活動。

許先生於2001年5月在美國賓夕法尼亞大學沃頓商學院取得工商管理碩士學位，並於1991年7月在中國寧波大學取得法學學士學位。

Mr. Jin Bo (金波), aged 49, was appointed as a non-executive Director on 3 September 2018. Mr. Jin has been the vice president and secretary of the board of the directors of Shanghai Dazhong Public Utilities (Group) Co., Ltd. (上海大眾公用事業(集團)股份有限公司) (“Shanghai Dazhong Public Utilities”) since May 2017 and February 2017, respectively. Shanghai Dazhong Public Utilities is a company listed on both the Shanghai Stock Exchange with stock code 600635 and the Stock Exchange with stock code 1635 and is a substantial shareholder of the Company through its wholly-owned subsidiary, Dazhong (Hong Kong) International Corporation Limited. Mr. Jin joined Shanghai Dazhong Public Utilities in May 2010 as the investment director and served as a director and the general manager of Shanghai Dazhong Group Capital Equity Investment Co., Ltd. (上海大眾集團資本股權投資有限公司), a subsidiary of Shanghai Dazhong Public Utilities, until September 2015. From June 2016 to September 2016, Mr. Jin served as the secretary to the board of directors and assistant to the president of China Grand Automotive Services Co., Ltd. (廣匯汽車服務股份公司), a company listed on the Shanghai Stock Exchange with stock code 600297. Mr. Jin rejoined Shanghai Dazhong Public Utilities in October 2016 as the investment director. Mr. Jin has been an executive director and the general manager of Shanghai Dazhong Municipal Development Co., Ltd. (上海大眾市政發展有限公司) since August 2017. He has also been an executive director and the general manager of Shanghai Xiangyin Road Tunnel Construction Development Co., Ltd. (上海翔殷路隧道建設發展有限公司) since August 2017.

Mr. Jin obtained a bachelor degree in industrial management engineering from Shanghai Institute of Building Materials (上海建築材料工業學院) (now known as Tongji University) in July 1993 and a master of business administration from China Europe International Business School in September 2008.

Mr. Jin was granted the title of senior economist by Shanghai Expertise Qualification Review Committee, Economics Series (Sphere of Urban Construction and Transportation) (上海市經濟系列(城市建設與交通領域)高級專業技術職務任職資格審定委員會) in May 2005.

金波先生，49歲，於2018年9月3日獲委任為非執行董事。自2017年5月及2017年2月起，金先生一直分別擔任上海大眾公用事業(集團)股份有限公司(「上海大眾公用事業」)的副總裁及董事會秘書。上海大眾公用事業乃一家均於上海證券交易所上市(股份代號：600635)及聯交所上市(股份代號：1635)的公司，透過其全資附屬公司大眾(香港)國際有限公司成為本公司主要股東。金先生於2010年5月加入上海大眾公用事業擔任投資總監，於2015年9月前一直擔任上海大眾集團資本股權投資有限公司(上海大眾公用事業的附屬公司)的董事及總經理。於2016年6月至2016年9月，金先生擔任廣匯汽車服務股份公司(一家於上海證券交易所上市的公司，股份代號：600297)的董事會秘書及總裁助理。金先生於2016年10月重返上海大眾公用事業擔任投資總監。自2017年8月起，金先生一直擔任上海大眾市政發展有限公司的執行董事及總經理。自2017年8月起，彼亦一直擔任上海翔殷路隧道建設發展有限公司的執行董事及總經理。

金先生於1993年7月獲得上海建築材料工業學院(現稱同濟大學)工業管理工程學士學位，並於2008年9月獲得中歐國際工商學院工商管理碩士學位。

金先生於2005年5月獲上海市經濟系列(城市建設與交通領域)高級專業技術職務任職資格審定委員會授予高級經濟師職稱。

Independent Non-Executive Directors

Mr. Zhou Qingzu (周慶祖), aged 87, was appointed as an independent non-executive Director on 16 February 2015. He has over 60 years of experience in the oil and gas industry. From October 1996 to October 2000, Mr. Zhou was a member of the Senior Technical Council of Economic Advisers (高級技術經濟顧問委員會) at China Petroleum and Petrochemical Engineering Institute (中國石油和石化工程研究會). From July 1994 to July 1997, he was a member of the Advisory Committee (專家委員會) of China International Engineering Consulting Corporation (中國國際工程諮詢公司). From 1988 to 1993, Mr. Zhou worked at China National Petroleum Company (中國石油天然氣總公司) (now known as China National Petroleum Corporation) as chief economist. Prior to joining China National Petroleum Corporation, Mr. Zhou was the head of the planning department of the Ministry of Petroleum Industry of the PRC from 1979 to 1987. From 1954 to 1979, Mr. Zhou held multiple positions within Xinjiang Petroleum Administration Bureau (新疆石油管理局), including chief economist and head of the planning division and deputy head of Xinjiang Petroleum Bureau, head of the planning division of Karamay Mining Bureau (克拉瑪依礦務局), and head of Urumqi Petrochemical Plant (烏魯木齊石化廠). From 1952 to 1954, Mr. Zhou worked at Shaanxi Yanchang Oil Field (陝西延長油礦) as an accounting clerk and secretary.

Mr. Zhou obtained a bachelor's degree in financial management from Shanghai Institute of Finance and Economics (now known as Shanghai University of Finance and Economics) in the PRC in August 1952 and was awarded professor-level senior economist in September 1989 by China National Petroleum Company.

獨立非執行董事

周慶祖先生，87歲，於2015年2月16日獲委任為獨立非執行董事。他在油氣行業擁有逾60年經驗。於1996年10月至2000年10月，周先生為中國石油和石化工程研究會高級技術經濟顧問委員會委員。於1994年7月至1997年7月，他為中國國際工程諮詢公司專家委員會委員。於1988年至1993年，周先生於中國石油天然氣總公司（現稱為中國石油天然氣集團公司）出任總經濟師。於加入中國石油天然氣集團公司前，周先生於1979年至1987年出任中國石油工業部的計劃司司長。於1954年至1979年，周先生於新疆石油管理局擔任多個職位，包括總經濟師、計劃處處長及新疆石油管理局副主任、克拉瑪依礦務局計劃科科長以及烏魯木齊石化廠廠長。於1952年至1954年，周先生於陝西延長油礦擔任會計文員及秘書。

周先生於1952年8月在中國上海財經學院（現稱上海財經大學）取得財務管理學士學位，並於1989年9月獲中國石油天然氣總公司頒授教授級高級經濟師職稱。

Mr. Zhu Tong (朱彤), aged 51, was appointed as an independent non-executive director on 13 July 2017. He is currently a professor and doctoral advisor at the Research Institute of Thermal and Environmental Engineering (熱能與環境工程研究所), School of Mechanical Engineering (機械與能源工程學院) of Tongji University (同濟大學). Mr. Zhu has co-authored teaching materials relating to engineering thermodynamics and heat transfer. His fields of research include distributed energy resources and high efficiency energy utilization, and he is currently involved in research projects relating to natural gas, renewable energy and low emission micro-turbine technology (微型燃氣輪機低排放燃燒). Mr. Zhu obtained a bachelor degree, a master degree, and a doctorate in thermal engineering from Harbin Institute of Technology (哈爾濱工業大學) in July 1991, March 1994 and July 1997 respectively. Mr. Zhu was also a visiting scholar at Helmut Schmidt University in Hamburg, Germany, from November 2001 to November 2002. Mr. Zhu currently serves as a council member of each of the Chinese Society of Power Engineering (“CSPE”) (中國動力工程學會) and the China Electronic Energy-Saving Technology Association (中國電子節能技術協會). Mr. Zhu is also a member of both the Boiler Professional Committee of CSPE (中國動力工程學會鍋爐專業委員會) and the Cogeneration Professional Committee of the Chinese Society for Electrical Engineering (中國電機工程學會熱電專業委員會).

Mr. Luk Wai Keung (陸偉強), aged 55, was appointed as an independent non-executive Director on 16 February 2015. Mr. Luk has over 20 years of working experience in the accounting and held senior positions in a number of listed companies in Hong Kong. He has been an executive director of Imperium Group Global Holdings Limited (Stock Code: 776) from 1 August 2016. Mr. Luk was the executive director of Sun International Resources Limited (Stock Code: 8029) from December 2015 to July 2016. From 1996 to 2015, Mr. Luk worked at several companies in accounting and finance area.

朱彤先生，51歲，於2017年7月13日獲委任為獨立非執行董事。彼現為同濟大學機械與能源工程學院熱能與環境工程研究所之教授兼博士導師。朱先生曾共同著作有關工程熱力學以及傳熱之教材。彼之研究領域包括分佈式能源以及能源高效利用。彼現時參與有關天然氣、可再生能源及微型燃氣輪機低排放燃燒的研究計劃。朱先生分別於1991年7月、1994年3月及1997年7月取得哈爾濱工業大學之熱能工程學士、碩士及博士學位。朱先生亦為德國漢堡聯邦國防軍大學自2001年11月至2002年11月之訪問學者。朱先生現任中國動力工程學會(「中國動力工程學會」)及中國電子節能技術協會的理事。朱先生亦為中國動力工程學會鍋爐專業委員會及中國電機工程學會熱電專業委員會成員。

陸偉強先生，55歲，於2015年2月16日獲委任為獨立非執行董事。陸先生於會計方面擁有逾20年工作經驗並於香港多家上市公司擔任高級職位。彼自2016年8月1日起一直擔帝國集團環球控股有限公司(股份代號：776)的執行董事。陸先生自2015年12月至2016年7月擔任太陽國際資源有限公司(股份代號：8029)的執行董事。1996年至2015年，陸先生於會計及金融領域的多家公司任職。

Mr. Luk graduated from the University of Hong Kong with a Bachelor of Science in Engineering in Hong Kong in November 1986 and obtained a Master Degree in Business Administration from the Australian Graduate School of Management of the University of New South Wales in Australia in May 1994. He has been a member of the Hong Kong Institute of Certified Public Accountants since January 2014 and, a Chartered Financial Analyst at the Association for Investment Management and Research since September 1999.

陸先生於1986年11月在香港畢業於香港大學，取得工程學理學學士學位，並於1994年5月於澳洲新南威爾士大學澳大利亞管理研究所取得工商管理碩士學位。自2014年1月起，他一直為香港會計師公會會員，並自1999年9月起為美國投資管理研究協會的特許財務分析師。

The Directors' interests in shares of the Company or any of its associated corporations, if any, within the meaning of Part XV of the Securities and Futures Ordinance as at 31 December 2019 are disclosed in the "Directors' and chief executive's interests and short positions in shares and underlying shares and debentures" section of the Report of the Directors on pages 66 to 71 of this Annual Report.

於2019年12月31日，董事於本公司或其相聯法團之股份中擁有的權益(如有)(定義見證券及期貨條例第XV部)於本年報第66至71頁董事會報告「董事及主要行政人員於股份、相關股份及債權證的權益及淡倉」一節披露。

SENIOR MANAGEMENT

The following table sets out certain information about our senior management personnel as at the date of this annual report:

高級管理層

下表列載有關本公司高級管理層於本年報日期的部份資料：

Name 姓名	Age 年齡	Current Position 現任職位
Mr. Xu Xihua 徐錫華先生	64	Deputy general manager of Taicang Natural Gas 太倉天然氣副總經理
Mr. Yuan Qing 袁青先生	45	Deputy general manager of Taicang Natural Gas 太倉天然氣副總經理
Mr. Ng Chi Kit 吳智傑先生	46	Chief financial officer and company secretary of the Company 本公司財務總監兼公司秘書
Mr. Zhou Jihui 周繼輝先生	57	Deputy general manager of the Company 本公司副總經理

Senior Management

Mr. Xu Xihua (徐錫華), aged 64, joined the Group in May 2002 and is a deputy general manager of Taicang Natural Gas, responsible for sales and marketing of our Group. Prior to joining the Group, Mr. Xu gained experience in operational management of natural gas enterprise from his employment at Taicang Suchuang Pipeline Liquefied Gas Engineering Company Limited (太倉蘇創管道液化氣工程有限公司), where he was a manager from January 1999 to April 2002, responsible for the overall management of operations, safety, infrastructures and the supply of piped liquefied gas. From August 1992 to October 1997, Mr. Xu was the chief officer of the enterprise safety division and the infrastructures division (企保及基建科長) of Suzhou Suchuang Industrial Group Company (蘇州市蘇創實業集團公司) (now known as Suchuang Group), where he was responsible for the internal management and security, infrastructure and property maintenance of the company. Mr. Xu was employed as a telecommunications worker and later promoted to the foreman at Lanzhou Railway Bureau from December 1972 to December 1986.

Mr. Xu graduated from the Correspondence Institute Affiliated to the Party School of the Central Committee of the CPC (中共中央黨校附設函授學校) in the PRC through its distance learning programme in June 1990 specializing in economics management. He has been a certified technician of Suzhou Human Resources Bureau since December 2002 and a certified assistant government relations advisor (助理政工師) of the Ministry of Railway of the PRC since July 1991. In addition, Mr. Xu received the Advanced Productivity Worker award (先進生產(工作)者) from the Lanzhou Railway Bureau in March 1990 and the Taicang Outstanding Communist Party Member award in June 1999.

高級管理層

徐錫華先生，64歲，在2002年5月加入本集團，為太倉天然氣副總經理，負責本集團的銷售和營銷工作。在加入本集團之前，徐先生任職於太倉蘇創管道液化氣工程有限公司，從中累積經營管理天然氣企業的經驗。1999年1月至2002年4月，他擔任該公司經理一職，負責運營、安全、基建和管道液化氣供應的整體管理工作。1992年8月至1997年10月，徐先生擔任蘇州市蘇創實業集團公司(現稱蘇創集團)企保及基建科長，負責公司內部管理、保安、基建和物業保養。1972年12月至1986年12月，徐先生被蘭州鐵路局聘為通信工，其後升任工長。

徐先生透過遙距學習計劃，在1990年6月畢業於中國中共中央黨校附設函授學校經濟管理專業。他自2002年12月起一直是蘇州人力資源局認證技術員，並自1991年7月起出任中國鐵道部助理政工師。另外，徐先生在1990年3月獲蘭州鐵路局授予先進生產(工作)者稱號，並在1999年6月獲得太倉市優秀共產黨員稱號。

Mr. Yuan Qing (袁青), aged 45, joined the Group in August 2004 and is a deputy general manager of Taicang Natural Gas, responsible for overseeing the operation of the production department. Mr. Yuan has extensive management experience. He joined Taicang Natural Gas in August 2004 as a manager of the production division, responsible for gas supply service and scheduling, manufacturing operations and safety management, and was promoted to deputy general manager in July 2006. Prior to joining the Group, Mr. Yuan was head of general office of Suchuang Group from January to July 2004, responsible for internal operation, regulatory compliance and external relationships. From 1993 to 2004, Mr. Yuan served in the People's Liberation Army in Beijing Military Region (北京軍區) and retired from the People's Liberation Army with the rank of captain. He graduated from China People's Liberation Army International Relations College (中國人民解放軍國際關係學院) in July 1999 specialising in Optic Intelligence Terminal Processing (光學情報終端處理) and from Correspondence Institute of the Party School of the Central Committee of the CPC (中共中央黨校函授學院) in the PRC specialising in law through its distance learning programme in December 2001. He was awarded the qualification of engineer in June 2009.

Mr. Ng Chi Kit (吳智傑), aged 46, is the chief financial officer and the company secretary of the Company, responsible for the oversight of the Group's financial and accounting operations, as well as company secretarial and internal control function. Mr. Ng has over 17 years of experience in accounting and auditing. Mr. Ng has been an independent non-executive director of Great Wall Motor Company Limited (Stock Code: 2333) since 11 May 2017. Since December 2010, Mr. Ng has been a non-executive director and a member of the audit committee of Chaowei Power Holdings Limited (Stock Code: 951), responsible for oversight of the financial management and reporting. From January 2010 to December 2010, he served as the chief financial officer and the company secretary of Chaowei Power Holdings Limited, responsible for oversight of financial and accounting operations, company secretarial and internal control function. From March 2000 to December 2009, Mr. Ng worked in the Assurance and Advisory Business Services Department of Ernst & Young.

袁青先生，45歲，在2004年8月加入本集團，為太倉天然氣副總經理，負責監督生產部門的運作。袁先生擁有豐富的管理經驗。袁先生在2004年8月加入太倉天然氣擔任生產科經理，負責燃氣供應服務和調度、製造運營和安全管理，並在2006年7月升任副總經理。在加入本集團之前，袁先生在2004年1月至7月擔任蘇創集團辦公室主任，負責內部運作、監管合規及外部關係。於1993年至2004年，袁先生在北京軍區中國人民解放軍服役，退役時軍階為連長。1999年7月，他畢業於中國人民解放軍國際關係學院，主修光學情報終端處理，並透過遙距學習計劃於2001年12月畢業於中國中共中央黨校函授學院，主修法律。他於2009年6月獲得工程師資格。

吳智傑先生，46歲，為本公司財務總監兼公司秘書，負責監督本集團的財務及會計運作，以及公司秘書及內部監控職務。吳先生於會計及核數方面擁有逾17年經驗。吳先生自2017年5月11日以來一直擔任長城汽車股份有限公司(股份代號：2333)的獨立非執行董事。自2010年12月起，吳先生擔任超威動力控股有限公司(股份代號：951)的非執行董事兼審核委員會成員，負責監督財務管理及報告。於2010年1月至2010年12月，他擔任超威動力控股有限公司的財務總監及公司秘書，負責監督財務及會計運作、公司秘書及內部監控職務。於2000年3月至2009年12月，吳先生任職於安永會計師事務所保證顧問商業服務部。

Mr. Ng graduated from the Hong Kong Polytechnic University in Hong Kong with a Bachelor of Arts in Accountancy in November 1997. Mr. Ng has been an associate member of Hong Kong Institute of Certified Public Accountants since January 2003 and a fellow member of the Association of Chartered Certified Accountants since June 2006.

Mr. Zhou Jihui (周繼輝), aged 57, joined the Group in April 2014 and is the deputy general manager of the Company, responsible for the Group's strategic development planning and managing the Group's construction projects. Prior to joining the Group, Mr. Zhou has gained extensive experience in the field of urban gas. From July 1985 to March 2009, Mr. Zhou worked at Southwest Municipal Engineering Design & Research Institute of China (中國市政工程西南設計研究總院有限公司) where he held various positions including assistant engineer, engineer, senior engineer and chief gas engineer, responsible for urban gas design, consultation and technology management. From March 2009 to August 2012, Mr. Zhou was at PetroChina Kunlun Natural Gas Usage Company Limited (中石油昆侖天然氣利用有限公司) where he held various positions including CNG chief technology officer responsible for CNG engineering and technology management, the director of the engineering technology department responsible for the overall management of engineering and technology operations, and the director of the information technology department responsible for technology and information technology management. Mr. Zhou obtained a bachelor's degree in urban gas energy supply engineering (城市燃氣熱能供應工程) from Chongqing Institute of Architecture and Engineering (重慶建築工程學院) (now known as Chongqing University (重慶大學)) in the PRC in July 1985. Mr. Zhou has been a certified senior engineer from December 1997 and a member of the Subcommittee of High Pressure Fuel Gas Cylinders for Automobile of the National Gas Cylinder Standardisation Technical Committee (全國氣瓶標準化技術委員會車用高壓燃料氣瓶分技術委員會) and the Professional Committee of Compressed Natural Gas of the China Gas Society (中國土木工程學會燃氣分會壓縮天然氣專業委員會) since September 2011 and October 2011, respectively.

吳先生於1997年11月在香港畢業於香港理工大學，取得會計文學學士學位。吳先生自2003年1月起一直為香港會計師公會會員，並自2006年6月起一直為特許公認會計師公會資深會員。

周繼輝先生，57歲，在2014年4月加入本集團，為本公司副總經理，負責制定本集團的策略性發展計劃及管理本集團的建設項目。在加入本集團前，周先生於城市燃氣領域累積了豐富經驗。1985年7月至2009年3月，周先生任職於中國市政工程西南設計研究總院有限公司，出任多個職務，包括助理工程師、工程師、高級工程師及總燃氣工程師，負責城市燃氣設計、諮詢及技術管理。2009年3月至2012年8月，周先生任職於中石油昆侖天然氣利用有限公司，出任多個職務，包括壓縮天然氣技術總監，負責壓縮天然氣工程技術管理；工程技術處處長，負責工程技術運作的整體管理；及科技資訊處處長，負責技術及科技資訊管理。周先生在1985年7月於中國重慶建築工程學院（現稱重慶大學）取得城市燃氣熱能供應工程學士學位。周先生在1997年12月獲得高級工程師資格，自2011年9月及2011年10月起分別為全國氣瓶標準化技術委員會車用高壓燃料氣瓶分技術委員會會員及中國土木工程學會燃氣分會壓縮天然氣專業委員會會員。

Management Discussion and Analysis

管理層討論及分析

Industry Overview

The growth of the world's economy and the international trade was slow down in 2019. Accelerated accumulation of risks – continuous escalating in global trade frictions, increasingly-relaxed global monetary policies of economies, continuous fluctuations in international oil prices, as well as geopolitics risks, presented significant challenges for the world's economic growth. China saw a relatively rapid economic growth in 2019, but trade frictions between China and the United States had put significant pressure on the import and export trade and negatively affected various industries in China. However, with the reduction in the reserve-deposit ratio by the People's Bank of China in September of last year and the adoption of measures to encourage domestic consumption, we believe that this will be beneficial for the sustainable growth of China's macro economy in the future. The year 2019 marks the 70th anniversary of the founding of China. Facing a number of challenges, China's overall economy "grew steadily", due to economic stimulus measures implemented by the PRC government in due course. Driven by China's economy which was stable and moving in a positive direction and national policies to encourage natural gas exploration, development and import, the natural gas consumption in China increased steadily in 2019. According to the statistical data of the NDRC, the natural gas consumption in 2019 reached 306.7 billion m³, representing an increase of 26.4 billion m³ or a year-on-year growth of 9.4%.

The energy profile of China is in a comprehensive adjustment period, and promoting green economy transformation is one of key national development strategies. Pollution control was thoroughly conducted, and the task of three major structure adjustments was tougher, but the state confirmedly carried out the transformation to a green economy, with unabated efforts. In May 2019, the Measures for the Supervision and Administration of Fair Opening of Oil and Gas Pipeline Network Facilities were officially

行業概覽

2019年，世界經濟和國際貿易增長放緩，各類風險加快積聚 – 全球貿易摩擦不斷升級、全球經濟體貨幣政策轉向寬鬆、國際油價持續大幅波動，加上各種地緣政治風險都為世界經濟增長帶來重大挑戰。在中國，2019年的經濟增長雖然保持相對快速的增長，但面對中美貿易糾紛的挑戰，進出口貿易面臨重大壓力，並為國內不少產業帶來負面影響。然而，隨著中國人民銀行於去年九月全面下調銀行存款準備金率、出台鼓勵內需消費的措施，我們相信這將有利於中國宏觀經濟未來增長持續。2019年，也是新中國成立70周年，中國經濟面對諸多挑戰下，得益於中國政府適時出台不同刺激經濟措施，保持整體經濟增長「穩中有進」。在國家經濟形勢穩中向好、國家鼓勵天然氣勘探開發及進口的政策推動下，2019年國內天然氣消費量穩定增長。根據國家發改委的數據，2019年全年天然氣消費量達到3,067億立方米，增量264億立方米，同比增長達9.4%。

中國能源格局正處於深刻調整階段，推動綠色經濟轉型為國家重點發展戰略之一。治污進入深水區，三大結構調整的任務更加艱巨，但國家對綠色經濟轉型的決心不減、力度不減、強度不減。2019年5月《油氣管網設施公平開放監管辦法》正式出台，推動油氣管網設施公平開放。2019年12月9日，國家管網公司掛牌成立是近年來天然氣體制改革中為最重大和根本性的改革措施之一，將

published, which promoted the fair opening of oil and gas pipeline network facilities. The formal establishment of national pipeline network companies on 9 December 2019 is one of the most significant and fundamental reform measures in the natural gas system reform in recent years, and will give new impetus to the whole natural gas industry chain in China, and promote the resources supplied by many companies through multiple channels in the upstream and establishment of a pricing mechanism in the natural gas market. Urban gas companies will face the diversified supplies of pipeline gas, the diversified natural gas resources and the diversified prices. We believe that with the progress in the overall reform of the industry, there will be new growth opportunities for the natural gas market. With the continuous implementation of domestic “coal-to-gas” policies, continuous rationalization of all processes in the natural gas industry and steady macroeconomic growth of China, the data of NDRC show that during the year of 2019, China’s apparent consumption of natural gas reached should be 306.7 billion m³, representing a year-on-year increase of 9.4%. The growth rate of natural gas consumption was slower than the previous year but still kept growing rapidly.

Energy is a source of driving force for economic development as well as a driver for social civilization and progress. When the macro economy is facing a significant challenge of transformation and upgrade, the energy transition has become an important topic at the national strategy level. The natural gas, as the sole low-carbon and clean energy among fossil energies, is becoming an important driver for global energy transformation. In the World and China Energy Outlook 2050, it is predicted that China will experience a period of rapid growth in demand for natural gas by 2040, with the newly increased demands mainly from industry, resident, electricity and other sectors, and from 2040 to 2050, China will experience a period of steady growth in the natural gas demand.

為中國天然氣全產業鏈注入新活力，並推動形成上游資源多主體、多渠道供應、天然氣市場定價機制，城市燃氣公司未來將會面對管道氣供應多元化，氣源多元化，價格多元化的格局。我們相信，隨著行業整體改革的推進，天然氣市場將迎來新的增長機遇。隨著國內「煤改氣」政策的持續推進、天然氣產業各環節不斷理順，以及中國宏觀經濟保持穩健增長，根據國家發改委的數據顯示，2019年，中國天然氣表觀消費量3,067億立方米，同比增長9.4%。天然氣消費增長速度較上年放緩但仍保持高速增長。

能源是經濟發展的動力泉源，亦是社會文明進步的驅動力，當前宏觀經濟正面臨著轉型升級的重大挑戰，能源轉型已成為國家戰略層面上的重要議題。天然氣作為化石能源中唯一的低碳、清潔能源，正成為推動全球能源轉型的重要力量。《2050年世界與中國能源展望》報告預測，2040年前中國天然氣需求將處於高速增長期，新增需求將集中在工業、居民以及電力等部門，2040年至2050年，我國天然氣需求將進入穩步增長期。

Business Overview

As at 31 December 2019, as the leading piped natural gas supplier and operator in Taicang City, Jiangsu Province, China, the Group had a natural gas pipeline network totaling 634 km covering all major regions in Taicang City and over 90% (in terms of length) of the natural gas pipeline network in Taicang City.

In 2019, Taicang City fully integrated into Shanghai, as well as the Yangtze River Delta integration and actively promoted the connection to Shanghai. Efforts were made to extend Shanghai-Jiamin Line northward, with the completion and opening of the Shanghai-Nantong Railway (Phase I) and the accelerated construction of the Shanghai-Nantong Railway (Phase II). In addition, active efforts were made to maintain alignment with Shanghai industrial map and proactively integrate into Shanghai Hongqiao Central Business District for deepening the construction of the Jiading-Kunshan-Taicang collaborative innovation rim. The data in the Government Work Report of Taicang City 2020 show that, in 2019, Taicang City recorded the gross regional product of RMB141.0 billion (estimated, similarly hereinafter), representing a year-on-year increase of 13.7%; the general public budget revenue of RMB16.3 billion, representing an increase of 15.8%; total investment of RMB40.0 billion in fixed assets; and ranked seventh in China's Top 100 Counties (Cities) in terms of comprehensive economic competitiveness.

業務概覽

作為中國江蘇省太倉市領先的管道天然氣供應運營商，於2019年12月31日，本集團在太倉的天然氣管道網絡全長634公里，覆蓋太倉市內各主要區域，按長度計已覆蓋太倉市天然氣管道網絡90%以上。

2019年，太倉市全面融入上海。全方位融入長三角一體化，積極推進對滬規劃銜接。建成通車滬通鐵路一期，加快建設滬通鐵路二期，大力爭取上海嘉閔線北延。此外，積極對接上海產業地圖，主動融入虹橋商務區深化嘉昆太協同創新核心圈建設。據《太倉市2020年政府工作報告》數據顯示，太倉市2019年全年實現地區生產總值人民幣1,410億元（預計數，下同），同比增長13.7%；一般公共預算收入達人民幣163億元，增長15.8%；完成全社會固定資產投資人民幣400億元，並位列全國綜合經濟競爭力百強縣第七位。

For Taicang, the nearest county-level city to Shanghai, constructing roads which are “accessible and connected to the Yangtze River Delta” is an important method of using the advantage of traffic location to promote the high-quality economic development. According to the Multimodal Transport Corridor Planning of Yangtze River Economic Zone of Jiangsu Province (2018-2035), it is planned that there will be 3 new high speed railway projects, 1 interurban railway project and 1 port railway construction project in Taicang, and the Taicang Station in the Shanghai-Nantong Railway is planned to be a comprehensive junction station, which is conducive to integrate Taicang into the group of cities in the Yangtze River Delta. In addition, the Taicang Port is an important part of Shanghai International Shipping Center as designated by the state, the main container port, the transshipment hub for transport by river and sea, as well as the sole riverside natural harbour in Jiangsu. As at the end of 2019, Taicang was ranked first in the province, tenth in China and 30th in the World's Top 100 Container Ports and became the No.1 foreign trade port along the Yangtze River, the port with the biggest number of foreign trade routes along the Yangtze River, and the port with the largest number of incoming and outgoing international navigation ships in the province. Taicang, the sole riverside city near Shanghai in Jiangsu, boasted uniquely built-in advantages. At present, the government of Taicang is planning the construction of “two regions and two cities” – a technology innovation industrial park near Shanghai, a riverside modern logistics and trade base, a modern garden city model, and a Sino-German city model, under a grand pattern and with significant investment. The favorable macroeconomic environment and great growth potential of Taicang City provides the Group with an excellent business environment and strong support for business development, which is conducive to the steady growth of the Group.

太倉作為距離上海最近縣級城市，建設「內通外聯、接軌長三角」的地面通道，是將交通區位優勢轉化為推動經濟高質量發展的重要途徑。根據《江蘇省長江經濟帶綜合立體交通運輸走廊規劃(2018-2035)》，太倉境內規劃新增高快速鐵路項目3條，城際鐵路項目1條，疏港鐵路建設項目1個，滬通鐵路太倉站規劃為綜合樞紐項目，有利於太倉進一步融入長三角城市群。此外，太倉港是國家定位的上海國際航運中心重要組成部分、集裝箱幹線港、江海聯運中轉樞紐港，同時也是江蘇僅有的沿江天然良港。截至2019年年末，太倉港的排名已躍升至全省第一、全國第十，全球百強集裝箱港口第30位。成為長江外貿第一大港、長江外貿航線最多的港口、全省進出港國際航行船舶艘次最多的港口。作為江蘇唯一既臨瀕又臨江的城市，太倉先天優勢得天獨厚，當前正以大格局大手筆謀劃建設「兩地兩城」—臨滬科創產業高地、臨江現代物質基地，現代田園城市樣板、中德合作城市典範。太倉市良好的宏觀經濟環境以及龐大的發展潛力，為本集團提供了極佳的營商環境，業務發展得到強勁支持，有利本集團穩步成長。

On 9 September 2019, through its wholly owned subsidiary, Taicang Natural Gas, the Group entered into an acquisition agreement with Shanghai Jieling and Tengxu Energy to acquire the 100% equity interest in Tengxu Energy from Shanghai Jieling, at a total consideration of RMB18.0 million. Tengxu Energy also became an indirectly wholly owned subsidiary of the Group. Tengxu Energy mainly engages in contract energy management and development and management distributed energy systems project, through its own advanced technologies.

Such acquisition is the downstream expansion of the exclusive right of natural gas of the Group in Taicang and supports the Group's effort in developing itself into a comprehensive energy and environmental protection enterprise. Currently, Tengxu Energy fully maximizes its own strengths to establish the distributed project in Taicang and has entered into strategic cooperation agreements with towns on distributed energy and smart energy, which leads the Group towards the development of diversified energy services.

Pursuant to the Three-year Action Plan for Taicang Port Green Port Construction (2018-2020) 《太倉港綠色港口建設三年行動計劃（2018—2020年）》，through its wholly owned subsidiary, Taicang Natural Gas, the Group entered into the Construction and Operation Management Cooperation Agreement of Taicang Port Phase IV Petroleum and Natural Gas Stations 《太倉港四期加油加氣站建設與運營管理合作協議》 with Taicang Port Investment & Development Co., Ltd. ("Taicang Port Investment & Development"), supporting the construction and operation of the petroleum and natural gas stations for Taicang Port Phase IV. This will help Taicang Port build a low-carbon, green and environmentally friendly port, while further expand the Group's business to the fast-growing Taicang Port.

於2019年9月9日，本集團通過全資附屬公司太倉天然氣與上海捷凌及騰旭能源簽訂收購協議，以總代價人民幣1,800萬元向上海捷凌購買騰旭能源的100%股權。騰旭能源亦同時成為本集團間接全資附屬公司。騰旭能源主要業務為通過先進的自有技術，從事合同能源管理、分佈式能源系統項目的開發和管理。

是次收購是本集團在太倉市燃氣特許經營權在下游的延伸，深化本集團致力擴展為綜合能源環保企業的戰略方向。目前，騰旭能源充分發揮自身優勢，建設太倉市的分佈式項目，並與各鎮簽訂了有關分佈式能源、智慧能源的戰略合作協議。引領本集團朝著多元化能源服務的發展方向邁進。

根據《太倉港綠色港口建設三年行動計劃（2018-2020年）》，本集團通過其全資附屬公司太倉天然氣與太倉港口投資發展有限公司（「太倉港投資發展」）簽訂《太倉港四期加油加氣站建設與運營管理合作協議》，為太倉港四期配套建設、運營加油加氣站。此舉將助力太倉港建設低碳、綠色、環保港口，同時進一步擴展集團業務至高速發展的太倉港。

ADJUSTMENT OF NATURAL GAS PRICE

The Group has been in good strategic relation with PetroChina Company Limited for more than 10 years, and put into operation the city gateway station which is connected with Sichuan-East Transmission Pipeline of Sinopec in November 2015, further ensuring sufficient gas-supply resources in areas where the Group carries out main businesses. The purchase price of natural gas of the Group is determined by NDRC according to the type of end users and gateway station prices. During the Year, the Group's average unit purchase price for natural gas (exclusive of VAT) (which is calculated by dividing the total natural gas purchase cost by the total natural gas purchase volume for the relevant period) was RMB2.14/m³. The maximum end-user price at which the Group could sell piped natural gas to the end-users is determined by the Taicang Price Bureau. The prices for industrial and commercial end-users are generally higher than those for residential users and other users. During the Year, the Group's average unit selling price for natural gas (exclusive of VAT) was RMB2.69/m³.

Natural Gas Sale and Transmission Business

Taicang City, our main operating area, is a major industrial county-level city in Jiangsu Province, and is adjacent to affluent cities in Eastern China, such as Suzhou, Kunshan, Changshu and Shanghai, with remarkable geographic advantages available, creating the Shanghai-Taicang one-city effect together with Shanghai. The dynamic economic and industrial development has brought unceasingly increasing industrial and commercial users of natural gas to the Group. As of 31 December 2019, the Group has 595 commercial and industrial users, and approximately 250,000 residential users in Taicang, representing an increase of 11 commercial and industrial users and an increase of approximately 10,000 residential users as compared to those as at 31 December 2018. During the Year, revenue generated from our sale and transmission of natural gas business was approximately RMB1,208.4 million, up by 18.6% compared with the same period in 2018, accounting for 90.8% of the Group's total revenue from contracts with customers. Such increase was primarily due to an increase in the volume of natural gas sold during the Year.

天然氣價格調整

本集團與中石油已建立逾十年的良好戰略關係，並於2015年11月投產運營與中石化川氣相接的城市門站，進一步保障了本集團主要業務營運地區具有充足的供氣資源。本集團天然氣的採購價格由國家發改委按終端使用者的類型根據門站價格釐定。年內，本集團的平均每單位天然氣採購價（不包括增值稅）（按天然氣採購成本總額除以有關期間的天然氣採購總額計算得出）為每立方米人民幣2.14元。本集團可向終端使用者銷售管道天然氣的最高價格由太倉市物價局設定。工商業終端用戶價格一般高於居民用戶和其他用戶。年內，本集團天然氣的平均單位售價（不包括增值稅）為每立方米人民幣2.69元。

天然氣銷售及輸送業務

本集團的主要業務經營地區太倉市為江蘇省主要的工業縣級市之一，鄰近華東如蘇州、昆山、常熟及上海等富裕城市，地緣優勢明顯，與上海形成滬太同城效應。活躍的經濟與工業發展為本集團帶來不斷增長的工業及商業天然氣用戶。截至2019年12月31日，本集團在太倉市的工商業用戶數量為595戶，居民用戶數量約為25萬戶，較2018年12月31日分別增加11戶工商業用戶及增加約1萬戶居民用戶。年內，本集團來自銷售及輸送天然氣業務產生的收入較2018年同期增加18.6%達約人民幣1,208.4百萬元，佔本集團客戶合約總收入的90.8%。該增長主要由於本年度銷售天然氣的用氣量有所增長所致。

As of 31 December 2019, the Group had a total of 5 CNG/LNG filling stations, including 3 stations in Guangyuan, Sichuan, 1 station in Taicang and 1 station in Suzhou. 1 LNG/CNG filling station in each of Sichuan and Taicang are under preparation and will be completed by the end of 2020.

Natural Gas Pipeline Construction and Connection Business

The Group's natural gas pipeline construction and connection business includes the construction and installation of urban gas pipeline networks, as well as the connection of the networks to the end-user pipelines for property developers and new industrial and commercial users. During the Year, revenue generated from natural gas pipeline construction amounted to RMB112.0 million, representing an increase of 45.6% compared to RMB76.9 million for the corresponding period of last year, which accounted for 8.4% of total revenue from contracts with customers during the Year. Such increase was mainly attributable to more construction projects completed during the Year.

Developing into a Comprehensive Energy and Environmental Protection Enterprise

Distributed energy resource, low-carbon and energy-saving technologies are core elements of global energy reform. At present, natural-gas distributed energy resource and environmental protection industries of China are still in their infancy. In order to gain an advantage in the market, on 9 September 2019, the Group, through its wholly owned subsidiary, Taicang Natural Gas, entered into an acquisition agreement with Shanghai Jieling and Tengxu Energy to acquire the 100% equity interest in Tengxu Energy from Shanghai Jieling, at a total consideration of RMB18.0 million. Tengxu Energy also became an indirectly wholly owned subsidiary of the Group. Tengxu Energy mainly engages in contract energy management and development and management distributed energy systems project, through its own advanced technologies.

截至2019年12月31日，本集團共擁有5個壓縮／液化天然氣加氣站，包括3個位於四川廣元，1個位於太倉、1個位於蘇州。1個位於四川及太倉的液化天然氣／壓縮天然氣加氣站正在籌建中，且將於2020年年底完工。

天然氣管道建設及接入業務

本集團的天然氣管道建設及接入業務，包括建設和安裝城市燃氣管道網絡，以及為物業開發商和新工商業用戶把網絡接入其物業的終端使用者管道。年內，來自天然氣管道建設的收入為人民幣112.0百萬元，較去年同期的人民幣76.9百萬元增加45.6%，佔年內客戶合約總收入的8.4%。該增加主要由於年內完成更多建設項目所致。

擴展為綜合能源環保企業

分佈式能源及低碳節能技術為全球能源變革的核心元素，目前中國天然氣分佈式能源及環保產業尚處於起步階段。為把握市場先機，於2019年9月9日，本集團通過其全資附屬公司太倉天然氣與上海捷凌及騰旭能源簽訂收購協議，以總代價人民幣1,800萬元向上海捷凌購買騰旭能源的100%股權。騰旭能源亦同時成為本集團間接全資附屬公司。騰旭能源主要業務為通過先進的自有技術，從事合同能源管理、分佈式能源系統項目的開發和管理。

Such acquisition is the downstream expansion of the exclusive right of natural gas of the Group in Taicang and supports the Group's effort in developing itself into a comprehensive energy and environmental protection enterprise. Currently, Tengxu Energy fully maximizes its own strengths to establish the distributed project in Taicang and has entered into strategic cooperation agreements with towns on distributed energy and smart energy, which leads the Group towards the development of diversified energy services.

On 8 January 2020, the Group and Shanghai Fosun Tourism, a wholly-owned subsidiary of Fosun Tourism entered into a non-binding Strategic Cooperation Framework Agreement to establish cooperative relationships in relation to, among others, the provision of clean energy for tourist destination projects of Fosun Tourism and its subsidiaries for 5 years from the date of the Strategic Cooperation Framework Agreement. The strategic cooperation between the Company and Shanghai Fosun Tourism will create synergy between the parties to explore the feasibility and cooperation in the sectors where tourist project and clean energy investments are made.

Pursuant to the Three-year Action Plan for Taicang Port Green Port Construction (2018-2020) 《太倉港綠色港口建設三年行動計劃（2018—2020年）》，through its wholly owned subsidiary, Taicang Natural Gas, the Group entered into the Construction and Operation Management Cooperation Agreement of Taicang Port Phase IV Petroleum and Natural Gas Stations 《太倉港四期加油加氣站建設與運營管理合作協議》 with Taicang Port Investment & Development, supporting the construction and operation of the petroleum and natural gas stations for Taicang Port Phase IV. This will help Taicang Port build a low-carbon, green and environmentally friendly port, while further expand the Group's business to the fast-growing Taicang Port.

是次收購是本集團在太倉市燃氣特許經營權在下游的延伸，深化本集團致力擴展為綜合能源環保企業的戰略方向。目前，騰旭能源充分發揮自身優勢，建設太倉市的分佈式項目，並與各鎮簽訂了有關分佈式能源、智慧能源的戰略合作協議。引領本集團朝著多元化能源服務的發展方向邁進。

於2020年1月8日，本集團與復星旅文之全資附屬公司上海復星旅遊訂立不具約束力的戰略合作框架協議，自戰略合作框架協議日期起為期五年，以就（其中包括）向復星旅文及其附屬公司的旅遊目的地項目提供清潔能源建立合作關係。本公司與上海復星旅遊之間的戰略合作將為彼此創造協同作用，以探討旅遊項目及清潔能源投資所在領域的可行性及合作。

根據《太倉港綠色港口建設三年行動計劃（2018-2020年）》，本集團通過其全資附屬公司太倉市天然氣與太倉港投資發展簽訂《太倉港四期加油加氣站建設與運營管理合作協議》，為太倉港四期配套建設、運營加油加氣站。此舉將助力太倉港建設低碳、綠色、環保港口，同時進一步擴展本集團業務至高速發展的太倉港。

Significant Events During the Year

On 19 August 2019, Ms. Zhu Yaying resigned as an executive Director of the Company and ceased to be a member of the Remuneration Committee of the Company; Mr. Su Aping resigned as the executive Director of the Company and ceased to serve as the chairman of the Board and the chairman of the Nomination Committee of the Company but remained as a consultant of the Group. Ms. Su Yi, an executive Director, was appointed as the chairman of the Board, the chairman of the Nomination Committee of the Company, and a member of the Remuneration Committee; meanwhile, Mr. Li Jianyi and Ms. Su Wen were respectively appointed as executive Directors of the Company.

Ms. Su Yi worked as a computer specialist of New York City Housing Authority of the United States of America, the Executive Vice Chairman of the Board at Taicang Natural Gas and Suchuang Gas. She has more than 10 years' experience in computer software and project management. Mr. Li Jianyi, holds an MBA degree from Macau University of Science and Technology. He worked as a deputy general manager of Shenzhen Huayou Enterprise Development Limited (深圳華油實業發展有限公司), a project controller of Shenzhen Greenwheel Electric Vehicle Group Co., Ltd., (深圳市陸地方舟新能源電動車集團有限公司) and investment director of Suchuang Gas. He has rich experience in the industry. Ms. Su Wen holds bachelor degree in business administration, majoring in international business from Schiller International University. She worked as the export director of Mediterranean Shipping Co., import and export director of ACT Logistics, executive assistant of Argus Holding Corporation, a wholly-owned subsidiary of Suchuang Gas, and otherwise. She has extensive experience in international trade.

年內重大事項

自2019年8月19日起，朱亞英女士已辭任本公司執行董事，且不再擔任本公司薪酬委員會成員；蘇阿平先生已辭任本公司執行董事，且不再擔任本公司董事會主席及提名委員會主席，但仍擔任本集團顧問。執行董事蘇奕女士已獲任為董事會主席、本公司提名委員會主席及薪酬委員會成員；同時李建一先生與蘇雯女士已各獲任為本公司執行董事。

蘇奕女士歷任美國New York City Housing Authority電腦專家、太倉天然氣及蘇創燃氣董事會常務副主席等職位，擁有逾10年的電腦軟體及項目管理經驗。李建一先生為澳門科技大學工商管理碩士，歷任深圳華油實業發展有限公司副總經理、深圳市陸地方舟新能源電動車集團有限公司項目總監及蘇創燃氣投資總監等職位，行業經驗豐富。蘇雯女士為美國席勒國際大學商業管理學士學位主修國際商業，歷任美國Mediterranean Shipping Co.出口總監、美國ACT Logistics進出口總監、蘇創燃氣於美國的全資附屬公司Argus Holding Corporation執行助理等職位，擁有廣泛的國際貿易經驗。

FINANCIAL OVERVIEW

Revenue

Our total revenue increased by 20.6% from RMB1,102.8 million in 2018 to RMB1,329.9 million in 2019. The increase was mainly attributable to the increase in revenue from sales and transmission of natural gas business and revenue from construction and connection of gas pipeline business as a result of an increase in volume of natural gas sold and scale of construction completed during the Year.

Gross profit

Our gross profit increased by 15.7% from RMB214.8 million in 2018 to RMB248.5 million in 2019. The increase was primarily due to an increase in gross profit from sale and transmission of natural gas businesses and gross profit from construction and connection of gas pipelines business. The decrease in the Group's gross profit margin from 19.5% to 18.7% was primarily due to the decrease in gross profit margin of sale and transmission of natural gas business as a result of slight increase in average unit purchase price of natural gas during the Year.

Other income and gains

Other income and gains decreased by 61.8% from RMB27.2 million in 2018 to RMB10.4 million in 2019. The decrease was primarily due to the foreign exchange gain and fair value gains of financial assets and equity investments recognised in 2018, which both recorded loss in 2019.

Administrative expenses

Our administrative expenses decreased by 3.4% from RMB85.1 million in 2018 to RMB82.2 million in 2019, which was mainly due to the net effect of an increase in staff salaries and wages, such increase was in line with the Group's business expansion and a decrease in share options expenses.

財務概覽

收入

我們的總收入由2018年的人民幣1,102.8百萬元增加20.6%至2019年的人民幣1,329.9百萬元。收入增加乃主要由於年內因天然氣銷量增加及完工工程規模增加而導致銷售及輸送天然氣業務的收入及天然氣管道建設及接入業務的收入增加。

毛利

我們的毛利由2018年的人民幣214.8百萬元增加15.7%至2019年的人民幣248.5百萬元。毛利增加乃主要由於銷售及輸送天然氣業務的毛利及天然氣管道建設及接入業務的毛利增加所致。本集團的毛利率由19.5%減少至18.7%，乃主要由於年內天然氣的平均單位購買價略微上升，導致銷售及輸送天然氣業務的毛利率減少所致。

其他收入及收益

其他收入及收益由2018年的人民幣27.2百萬元減少61.8%至2019年的人民幣10.4百萬元，減少主要由於2018年確認匯兌收益及金融資產及股權投資的公平值收益，而在2019年皆為損失。

行政開支

我們的行政開支由2018年的人民幣85.1百萬元減少3.4%至2019年的人民幣82.2百萬元，減少乃主要由於本集團業務擴張導致的員工工資增加以及購股權開支減少之淨影響所致。

Finance costs

Our finance costs increased by 123.6% from RMB5.5 million in 2018 to RMB12.3 million in 2019. The increase was primarily due to the increase in weighted average borrowing balances in 2019.

Share of profits of associates

Our share of profits of associates decreased by 91.8% from RMB7.1 million in 2018 to RMB580,000 in 2019. The significant decrease was mainly attributable to the decrease in revenue of natural gas heating business of one of our associated companies in 2019.

Income tax expense

Our income tax expense increased by 15.1% from RMB42.5 million in 2018 to RMB48.9 million in 2019, primarily attributable to our increased taxable income for the year in 2018. Our effective tax rate increased from 29.1% in 2018 to 39.1% in 2019.

Profit attributable to owners of the parent

In 2019, although the Group's natural gas business recorded a year-on-year gross profit growth of 15.7%, profit attributable to owners of the parent amounted to approximately RMB70.2 million, representing a decrease of approximately 28.8% from approximately RMB98.6 million for 2018. The decrease was primarily attributable to the loss in fair value of equity investments and impairment of goodwill. After excluding non-recurring profits or losses, the core operating net profit attributable to owner of the parent was approximately RMB93.4 million (2018: RMB83.1 million), representing an increase of 12.4% over last year. (Non-recurring profits or losses included equity investments and financial assets at fair value through profit or loss, impairment of goodwill and gain on disposal of items of property, plant and equipment).

融資成本

我們的融資成本由2018年的人民幣5.5百萬元增加123.6%至2019年的人民幣12.3百萬元。增加乃主要由於2019年的加權平均借款結餘增加。

分佔聯營公司的溢利

我們分佔聯營公司的溢利由2018年的人民幣7.1百萬元減少91.8%至2019年的人民幣58.0萬元。大幅減少乃主要由於我們其中一間聯營公司於2019年從事天然氣供暖業務收入減少所致。

所得稅開支

我們的所得稅開支由2018年的人民幣42.5百萬元增加15.1%至2019年的人民幣48.9百萬元，主要由於我們於2018年的年度應課稅收入增加。我們的實際稅率由2018年的29.1%增長為2019年的39.1%。

母公司擁有人應佔溢利

於2019年，雖然本集團天然氣業務毛利按年錄得15.7%的增長，但母公司擁有人應佔溢利約為人民幣70.2百萬元，較2018年的約人民幣98.6百萬元減少約28.8%。該減少主要由於股本投資之公平值虧損及商譽減值所致。扣除非經常性損益後，母公司擁有人應佔核心經營淨溢利約為人民幣93.4百萬元（2018：人民幣83.1百萬元），較去年增長12.4%。（非經常性損益包括按公平值計入損益的股本投資及金融資產、商譽減值和出售物業、廠房及設備項目收益）。

Liquidity and financial resources

As at 31 December 2019, the Group had net current assets of approximately RMB441,656,000 (31 December 2018: RMB389,766,000) of which cash and cash equivalents were approximately RMB367,671,000 (31 December 2018: approximately RMB413,374,000). Total borrowings were approximately RMB348,078,000 (31 December 2018: approximately RMB158,010,000). The amount of bank borrowings as at 31 December 2019 were denominated in RMB and Hong Kong dollar, and bore interest ranging from 2.50% to 6.08% per annum. Except for RMB242,233,000 which are repayable within one year, the rest of balances are not repayable within one year. Please refer to note 43 of the financial statements on the extent to which borrowings are at fixed interest rates.

As at 31 December 2019, the Group's current ratio (current assets/current liabilities) was 1.86 (31 December 2018: 2.04) and gearing ratio (total borrowings/total assets) was approximately 15.3% (31 December 2018: approximately 7.7%). The Group has sufficient cash and available banking facilities to meet its commitments and working capital requirements. This strong cash position enables the Group to explore potential investment and business development opportunities to expand its business in China.

Exchange rate fluctuation risk

As all of the Group's businesses are situated in the PRC, substantially all of its income and expenses are denominated in RMB. The exchange fluctuation during the year mainly arose from appreciation of RMB against the US dollar kept in Hong Kong, and such cash was generated from the fund raising activities of the Group in the past few years. The Group will closely monitor the interest rate and exchange rate of the market and make appropriate responses when necessary. Please refer to note 43 of the financial statements on foreign currency risk.

流動資金及財務資源

於2019年12月31日，本集團的流動資產淨額約為人民幣441,656,000元（2018年12月31日：人民幣389,766,000元），其中現金及現金等價物約為人民幣367,671,000元（2018年12月31日：約人民幣413,374,000元）。借款總額約為人民幣348,078,000元（2018年12月31日：約人民幣158,010,000元）。於2019年12月31日，銀行借款金額以人民幣及港元列值，按介乎2.50%至6.08%的年利率計息。除人民幣242,233,000元須於一年內償還外，餘下結餘毋須於一年內償還。按固定利率計息之借款的限度請參閱財務報表附註43。

於2019年12月31日，本集團的流動比率（流動資產／流動負債）為1.86（2018年12月31日：2.04）及資產負債比率（借款總額／總資產）約為15.3%（2018年12月31日：約7.7%）。本集團有足夠現金及可用銀行融資應付其承擔及營運資金需要。穩健的現金狀況使本集團得以探求潛在的投資及業務發展機遇，藉以在中國拓展其業務。

匯率波動風險

由於本集團於中國經營其所有業務，其絕大部份收入及開支乃以人民幣列值。年內之匯率波動乃主要由於在香港人民幣兌美元持續升值所致，而該筆現金是透過本集團過往年度的融資活動所得。本集團將密切監察市場的息率及匯率，並於有需要時採取適當的應對措施。外幣風險請參閱財務報表附註43。

Contingent liabilities

The Group did not have any significant contingent liabilities as at 31 December 2019 (31 December 2018: nil).

Charge on assets

At the end of the reporting period, certain of the Group's assets were pledged to secure banking facilities granted to the Group. The aggregate carrying amounts of the assets of the Group pledged at the end of each of the reporting periods are as follows:

		2019	2018
		2019年	2018年
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
Pledged deposits	已抵押存款	64,450	–
Prepaid land lease payments	預付土地租賃款項	–	4,126
Property, plant and equipment	物業、廠房及設備	–	117,784
		64,450	121,910

Capital commitments

The Group had the following capital commitments at the end of the year:

		2019	2018
		2019年	2018年
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
<i>Contracted, but not provided for:</i>	<i>已訂約但未撥備：</i>		
Property, plant and equipment	物業、廠房及設備	22,367	24,916

或然負債

於2019年12月31日，本集團並無任何重大或然負債（2018年12月31日：無）。

資產抵押

於報告期末，本集團已抵押若干資產以取得授予本集團的銀行融資。於各報告期末，本集團已抵押資產的賬面總值如下：

資本承擔

本集團於年末的資本承擔如下：

Operating lease commitments as at 31 December 2018

The Group leased certain of its property and motor vehicles under operating lease arrangements. Leases for motor vehicles were with terms of 12 months or less. Leases for property were for terms ranging between one and three years.

At 31 December 2018, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

於2018年12月31日的經營租賃承擔

本集團根據經營租賃安排租賃其若干物業及汽車。汽車之租期為12個月或以下，而物業之租期介乎一至三年。

於2018年12月31日，本集團根據不可撤銷經營租約之總未來最低租賃付款的到期情況如下：

		2018 2018年 RMB'000 人民幣千元
Within one year	一年內	1,968
In the second to third years, inclusive	第二至第三年(包括首尾兩年)	213
		2,181

PROSPECTS

Looking back to 2019, in the complicated and changeable international and domestic environment, China's economy grew steadily as a whole. As the energy transformation has become an important issue at the national strategic level, the natural gas industry has ushered in a golden period of development. According to the statistical data of the National Energy Administration, the consumption of natural gas in China in 2019 reached 306.7 billion m³, representing an increase of 26.4 billion m³ or a year-on-year growth of 9.4%. The increase in consumption was mainly attributable to continuous growth in foreign trade in Mainland China, demand for gas driven by industrial growth and demand of residential and industrial users for natural gas further bolstered by comprehensive implementation by the central government of the "shift from coal to natural gas" project in Beijing, Tianjin, and Hebei region, the Yangtze River Delta and the Pearl River Delta.

未來展望

回眸2019年，國際國內環境複雜多變，但中國經濟運行總體平穩、穩中有進。隨著能源轉型已成為國家戰略層面上的重要議題，天然氣行業迎來了黃金發展期。根據國家能源局公佈的統計數據顯示，2019年中國天然氣消費量高達3,067億立方米，增量264億立方米，同比增長達9.4%。消費量的攀升主要由於內地外貿持續增長，工業增速帶動燃料需求，加上中央政府於京津冀、長三角、珠三角全面推進「煤改氣」工程，進一步推動住宅及工業用戶的天然氣需求。

The energy consumption was effectively controlled, with the continuous deepening of the energy consumption revolution, continuous change of energy use, gradual acceleration of the China's process of using clean and low-carbon energy, continuous optimization of the product type mix, and a larger proportion of clean energy consumption with high efficiency and low pollution. As China ushered in a new era for economic development, it entered into a new stage of energy development, but there will be a long way to go for energy transformation and reform, with the prominent problem of structural overcapacity in production of traditional energy, the more arduous task of substitution of clean energy and more pressure on energy conservation and consumption reduction. It takes considerable efforts to achieve high-quality economic development, further improve the efficiency of energy resources development and utilization, effectively control the total energy consumption and accomplish the target of reducing the energy consumption per unit of GDP by more than 15% under the "13th Five-Year". In order to seize business opportunities arising out of from energy revolution, the Group has gradually shifted its business focus to develop from a piped gas company to a comprehensive energy and environmental protection enterprise. In addition to continuing to strengthen its core natural gas business, the Group will further develop distributed energy and energy conservation and emission reduction services and explore energy businesses in different fields.

隨著能源消費革命不斷深化，用能方式不斷變革，中國能源清潔低碳化進程逐步加快，品種結構繼續優化，利用效率高、污染小的清潔能源消費比重進一步提高，能源消費得到有效控制。隨著中國經濟發展進入新時代，能源發展也步入新階段，傳統能源產能結構性過剩問題仍較突出，能源清潔替代任務比較艱巨，節能降耗面臨較大壓力，能源轉型變革任重道遠。要實現經濟高質量發展，進一步提高能源資源開發利用效率，有效控制能源消費總量和完成「十三五」單位GDP能耗降低15%以上的目標任務，仍需要付出巨大努力。為了有效把握能源變革帶來的商機，本集團已逐步把業務重點將從管道燃氣商擴大至綜合能源環保企業。除了繼續鞏固核心天然氣業務外，本集團將進一步發展分佈式能源及節能減排服務，開拓不同領域的能源業務。

In 2020, Taicang will seize the great opportunity of the Yangtze River Delta integration to make arrangement for the future. As the Yangtze River Delta integration becomes a national strategy, the Yangtze River Delta will become the focus of China's economic development in the future, which will also give impetus to the future development of Taicang. Taicang, as one of the cities closest to Shanghai, has actively realized the goal of "integrating into Shanghai". In October 2018, at the Shanghai-Taicang Coordinated Development Conference, a total of 35 projects were contracted, including strategic cooperation agreements, transportation planning projects and industrial projects. The construction of Taicang South Station and Taicang Station has started. In the future, it will be an intersection of Shanghai-Nantong Railway, South Yanjiang Railway, the proposed North Yanjiang Railway and Suzhou-Wuxi-Changzhou Intercity Railway, which will lead Taicang into the era of "high-speed railway". Meanwhile, with the connection to the extension of Jiamin Line, an urban railway line of Shanghai to form a "5+1" rail transit network, Taicang will become one of the gateway cities in the metropolitan region centered at Shanghai in the future, and will provide strong support for talents from Shanghai, thus forming new room for urban development.

While being driven by the Yangtze River Delta integration policy, Taicang keeps up with the industry development trend and focuses on its development. Taicang has clarified its effort to accelerate modern industry system construction, and has located the "1115" industry development target, namely the annual production value of the high-end equipment manufacturing industry, the new material industry and the biopharmaceutical industry respectively reaching RMB100 billion, RMB100 billion and RMB50 billion, and the annual revenue of the logistics trade and headquarters economy reaching RMB100 billion. In 2020, Taicang will launch the "Project Construction

2020年，太倉市將抓住長三角區域一體化的重大機遇佈局未來。隨著長三角一體化上升為國家戰略，長三角區域未來將成為中國經濟發展的主線，也為太倉市未來的發展注入了一針強心劑。太倉市作為距離上海最近的城市之一，積極實現「融入上海」目標。2018年10月，滬太協同發展大會共簽約包含戰略合作協議、規劃交通項目、產業項目等在內的35個項目。目前，太倉南站與太倉站已經開始建設。未來，滬通鐵路、南沿江鐵路，以及擬議建設的北沿江鐵路、蘇錫常城際鐵路將在這裏交匯，引領太倉進入「高鐵時代」。同時，與上海市域鐵路嘉閔線延伸線聯通，形成「5+1」軌道交通網絡，未來太倉將成為環滬大都市圈進入上海的門戶城市之一，並將為上海外溢人才提供強有力的支撐，形成城市發展新空間。

受長三角一體化整體政策拉動的同時，太倉市緊扣產業發展潮流，聚焦自身發展。太倉明確加快構築現代產業體系，鎖定「1115」產業發展目標，即高端裝備製造1,000億元、新材料1,000億元、生物醫藥500億元、物貿及總部經濟1,000億元。2020年，太倉將開展「項目建設突破年」活動，加快推進100只重點項目建設，總投資超1,200億元，力爭到2020年基本實現三個千億級目標。利潔時個人護理及健康產品項目、耐克中國物流中心三期、汽車新能源領域、吳中星藥港、航空產業園等項目逐步落實發展。

Breakthrough Year” campaign to accelerate the construction of 100 key projects with a total investment of more than RMB120 billion, and strive to basically achieve three 100 billion-level targets by 2020. Projects, including Reckitt Benckiser personal care and health product project, Nike China Logistics Center (phase III), the automobile new energy field, Wu Zhongxing pharmaceutical harbor, and aviation industrial park, have been gradually implemented. Meanwhile, the construction of the scientific education innovation district, which is centered at Taicang campuses of Northwestern Polytechnical University and Xi’an Jiaotong-Liverpool University, will start, and talents and innovation resources gathered by the two universities will help provide emerging strategies for future industry incubation in Taicang.

2020 is the key year for securing a decisive victory in building a moderately prosperous society in all respects and implementing the “13th Five-Year Plan”, when keeping stable economic growth is crucial. It is also the target year for the Three-year Plan on Defending the Blue Sky. Looking forward to 2020, China’s macro policies will basically be set, with looser fiscal and monetary policies focusing on stabilizing the overall demand, so that it will be more moderate and flexible in responding to Sino-US trade frictions and other complex international issues. China’s macro economy is expected to improve despite pressure arising out of the outbreak of COVID-19 at the end of 2019. Driven by environmental protection factors, the natural gas demand in China will continue to grow rapidly. It is believed that with great support from favorable national policies, the natural gas industry of China will usher in a better development period. Suchuang Gas will seize the opportunity, and under the leading from our new Chairman, with the changing from oil to gas generator reform and the opportunity of economic development in the Yangtze River Delta, vertically integrate its business, expand its integration with international markets, actively expand and extend the industrial chain, strive to realize upstream and downstream integration in the long-term planning, and accelerate the development pace of comprehensive energy and environmental protection enterprises.

同時，繞西北工業大學、西交利物浦大學太倉校區而建的科教創新區即將啟動建設，兩所大學集聚的人才、創新資源將為太倉未來產業孵化提供新興策略。

2020年是中國決勝全面建成小康社會、實施「十三五」規劃的關鍵一年，保持經濟穩定增長至關重要，同時也是《打贏藍天保衛戰三年行動計劃》的目標年。展望2020年，中國宏觀政策基本定調，著眼於穩定總需求的財政與貨幣政策將更加寬鬆，應對中美貿易摩擦等複雜國際問題將溫和且更具彈性，受2019年底新型冠狀病毒疫情拖累，中國宏觀經濟雖承受壓力但有望繼續向好。受環保因素拉動，國內天然氣需求將繼續保持較快增長。相信在利好國策的大力扶持下，中國天然氣產業將迎來更好的發展時期。蘇創燃氣將緊握機遇，在新任主席帶領下，借助油氣機制改革、長三角經濟發展契機，垂直整合業務、擴大與國際市場接軌，積極拓展延伸產業鏈，於長期規劃中力爭實現上下游一體化，加快綜合能源環保企業的發展步伐。

Human resources and employees' remuneration

As at 31 December 2019, the Group employed a total of 404 (31 December 2018: 371) staff members in the PRC, Hong Kong and the United States.

During the year under review, the total cost of employees amounted to approximately RMB56.2million. The Group sought to further strengthen staff training by offering focused training programmes and study tours to management and professional technical personnel, and disseminating the latest information of government policy on the distribution and sale of piped natural gas business to its staff. The Group continued to strive for the enhancement of professional standards and overall qualities of its staff. The Group also provided competitive salary packages to its staff, encouraging them to be fully dedicated to their work and to leverage their capabilities in serving customers.

DIVIDEND POLICY

The Board has adopted a Dividend Policy (the "Dividend Policy"). Under the Dividend Policy, the Board may from time to time pay to the Shareholders interim dividends, half-yearly or at other suitable intervals to be settled by the Board any dividend which may be payable at a fixed rate or special dividends as appear to the Board to be justified by the financial conditions and the profits of the Company. The declaration and payment of dividends is subject to the discretion of the Board and must be approved at a general meeting of the Shareholders. In addition, no dividends shall exceed the amount recommended by the Board.

In accordance with the applicable requirements of the Articles of Association and the Companies Law of the Cayman Islands, no dividend shall be declared or paid otherwise than out of profits. No distribution or dividend may be paid to the Shareholders out of the share premium account unless immediately following the date on which the distribution or dividend is proposed to be paid, the Company shall be able to pay its debts as they fall due in the ordinary course of business.

人力資源及僱員薪酬

於2019年12月31日，本集團在中國、香港及美國僱用合共404名員工（2018年12月31日：371名）。

於回顧年度內，僱員成本總額約為人民幣56.2萬元。本集團務求透過向管理層及專業技術人員提供針對性的培訓課程，以及向員工發放政府有關配送及銷售管道天然氣業務政策的最新資訊，進一步加強對員工的培訓。本集團繼續致力提升其員工的專業水準及整體素質。本集團亦為其員工提供具競爭力的薪酬待遇，以鼓勵他們盡心工作，在為客戶服務時盡展才能。

股息政策

董事會已採納一項股息政策（「股息政策」）。根據股息政策，董事會或會每半年向股東派付中期股息，或按董事會認為適當的其他時間間隔按固定息率派付任何股息，或在董事會根據本公司財務狀況及溢利認為合理時派付特別股息。股息宣派及支付由董事會酌情決定，並須於股東大會上獲批准後方可進行。此外，股息不得超過董事會建議宣派的數額。

根據組織章程細則及開曼群島公司法的適用規定，除溢利外，不得以其他資源宣派或派付股息。除非本公司於緊隨建議作出分派或派付股息日期後有能力償還日常業務過程中到期之債務，否則不得自股份溢價賬向股東作出分派或派付股息。



The Board shall consider, including but not limited to, the following factors before the declaration and payment of dividends:

- (a) the Group's actual and expected financial performance and conditions and liquidity position;
- (b) the Shareholder's interests;
- (c) the retained earnings and distributable reserves of the Company and each of the members of the Group;
- (d) any restrictions on payment of dividends that may be imposed by the Group's lenders;
- (e) the Group's expected working capital requirements and future expansion plans;
- (f) statutory and regulatory restrictions;
- (g) general economic conditions and other internal or external factors that may have any impact on the business or financial performance and position of the Company; and
- (h) any other factors that the Board deems appropriate.

The Board endeavours to maintain a balance between meeting the Shareholders' expectations and prudent capital management with a sustainable dividend policy. The Board will continue to review the Dividend Policy and reserve the right in its sole and absolute discretion to update, amend and/or modify the Dividend Policy from time to time.

於宣派及派付股息前，董事會應考慮（包括但不限於）以下因素：

- (a) 本集團的實際及預期財務表現及狀況以及流動資金狀況；
- (b) 股東權益；
- (c) 本公司及本集團各成員公司的留存盈利及可供分派儲備；
- (d) 本集團的貸方可能對派付股息實施的任何限制；
- (e) 本集團的預期營運資金需求及未來擴展計劃；
- (f) 法定及監管規限；
- (g) 整體經濟狀況及或會影響本公司業務或財務表現及狀況的其他內部或外部因素；及
- (h) 董事會認為適當的任何其他因素。

董事會通過可持續股息政策，在符合股東期望與資本謹慎管理之間努力保持平衡。董事會將繼續審核該股息政策，並保留以其全權絕對酌情決定權不時更新、修訂及／或修改該股息政策。



Corporate Governance Report

企業管治報告

The Group is committed to maintaining high standards of corporate governance to safeguard the interests of shareholders and to enhance corporate value and accountability. The Company has been in compliance with the mandatory code provisions of the Corporate Governance Code (the “CG Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) since the listing of the shares of the Company (the “Shares”) (the “Listing”) on the Stock Exchange on 11 March 2015 (the “Listing Date”). The key corporate governance principles and practices of the Company are outlined later in this annual report.

THE BOARD Responsibilities

The Board is responsible for the overall leadership of the Group, oversees the Group’s strategic decisions and monitors business and performance. The Board has delegated the authority and responsibility for day-to-day management and operation of the Group to the senior management of the Group. To oversee particular aspects of the Company’s affairs, the Board has established three Board committees, namely the audit committee (the “Audit Committee”), the remuneration committee (the “Remuneration Committee”) and the nomination committee (the “Nomination Committee”), (together, the “Board Committees”). The Board has delegated to the Board Committees responsibilities as set out in their respective terms of reference.

本集團致力維持高水平的企業管治，以保障股東權益及提升企業價值及問責性。本公司自其股份（「股份」）於2015年3月11日（「上市日期」）在聯交所上市（「上市」）以來，一直遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄14所載企業管治守則（「企業管治守則」）的強制性守則條文。本公司的主要企業管治原則及常規於本年報內下文概述。

董事會 責任

董事會負責本集團的整體領導，並監察本集團的策略性決定以及監察業務及表現。董事會已向本集團的高級管理層授出本集團日常管理及營運的權力及責任。為監察本公司事務的特定範疇，董事會已成立三個董事委員會，包括審核委員會（「審核委員會」）、薪酬委員會（「薪酬委員會」）及提名委員會（「提名委員會」）（統稱「董事委員會」）。董事會已向該等董事委員會授出各職權範圍所載的責任。

Board composition

As at the date of this annual report, the Board comprises nine members, consisting of four executive Directors, two non-executive Directors and three independent non-executive Directors as set out below:

Executive Directors

Ms. Su Yi (*Chairman*)
Mr. Du Shaozhou
Ms. Su Wen
Mr. Li Jianyi

Non-executive Directors

Mr. Xu Lei
Mr. Jin Bo

Independent Non-executive Directors

Mr. Zhou Qingzu
Mr. Zhu Tong
Mr. Luk Wai Keung

The biographies of the Directors are set out on pages 16 to 23 of this annual report. Save as disclosed in the biographies of the Directors and that Ms. Su Yi and Ms. Su Wen are sisters and are daughters of Mr. Su Aping and Ms. Zhu Yaying, of which Mr. Su Aping and Ms. Zhu Yaying have jointly own and operate a number of companies, the Board members do not have any family, financial, business or other material/relevant relationship among themselves, and between the Chairman and the chief executive.

During the year ended 31 December 2019 and up to the date of this annual report, the Company has been in compliance with the requirements of Rules 3.10(1) and 3.10(2) of the Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one independent non-executive Director possessing appropriate professional qualifications or accounting or related financial management expertise.

董事會的組成

於本年報日期，董事會由九名成員組成，包括四名執行董事、兩名非執行董事及三名獨立非執行董事，載列如下：

執行董事

蘇奕女士 (*主席*)
杜紹周先生
蘇雯女士
李建一先生

非執行董事

許雷先生
金波先生

獨立非執行董事

周慶祖先生
朱彤先生
陸偉強先生

各董事的履歷均載於本年報第16至23頁。除董事履歷所披露者以及蘇奕女士及蘇雯女士為姐妹且是蘇阿平先生與朱亞英女士的女兒（而蘇阿平先生及朱亞英女士共同擁有及經營若干公司）外，各董事會成員之間及與主席和主要行政人員之間概無任何家族、財務、業務或其他重大／相關關係。

於截至2019年12月31日止年度起至本年報日期止期間，本公司已遵守上市規則第3.10(1)及3.10(2)條有關委任至少三名獨立非執行董事（其中至少一名獨立非執行董事須擁有適當的專業資格或會計或相關財務管理專業知識）的規定。

The Company has also complied with the requirement of Rule 3.10A of the Listing Rules relating to the appointment of independent non-executive Directors representing at least one-third of the Board.

The Company has received the annual confirmation from each of the independent non-executive Directors on his independence pursuant to Rule 3.13 of the Listing Rules and the Company considers each of them to be independent.

Board meeting

The Board intends to hold board meetings regularly at least four times a year at approximately quarterly intervals. Notices of not less than fourteen days will be given for all regular board meetings to provide all Directors with an opportunity to attend and include matters in the agenda for regular board meetings.

For other Board and Board Committee meetings, reasonable notice will generally be given. The agenda and accompanying board papers are dispatched to the Directors or Board Committee members at least three days before the meetings to ensure that they have sufficient time to review the papers and be adequately prepared for the meetings. When Directors or Board Committee members are unable to attend a meeting, they will be advised of the matters to be discussed and given an opportunity to make their views known to the chairman prior to the meeting.

Minutes of the Board meetings and Board Committee meetings are/will be recorded in sufficient detail to include the matters considered by the Board and the Board Committee and the decisions reached, including any concerns raised by the Directors. Draft minutes of each Board meeting and Board Committee meeting are/will be sent to the Directors for comments within a reasonable time after the date on which the meeting is held.

During the Year, the Board held 9 Board meetings.

本公司亦已遵守上市規則第3.10A條有關委任至少相當於董事會成員三分之一的獨立非執行董事的規定。

由於本公司已獲各獨立非執行董事根據上市規則第3.13條就其獨立性發出年度確認函，故本公司認為彼等均為獨立人士。

董事會會議

董事會擬定期舉行董事會會議，即每年至少舉行四次會議及大致按季度舉行會議。所有董事會例行會議通知會於會議舉行前至少十四日送呈全體董事，以使彼等能有機會出席例行董事會會議並於會議議程內加載有關事宜。

就其他董事會及董事委員會會議而言，本公司一般會發出合理通知。議程及相關董事會文件將於會議召開前至少三日寄予董事或董事委員會成員，以確保彼等有充足時間審閱有關文件及充分準備出席會議。倘董事或董事委員會成員未能出席會議，則彼等會獲悉將予討論的事宜及於會議召開前有機會知會主席彼等的意見。

董事會會議及董事委員會會議的會議記錄會／將會詳盡記錄，以載入董事會及董事委員會所考慮的事宜及所達致的決定，包括董事提出的任何問題。各董事會會議及董事委員會會議的會議記錄草擬本於／將於會議舉行當日後的合理時間內寄送至各董事，以供彼等提出意見。

年內，董事會已舉行9次董事會會議。

Attendance at Board and Board Committee Meetings 董事會及董事委員會會議的出席情況

Attendance of each Director at all the Board meetings and Board Committee meetings held up during the Year is set out as follows. During the year ended 31 December 2019, the Company convened an annual general meeting.

各董事於直至年內所舉行的全部董事會會議及董事委員會會議的出席情況載列如下。截至2019年12月31日止年度，本公司舉行一次股東週年大會。

Name of directors	董事姓名	Board meeting 董事會會議	Audit Committee meeting 審核委員會會議	Nomination Committee meeting 提名委員會會議	Remuneration Committee meeting 薪酬委員會會議	Annual general meeting 股東週年大會
Executive Directors 執行董事						
Ms. Su Yi (Chairman)	蘇奕女士(主席)	7/9	N/A 不適用	N/A 不適用	N/A 不適用	0/1
Mr. Du Shaozhou	杜紹周先生	9/9	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Ms. Su Wen (appointed on 19 August 2019)	蘇雯女士 (於2019年8月19日獲委任)	3/4	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Li Jianyi (appointed on 19 August 2019)	李建一先生 (於2019年8月19日獲委任)	4/4	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Su Aping (Chairman) (resigned on 19 August 2019)	蘇阿平先生 (主席)(於2019年8月19日辭任)	3/5	N/A 不適用	2/2	N/A 不適用	1/1
Ms. Zhu Yaying (resigned on 19 August 2019)	朱亞英女士 (於2019年8月19日辭任)	2/5	N/A 不適用	N/A 不適用	2/2	0/1
Non-executive Directors 非執行董事						
Mr. Xu Lei	許雷先生	8/9	2/2	N/A 不適用	N/A 不適用	0/1
Mr. Jin Bo	金波先生	6/9	N/A 不適用	N/A 不適用	N/A 不適用	0/1
Independent Non-executive Directors 獨立非執行董事						
Mr. Zhou Qingzu	周慶祖先生	3/9	2/2	2/2	2/2	0/1
Mr. Luk Wai Keung	陸偉強先生	6/9	2/2	2/2	2/2	0/1
Mr. Zhu Tong	朱彤先生	5/9	2/2	N/A 不適用	N/A 不適用	0/1

Audit Committee

During the Year, the Audit Committee comprises four members, three of them are independent non-executive Directors, namely Mr. Zhou Qingzu, Mr. Zhu Tong and Mr. Luk Wai Keung, and one of them is a non-executive Director, namely Mr. Xu Lei. Mr. Zhou Qingzu, the Company's independent non-executive Director, has been appointed as the chairman of the Audit Committee. Mr. Luk Wai Keung possesses the appropriate professional qualifications required under the Listing Rules.

The primary responsibilities of the Audit Committee are to make recommendations to the Board of the appointment and removal of the external auditors, review financial statements and review and supervise the financial reporting system and internal control procedures of the Group. The Audit Committee has access to independent professional advice, if required, and is provided with sufficient resources to perform its duties.

During the Year, the Audit Committee held two meetings. The Audit Committee reviewed the effectiveness of the Company's internal audit function, and with the senior management and auditors of the Company reviewed the accounting policies and practices adopted by the Group and discussed auditing, the risk management and internal control system and financial reporting matters. It also reviewed the financial statements of the Company, the Company's interim report for the six months ended 30 June 2019 and the Company's annual report for the year ended 31 December 2019.

The attendance of the Audit Committee members at the above meeting is set out in the above section headed "Attendance at Board and Board Committee Meetings".

審核委員會

於年內，審核委員會有四名成員，其中三位為獨立非執行董事，即周慶祖先生、朱彤先生及陸偉強先生，及其中一位為非執行董事，即許雷先生。本公司的獨立非執行董事周慶祖先生已獲委任為審核委員會主席。陸偉強先生擁有上市規則規定的適當專業資格。

審核委員會的主要職責為就委任及罷免外聘核數師向董事會作出推薦意見、審閱財務報表、檢討及監察本集團財務申報制度及內部監控程序。審核委員會可獲取獨立專業意見（如有需要），並獲提供充足資源以履行其職責。

於年內，審核委員會舉行兩次會議。審核委員會審閱本公司內部審核功能的有效性，並與本公司高級管理層及核數師檢討本集團所採納的會計政策及常規，並討論審計、風險管理及內部監控系統及財務呈報之事項。審核委員會亦審閱本公司的財務報表、本公司截至2019年6月30日止六個月的中期報告及本公司截至2019年12月31日止年度的年報。

審核委員會成員出席上述會議的情況載於上文「董事會及董事委員會會議的出席情況」一節。

Remuneration Committee

During the Year, the Remuneration Committee comprises three members, two of them are independent non-executive Directors, namely Mr. Luk Wai Keung and Mr. Zhou Qingzu, and one of them is an executive Director, namely, Ms. Su Yi (replacing Ms. Zhu Yaying since 19 August 2018). Mr. Luk Wai Keung, the Company's independent non-executive Director, has been appointed as the chairman of the Remuneration Committee. The Remuneration Committee has access to independent professional advice, if required, and is provided with sufficient resources to perform its duties.

The primary duties of the Remuneration Committee are to make recommendations to the Board as to the Company's policy and structure of the remuneration for the Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy to ensure that no Director or any of his/her associates will participate in deciding his/her own remuneration, in which remuneration will be determined by reference to the performance of the individual and the Company as well as market practice and conditions.

The Remuneration Committee will consult with chairman of the Board about the remuneration proposals for the other executive Directors.

During the Year, the Remuneration Committee held two meetings. The Remuneration Committee reviewed the remuneration policy of the Company and the remuneration of Directors and senior management and made recommendation to the Board.

The attendance of the Remuneration Committee members at the above meeting is set out in the above section headed "Attendance at Board and Board Committee Meetings".

薪酬委員會

於年內，薪酬委員會有三名成員，其中兩位為獨立非執行董事，即陸偉強先生及周慶祖先生，及其中一位為執行董事，即蘇奕女士（自2019年8月19日起取代朱亞英女士）。本公司的獨立非執行董事陸偉強先生已獲委任為薪酬委員會主席。薪酬委員會可獲取獨立專業意見（如有需要），並獲提供充足資源以履行其職責。

薪酬委員會的主要職責為就本公司董事及高級管理層的薪酬政策及架構，以及為制定薪酬政策設立正式及具透明度的程序向董事會作出推薦意見，藉此確保概無董事或其任何聯繫人可參與釐定其本人薪酬的過程，薪酬將參考個人及本公司表現及市場常規及市況後釐定。

薪酬委員會將就其他執行董事的薪酬建議徵詢董事會主席的意見。

於年內，薪酬委員會已舉行兩次會議。薪酬委員會已審閱本公司薪酬政策、董事及高級管理層薪酬，並向董事會作出推薦建議。

薪酬委員會成員出席上述會議的情況載於上文「董事會及董事委員會會議的出席情況」一節。

Nomination Committee

During the Year, the Nomination Committee consists of three members, one of them is an executive Director, namely Ms. Su Yi (replacing Mr. Su Aping since 19 August 2019), and two of them are independent non-executive Directors, namely Mr. Luk Wai Keung and Mr. Zhou Qingzu. Ms. Su Yi (replacing Mr. Su Aping since 19 August 2019) has been appointed as the chairman of the Nomination Committee. The Nomination Committee has access to professional advice, if required, and is provided with sufficient resources to perform its duties.

The primary duties of the Nomination Committee are to review the structure, size and composition of the Board, assess the independence of independent non-executive Directors and to make recommendations to the Board on the appointment and removal of Directors of the Company.

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

NOMINATION POLICY

The company secretary of the Company shall call a meeting of the Nomination Committee, and invite nominations of candidates from Board members for consideration by the Nomination Committee. The Nomination Committee may also put forward candidates who are not nominated by Board members. The factors which would be used as reference by the Nomination Committee in assessing the suitability of a proposed candidate for director include, inter alia, reputation for integrity, professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy, willingness to devote adequate time to discharge duties as Board member, diversity of the Board, and such other perspectives appropriate to the Company's business. The Nomination Committee shall make recommendations for the Board's consideration and approval.

提名委員會

年內，提名委員會包括三名成員，其中一位為執行董事，即蘇奕女士（自2019年8月19日起取代蘇阿平先生），及其中兩位為獨立非執行董事，即陸偉強先生及周慶祖先生。蘇奕女士（自2019年8月19日起取代蘇阿平先生）已獲委任為提名委員會主席。提名委員會可獲取專業意見（如有需要），並獲提供充足資源以履行其職責。

提名委員會的主要職責為檢討董事會的架構、規模及組成、評估獨立非執行董事的獨立性，以及就委任及罷免本公司董事向董事會作出推薦意見。

於評核董事會組成時，提名委員會考慮董事會多元化政策所述的多項範疇，包括但不限於性別、年齡、文化及教育背景、專業資格、技能、知識及行業及地區經驗。提名委員會將討論及協定取得董事會多元化之度量目標（倘必要）向董事會推薦予以採納。

提名政策

本公司公司秘書應召開提名委員會會議，並邀請董事會成員提名候選人，以供提名委員會考慮。提名委員會亦可提名並非由董事會成員提名之候選人。提名委員會於評估建議董事候選人之適合性時，用作參考之因素包括（其中包括）誠信聲譽、專業資格、技術、與本公司業務及公司策略相關之知識及經驗、願意投資投入充足時間履行作為董事會成員職責、董事會成員多元性以及對本公司業務而言屬適當之其他因素。提名委員會須作出推薦建議供董事會考慮及批准。



During the Year, the Nomination Committee held two meetings. The Nomination Committee reviewed the composition of the Board and made recommendation to the Board.

The attendance of the Nomination Committee members at the above meeting is set out in the above section headed "Attendance at Board and Board Committee Meetings".

CORPORATE GOVERNANCE FUNCTION

The Board is responsible for ensuring that the Company shall establish comprehensive corporate governance practices and procedures. During the Year, the Board has:

- (1) established and reviewed the corporate governance policies and practices of the Company as well as made relevant recommendations;
- (2) reviewed and monitored the training and continuous development of the Directors and senior management;
- (3) reviewed and monitored the policies and practices of the Company regarding the compliance of relevant legal and regulatory requirements;
- (4) established, reviewed and monitored code of conduct for Directors and employees; and
- (5) reviewed as to whether the Company has complied with the CG Code and made necessary disclosures in the annual report.

This corporate governance report has been reviewed by the Board in discharge of its corporate governance function.

年內，提名委員會已舉行兩次會議。提名委員會已檢討董事會的組成並向董事會作出推薦建議。

提名委員會成員出席上述會議的情況載於上文「董事會及董事委員會會議的出席情況」一節。

企業管治職能

董事會有責任確保本公司設立完善的企業管治常規及程序。於年內，董事會已：

- (1) 制定並審閱本公司的企業管治政策及常規，並就此作出相關推薦建議；
- (2) 檢討並監察董事及高級管理層的培訓及持續發展；
- (3) 檢討並監察本公司有關遵守相關法定或監管規定情況的政策和常規；
- (4) 制定、審閱和監察董事和僱員的行為守則；及
- (5) 檢討本公司有否遵守企業管治守則，並於年報內作出所需披露。

本企業管治報告已經由董事會審閱，以履行其企業管治職能。

CHAIRMAN AND CHIEF EXECUTIVE

As required by code provision A.2.1 of the CG Code, the roles of chairman and chief executive should be separated and performed by different individuals. The chairman of the Board and the chief executive officer of the Company are currently two separate positions held by Ms. Su Yi (replacing Mr. Su Aping since 19 August 2019) and Mr. Du Shaozhou respectively with distinct responsibilities. The chairman of the Board is responsible for overall strategic planning and overseeing the general corporate, financial and compliance affairs of the Group. The chief executive officer is primarily responsible for the strategic decision making and the management of the Group.

NON-EXECUTIVE DIRECTORS – TERM OF APPOINTMENT

The non-executive Directors (including independent non-executive Directors) are not appointed for a specific term of more than three years.

NOMINATION, APPOINTMENT, RETIREMENT AND RE-ELECTION

In accordance with the Articles of Association, at least one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation and shall be eligible for re-election and re-appointment at every annual general meeting provided that each Director shall be subject to retirement by rotation at least once every three years. Any new Director appointed by the Board to fill a causal vacancy shall submit himself/herself for re-election by shareholders at the first general meeting of the Company after appointment. Any new Director appointed by the Board as an addition to the existing Board shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election.

DIRECTORS' AND SENIOR MANAGEMENT'S SECURITIES TRANSACTIONS

The Company has adopted the "Model Code for Securities Transactions by Directors of Listed Issuer" (the "Model Code") set out in Appendix 10 to the Listing Rules as its code of conduct regarding dealings in the securities of the Company by the Directors and the Group's senior management who, because of his/her office or employment, is likely to possess inside information in relation to the Group or the Company's securities.

主席及行政總裁

根據企業管治守則守則條文第A.2.1條的規定，主席及行政總裁角色應予以區分及由不同人士擔任。本公司董事會主席與行政總裁目前分別由蘇奕女士（自2019年8月19日起取代蘇阿平先生）及杜紹周先生擔任，為兩個各自具有明確責任的不同職位。董事會主席負責整體策略計劃以及監督本集團的一般企業、財務及遵規事宜。行政總裁主要負責作出策略性決定以及本集團的管理。

非執行董事 – 委任年期

非執行董事（包括獨立非執行董事）並無獲委以超過三年的特定任期。

提名、委任、退任及重選

根據組織章程細則，當時為數至少三分之一的董事（或如董事人數並非三或三的倍數，則須為最接近但不少於三分之一的董事人數）須輪席退任，並合資格於各股東週年大會上重選或連任，惟各董事須最少每三年輪席退任一次。任何因填補臨時職位空缺而獲董事會委任的新任董事須在接受委任後的首屆本公司股東大會由股東進行重選。獲董事會委任作為現有董事會增補的任何新任董事的任期將於本公司下屆股東週年大會舉行時屆滿，屆時可膺選連任。

董事及高級管理層進行證券交易

本公司已採納上市規則附錄10所載有關「上市發行人董事進行證券交易的標準守則」（「標準守則」），作為其董事及本集團高級管理層（因為他的職位或僱傭關係，乃有可能持有有關本集團或本公司證券的內幕消息）有關買賣本公司證券的行為守則。

Upon specific enquiry, all the Directors confirmed that they had complied with the Model Code during the Year. In addition, the Company is not aware of any non-compliance of the Model Code by the senior management of the Group up to the date of annual report.

經過具體詢問後，全體董事確認彼等於年內已遵守標準守則。此外，本公司並無發現於截至本年報日期止期間本集團高級管理層有任何違反標準守則的行為。

DIRECTORS' CONTINUING PROFESSIONAL DEVELOPMENT

Directors must keep abreast of their collective responsibilities and participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. The Company updates the Directors on the latest development regarding the Listing Rules and other applicable regulatory requirements from time to time, to ensure compliance and enhance their awareness of good corporate governance practices.

董事的持續專業發展

董事須了解彼等的集體職責並參與適當持續專業發展以發展及更新彼等之知識及技能，以確保各董事在具備全面資訊及切合所需的情況下向董事會作出貢獻。本公司不時向董事提供上市規則以及其他適用監管規定的最新發展概況，以確保董事遵守良好的企業管治常規，並提升其對良好企業管治常規的意識。

According to the records provided by the Directors, a summary of training received by the Directors during the Year is as follows:

按董事提供的記錄，董事於本年度接受培訓的概要如下：

Name of Directors	董事姓名	Type of Continuous Professional Development Programmes	持續專業發展計劃類別
Executive Directors		執行董事	
Ms. Su Yi	蘇奕女士	A, B	A, B
Mr. Du Shaozhou	杜紹周先生	A, B	A, B
Ms. Su Wen (appointed on 19 August 2019)	蘇雯女士 (於2019年8月19日獲委任)	A, B	A, B
Mr. Li Jianyi (appointed on 19 August 2019)	李建一先生 (於2019年8月19日獲委任)	A, B	A, B
Mr. Su Aping (resigned on 19 August 2019)	蘇阿平先生 (於2019年8月19日辭任)	A, B	A, B
Ms. Zhu Yaying (resigned on 19 August 2019)	朱亞英女士 (於2019年8月19日辭任)	A, B	A, B
Non-executive Directors		非執行董事	
Mr. Xu Lei	許雷先生	A, B	A, B
Mr. Jin Bo	金波先生	A, B	A, B
Independent Non-executive Directors		獨立非執行董事	
Mr. Zhou Qingzu	周慶祖先生	A, B	A, B
Mr. Zhu Tong	朱彤先生	A, B	A, B
Mr. Luk Wai Keung	陸偉強先生	A, B	A, B

Notes:

- A: attending training sessions and/or seminars
- B: reviewing materials and updates relating to the latest development of the Listing Rules and other applicable regulatory requirements

REMUNERATION OF THE SENIOR MANAGEMENT

For the year ended 31 December 2019, except for a member of senior management whose remuneration fell within the range from HK\$2.5 million to HK\$3.0 million, the remuneration of the rest of the members of senior management were below HK\$1.5 million.

Further details of the remuneration of Directors and five highest paid employees have been set out in notes 9 and 10 to the financial statements.

AUDITORS' REMUNERATION

An analysis of the remuneration paid or payable to Ernst & Young for the year ended 31 December 2019 is set out below:

		Amount 金額 (RMB) (人民幣)
Items of auditors' services	核數師服務項目	
Audit services	審核服務	2,050,000

DIRECTORS' RESPONSIBILITY FOR FINANCIAL REPORTING IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge that it is their responsibility to prepare accounts of the Group and other financial disclosures required under the Listing Rules and the Company's management will provide information and explanation to the Board to enable it to make informed assessments of the financial and other decisions.

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

附註：

- A: 出席培訓課程及／或研討會
- B: 審閱有關上市規則及其他適用監管規定最新發展的材料與更新資料

高級管理層薪酬

截至2019年12月31日止年度，除一名高級管理層成員的薪酬介乎2.5百萬港元至3.0百萬港元的範圍外，其餘高級管理層成員的薪酬均少於1.5百萬港元。

有關董事薪酬及五名最高薪酬僱員的進一步詳情已載列於財務報表附註9及10。

核數師酬金

截至2019年12月31日止年度，有關已付或應付安永會計師事務所的酬金分析載列如下：

董事有關財務報表的財務報告責任

董事明白，彼等負責根據上市規則規定編製本集團賬目及其他財務披露，本公司管理層將向董事會提供資料及解釋，令董事會可對財務及其他決定作出知情評估。

董事並不知悉有關事件或狀況的任何重大不確定因素會導致本公司繼續持續經營的能力出現重大疑問。

The statement of the auditors of the Company in respect of their reporting responsibilities on the Company's financial statements for the year ended 31 December 2019 is set out in the "Independent Auditor's Report" contained in this annual report.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges that it is the responsibility of the Board to maintain an internal audit function and an adequate risk management and internal control system to safeguard shareholder investments and the Company's assets and to review the effectiveness of such system on an annual basis.

The main features of the risk management and internal control systems of the Group are to provide a clear governance structure, policies and procedures, as well as a reporting mechanism to facilitate the Group to manage its risks across business operations.

The Group has established a risk management framework, which consists of the senior management of the Company. The Board determines the nature and extent of risks that shall be taken in achieving the Group's strategic objectives, and has the overall responsibility for monitoring design, implementation and control of the risk management and internal control systems, so as to ensure the Group has set up and maintained a suitable and effective risk management and internal control systems. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Group has formulated and adopted a Corporate Risk Management Policy in providing direction in identifying, evaluating and managing significant risks. At least on an annual basis, the senior management identifies risks that would affect the achievement of the Group's objectives, and assesses and prioritizes the identified risks according to a set of standard criteria. Risk mitigation plans and risk owners are then established for those risks considered to be significant.

本公司核數師就其對本公司截至2019年12月31日止年度財務報表的申報責任發出的聲明載於本年報所載「獨立核數師報告」內。

風險管理及內部監控

董事會明白，董事會須負責維持內部審核功能及充分的風險管理及內部監控制度，以保障股東的投資及本公司的資產，並每年審閱該制度的有效性。

本集團的風險管理及內部監控系統的特點是以清晰的治理架構、政策程序及匯報機制，促進本集團管理各業務範疇的風險。

本集團已成立風險管理組織架構，由本公司高級管理層組成。董事會負責評估及釐定本集團達成策略目標時所願意接納的風險性質及程度，亦負責監督管理層對風險管理及內部監控系統的設計、實施及監察，以確保本集團設立及維持合適及有效的風險管理及內部監控系統。此系統旨在管理而非消除未能達成業務目標的風險，及只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。

本集團亦已制定及採納企業風險管理制度，提供有效的辨認、評估及管理重大風險的政策程序。管理層至少每年一次對影響集團實現業務目標的風險事項進行識別，並通過規範的機制進行評價及排序，對主要風險制定風險緩解計劃及指定風險負責人。

Risk management report and internal control report are submitted to the audit committee and the Board at least once a year. The Board had performed an annual review on the effectiveness of the Group's risk management and internal control systems, including but not limited to the Group's ability to cope with its business transformation and changing external environment; the scope and quality of management's review on risk management and internal control systems; result of internal audit work and status of compliance with the Listing Rules. The Board considers the Group's risk management and internal control systems are effective and adequate.

PROCEDURES AND INTERNAL CONTROLS FOR THE HANDLING AND DISSEMINATION OF INSIDE INFORMATION

The Group strictly follows the requirements of the Securities and Futures Ordinance (Cap. 571) (the "SFO") and the Listing Rules and ensures that inside information is disclosed to the public as soon as reasonably practicable unless the information falls within any of the safe harbours of the SFO. Before inside information is fully disclosed to the public, such information is kept strictly confidential. In addition, the Group adopted the policy of disclosing relevant information only to appropriate staff within the Group.

COMPANY SECRETARY

Mr. Ng Chi Kit, the Company Secretary, reports to the chairman of the Board. The details of his biography is set out in the section headed "Profile of Directors and Senior Management" of this annual report. Mr. Ng also confirmed that he has taken no less than 15 hours of relevant professional training during the year ended 31 December 2019.

風險管理報告和內部審核報告均至少每年提交審核委員會覆核並最終提交董事會審批。董事會已就本集團的風險管理及內部監控系統是否有效進行年度檢討，包括但不限於本集團應付其業務轉變及外在環境轉變的能力、管理層持續監察風險及內部監控系統的工作範疇及素質、內部審核工作、以及遵守上市規則規定的程序是否有效等。董事會認為本集團的風險管理及內部監控系統行之有效及適當性。

處理及發佈內幕消息的程序和內部監控措施

本集團嚴格遵循證券及期貨條例(第571章)(「證券及期貨條例」)和上市規則的規定，及確保在合理地切實可行的範圍內，會儘快向公眾披露內幕消息，除非有關消息屬於證券及期貨條例下任何安全港條文的範圍。在向公眾全面披露內幕消息前，本集團會確保該消息絕對保密。此外，本集團所採納之政策為僅向本集團內部合適員工披露相關消息。

公司秘書

公司秘書吳智傑先生須向董事會主席匯報。有關彼の履歷詳情載列於本年報「董事及高級管理層履歷」一節。吳先生亦已確認，於截至2019年12月31日止年度，彼已進行不少於15小時的相關專業培訓。

SHAREHOLDERS' RIGHTS

Convening of extraordinary general meeting on requisition by shareholders

Pursuant to article 64 of the Articles of Association, shareholder(s) holding at the date of the deposit of the requisition not less than one-tenth of the paid-up capital of the Company having the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary, to require an extraordinary general meeting ("EGM") to be called by the Board. The written requisition must specify the business to be transacted on the meeting, which shall be held within two months after the deposit of such requisition.

If within 21 days from the date of the deposit of the requisition, the Board fails to proceed to convene an EGM, the shareholder(s) concerned may themselves convene an EGM, and all reasonable expenses incurred by the shareholder(s) making the requisition as a result of the failure of the Board shall be reimbursed to such shareholder(s) by the Company.

Procedures for directing shareholders' enquiries to the Board

Shareholder(s) may at any time send their enquiries and concerns to the Board in writing through the Company Secretary whose contact details are as follows:

Address: 30th Floor, One Taikoo Place, 979 King's Road, Hong Kong

Email: ir@taicanggas.com

The Company Secretary shall forward the shareholder(s)' enquiries and concerns to the Board and/or relevant board committees of the Company, where appropriate, to respond to the shareholder(s)' questions.

股東權利

應股東要求召開股東特別大會

根據組織章程細則第64條，於遞呈要求日期持有不少於本公司繳足資本（附有於本公司股東大會表決權利）十分之一的股東，於任何時候有權透過向董事會或公司秘書發出書面要求，要求董事會召開股東特別大會（「股東特別大會」）。該書面要求須訂明待於會上處理的事項，而該大會應於遞呈有關要求後兩個月內舉行。

倘遞呈要求後21日內，董事會未有召開股東特別大會，則有關股東可自發召開股東特別大會，而遞呈要求股東因董事會未有召開大會而合理產生的所有開支須由本公司向彼等作出償付。

向董事會送達股東查詢的程序

股東可隨時以書面形式經公司秘書轉交彼等的查詢及關注事項予董事會，公司秘書的聯絡詳情如下：

地址：香港英皇道979號太古坊一座30樓

電郵：ir@taicanggas.com

公司秘書將轉交股東的查詢及關注事項予董事會及／或本公司的相關董事委員會（若適當），以便回覆查詢。

Procedures for putting forward proposals at general meetings by shareholders

Any shareholder of the Company who wish to put forward proposals at general meetings of the Company shall submit such proposals to the Board in writing for the Board's consideration not less than 7 days prior to the date of a general meeting through the Company Secretary whose contact details are set out in the paragraph headed "Procedures for directing shareholders' enquiries to the Board" under the section headed "Shareholders Rights" above.

INVESTOR RELATIONS

The Company believes that effective and proper investor relations play a vital role in creating Shareholders' value, enhancing the corporate transparency as well as establishing market confidence. The Company discloses information in compliance with the Listing Rules, and publishes periodic reports and announcements to the public in accordance with the relevant laws and regulations. The primary focus of the Company is to ensure information disclosure is timely, fair, accurate and complete, thereby enabling Shareholders, investors as well as the public to make rational and informed decisions. Updated key information and business development of the Group are also available on the Company's website to enable Shareholders and investors to have timely access to information about the Group.

The Company also endeavours to maintain an on-going dialogue with Shareholders and in particular, through general meetings which provide a forum for Shareholders to provide comments and exchange views with the Board. Directors (or their delegates as appropriate) will be available at the annual general meetings of the Company to address Shareholders' queries.

The Company will continue to take measures to ensure effective Shareholders' communication and transparency.

There has been no change to the Articles of Association since the Listing Date and up to date version of the Articles of Association is available on the websites of the Stock Exchange and the Company.

股東於股東大會上提呈決議案的程序

有意於本公司股東大會上提呈決議案的任何本公司股東須於股東大會日期前不少於7日，透過公司秘書以書面方式向董事會提交有關決議案，以供董事會考慮，公司秘書聯絡資料載於上文「股東權利」一節項下「向董事會送達股東查詢的程序」一段。

投資者關係

本公司相信，與投資者建立有效及適當的關係對營造股東價值、提高公司透明度及建立市場信心起著重要作用。本公司根據上市規則披露資料，及根據有關法律及法規向公眾刊發定期報告及公告。本公司盡力確保及時披露資料，而有關資料實屬公正、準確及完整，務求使股東、投資者及公眾能作出合理的知情決定。本集團最新的重要資料及業務發展亦會刊登於本公司網站，以使股東及投資者及時獲得有關本集團的資料。

本公司亦竭力與股東保持持續對話，尤其是，透過股東大會為股東提供提出意見及與董事會交換意見的討論會。董事（或其代表（如適用））將於本公司股東週年大會上處理股東的疑問。

本公司將繼續採取措施確保有效的股東交流及透明度。

自上市日期起，組織章程細則並無變動，並可於聯交所及本公司網站獲取組織章程細則的最新版本。

Report of the Directors

董事會報告

The directors present their report and the audited financial statements for the year ended 31 December 2019.

Principal activities

The principal activity of the Company is investment holding. The principal business activities of the Group include distribution and sale of piped natural gas, provision of natural gas transmission and acting as the main contractor of construction and installation of gas pipelines in the PRC. There were no significant changes in the nature of the Group's principal activities during the Year.

Results and dividends

The Group's profit for the year ended 31 December 2019 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 131 to 136.

The Board has resolved to recommend the payment of a final dividend of RMB0.028 (equivalent to HK\$0.031) per ordinary Share for shareholders whose names appear on the Register of Members of the Company on Thursday, 4 June 2020. Subject to approval by the shareholders of the Company at the annual general meeting of the Company to be held on Wednesday, 27 May 2020, the proposed final dividend is expected to be paid on Tuesday, 16 June 2020 to the shareholders of the Company. This represented a total distribution of RMB25.3 million for the year ended 31 December 2019.

There is no arrangement that a shareholder of the Company has waived or agreed to waive any dividend.

Summary financial information

A summary of the published results and assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the audited financial statements, is set out on page 292. This summary does not form part of the audited financial statements.

董事將截至2019年12月31日止年度的報告及經審核財務報表呈覽。

主要業務

本公司的主要業務為投資控股。本集團的主要業務包括於中國內地配送及銷售管道天然氣、提供天然氣輸送、作為建設及安裝燃氣管道的主要承包商。於年內，本集團的主要業務性質概無任何重大變動。

業績及股息

本集團截至2019年12月31日止年度的溢利，以及本公司和本集團截至該日的財務狀況均載於財務報表第131至136頁。

董事會已議決建議向於2020年6月4日(星期四)名列本公司股東名冊的股東派付末期股息每股普通股人民幣0.028元(相等於0.031港元)。待本公司股東於本公司謹於2020年5月27日(星期三)舉行的股東週年大會上批准後，預期將於2020年6月16日(星期二)向本公司股東派付建議末期股息，表示本公司就截至2019年12月31日止年度的分派總額為人民幣25.3百萬元。

並無公司股東放棄或同意放棄任何股息的安排。

財務資料概要

本集團於過往五個財政年度的已公佈業績及資產、負債及非控股權益的概要(摘錄自經審核財務報表)載於第292頁。此概要並不構成經審核財務報表的一部份。

Property, plant and equipment

Details of movements in the property, plant and equipment of the Group during the Year are set out in note 14 to the financial statements.

Share capital

Details of movements in the Company's share capital during the Year are set out in note 34 to the financial statements.

Pre-emptive Rights

There are no provisions for pre-emptive rights under the Articles of Association or the law of Cayman Islands, which would oblige the Company to offer new Shares on a pro-rata basis to existing Shareholders.

Purchase, redemption or sale of listed securities of the Company

Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the year ended 31 December 2019 to the date of this annual report.

Reserves

Details of movements in the reserves of the Company and the Group during the year are set out in note 35 to the financial statements and in the consolidated statement of changes in equity, respectively.

Distributable reserves

At 31 December 2019, the Company's reserves available for distribution, calculated in accordance with the Companies Law (as revised) of the Cayman Islands, amounted to RMB681,975,000, of which RMB0.028 per Share has been proposed as a final dividend for the year (which represented a total distribution of RMB25.3 million).

物業、廠房及設備

於年內，本集團的物業、廠房及設備的變動詳情載於財務報表附註14。

股本

於年內，本公司的股本變動詳情載於財務報表附註34。

優先購股權

組織章程細則或開曼群島法律概無有關優先購股權的條文會令致本公司有義務按比例向現有股東提呈發售新股份。

購買、贖回或出售本公司的上市證券

於截至2019年12月31日止年度起至本年報日期，本公司及其任何附屬公司概無購買、贖回或出售本公司的任何上市證券。

儲備

於年內，本公司及本集團的儲備變動詳情分別載於財務報表附註35及綜合權益變動表。

可供分派儲備

於2019年12月31日，本公司的可供分派儲備為人民幣681,975,000元（按照開曼群島公司法（經修訂）計算得出），其中每股股份人民幣0.028元已建議派作年內末期股息（即相當於分派總額人民幣25.3百萬元）。

Major customers and suppliers

In the Year under review, sales to the Group's five largest customers accounted for 40.1% of the total sales for the Year and sales to the largest customer for the Year amounted to 24.4% of the total sales for the Year. Purchases from the Group's five largest suppliers accounted for 89.2% of the total purchases for the Year and purchase from the largest supplier for the Year amounted to 45.5% of the total purchases for the Year.

None of the directors of the Company or any of their close associates or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's share capital) had any beneficial interest in the five largest customers or five largest suppliers of the Group during the Year.

Directors

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

Executive Directors:

Ms. Su Yi (Chairman)
Mr. Du Shaozhou (Chief Executive Officer)
Mr. Su Aping (Chairman) (Resigned on 19 August 2019)
Ms. Zhu Yaying (Resigned on 19 August 2019)
Ms. Su Wen (Appointed on 19 August 2019)
Mr. Li Jianyi (Appointed on 19 August 2019)

Non-executive Directors:

Mr. Xu Lei
Mr. Jin Bo

Independent Non-executive Directors:

Mr. Zhou Qingzu
Mr. Luk Wai Keung
Mr. Zhu Tong

主要客戶及供應商

於回顧年度內，本集團向五大客戶銷售額佔年內總銷售額40.1%，而年內向最大客戶的銷售額則佔年內總銷售額24.4%。本集團向五大供應商的採購額佔年內總採購額89.2%，而年內向最大供應商的採購額則佔年內總採購額45.5%。

概無本公司董事或彼等的任何緊密聯繫人士或任何股東（據董事所知擁有本公司股本5%以上者）於年內在本集團五大客戶或五大供應商中擁有任何實益權益。

董事

於年內及截至本報告日期，本公司董事為：

執行董事：

蘇奕女士 (主席)
杜紹周先生 (行政總裁)
蘇阿平先生 (主席) (於2019年8月19日辭任)
朱亞英女士 (於2019年8月19日辭任)
蘇雯女士 (於2019年8月19日獲委任)
李建一先生 (於2019年8月19日獲委任)

非執行董事：

許雷先生
金波先生

獨立非執行董事：

周慶祖先生
陸偉強先生
朱彤先生

Pursuant to the provisions in the Articles of Association, Ms. Su Yi, Mr. Du Shaozhou and Mr. Jin Bo will retire from office as Director by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

Further, in accordance with Article 112 of the Articles of Association, Ms. Su Wen and Mr. Li Jianyi will hold office only until the forthcoming annual general meeting, and shall then be eligible for re-election.

The Company has received annual confirmations of independence from Mr. Zhou Qingzu, Mr. Zhu Tong and Mr. Luk Wai Keung, and as at the date of this report still considers them to be independent.

Directors' and senior management's biographies

Biographical details of the directors of the Company and the senior management of the Group are set out on pages 16 to 26 of this annual report.

Directors' service contracts

Each of the executive Directors entered into a service contract with the Company for a term of three years which may only be terminated in accordance with the provisions of the service contract by either party giving to the other not less than three to six months' prior notice in writing.

The Company has entered into an appointment letter with Mr. Jin Bo and Mr. Zhu Tong for a term of three years which may only be terminated by either party giving to the other not less than three months, prior notice in writing.

根據組織章程細則的條文，蘇奕女士、杜紹周先生及金波先生將於應屆股東週年大會上輪席退任董事一職，並符合資格膺選連任。

此外，根據組織章程細則第112條，蘇雯女士及李建一先生的任期將於應屆股東週年大會舉行時屆滿，屆時可膺選連任。

本公司已接獲周慶祖先生、朱彤先生及陸偉強先生有關彼等的獨立性年度確認函，確認彼等於截至本報告日期仍被視為獨立人士。

董事及高級管理層履歷

本公司董事及本集團高級管理層的履歷詳情載於本年報第16至26頁。

董事的服務合同

各執行董事已與本公司訂立服務合同，為期三年，並僅可根據服務合同條款由其中一方向另一方發出不少於三至六個月的事先書面通知予以終止。

本公司已與金波先生及朱彤先生訂立委任書，為期三年，其僅可由其中一方向另一方發出不少於三個月的事先書面通知予以終止。

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

Directors' and controlling shareholders' interests in contracts

Save as disclosed under the headings "Connected Transactions" below and "Related Party Transactions" in note 40 to the financial statements, no Director, entity connected with a director, controlling shareholders or any of their subsidiaries had a material interest, either directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party subsisted at the end of the Year or at any time during the Year.

During the Year, no contract of significance for the provision of service to the Group by a controlling shareholder or any of its subsidiaries was made.

Management contracts

No contract concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or in existence as at the end of the Year or at any time during the Year.

除上述者外，概無擬於應屆股東週年大會上膺選連任的董事與本公司訂立本公司不可於一年內無償（法定賠償除外）終止的服務合同。

董事及控股股東的合同權益

除下文「關連交易」一節及財務報表附註40「關連方交易」所披露者外，概無董事、董事的關連實體、控股股東或其任何附屬公司於本公司、其控股公司或其任何附屬公司或同系附屬公司於本年末仍然存續或於年內任何時間訂立，並對本集團的業務屬重大的任何交易、安排或合同中直接或間接擁有重大權益。

年內，概無就控股股東或其任何附屬公司向本集團提供的服務訂立任何重大合同。

管理合同

截至年末或於年內任何時間概無訂立或存在有關本集團全部或任何重大部份業務的管理和行政的合同。

Directors' and chief executive's interests and short positions in shares and underlying shares and debentures

As at 31 December 2019, the interests and short positions of the directors and chief executive of the Company in the shares, and underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO, as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, were as follows:

董事及主要行政人員於股份、相關股份及債權證的權益及淡倉

於2019年12月31日，本公司董事及主要行政人員於本公司或其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有，並登記於本公司根據證券及期貨條例第352條須予存置的登記冊內，或根據上市發行人董事進行證券交易的標準守則須另行知會本公司及聯交所的權益及淡倉如下：

Long positions in ordinary shares of the Company:

於本公司普通股的好倉：

Name of Directors	董事姓名	Nature of interest	權益性質	Number of ordinary shares held 所持普通股 數目	Percentage of the Company's issued share capital 佔本公司已發行股本 百分比
Ms. Su Yi (1)	蘇奕女士 (1)	Beneficiary of two discretionary trusts	兩家全權信託之受益人	328,684,000 (L)	36.4
Mr. Du Shaozhou	杜紹周先生	Beneficial owner	實益擁有人	100,000 (L)	0.01
Ms. Su Wen (2)	蘇雯女士 (2)	Beneficiary of two discretionary trusts	兩家全權信託之受益人	328,684,000 (L)	36.4
Mr. Li Jianyi	李建一先生	Beneficial owner	實益擁有人	96,000 (L)	0.01

(L) denotes long position

(L) 表示好倉

Notes:

- (1) 123,138,000 Shares are beneficially owned by Total Honest International Investment Ltd which is wholly owned by Ridge Glorious Limited, which is in turn wholly owned by First Advisory Trust (Singapore) Limited as trustee of a discretionary trust of which Ms. Zhu Yaying is the settlor, and Ms. Zhu Yaying, Ms. Su Yi and Ms. Su Wen are three of the several eligible beneficiaries. Besides, 205,546,000 Shares are beneficially owned by Fung Yu Holdings Limited which is wholly owned by Yong Sheng Pte Ltd. and indirectly wholly-owned by First Advisory Trust (Singapore) Limited as trustee of a discretionary trust of which Mr. Su Aping is the settlor, and Mr. Su Aping, Ms. Su Yi and Ms. Su Wen are three of the several eligible beneficiaries.
- (2) 123,138,000 Shares are beneficially owned by Total Honest International Investment Ltd which is wholly-owned by Ridge Glorious Limited, which is in turn wholly-owned by First Advisory Trust (Singapore) Limited as trustee of a discretionary trust of which Ms. Zhu Yaying is the settlor, and Ms. Zhu Yaying, Ms. Su Yi and Ms. Su Wen are three of the several eligible beneficiaries. Besides, 205,546,000 Shares are beneficially owned by Fung Yu Holdings Limited which is wholly owned by Yong Sheng Pte Ltd. and is indirectly wholly-owned by First Advisory Trust (Singapore) Limited as trustee of a discretionary trust of which Mr. Su Aping is the settlor, and Mr. Su Aping, Ms. Su Wen and Ms. Su Yi are three of the several eligible beneficiaries.

附註：

- (1) 123,138,000股股份由誠創國際投資有限公司實益擁有，而誠創國際投資有限公司由Ridge Glorious Limited全資擁有，而Ridge Glorious Limited乃由豐瑞信託(新加坡)有限公司作為全權信託的受託人全資擁有，而朱亞英女士為委託人，及朱亞英女士、蘇奕女士及蘇雯女士為幾位合資格受益人的其中三位。此外，205,546,000股股份由Fung Yu Holdings Limited實益擁有，而Fung Yu Holdings Limited由永晟有限公司全資擁有，且由豐瑞信託(新加坡)有限公司作為全權信託的受託人間接全資擁有，而蘇阿平先生為委託人，及蘇阿平先生、蘇奕女士及蘇雯女士為幾位合資格受益人的其中三位。
- (2) 123,138,000股股份由誠創國際投資有限公司實益擁有，而誠創國際投資有限公司由Ridge Glorious Limited全資擁有，而Ridge Glorious Limited乃由豐瑞信託(新加坡)有限公司作為全權信託的受託人全資擁有，而朱亞英女士為委託人，及朱亞英女士、蘇奕女士及蘇雯女士為幾位合資格受益人的其中三位。此外，205,546,000股股份由Fung Yu Holdings Limited實益擁有，而Fung Yu Holdings Limited由永晟有限公司全資擁有，且由豐瑞信託(新加坡)有限公司作為全權信託的受託人間接全資擁有，而蘇阿平先生為委託人，及蘇阿平先生、蘇雯女士及蘇奕女士為幾位合資格受益人的其中三位。

Interests in underlying shares of the Company – equity derivatives of the Company:

於本公司相關股份的權益 – 本公司權益衍生工具：

Name of directors	董事姓名	Nature of interest	權益性質	Number of underlying shares in respect of the share options granted under the Scheme 根據該計劃授出購股權所涉及的相關股份數目	Percentage of the Company's issued share capital 佔本公司已發行股本的百分比
Ms. Su Yi	蘇奕女士	Beneficial owner	實益擁有人	2,150,000	0.24%
Mr. Du Shaozhou	杜紹周先生	Beneficial owner	實益擁有人	2,200,000	0.24%
Mr. Li Jianyi (appointed on 19 August 2019)	李建一先生 (於2019年8月19日獲委任)	Beneficial owner	實益擁有人	1,850,000	0.20%
Mr. Xu Lei	許雷先生	Beneficial owner	實益擁有人	300,000	0.03%
Mr. Zhou Qingzu	周慶祖先生	Beneficial owner	實益擁有人	300,000	0.03%
Mr. Luk Wai Keung	陸偉強先生	Beneficial owner	實益擁有人	300,000	0.03%

Save as disclosed above, as at 31 December 2019, none of the Directors and chief executive had registered an interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations that was required to be recorded pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上述所披露者外，於2019年12月31日，概無董事及主要行政人員於本公司或其任何相聯法團的股份、相關股份或債權證中擁有根據證券及期貨條例第352條須登記，或根據標準守則須另行知會本公司及聯交所的權益或淡倉。

Substantial shareholders' and other persons' interests and short positions in shares and underlying shares

As at 31 December 2019, so far as is known to the directors or chief executive of the Company, the following shareholders (excluding directors and chief executive of the Company) had interests and short positions of 5% or more in the shares and underlying shares of the Company as recorded in the register of interests required to be kept by the Company pursuant to section 336 of the SFO:

主要股東及其他人士於股份及相關股份的權益及淡倉

於2019年12月31日，據本公司董事或主要行政人員所知，以下股東（不包括本公司董事及主要行政人員）於本公司股份及相關股份中擁有5%或以上並已登記於本公司根據證券及期貨條例第336條須予存置的權益登記冊內的權益及淡倉：

Name	名稱	Nature of interest	權益性質	Number of ordinary shares held 所持普通股數目	Percentage of the Company's issued share capital 佔本公司已發行股本的百分比
Mr. Su Aping (1)	蘇阿平先生(1)	Interest of spouse, settlor and beneficiary of a discretionary trust	配偶權益、全權信託委託人及受益人	333,034,000 (L)	36.88
Ms. Zhu Yaying (2)	朱亞英女士(2)	Interest of spouse, settlor and beneficiary of a discretionary trust	配偶權益、全權信託委託人及受益人	333,034,000 (L)	36.88
First Advisory Trust (Singapore) Limited (3, 6)	豐瑞信託(新加坡)有限公司(3, 6)	Interest of a controlled corporation	於受控法團的權益	328,684,000 (L)	36.40
Fung Yu Holdings Limited (3)	Fung Yu Holdings Limited (3)	Beneficial owner	實益擁有人	205,546,000 (L)	22.76
Yong Sheng Pte Ltd. (3)	永晟有限公司(3)	Interest of a controlled corporation	於受控法團的權益	205,546,000 (L)	22.76
Arowana Holdings Limited (3)	Arowana Holdings Limited (3)	Interest of a controlled corporation	於受控法團的權益	205,546,000 (L)	22.76
Dazhong (Hong Kong) International Corporation Limited (4)	大眾(香港)國際有限公司(4)	Beneficial owner	實益擁有人	133,352,000 (L)	14.77
Shanghai Dazhong Public Utilities (Group) Co., Limited (4)	上海大眾公用事業(集團)股份有限公司(4)	Interest of a controlled corporation, beneficial owner	於受控法團的權益、實益擁有人	178,352,000 (L)	19.75
Action East International Limited (5)	明崙實業有限公司(5)	Beneficial owner	實益擁有人	165,540,000 (L)	18.33
Prax Capital China Growth Fund III, L.P. (5)	Prax Capital China Growth Fund III, L.P. (5)	Interest of a controlled corporation	於受控法團的權益	165,540,000 (L)	18.33
Prax Capital China Growth Fund III GP, Ltd. (5)	Prax Capital China Growth Fund III GP, Ltd. (5)	Interest of a controlled corporation	於受控法團的權益	165,540,000 (L)	18.33
Total Honest International Investment Ltd (6)	誠創國際投資有限公司(6)	Beneficial owner	實益擁有人	123,138,000 (L)	13.64
Ridge Glorious Limited (6)	Ridge Glorious Limited (6)	Interest of a controlled corporation	於受控法團的權益	123,138,000 (L)	13.64

(L) denotes long position

(L) 表示好倉

Notes:

- (1) 205,546,000 Shares are beneficially owned by Fung Yu Holdings Limited which is wholly owned by Yong Sheng Pte Ltd. and is indirectly wholly-owned by First Advisory Trust (Singapore) Limited as trustee for a discretionary trust of which Mr. Su Aping is the settlor, and Mr. Su Aping, Ms. Su Yi and Ms. Su Wen are three of the several eligible beneficiaries. Besides, 123,138,000 Shares are beneficially owned by Total Honest International Investment Ltd which is wholly owned by Ridge Glorious Limited, which is in turn wholly owned by First Advisory Trust (Singapore) Limited as trustee for a discretionary trust of which Ms. Zhu Yaying is the settlor, and Ms. Zhu Yaying and Ms. Su Yi are two of the several eligible beneficiaries. Mr. Su Aping is the beneficial owner of the share options granted under the Company's share option scheme in respect of 2,200,000 Shares issuable under such share options. Ms. Zhu Yaying is the beneficial owner of the share options granted under the Company's share option scheme in respect of 2,150,000 Shares issuable under such share options. Mr. Su Aping is the spouse of Ms. Zhu Yaying. Under the SFO, Mr. Su Aping is deemed to be interested in the same number of Shares and share options in which Ms. Zhu Yaying is interested.
- (2) 123,138,000 Shares are beneficially owned by Total Honest International Investment Ltd which is wholly owned by Ridge Glorious Limited, which is in turn wholly owned by First Advisory Trust (Singapore) Limited as trustee for a discretionary trust of which Ms. Zhu Yaying is the settlor, and Ms. Zhu Yaying and Ms. Su Yi are two of the several eligible beneficiaries. Besides, 205,546,000 Shares are beneficially owned by Fung Yu Holdings Limited which is wholly owned by Yong Sheng Pte Ltd. and is indirectly wholly-owned by First Advisory Trust (Singapore) Limited as trustee for a discretionary trust of which Mr. Su Aping is the settlor, and Mr. Su Aping, Ms. Su Yi and Ms. Su Wen are three of the several eligible beneficiaries. Ms. Zhu Yaying is the beneficial owner of the share options granted under the Company's share option scheme in respect of 2,150,000 Shares issuable under such share options. Mr. Su Aping is the beneficial owner of the share options granted under the Company's share option scheme in respect of 2,200,000 Shares issuable under such share options. Ms. Zhu Yaying is the spouse of Mr. Su Aping. Under the SFO, Ms. Zhu Yaying is deemed to be interested in the same number of Shares and share options in which Mr. Su Aping is interested.

附註：

- (1) 205,546,000股股份由Fung Yu Holdings Limited實益擁有，而Fung Yu Holdings Limited由永晟有限公司全資擁有且由豐瑞信託(新加坡)有限公司作為全權信託的受託人間接全資擁有，而蘇阿平先生為委託人，及蘇阿平先生、蘇奕女士及蘇雯女士為幾位合資格受益人的其中三位。此外，123,138,000股股份由誠創國際投資有限公司實益擁有，而誠創國際投資有限公司由Ridge Glorious Limited全資擁有，而Ridge Glorious Limited乃由豐瑞信託(新加坡)有限公司作為全權信託的受託人全資擁有，而朱亞英女士為委託人，及朱亞英女士及蘇奕女士為幾位合資格受益人的其中兩位。蘇阿平先生為根據本公司購股權計劃就根據該等購股權可予發行之2,200,000股股份所授出購股權的實益擁有人。朱亞英女士為根據本公司購股權計劃就根據該等購股權可予發行之2,150,000股股份所授出購股權的實益擁有人。蘇阿平先生為朱亞英女士的配偶。根據證券及期貨條例，蘇阿平先生被視為於朱亞英女士擁有權益的相同數量股份及購股權中擁有權益。
- (2) 123,138,000股股份由誠創國際投資有限公司實益擁有，而誠創國際投資有限公司由Ridge Glorious Limited全資擁有，而Ridge Glorious Limited乃由豐瑞信託(新加坡)有限公司作為全權信託的受託人全資擁有，而朱亞英女士為委託人，及朱亞英女士及蘇奕女士為幾位合資格受益人的其中兩位。此外，205,546,000股股份由Fung Yu Holdings Limited實益擁有，而Fung Yu Holdings Limited由永晟有限公司全資擁有且由豐瑞信託(新加坡)有限公司作為全權信託的受託人間接全資擁有，而蘇阿平先生為委託人，及蘇阿平先生、蘇奕女士及蘇雯女士為幾位合資格受益人的其中三位。朱亞英女士為根據本公司購股權計劃就根據該等購股權可予發行之2,150,000股股份所授出購股權的實益擁有人。蘇阿平先生為根據本公司購股權計劃就根據該等購股權可予發行之2,200,000股股份所授出購股權的實益擁有人。朱亞英女士為蘇阿平先生的配偶。根據證券及期貨條例，朱亞英女士被視為於蘇阿平先生擁有權益的相同數量股份及購股權中擁有權益。

(3) Fung Yu Holdings Limited is wholly-owned by Yong Sheng Pte Ltd., which is wholly owned by Arowana Holdings Limited, which in turn is wholly owned by First Advisory Trust (Singapore) Limited as trustee of a discretionary trust of which Mr. Su Aping is the settlor, and Mr. Su Aping, Ms. Su Wen and Ms. Su Yi are three of the several eligible beneficiaries.

(4) Dazhong (Hong Kong) International Corporation Limited is a wholly-owned subsidiary of Shanghai Dazhong Public Utilities (Group) Co., Limited, the A shares of which are listed on the Shanghai Stock Exchange with Stock Code 600635 and the H shares of which are listed on the Stock Exchange with Stock Code 1635. Shanghai Dazhong Public Utilities (Group) Co., Limited is deemed to be interested in the same number of shares in which Dazhong (Hong Kong) International Corporation Limited is interested. Shanghai Dazhong Public Utilities (Group) Co., Limited was the beneficial owner of 45,000,000 Shares.

(5) Action East International Limited is wholly-owned by Prax Capital China Growth Fund III, L.P.. Under the SFO, Prax Capital China Growth Fund III, L.P. is deemed to be interested in the same number of shares in which Action East International Limited is interested.

Prax Capital China Growth Fund III, L.P. is a limited partnership established in the Cayman Islands whose sole general partner is Prax Capital China Growth Fund III GP, Ltd., a limited liability company incorporated in the Cayman Islands.

(6) Total Honest International Investment Ltd is wholly-owned by Ridge Glorious Limited, which is in turn wholly-owned by First Advisory Trust (Singapore) Limited as trustee of a discretionary trust of which Ms. Zhu Yaying is the settlor, and Ms. Zhu Yaying, Ms. Su Yi and Ms. Su Wen are three of the several eligible beneficiaries.

Save as disclosed above, as at 31 December 2019, no person, other than the Directors and chief executive of the Company, whose interests are set out in the section "Directors' and chief executive's interests and short positions in shares and underlying shares and debentures" above, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to section 336 of the SFO.

(3) Fung Yu Holdings Limited由永晟有限公司全資擁有，而永晟有限公司由Arowana Holdings Limited全資擁有，而Arowana Holdings Limited由豐瑞信託(新加坡)有限公司作為全權信託的受託人全資擁有，而蘇阿平先生為委託人，及蘇阿平先生、蘇雯女士及蘇奕女士為幾位合資格受益人的其中三位。

(4) 大眾(香港)國際有限公司為上海大眾公用事業(集團)股份有限公司(其A股於上交所上市，股份代號：600635，而其H股於聯交所上市，股份代號：1635)的全資附屬公司。上海大眾公用事業(集團)股份有限公司被視為於大眾(香港)國際有限公司擁有權益的股份中擁有相同數目的股份權益。上海大眾公用事業(集團)股份有限公司為45,000,000股股份的實益擁有人。

(5) 明崙實業有限公司由Prax Capital China Growth Fund III, L.P.全資擁有。根據證券及期貨條例，Prax Capital China Growth Fund III, L.P.被視為於明崙實業有限公司擁有權益的股份中擁有相同數目的股份權益。

Prax Capital China Growth Fund III, L.P.為於開曼群島成立的有限合夥企業，其唯一的普通合夥人為Prax Capital China Growth Fund III GP, Ltd.，後者為於開曼群島註冊成立的有限責任公司。

(6) 誠創國際投資有限公司由Ridge Glorious Limited全資擁有，而Ridge Glorious Limited乃由豐瑞信託(新加坡)有限公司作為全權信託的受託人全資擁有，而朱亞英女士為委託人，及朱亞英女士、蘇奕女士及蘇雯女士為幾位合資格受益人的其中三位。

除上述所披露者外，於2019年12月31日，概無任何人士(本公司董事及主要行政人員除外)的權益載於上文「董事及主要行政人員於股份、相關股份及債權證的權益及淡倉」，並於本公司的股份或相關股份中擁有須根據證券及期貨條例第336條記錄的已登記權益或淡倉。

Share option scheme

The Company operates a share option scheme (the “Scheme”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Eligible participants of the Scheme include the Directors (including independent non-executive Directors), other employees of the Group, consultants and advisers of the Group. The Scheme became effective on 11 March 2015 and, unless otherwise cancelled or amended, will remain in force for 10 years from 11 March 2015. The scheme mandate limit was refreshed on 12 September 2017.

Principal terms of the Scheme

A summary of the principal terms of the Scheme is set out below pursuant to the requirements as contained in Chapter 17 of the Listing Rules:

(a) *Purpose*

The purposes of the Scheme are to attract and retain the best available personnel, to provide additional incentive to employees, directors, consultants and advisers of the Group and to promote the success of the business of the Group.

(b) *Participants*

Eligible participants of the Scheme include any employee (whether full-time or part-time), Director, consultant or adviser of the Group (the “Eligible Person”).

(c) *Total number of shares available for issue under the scheme and percentage of issued share capital as at 31 March 2020*

The number of shares available for issue under the Scheme was 75,292,400 Shares, representing 8.34% of the issued share of the Company as at 31 March 2020.

購股權計劃

本公司運作一項購股權計劃(「該計劃」)，旨在向為本集團業務之成功作出貢獻之合資格參與者提供獎勵及報酬。該計劃合資格參與者包括董事(包括獨立非執行董事)、本集團其他僱員及本集團顧問。該計劃由2015年3月11日起生效，及除非被取消或修訂，否則將由2015年3月11日起計10年內保持有效。計劃授權上限於2017年9月12日更新。

該計劃的主要條款

根據上市規則第17章所載規定，該計劃的主要條款概要載列如下：

(a) *目的*

該計劃旨在吸引及挽留傑出人員，為本集團僱員、董事、諮詢人及顧問提供額外獎勵及推動本集團的業務邁向成功。

(b) *參與人士*

該計劃的合資格參與者包括本集團任何僱員(全職或兼職)、董事、諮詢人或顧問(「合資格人士」)。

(c) *根據該計劃可供發行的股份總數及於2020年3月31日已發行股本的百分比*

根據該計劃可供發行的股份總數為75,292,400股，佔本公司於2020年3月31日已發行股份的8.34%。

(d) *Maximum entitlement of each participant under the Scheme*

Unless approved by the Shareholders in a general meeting (with such Eligible Person and his close associates (or his associates if the Eligible Person is a connected person) abstaining from voting), the total number of Shares issued and to be issued upon the exercise of the options granted to each Eligible Person (including exercised, cancelled and outstanding options) in any 12-month period shall not exceed 1% of the relevant class of securities of the Company in issue.

Any options granted to an Eligible Person who is a substantial shareholder, or independent non-executive Director, or their respective associates, which will result in the total number of Shares issued and to be issued upon exercise of all the options granted and to be granted (including options whether exercised, cancelled or still outstanding) to such person in the period of 12 months up to and including the date of such grant:

- (i) representing in aggregate over 0.1% (or such other percentage as may from time to time be specified by the Stock Exchange) of the issued share capital of the Company; and
- (ii) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5,000,000 (or such other amount as may from time to time be specified by the Stock Exchange).

Such further grant of options must be approved by the Shareholders in a general meeting of the Company.

(d) 各參與人士根據該計劃應得之最高配額

除非於股東大會(合資格人士及其緊密聯繫人士(或其聯繫人士(倘合資格人士為關連人士))不得投票)經股東批准,否則因行使各合資格人士獲授的購股權(包括已行使、已註銷及未行使的購股權)而已發行及將發行的股份總數於任何12個月期間不得超過本公司相關類別已發行證券的1%。

向身為主要股東或獨立非執行董事的合資格人士或彼等各自聯繫人士授出任何購股權,導致截至及包括相關授出日期止12個月期間因行使所有授予或將授予相關人士的購股權(包括已行使、已註銷或尚未行使的購股權)而已發行及將發行的股份總數:

- (i) 合共相當於本公司已發行股本的0.1%(或聯交所可能不時訂明的該等其他百分比)以上;及
- (ii) 根據各授出日期的股份收市價計算的總值超過5,000,000港元(或聯交所可能不時訂明的該等其他數額)。

則上述進一步授出購股權必須經股東於本公司股東大會批准。

- (e) *The period within which the shares must be taken up under an option*
The exercise period of any option granted under the Scheme shall be determined by the Board but such period must not exceed 10 years from the date of grant of the relevant option.
- (e) 須根據購股權認購股份的期限
根據該計劃授出的任何購股權的行使期限須由董事會釐定，但該期限不得超過相關購股權獲授出之日起計10年。
- (f) *The minimum period for which an option must be held before it can be exercised*
The Scheme does not specify any minimum holding period before the option can be exercised but the Board has the authority to determine the minimum holding period when the options are granted.
- (f) 於購股權可獲行使前必須持有購股權之最短期限
該計劃並無訂明購股權可獲行使前的最短持有期限，惟董事會有權於授出購股權時釐定最短持有期限。
- (g) *The amount payable upon acceptance of option*
HK\$1.00 is payable by each eligible participant to the Company on acceptance of options within 21 days from the date of the making of such offer.
- (g) 接納購股權時應付款額
自發售日期起計21日內，各合資格參與者接納購股權時須向本公司支付1.00港元。
- (h) *Basis of determining the exercise price*
The exercise price shall not be less than the greater of:
- (h) 釐定行使價之基準
行使價不得低於以下較高者：
- (i) the closing price of the shares as stated in the daily quotation sheet of the Stock Exchange on the date of grant of such option;
- (i) 於授出該購股權日期聯交所每日報價表上所示股份的收市價；
- (ii) the average closing prices of the shares as stated in the daily quotation sheet of the Stock Exchange for the five trading days immediately preceding the date of grant of such option; and
- (ii) 截至授出該購股權日期止五個營業日聯交所每日報價表上所示股份的平均收市價；及
- (iii) the nominal value of the share.
- (iii) 股份的面值。
- (i) *The remaining life of the Scheme*
The Scheme is effective for a period of 10 years commencing from 11 March 2015.
- (i) 該計劃的剩餘年期
該計劃的有效期為10年，自2015年3月11日起計。

Movements of share options

Movements of the share options granted to the participants pursuant to the Scheme during the Year are as follows:

購股權變動

根據該計劃已授予參與人士之購股權於年內的變動如下：

Category and Name of participant	Date of grant of share options	Exercise price	Number of ordinary shares subject to share options granted under the Scheme 根據該計劃授出的購股權涉及的普通股數目				Outstanding as at 31 December 2019 於2019年 12月31日 尚未行使	
			Outstanding as at 1 January 2019 於2019年 1月1日 尚未行使	Granted during the Period 於期內 授出	Exercised during the Period 於期內 行使	Cancelled during the Period 於期內 已註銷		Lapsed during the Period 於期內 已失效
Directors								
董事								
Mr. Su Aping (resigned on 19 August 2019) 蘇阿平先生 (於2019年8月19日辭任)	29 January 2016*	2.000	2,200,000	-	-	-	-	2,200,000
Ms. Zhu Yaying (resigned on 19 August 2019) 朱亞英女士 (於2019年8月19日辭任)	29 January 2016*	2.000	2,000,000	-	-	-	-	2,000,000
Ms. Su Yi 蘇奕女士	29 January 2016*	2.000	2,000,000	-	-	-	-	2,000,000
	24 January 2017 [†] 2017年1月24日 [†]	2.280	150,000	-	-	-	-	150,000
Mr. Du Shaozhou 杜紹周先生	29 January 2016*	2.000	2,000,000	-	-	-	-	2,000,000
	24 January 2017 [†] 2017年1月24日 [†]	2.280	200,000	-	-	-	-	200,000
Mr. Li Jianyi (appointed on 19 August 2019) 李建一先生 (於2019年8月19日獲委任)	29 January 2016*	2.000	350,000	-	-	-	-	350,000
	24 January 2017 [†] 2017年1月24日 [†]	2.280	1,500,000	-	-	-	-	1,500,000
Mr. Xu Lei 許雷先生	29 January 2016*	2.000	200,000	-	-	-	-	200,000
	24 January 2017 [†] 2017年1月24日 [†]	2.280	100,000	-	-	-	-	100,000
Mr. Zhou Qingzu 周慶祖先生	29 January 2016*	2.000	200,000	-	-	-	-	200,000
	24 January 2017 [†] 2017年1月24日 [†]	2.280	100,000	-	-	-	-	100,000
Mr. Luk Wai Keung 陸偉強先生	29 January 2016*	2.000	200,000	-	-	-	-	200,000
	24 January 2017 [†] 2017年1月24日 [†]	2.280	100,000	-	-	-	-	100,000

Category and Name of participant	Date of grant of share options	Exercise price	Number of ordinary shares subject to share options granted under the Scheme 根據該計劃授出的購股權涉及的普通股數目					Outstanding as at 31 December 2019 於2019年 12月31日 尚未行使
			Outstanding as at 1 January 2019 於2019年 1月1日 尚未行使	Granted during the Period 於期內 授出	Exercised during the Period 於期內 行使	Cancelled during the Period 於期內 已註銷	Lapsed during the Period 於期內 已失效	
Other employees 其他僱員	29 January 2016*	2.000	10,850,000	-	-	-	(1,100,000)	9,750,000
(note) (附註)	24 January 2017 [†]	2.280	3,700,000	-	-	-	(500,000)	3,200,000
	25 October 2017 [°]	3.06	15,000,000	-	-	-	(500,000)	14,500,000
	2017年10月25日 [°]							
Other eligible participants 其他合資格參與者	24 January 2017 [†]	2.280	14,000,000	-	-	-	-	14,000,000
	25 May 2017 [‡]	2.466	40,000,000	-	-	-	-	40,000,000
	2017年5月25日 [‡]							
			95,000,000	-	-	-	(2,100,000)	92,900,000

* The exercise period is from 28 February 2017 to 28 January 2024. The vesting period is as follows: (a) 20% of the options granted to each grantee shall vest on 28 February 2017; (b) 20% of the options granted to each grantee shall vest on 28 February 2018; (c) 20% of the options granted to each grantee shall vest on 28 February 2019; (d) 20% of the options granted to each grantee shall vest on 28 February 2020; and (e) 20% of the options granted to each grantee shall vest on 28 February 2021.

[†] The exercise period is from 28 February 2018 to 23 January 2025. The vesting period is as follows: (a) 20% of the Options granted to each grantee shall vest on 28 February 2018; (b) 20% of the options granted to each Grantee shall vest on 28 February 2019; (c) 20% of the options granted to each grantee shall vest on 28 February 2020; (d) 20% of the options granted to each grantee shall vest on 28 February 2021; and (e) 20% of the options granted to each grantee shall vest on 28 February 2022.

* 行使期為2017年2月28日至2024年1月28日。歸屬期如下：(a) 授予各承授人購股權之20%將於2017年2月28日歸屬；(b) 授予各承授人購股權之20%將於2018年2月28日歸屬；(c) 授予各承授人購股權之20%將於2019年2月28日歸屬；(d) 授予各承授人購股權之20%將於2020年2月28日歸屬；及(e) 授予各承授人購股權之20%將於2021年2月28日歸屬。

[†] 行使期為2018年2月28日至2025年1月23日。歸屬期如下：(a) 授予各承授人購股權之20%將於2018年2月28日歸屬；(b) 授予各承授人購股權之20%將於2019年2月28日歸屬；(c) 授予各承授人購股權之20%將於2020年2月28日歸屬；(d) 授予各承授人購股權之20%將於2021年2月28日歸屬；及(e) 授予各承授人購股權之20%將於2022年2月28日歸屬。

- [△] The exercise period is from 24 May 2018 to 24 May 2021. The vesting period is as follows: (a) 33% of the options granted to each grantee shall vest on 24 May 2018; (b) 33% of the options granted to each grantee shall vest on 24 May 2019; (c) 34% of the options granted to each grantee shall vest on 24 May 2020.
- [○] The exercise period is from 24 October 2018 to 24 October 2025. The vesting period is as follows: (a) 20% of the options granted to each grantee shall vest on 24 October 2018; (b) 20% of the options granted to each grantee shall vest on 24 October 2019; (c) 20% of the options granted to each grantee shall vest on 24 October 2020; (d) 20% of the options granted to each grantee shall vest on 24 October 2021; and (e) 20% of the options granted to each grantee shall vest on 24 October 2022.

The closing prices of the shares of the Company on 28 January 2016, 23 January 2017, 24 May 2017 and 25 October 2017 being the dates immediately before the date of the Share Options were granted, were HK\$1.99, HK\$2.28, HK\$2.45 and HK\$3.06 per share, respectively.

At the end of the Year, the Company had 92,900,000 share options outstanding under the Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 92,900,000 additional ordinary shares of the Company and additional issued capital of HK\$929,000 (equivalent to approximately RMB844,000) and share premium of HK\$224,341,000 (equivalent to approximately RMB201,906,900) (before issue expenses).

At the date of approval of this annual report, the Company had 92,900,000 share options outstanding under the Scheme, which represented approximately 10.29% of the Company's shares in issue as at that date.

Connected transactions

During the Year, the Group has entered into the following continuing connected transactions.

- [△] 行使期為2018年5月24日至2021年5月24日。歸屬期如下：(a) 授予各承授人購股權之33%將於2018年5月24日歸屬；(b) 授予各承授人購股權之33%將於2019年5月24日歸屬；(c) 授予各承授人購股權之34%將於2020年5月24日歸屬。
- [○] 行使期為2018年10月24日至2025年10月24日。歸屬期如下：(a) 授予各承授人購股權之20%將於2018年10月24日歸屬；(b) 授予各承授人購股權之20%將於2019年10月24日歸屬；(c) 授予各承授人購股權之20%將於2020年10月24日歸屬；(d) 授予各承授人購股權之20%將於2021年10月24日歸屬；及(e) 授予各承授人購股權之20%將於2022年10月24日歸屬。

於2016年1月28日、2017年1月23日、2017年5月24日及2017年10月25日(即緊接購股權授出日期前當日)，本公司股份之收市價分別為每股股份1.99港元、2.28港元、2.45港元及3.06港元。

於年末，本公司於該計劃項下持有92,900,000份尚未行使之購股權。倘該等尚未行使之購股權獲悉數行使，按本公司現有資本構架，將導致發行92,900,000股本公司額外普通股及額外已發行股本929,000港元(相等於約人民幣844,000元)及股份溢價224,341,000港元(相等於約人民幣201,906,900元)(未扣除發行開支)。


於本年報告獲批准日期，本公司於該計劃項下擁有92,900,000份購股權，約佔本公司於該日期已發行股份的10.29%。

關連交易

於年內，本集團已訂立以下持續關連交易。

Continuing connected transactions

Suzhou Suling Automobile Service Co., Ltd. (“Suzhou Suling Automobile Service”) operates gasoline and diesel refilling stations as well as CNG and LNG refuelling stations in Taicang City and sells diesel fuel, gasoline, CNG and LNG to customers in the ordinary and usual course of its business. Its customers during the Year included certain members of the Group. Suzhou Suling Automobile Service entered into a LNG Sales Agreement with Taicang Natural Gas on 1 March 2019, pursuant to which Suzhou Suling Automobile Service agreed to supply LNG to Taicang Natural Gas at the procurement cost of the LNG products on the date of purchase plus filling fee of RMB200 per ton, for a period from 1 March 2019 to 31 December 2019. During the Year, the accumulated amount of purchases paid by Taicang Natural Gas under the LNG Sales Agreement amounted to approximately RMB6,500,000.


Suchuang Group, as licensor, has entered into a trademark licensing agreement with the Group, as licensee, on 1 August 2014, pursuant to which Suchuang Group agreed to grant to the Group the right to use the trademarks “蘇創” and “” in the PRC in connection with the Company’s business on a perpetual and non-exclusive basis at a nominal consideration of RMB1.00.

Suchuang Group further entered into a tenancy agreement with the Group, pursuant to which Suchuang Group agreed to lease from the Group an office premise of 1,082 square meters on 5th Floor, 116 Loujiang South Road, Taicang City, Suzhou, Jiangsu Province, the PRC for an annual rental of RMB346,500 (inclusive of tax and management fee) for a period from 21 October 2016 to 20 October 2019. During the Year, the rental paid by Suchuang Group under the aforesaid tenancy agreement amounted to RMB346,500.

Taicang Suchuang Dangerous Goods Transportation Co., Ltd. entered into a vehicle leasing agreement with the Group on 31 December 2018, pursuant to which the Group agreed to lease from Taicang Suchuang Dangerous Goods Transportation Co., Ltd. 10 vehicles for an annual fee of RMB650,000 (inclusive of tax) for a period from 1 January 2019 to 31 December 2021.

持續關連交易

蘇州蘇菱汽車服務有限公司(「蘇州蘇菱汽車服務」)於太倉市經營汽油及柴油加油站及壓縮天然氣和液化天然氣加氣站，並於其日常及一般業務過程中向客戶銷售柴油燃料、汽油、壓縮天然氣和液化天然氣。於年內其客戶包括本集團若干成員公司。蘇州蘇菱汽車服務於2019年3月1日與太倉天然氣訂立液化天然氣銷售協議，據此蘇州蘇菱汽車服務同意以採購日期液化天然氣產品的採購成本加每噸人民幣200元的填補費，向太倉天然氣供應液化天然氣，該協議年期為自2019年3月1日起至2019年12月31日止期間。年內，太倉天然氣根據液化天然氣銷售協議支付的累計購買金額約為人民幣6,500,000元。

蘇創集團(作為特許持有人)已與本集團(作為特許經營商)於2014年8月1日訂立商標特許經營協議，據此蘇創集團同意按永久及非獨家基準向本集團授出於中國使用與本公司業務有關的「蘇創」及商標的權利，名義代價為人民幣1.00元。

蘇創集團進一步與本集團訂立一份租賃協議，據此，蘇創集團同意向本集團租賃一個位於中國江蘇省蘇州市太倉市婁江南路116號5樓，面積為1,082平方米的辦公室物業，每年租金為人民幣346,500元(包括稅項及管理費)，租期自2016年10月21日起至2019年10月20日。於年內，蘇創集團根據上述租賃協議已付的租金為人民幣346,500元。

太倉蘇創危險品運輸有限公司於2018年12月31日與本集團訂立一份汽車租賃協議，據此，本集團同意向太倉蘇創危險品運輸有限公司租賃10輛汽車，每年租金為人民幣650,000元(包括稅項)，租期自2019年1月1日起至2021年12月31日。

The independent non-executive Directors of the Company have reviewed the continuing connected transactions set out above and have confirmed that these continuing connected transactions were entered into (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms or on terms no less favourable to the Group than terms available to or from independent third parties; and (iii) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the Shareholders of the Company as a whole.

Details of related party transactions undertaken in the normal course of business of the Group are provided under note 40 to the financial statements.

Certain related party transactions set out in Note 40(b) to the financial statements (loan to Energette Capital Corporation, rental income received from Suchuang Group, purchase of motor vehicle fuels from Suzhou Suling Automobile Service, sale of natural gas to Suzhou Suling Automobile Service and renting of motor vehicles from Taicang Suchuang Dangerous Goods Transportation Co., Ltd.), are regarded as exempt continuing connected transactions of the Group and were exempt from the reporting, annual review, announcement, circular and independent shareholders' approval requirements contained under Chapter 14A of the Listing Rules.

Sufficiency of public float

Based on information that is publicly available to the Company and within the knowledge of the directors, the Company has maintained the prescribed public float under the Listing Rules as at 31 March 2020, being the date of this annual report.

Directors' interests in a competing business

Except for the below, none of the Directors (other than the independent non-executive Directors) are considered to have interests in a business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group.

本公司的獨立非執行董事已審閱上述各項持續關連交易，並已確認該等持續關連交易乃(i)於本集團一般及日常業務過程中訂立；(ii)按正常商業條款或不遜於本集團向獨立第三方提供或獨立第三方向本集團提供的條款訂立；及(iii)根據相關協議條款進行，而該等條款屬公平合理，並符合本公司股東的整體權益。

有關本集團於一般業務過程中所進行的關連方交易詳情乃於財務報表附註40下披露。

財務報表附註40(b)所載若干關連方交易(貸款予Energette Capital Corporation、已收蘇創集團的租金收入、向蘇州蘇菱汽車服務採購汽車燃料、向蘇州蘇凌汽車服務銷售天然氣及向太倉蘇創危險品運輸有限公司租賃汽車)被視為本集團的獲豁免持續關連交易，並獲豁免遵守上市規則第14A章項下的申報、年度審閱、公告、通函及獨立股東批准的規定。

充足公眾持股量

根據本公司可得的公開資料及據董事所知，截至2020年3月31日(即本年報日期)，本公司一直維持上市規則所訂明的公眾持股量。

董事於競爭業務的權益

除下文所述者外，概無董事(獨立非執行董事除外)被視為於與本集團業務直接或間接構成或可能構成競爭的業務中擁有權益。

Suzhou Suling Automobile Service is principally engaged in the operation of diesel and gasoline refuelling stations, as well as CNG and LNG refuelling stations and is controlled by Ms. Su Yi, Ms. Su Wen and their associates. On 23 February 2015, Suzhou Suling Automobile Service and the Company entered into a deed of first offer (the “Deed of First Offer”), pursuant to which Suzhou Suling Automobile Service granted to the Company an irrevocable right exercisable after rectification of the non-compliance matters in relation to the CNG and LNG refuelling stations operated by Suzhou Suling Automobile Service. The Deed of First Offer was expired and the Company has not exercised its right under the Deed of First Offer.

DEED OF NON-COMPETITION

Each of Mr. Su Aping, Ms. Zhu Yaying and Fung Yu Holdings Limited has confirmed to the Company of his/her/its compliance with the non-competition undertakings provided to the Company under a deed of non-competition dated 23 February 2015. There has not been any opportunity in any restricted business (being business which competes or is likely to compete with the business of the Group from time to time) being referred by Mr. Su Aping, Ms. Zhu Yaying and Fung Yu Holdings Limited to the Company during the Year. The independent non-executive Directors have reviewed the status of compliance and confirmed that all the undertakings under the deed of non-competition have been complied with by Mr. Su Aping, Ms. Zhu Yaying and Fung Yu Holdings Limited and duly enforced during the Year.

ENVIRONMENTAL AND SOCIAL MATTERS

The Company places great emphasis on its own environmental and social performance by increasing its support on green economy, low-carbon economy and recycling economy and strictly controlling high-pollution and high-energy-consumption. We have implemented policies and procedures to ensure compliance of the regulatory requirements and our production safety and environmental protection. Policies and procedures are implemented to our employees, customers and suppliers to enhance health and safety awareness during production.

蘇州蘇菱汽車服務主要從事經營柴油及汽油加油站及壓縮天然氣和液化天然氣加氣站，乃由蘇奕女士、蘇雯女士及彼等之聯繫人士控制。於2015年2月23日，蘇州蘇菱汽車服務與本公司訂立優先收購建議契據（「優先收購建議契據」），據此，蘇州蘇菱汽車服務已授予本公司於修正有關蘇州蘇菱汽車服務所經營的壓縮天然氣和液化天然氣加氣站的不合規事宜後可予行使的不可撤回權利。優先收購建議契據已到期，且本公司並未行使其於優先收購建議契據項下的權利。

不競爭契據

蘇阿平先生、朱亞英女士及Fung Yu Holdings Limited已分別向本公司確認，彼等已遵守日期為2015年2月23日的不競爭契據項下向本公司作出的不競爭承諾。年內，概無任何受限制業務（任何目前或可能不時與本集團業務構成競爭的業務）的商機可供蘇阿平先生、朱亞英女士及Fung Yu Holdings Limited轉介予本公司。獨立非執行董事已審閱有關遵守情況並確認，蘇阿平先生、朱亞英女士及Fung Yu Holdings Limited已遵守該不競爭契據項下的所有承諾，而該不競爭契據於年內已正式生效。

環境及社會事宜

本公司高度重視自身的環境及社會表現，加大對綠色經濟、低碳經濟、循環經濟的支持力度，嚴格控制高污染高能耗。我們已實施相關政策和程序，確保遵守監管規定及我們的生產安全及環境保護。我們對僱員、客戶及供應商實施相關政策和程序，提升生產過程中的健康及安全意識。

For detailed information, please refer to the Environmental, Social, Governance Report set out from pages 85 to 121 of this annual report.

ACCOUNT OF KEY RELATIONSHIPS FROM EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group upholds the highest standards of business ethics that govern how we maintain our relationships with our key stakeholders. We regularly engage and communicate with our employees, customers and suppliers and provide rapid and effective responses to address their needs and concerns.

Employees

Employees are considered to be one of the most important and valuable assets of the Group. The Group has always adhered to the principle of “people first”. We emphasise individual development of employees and understood targets and requirements of employees in different stages of career. We wish to give full play to the expertise of each employee and explore the individual potential of employees through setting appropriate positions and regular training activities. In addition, we wish to provide employees with a sound remuneration package system to offer guarantee to employees in all aspects, thus achieving the target of retaining employees and the final target of sustainable development of the Group, and enabling employees to work in a confident, happy and safe manner.

Customers

The Group endeavours to provide safe, reliable and thoughtful services to fulfil our customers' expectations and cater to their needs. The Group has established a 24h customer service call center to provide service information for customers, and guarantee a quick response to customer feedback. During the Year, the customer service center received a total of 727 complaints mainly about the progress of construction, equipment and other matters. All complaints were handled in a timely manner and recorded properly. The Group will regularly review previous complaints and continuously make improvement. The Group observes and respects all customer data privacy and intellectual property rights by strictly complying with all relevant laws and regulations.

更多資料，請參閱本年報第85至121頁的環境、社會及管治報告。

與員工、客戶及供應商的主要關係概述

本集團秉持最高水平的商業操守，以維持我們與各重要持份者的夥伴關係。我們定期與僱員、客戶及供應商溝通，並快速有效回應彼等的需求及意見。

員工

本集團一直視員工為一項最重要及最寶貴的資產。本集團一直堅持「以人為本」的原則。我們強調員工的個人發展，了解到員工在事業不同階段各有目標和需要，希望透過安排合適的崗位和定期的培訓活動，從而發揮每一位員工的特長，發掘員工個人的潛能。另一方面，我們希望為員工提供完善的薪酬福利制度，使員工各方面得到全面保障，由此達到保留人才的目的，亦從而達到本集團可持續發展的最終目的，成就企業可持續發展，使員工能自信、快樂、安全地工作。

客戶

本集團銳意為客戶提供安全、可靠和周到的服務，滿足彼等的需求。本集團已設立一個24小時客戶服務呼叫中心，為客戶提供服務信息，及確保迅速回應客戶反饋。年內，客戶服務中心共收到727次投訴，其主要關於工程進度、設備及其他事宜。所有投訴均獲及時處理及適當記錄。本集團將定期檢討以往投訴及不斷作出改進。本集團尊重所有客戶私隱資料和知識產權，並嚴格遵守所有相關法律及規例。

Suppliers

Maintaining good relationships with the suppliers is essential to the Group in respect of the supply chain and when facing business challenges and regulatory requirements. It can achieve cost efficiency and promote long term commercial benefits. For the gas pipeline construction and connection business, the Group regularly updates our database of approved suppliers and carries out performance reviews to assess the quality of our suppliers' services. For the sales of natural gas business, the Group has been in good strategic relation with our principal natural gas supplier for more than 10 years. Such relation further safeguards the reliable, stable and sufficient supply of natural gas.

COMPLIANCE STATUS WITH RELEVANT LAWS AND REGULATIONS THAT HAVE A SIGNIFICANT IMPACT ON THE BUSINESS

During the Year, the Group received no reported cases of non-compliance with applicable standards, laws and regulations on the environment, labour standards, occupational health and safety, anti-corruption, customer privacy and intellectual property in China and Hong Kong.

SIGNIFICANT EVENTS DURING THE YEAR

On 19 August 2019, Ms. Zhu Yaying resigned as an executive Director of the Company and ceased to be a member of the Remuneration Committee of the Company; Mr. Su Aping resigned as the executive Director of the Company and ceased to serve as the chairman of the Board and the chairman of the Nomination Committee of the Company but remained as a consultant of the Group. Ms. Su Yi, an executive Director, was appointed as the chairman of the Board, the chairman of the Nomination Committee of the Company, and a member of the Remuneration Committee; meanwhile, Mr. Li Jianyi and Ms. Su Wen were respectively appointed as executive Directors of the Company.

供應商

與供應商維持良好關係在供應鏈、面對業務挑戰和監管要求時對本集團而言至為重要，其可取得成本效益及促進長遠商業利益。就燃氣管道建設及接入業務而言，本集團定期更新許可供應商的數據庫，並進行表現審核來評估供應商的服務質量。就天然氣銷售業務而言，本集團與我們的主要天然氣供應商已建立逾十年的良好戰略關係。該關係進一步保障了本集團具有可靠、穩定及充足的天然氣供應。

遵守對業務有重要影響的相關法律及法規

年內，本集團在中國及香港並無違反任何有關環境、勞工準則、職業健康與安全、反貪污、客戶私隱及知識產權的準則、法律及法規。

年內重大事項

自2019年8月19日起，朱亞英女士已辭任本公司執行董事，且不再擔任本公司薪酬委員會成員；蘇阿平先生已辭任本公司執行董事，且不再擔任本公司董事會主席及提名委員會主席，但仍擔任本集團顧問。執行董事蘇奕女士已獲任為董事會主席、本公司提名委員會主席及薪酬委員會成員；同時李建一先生與蘇雯女士已各獲任為本公司執行董事。

Ms. Su Yi worked as a computer specialist of New York City Housing Authority of the United States of America, the Executive Vice Chairman of the Board at Taicang Natural Gas and Suchuang Gas. She has more than 10 years' experience in computer software and project management. Mr. Li Jianyi, holds an MBA degree from Macau University of Science and Technology. He worked as a deputy general manager of Shenzhen Huayou Enterprise Development Limited (深圳華油實業發展有限公司), a project controller of Shenzhen Greenwheel Electric Vehicle Group Co., Ltd. (深圳市陸地方舟新能源電動車集團有限公司), and investment director of Suchuang Gas. He has rich experience in the industry. Ms. Su Wen holds bachelor degree in business administration, majoring in international business from Schiller International University. She worked as the export director of Mediterranean Shipping Co., import and export director of ACT Logistics, executive assistant of Argus Holding Corporation, a wholly-owned subsidiary of Suchuang Gas, and otherwise. She has extensive experience in international trade.

RISKS AND PROSPECTS OF THE COMPANY

The principal risk and uncertainties facing the Company are set out in the "Financial Overview" on pages 36 to 40 and note 43 to the consolidated financial statements on pages 278 to 289. The future development of the Company's business is set out on pages 40 to 43 of this annual report.

USE OF PROCEEDS

The Company's shares have been listed on the Main Board of the Stock Exchange since 11 March 2015. Net proceeds from the global offering received by the Company were approximately RMB347.5 million after deducting the underwriting commission and relevant expenses. The net proceeds have been applied for the purpose in accordance with the future plans and use of proceeds as set out in the Prospectus. As at 31 December 2019, the unutilised proceeds were deposited in licensed banks in Hong Kong and China.

蘇奕女士歷任美國New York City Housing Authority電腦專家、太倉天然氣及蘇創燃氣董事會常務副主席等職位，擁有逾10年的電腦軟體及項目管理經驗。李建一先生為澳門科技大學工商管理碩士，歷任深圳華油實業發展有限公司副總經理、深圳市陸地方舟新能源電動車集團有限公司項目總監及蘇創燃氣投資總監等職位，行業經驗豐富。蘇雯女士為美國席勒國際大學商業管理學士學位主修國際商業，歷任美國Mediterranean Shipping Co.出口總監、美國ACT Logistics進出口總監、蘇創燃氣於美國的全資附屬公司Argus Holding Corporation執行助理等職位，擁有廣泛的國際貿易經驗。

本公司的風險及前景

本公司面臨的主要風險及不明朗因素載於第36至40頁的「財務概覽」及第278至289頁的綜合財務報表附註43。本公司日後的業務發展載於本年報第40至43頁。

所得款項用途

本公司股份自2015年3月11日起於聯交所主板上市。經扣除包銷佣金及相關開支，本公司收到的全球發售所得款項淨額約為人民幣347.5百萬元。所得款項淨額已根據招股章程所載未來計劃及所得款項用途應用於有關用途。於2019年12月31日，尚未動用所得款項存置於香港及中國的持牌銀行。

Purpose 用途		Percentage of total amount 佔總金額 百分比	As at 31 December 2019 於2019年12月31日		
			Net proceeds 所得 款項淨額 RMB'million 人民幣百萬元	Utilised amount 已動用 金額 RMB'million 人民幣百萬元	Unutilised amount 尚未動用 金額 RMB'million 人民幣百萬元
Acquiring and constructing CNG and LNG refuelling stations for the sale of CNG/LNG for vehicular use	就銷售車用壓縮天然氣／LNG收購及建設壓縮天然氣及LNG加氣站	25%	86.9	64.7	22.2
Expanding our pipeline network and sale of piped natural gas to customers in our existing market	拓展我們的管道網絡及向我們現有市場客戶銷售管道天然氣	35%	121.6	121.6	–
Acquiring controlling interests in natural gas operators outside Taicang	收購太倉地區以外天然氣運營商的控股權益	30%	104.2	104.2	–
Working capital and other general corporate purposes	營運資金及其他一般企業用途	10%	34.8	34.8	–
Total	總計		347.5	325.3	22.2

Auditors

Ernst & Young retire and a resolution for their reappointment as auditors of the Company will be proposed at the forthcoming annual general meeting.

核數師

安永會計師事務所任滿告退，本公司將於應屆股東週年大會上提呈決議案續聘安永會計師事務所為本公司核數師。

ON BEHALF OF THE BOARD

代表董事會

.....
Chairman

.....
主席

Hong Kong
31 March 2020

香港
2020年3月31日

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Introduction

Suchuang Gas Corporation Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group” or “we”) are pleased to present the 2019 Environmental, Social and Governance Report of the Group. This report describes the sustainable development philosophy of the Group, reports on plans and measures taken to implement such concepts, and presents our progress in various aspects and the summary of our performance in the Year.

Reporting Basis

This report complies with the Environmental, Social and Governance Reporting Guide set out in Appendix 27 to the Rules Governing the Listing of Securities issued by the Stock Exchange of Hong Kong Limited, and is prepared in accordance with the four principles of materiality, quantitative, balance and consistency set out in the Guide. The Group’s corporate governance practice is published in the section headed “Corporate Governance Report” of this annual report.

Reporting Scope

Except as otherwise indicated, this report only covers the Group’s core businesses, namely piped natural gas sales and transmission businesses of Taicang Natural Gas Company Limited (“Taicang Natural Gas”) and Xinjiang Dunhua Gas Engineering Technology Co., Ltd. (“Xinjiang Dunhua”) which is to be put into operation in Kuqa, Xinjiang and whose 51% equity interest was acquired by the Group. The main businesses of Xinjiang Dunhua include capturing carbon dioxide and nitrogen from industrial waste gas from oil refineries, gas-fired power stations, chemical fertilizer plants, etc., through self-owned technologies, and storing and utilizing them. The revenues from these two companies accounted for 85.5% of the total revenue of the Group. The content of this report covers our performance for the reporting period commenced on 1 January 2019 to 31 December 2019 (“Reporting Period”), while the performance data for the previous year are also listed in the Report for the purpose of reference and comparison.

緒言

蘇創燃氣股份有限公司（「本公司」）及其附屬公司（統稱「本集團」或「我們」）欣然發表本集團2019年度的《環境、社會及管治報告》。報告闡述本集團的可持續發展理念，匯報落實此等理念的計劃及所執行的措施，並介紹我們在各方面的進展，概括本年度的成果。

報告準則

本報告遵從香港聯合交易所有限公司發佈的《證券上市規則》的附錄二十七《環境、社會及管治報告指引》，並依據載列於該指引中的重要性、量化、平衡及一致性此四大原則編纂。關於本集團的企業管治常規，請參閱本年報《企業管治報告》章節。

報告範圍

除非另有指明，本報告僅涵蓋集團之核心業務，即太倉市天然氣有限公司（「太倉天然氣」）的銷售及輸送管道天然氣業務，以及即將於新疆庫車市投入運作，本集團持股51%的新疆敦華氣體工程技術有限公司（「新疆敦華」），新疆敦華主要業務為通過自有技術，從煉油廠、燃氣電廠、化肥廠等工業廢氣中，捕集二氧化碳及氮氣，並進行利用和封存。兩家公司的收益約佔本集團總收益的85.5%。本報告內容覆蓋2019年1月1日至2019年12月31日（「匯報期」）表現，而上一年的表現數據亦並列於報告中，以作參考比較之用。

Content and Data of the Report

The information and cases quoted in this report are sourced from relevant documents provided by departments of the Group or are obtained from integrated statistics of operating data. This report was confirmed by the senior management of the Company and was approved for publication by the board of directors.

Opinions and Feedback

Through this report, we expect to reflect the sustainable development performance of the Group in an open, transparent, comprehensive and objective manner, and respond to concerns of stakeholders to promote mutual communication. We sincerely invite you to submit your opinions. If you are in doubt about or have any recommendations concerning the content of this report or our sustainable development work, please contact us through the following channels to help us in continuous improvement and efforts for excellence.

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報告內容及數據

本報告引用的資料及案例，來自本集團各部門提供的相關文件，或從營運數據中統計整合所得。本報告經本公司高級管理層確認，並獲董事會通過批准發佈。

意見回饋

我們期望能藉著此報告，公開、透明、全面而客觀地反映本集團的可持續發展表現，並回應持份者的關注議題，促進相互溝通。我們謹此誠邀閣下給予意見。如閣下對本報告的內容或我們的可持續發展工作有任何疑問或建議，請即由以下途徑聯絡我們提出，以協助我們不斷改善，精益求精。

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內地總部	江蘇省蘇州市太倉市婁江南路
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Sustainable Development Philosophy and Strategy

As an energy supplier, the Group was established based on clean energy, and has been promoting environmental protection. We spare no effort in supporting sustainable development and providing assistance for social upgrading and transformation. We have complied with national development plans and policies regarding the promotion of the use of clean energy, performed our social responsibilities, and strove to create values for stakeholders and the community where we operate.

We have integrated the concept of sustainable development into our corporate management, decision-making and daily operations, established and continuously improved the management system and information recording system concerning our sustainable development affairs, and included relevant performance into the assessment indicators to ensure that persons in charge perform their duties and implement sustainable operation and management.

The Group is principally engaged in the supply of natural gas with the mission to ensure safe and stable gas supply. To this end, we have established and maintained long-term cooperation with upstream natural gas suppliers to ensure a reliable, stable and adequate supply of natural gas in the long run. The Group has established strict internal code for safe gas supply, provided relevant training to ensure employees' compliance, and utilized information technology to collect, transmit, and analyse safety management and operational data. We also strengthened supervision to improve safety standards and reduce risks, thus maintaining our core competitiveness.

可持續發展理念及策略

作為能源供應商，本集團依靠清潔能源起家，一直推動環保低碳，傾力支持可持續發展，協助社會升級轉型。我們配合國家發展大計和推廣潔淨能源使用的政策，同時肩負社會責任，致力為持份者及所在社區創造價值。

我們把可持續發展的理念融入公司管理、決策和日常營運，建立並不斷完善可持續發展事務的管理體系和信息紀錄系統，及將相關表現納入考核指標中，確保各級負責人履行職責，落實可持續的經營管理。

本集團主要從事天然氣供應業務，以保障供氣安全穩定為己任。為此，我們與上游天然氣供應商建立並維持長期合作關係，確保供氣長遠穩定、可靠和充足。本集團有嚴格的供氣安全內部守則，及提供相關培訓使員工切實遵行，並利用資訊科技收集、傳送、分析安全管理和營運數據，加強監督，提升安全水準並降低風險，維持我們的核心競爭力。

As climate change has become a common challenge for all mankind, reducing carbon emissions with clean energy is a general trend. With the promotion of national economic development and environmental protection policies, as well as the deepening of oil and gas reforms and the accelerating replacement of coal with natural gas in various fields, the proportion of natural gas in the overall national energy consumption will be increasingly enhanced. In recent years, the natural gas market has continued to expand with sustained growth in demand and considerable potential. We expanded our business to surrounding areas of Taicang City through proactively capturing opportunities, and formulated plans for long-term development, with the aim to provide sustainable and stable investment incomes for our shareholders.

In addition to our main business of development in sales and transmission of natural gas, the Group also operates CNG and LNG refuelling stations, and have invested in energy saving and emission reduction technologies in recent years through acquiring 51% equity interest of Xinjiang Dunhua. With environmental protection and a circular economy as our targets, the Group has taken an important step towards the strategy of comprehensive green and low-carbon business. The “Carbon Capture, Utilization and Storage (CCUS)” technology, a professional technology of Xinjiang Dunhua, can be utilized to provide purification and emission reduction services. We are undergoing final tests and inspections with oil field customers, and will sell captured liquid carbon dioxide and other products to customers in the following years, which will enhance the profitability of oil fields and achieve closed cycle of carbon collection and storage.

氣候變化已是全人類的共同挑戰，使用清潔能源減少碳排放乃大勢所趨。因應國家經濟發展和環保政策推動，加上油氣改革深化、「煤改氣」推進在各個領域的應用，在國家整體能源消耗中，天然氣所佔的比重將日益提高。天然氣市場近年不斷擴大，需求持續增長，而且潛力可觀。我們積極把握機遇，擴張業務至太倉市周邊地區，佈局長遠發展，務求為股東提供持續穩健的投資收益。

本集團除了發展銷售及輸送天然氣的主要業務外，亦經營壓縮天然氣及液化天然氣加氣站，並於近年投資開發節能減排的技術，收購了新疆敦華51%的股權，以力行環保和實現循環經濟為目標，朝向建立全面綠色低碳業務的策略，邁出重要一步。新疆敦華的「碳收集、利用和封存(Carbon Capture, Utilization and Storage, CCUS)」專業技術，提供淨化及減排的服務，正在與油田客戶作最後的測試和檢驗，並將於來年向客戶出售收集產生的液態二氧化碳等產品，既可提升油田收益率，又完成閉合碳收集封存的循環。



Risk Management and Internal Control

The Board of Directors of the Group is responsible for supervising and ensuring the effectiveness of our risk management and internal control systems, thus protecting the interests of the Group and shareholders and preventing accidents. The management of the Group communicates with all functional departments to identify various risks from the bottom up and cover all areas including environmental, social and governance related risks. We have formulated a risk management mechanism such as a risk assessment list and quantitative assessment standards, and also carefully followed up the risk management and control of new projects. We have formulated corresponding internal control measures based on materiality which will be determined according to the potential impact and the probability of risks, and will identify and effectively control and resolve potential risks in a timely manner. The Board of Directors of the Group is responsible for managing risks of the Group's businesses. The Audit Committee is responsible for reviewing the risk management report, analysing mechanisms with the management on a regular basis, and reporting evaluation results to the Board, thereby enhancing the Company's capacities to prevent risks. During the Reporting Period, the Group has obtained ISO9001:2015 certification for quality management system. In the future, we will continue to implement best industry practices and strive to obtain more standard certifications.

In the meantime, the management of the Group has established rules and regulations for relevant functional departments to comply with, and was committed to improving the compliance awareness of employees, so as to ensure that the Group's businesses meet requirements of relevant laws and regulations and prevent legal risks. The detailed compliance status of each issue will be disclosed in relevant sections of this report.

風險管理及內部監控

本集團的董事會負責監督和確保風險管理及內部監控系統行之有效，保障集團及股東的利益，防患於未然。本集團管理層與各職能部門溝通，由下而上識別各類風險，全面覆蓋各個範疇，包括環境、社會與管治相關的風險，訂立了風險管理機制，例如風險評估清單和量化的評估標準，亦仔細跟進新項目的風險管控，根據風險潛在影響與發生機率判斷重要性，制定應對的內控措施，及時識別並有效地控制和化解潛在風險。本集團的董事會負責管理集團業務的風險。審核委員會負責檢閱風險管理報告，並與管理層定期檢討機制、向董事會匯報評估結果，提升企業防禦風險的能力。本集團已於匯報期內成功取得ISO9001:2015的質量管理體系認證。未來我們將繼續推行行業最佳實踐，並爭取取得更多標準之認證。

同時，本集團管理層訂立規章制度，讓相關職能部門遵照執行，致力提高員工守法意識，確保集團業務符合相關法律法規的要求，預防法務風險；就各議題的合規情況，會在本報告的相關章節詳細披露。

Stakeholder Participation and Feedback

The Group understands that stakeholders are essential to our sustainable development. Their opinions can help us formulate long-term business strategies, balance the interests and concerns of all parties, and respond to their expectations. We have established proper communication channels for different stakeholder groups to collect their feedback and maintain close communication, thus establishing a relationship of respect and mutual trust. The follow diagram sets forth the key stakeholders of the Group and their corresponding communication channels.

持份者參與及回饋

本集團明白，持份者對我們的可持續發展，擔當不可或缺的角色。他們的意見，可以協助我們制定長遠業務策略，平衡兼顧各方的利益和關注議題，回應他們的期望。針對不同的持份者群體，我們設立了合適的溝通渠道，收集他們的反饋信息，維持密切的交流，從而建立尊重和互信的關係。本集團的重要持份者及對應的溝通渠道如下圖所示。

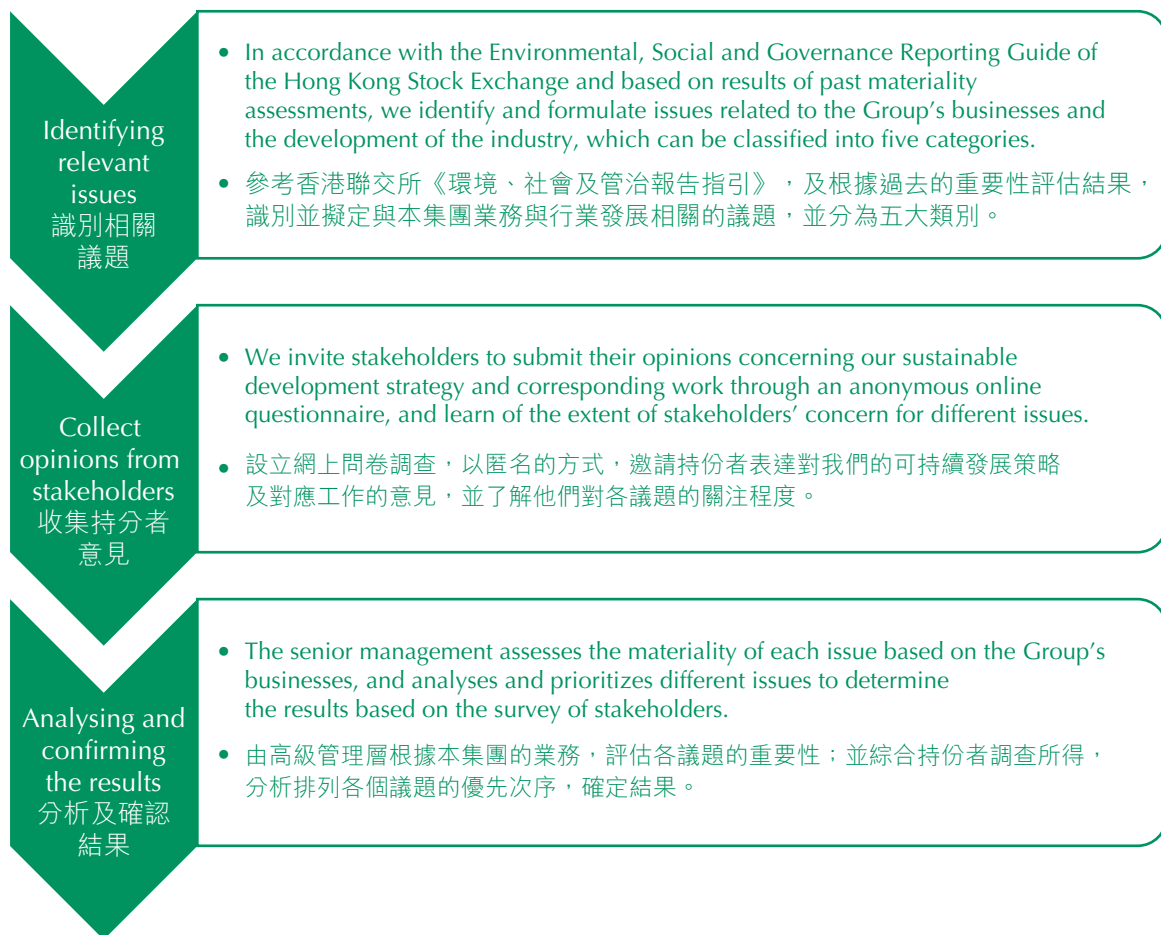


Materiality Assessment

In order to ensure that this report can accurately reflect the performance of the Group in terms of environmental, social and governance aspects, we conduct a materiality assessment annually to address important issues in different aspects. The steps of materiality assessment for the Year are as follows:

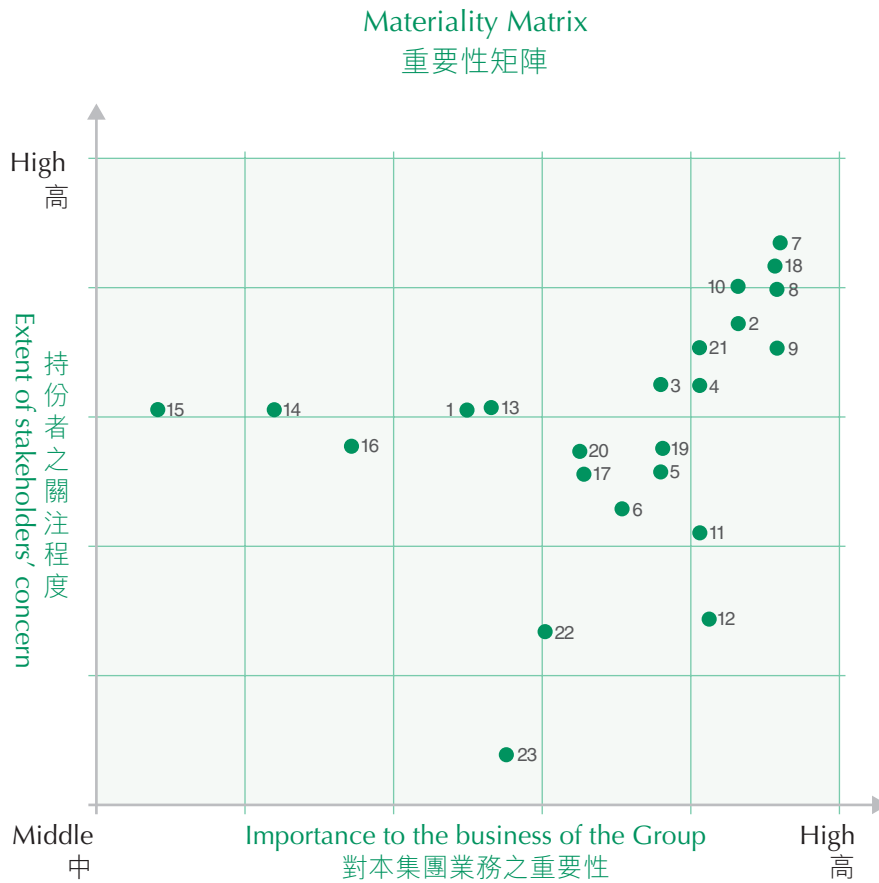
重要性評估

為確保本報告能準確地反映本集團在環境、社會和管治範疇的表現，應對不同層面的重要議題，我們每年均進行重要性評估。本年度的重要性評估分為以下步驟：



We have analysed the results obtained from the questionnaire survey and the management’s assessment according to the above steps, which is presented in the following materiality matrix:

根據上述步驟，由問卷調查所得的意見及管理層的評估，我們分析結果並展示於以下的重要性矩陣：





Working environment practices 工作環境實務	Product and service responsibilities 產品及服務責任	Environmental protection and green operation 環境保護和綠色營運
<ol style="list-style-type: none"> 1) Diversity, antidiscrimination and equal opportunity 多元化、反歧視及平等機會 2) Occupational safety and health 職業安全及健康 3) Employee training and development 僱員培訓及發展 4) Preventing child and forced labour 預防童工及強制勞動 5) Caring for employees and communicating with employees 關愛員工及與僱員溝通 6) Absorbing talents and employee benefits 吸納人才和員工福利 	<ol style="list-style-type: none"> 7) Service safety and stability 服務安全及穩定 8) Product and service compliance 產品及服務合規 9) Customer satisfaction and complaint handling 客戶滿意度及投訴處理 10) Protection of customers' information and privacy 保障客戶資料及隱私 11) Research and technology development 研究及技術發展 12) Advertising management 廣告管理 	<ol style="list-style-type: none"> 13) Exhaust emissions and air pollution control 廢氣排放及空氣治理 14) Mitigating and adapting to climate change 減緩及適應氣候變化 15) Sewage and waste treatment 污水及廢物處理 16) Use of resources 資源運用 17) Green procurement 綠色採購
Operating practices 營運常規	Community contribution 社區貢獻	
<ol style="list-style-type: none"> 18) Emergency response and prevention of accidents 事故緊急應變及預防 19) Evaluation and supervision of suppliers and outsourcers 供應商及外包商的評估及監督 20) Sustainability and social responsibility of suppliers and outsourcers 供應商及外包商之可持續性及社會責任 21) Preventing bribery and corruption 防止賄賂及貪污 	<ol style="list-style-type: none"> 22) Participating in public welfare activities 參與公益活動 23) Charity donation 慈善捐贈 	

According to results of the above assessment, there are five issues, namely service safety and stability, product and service compliance, emergency response and prevention of accidents, protection of customer's information and privacy, and customer satisfaction and complaint handling, which are essential to the sustainable development of the Group. This report will disclose relevant detailed policies and measures in corresponding sections with focus on these issues, with the aim to enable stakeholders' in-depth understanding and enhance relevant work in the future. The Group will continue to maintain close communication with stakeholders to formulate and adjust our sustainable development strategy in a timely manner, thus improving relevant performance of the Group and capturing opportunities for further development.

Gas Safety

The Group is a public utility company and an energy supplier with tens of thousands of employees and customers. As the gas business is a high-risk industry with significant safety risks, any potential equipment hazards, system defects or work negligence may lead to serious safety accidents. Therefore, the provision of safe and reliable gas services is essential to our business. We ensure the safety of employees, customers and the public relying on our sound engineering design and operation codes, strict maintenance systems and quality standards. We were honored the Suzhou Quality Award in 2019 for our outstanding performance.

根據以上的評估結果，服務安全及穩定、產品及服務合規、事故緊急應變及預防、保障客戶資料及隱私和客戶滿意度及投訴處理五大議題，對本集團的可持續發展至關重要。本報告將以這些議題為重點，在相應章節中詳細披露有關政策和措施，讓持份者深入了解，並在未來加強相關工作。本集團將繼續與持份者緊密溝通，適時制定及調整可持續發展策略，以改善本集團的相關表現，並把握發展機遇。

燃氣安全

本集團乃公用事業機構及能源供應商，有著數以萬計的員工及客戶；而燃氣事業乃是高危工業，有重大的安全風險，任何設備隱患、制度缺陷、工作疏忽，都可能導致嚴重事故。因此，提供安全可靠的燃氣服務，對我們的業務至關重要。我們以完善的工程設計和營運守則、嚴格的保養制度及質量標準，確保員工、客戶及公眾的安全。基於我們的傑出表現，2019年榮獲蘇州市質量獎。





Safety management system

The Group has established and implemented a comprehensive safety management policy and system to standardise operations and management, including identifying potential health and safety risks in workplace, formulating the notification and handling mechanism for safety incidents, and regularly conducting on-site assessment, safety inspection and maintenance, so as to enhance our management, reduce operational risks, avoid accidents and reduce the impact of accidents.

The Group has prepared the review list for safety management and the item list for project quality monitoring, which provide basis for front-line staff to perform monitoring work. We will continue to improve our safety management system, and ensure that employees are aware of their responsibilities and rights, so as to eliminate potential dangers and monitor the source of risks, thus ensuring the safety of employees and the public. We take “Eight Noes” as the target of our safe production, and “Four Prohibitions” as our safety production principle:

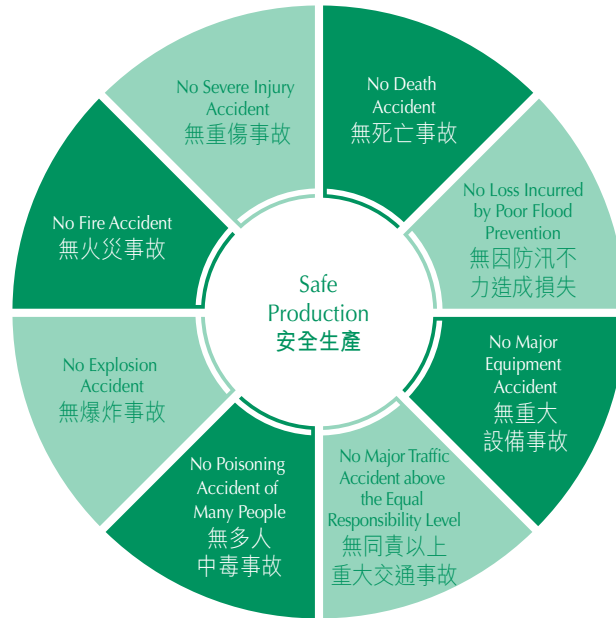
安全管理制度

本集團已建立及推行全面的安全管理制度和系統，以規範營運操作和管理，當中包括識別工作場所中的潛在健康及安全風險，制訂安全事故通報及處理機制，定期作現場考核、安全檢查及維修，以提升管理水平，降低營運風險，避免事故發生，並減低發生事故時的影響。

本集團設有安全管理審核清單、工程品質監控項目清單等讓前線工作人員執行監控工作時有所依據。我們將持續完善安全管理制度，並確保員工知悉其責任和權利，以排除隱患及監控風險源頭，保障員工及公眾安全。我們以「八無」作為安全生產目標及「四不放過」作為事故調查處理的原則：

Eight Noes Target

八無目標



Four Prohibitions Principle

四不放過原則





Natural gas terminal

As the access point of urban gas supply, natural gas terminals are the source facility to ensure the Group's stable gas supply, so that we must always ensure the normal operation of natural gas terminals and handle abnormal conditions in a timely manner.

To prevent inadvertent human or animal intrusion, we equip walls of natural gas terminals with sensors, such that when an object enters the wall, the alarm will sound and automatically alert the regulating and control center, so that employees on duty can follow up and handle the issue immediately. We regularly inspect and maintain the alarm system to ensure that the system functions properly.

In order to avoid accidents caused by fire, all persons must wear a safety helmet and anti-static clothing and be destaticized before entering a natural gas terminal. Safety instructions, and locations of hazards and escape routes are also posted at a prominent position of the entrance of the terminal, to enhance the safety awareness of all personnel and prevent accidents.

天然氣門站

天然氣門站作為城市燃氣接入點，是保障本集團供氣穩定的源頭設施，必須時刻確保天然氣門站正常運作，並及時處理異常情況。

天然氣門站的圍牆設置了感測器，防止任何人或動物誤闖；一旦有物件越過圍牆，會觸發警報器鳴叫，並自動通報調控中心，讓當值人員馬上跟進處理。我們定期檢查及維護警報系統，確保運作可靠。

所有人員均需配戴安全頭盔，穿著防靜電服並完成除靜電程序，方能進入天然氣門站，避免產生火花而引發意外。門站入口的當眼處亦張貼了安全須知、危險源位置、逃生路線等相關指示，提升各人員的安全意識，預防事故發生。

Our experienced and qualified management personnel lead the employees at various levels to carry out safety management work, so as to ensure that routine operation complies with all safety operation rules. Employees on duty are required to carry the following safety inspections and maintenance according to guidelines so as to ensure safety:

- | | |
|---|--|
| <ul style="list-style-type: none"> - The warehouse area, roads and firefighting access are kept unblocked and meet transportation, evacuation and rescue requirements; | <ul style="list-style-type: none"> - 倉庫範圍、道路及消防通道保持暢通，符合運輸、疏散及救護的要求； |
| <ul style="list-style-type: none"> - Check whether the readings of flowmeters and the pressure at the front and back of pressure regulators are normal; | <ul style="list-style-type: none"> - 檢查流量計的流量讀數、調壓裝置前後壓力是否正常； |
| <ul style="list-style-type: none"> - Portable instruments for laser remote detection of methane are used for leak detection of pressure regulators and pipelines; | <ul style="list-style-type: none"> - 使用手持激光甲烷遙測儀，檢測調壓裝置、管道是否有洩漏； |
| <ul style="list-style-type: none"> - Odorizing devices are in good condition, and the odorant injection rate meets requirements, thus ensuring stable gas supply and immediate detection of leakage; | <ul style="list-style-type: none"> - 加臭裝置完好，加臭量合符要求，確保燃氣供應穩定及可即時發現洩漏； |
| <ul style="list-style-type: none"> - Check the instrument installation to ensure that the documentation is consistent with the on-site data; | <ul style="list-style-type: none"> - 儀錶安裝的情況，確保文件記錄與現場一致； |
| <ul style="list-style-type: none"> - The facilities in areas with different levels of explosion hazard have corresponding explosion-proof performance; | <ul style="list-style-type: none"> - 不同等級的爆炸危險區內的設備，須具備相應的防爆級別性能； |
| <ul style="list-style-type: none"> - Employees wear protective equipment and clothing as required; | <ul style="list-style-type: none"> - 員工按規定穿著個人防護裝備及衣物； |
| <ul style="list-style-type: none"> - Fire-fighting equipment, fire and power supply sources, and lightning protection and anti-static facilities are regularly inspected in accordance with national standards to ensure normal operation; | <ul style="list-style-type: none"> - 消防設備、火源及電源、防雷及防靜電設施等，按國家標準作例行的檢查，確保運作正常； |
| <ul style="list-style-type: none"> - Maintenance tools and equipment are sound and complete and are managed in a centralized manner, which are available for use at any time. | <ul style="list-style-type: none"> - 維修工具和設備完好齊全，集中管理，可隨時調用。 |

Gas pipeline network

The Group strictly conduct the maintenance of pipeline networks and other distribution facilities to ensure that the gas supply system is stable and reliable. Our technical team has extensive experience. The employees in relevant positions have obtained certificates issued by government departments. They are responsible for maintaining natural gas distribution and transmission stations, urban pipeline networks and safety monitoring systems and improving the operational efficiency.

The Group inspects and strengthens the construction of underground gas pipeline networks on a regular basis, and replaces damaged or corroded old pipelines in a timely manner to eliminate hidden dangers. During the Reporting Period, we have renovated over two hundred old valves, and cleaned the 18-kilometer high-pressure pipelines from Kunshan terminal to Taicang terminal, and inspected the anti-corrosion layer along the pipeline to improve the safety of pipeline networks. We have also actively invested in and applied advanced equipment and monitoring technologies, such as the device for remote detection of methane, to assist in the inspection of pipeline networks. We regularly check gas equipment in households, and establish a close and trust relationship with stakeholders, thus ensuring safety and increasing their awareness for gas safety.

Gas pipeline networks are subject to the impact of season change. High temperature and less gas consumption in the summer will lead to increased pressure on pipelines. Natural disasters such as lightning, heavy rain and typhoon frequently occur in the summer can make safety accidents happen more easily. In addition, continued low temperatures and snowfall in winter may also adversely affect the operation of gas equipment. We take appropriate preventive measures in response to the season and weather conditions to ensure a safe and stable supply.

燃氣管道網路

本集團的燃氣管道網路及其他配送設施，均有嚴格的維護及保養，確保燃氣供應系統穩健可靠。我們的技術團隊經驗豐厚，責任崗位的員工均已取得政府部門的認證，負責保養天然氣分輸站和城市管道網路，維護安全監控系統及提升營運效率。

本集團定期巡查地下燃氣管網，加強建設，及時更換被破壞或腐蝕的老舊管道，排除隱患。在匯報期內，我們改造了老舊閥門二百多個，並為昆山到太倉門站18公里高壓管道清管，及對沿線的防腐層作檢測，提高管網安全性。我們更積極投資和應用先進的儀器設備及監測技術，例如遙感甲烷濃度監測設備，協助檢查管道網路。我們定期入戶檢查燃氣設備，與持份者建立密切互信的關係，保障安全，同時提升他們的燃氣安全意識。

燃氣管網會受季節轉變影響，夏季氣溫高且用氣量減少，使管道壓力較大；夏季時雷電、暴雨、颱風等自然災害亦較為頻繁，容易發生安全事故；另外，冬季持續低溫及降雪，亦可能影響燃氣設備的運行。我們因應季節和天氣狀況，採取適當的防範措施，確保供應安全穩定。

Summer 夏季
<ul style="list-style-type: none"> • Reinforce structures to protect covered outdoor pipelines during the rainy season 雨季加固構築物，保護覆蓋的戶外管道 • Check and clean drains before and after rainstorms to ensure channels clear and prevent flooding 暴雨前後檢查和清理排水渠，保證渠道暢通，防範水浸 • Remind outdoor staff of heatstroke prevention and take cooling measures for key equipment 提醒戶外工作人員及針對重點設施注意防暑降溫

Winter 冬季
<ul style="list-style-type: none"> • Use heat insulation tapes for pipelines to prevent malfunction due to low temperature 為管道裹上保溫棉等，防止低溫導致故障 • Strengthen anti-freezing measures for pressure regulators, metering equipment and other related facilities 針對調壓器、計量設備等易受凍設備加強防凍 • Increase the number of night inspections in the terminal to ensure normal gas supply 增加門站內的夜間巡檢頻率，確保供氣正常

Our pipeline inspection team led by personnel qualified for gas business operations regularly inspects the surroundings of the pipeline to check whether external factors such as nearby construction projects affect pipeline operations. The pipeline inspection team will clearly record the findings of the inspection and arrange treatment as quickly as possible.

本集團亦組織管道巡查隊，由具備燃氣業務作業資格的人員帶領，定期巡視管道及其周邊範圍，檢查是否有外在因素（如鄰近的工程項目）影響管道運作。管道巡查隊會清楚記錄巡查過程中發現的問題，並盡快安排以作處理。

Safety monitoring and emergency plan

The Group understands that gas safety is of great importance, so we have always been in long-term vigilance for and prepared in advance for emergencies. We have formulated emergency plans for safety accidents and responsive measures for potential accidents, which will be implemented by employees as planned. Our emergency plans are revised every two years and are filed with government authorities. In order to ensure that all employees of the Company are familiar with responsive measures, we provide trainings on fire safety knowledge for employees, and enhance the capacities of the management and front-line employees to deal with emergencies. At the same time, we conduct at least one safety drill every year as well as joint drills in cooperation with local governments and other companies, from which we will learn experiences and enhance countermeasures against any defects.

安全監控及應急預案

本集團深明燃氣安全事關重大，因此我們長期警戒，並預先做好應對突發事故的準備。我們已制訂安全事故應急預案，對可能發生的事故制定應變措施，讓員工按照計劃執行。應急預案每兩年修訂一次，並在政府部門備案。為了確保公司上下能熟習應對，我們為員工提供消防安全知識培訓，加強管理層和前線員工處理緊急情況的能力；且每年至少作一次安全演習，亦會與地方政府及其他公司合作，聯合演練，並從中汲取經驗，針對不足之處加強應對措施。



Joint Anti-Terrorism and Fire Prevention Drill for Natural Gas
天然氣反恐消防聯合演練

In case of any unfortunate event of a gas leak or even explosion, serious chain incidents may occur, which may affect the gas supply for a wide range of users and even cause casualties and property losses. In order to deal with abnormalities as early as possible and avoid expansion of any crisis, the Group implements two-level management, namely monitoring the on-site daily operation of natural gas terminals and monitoring the operation of each natural gas terminal, regulator stations and pipelines through remote 24-hour natural gas regulating and control centers. We monitor operation parameters of the gas supply system in real time, including temperature, flow and pressure. When the data exceeds the upper and lower limits of normal operation, the system will automatically send an alarm and notify the defective equipment and its values to employees on duty, so that the engineering and technical staff can follow up and deal with emergency situations immediately as instructed to resume normal services as soon as possible.

In the event of any public accident, we will fully cooperate with relevant authorities to assist in dealing with consequential problems and investigating the cause and responsibility. We will take improvement measures against the cause of accident, and enhance the publicity on gas safety to prevent similar accidents according to the objective situations reported by the media.

倘若不幸發生燃氣洩漏以至爆炸，可能產生嚴重的連鎖反應，影響廣泛用戶的氣體供應，甚至造成人命傷亡、財物損失。為把異常情況及早處理，避免危機擴大，本集團實行兩級管理，在天然氣門站現場實施日常運行監察，而遙距的調控中心亦24小時監控各天然氣門站、調壓站與管道的運作。我們實時監控供氣系統運行的各個參數，包括溫度、流量、壓力等，一旦數據超出正常運行的上下限值，系統便會自動發出警報，提示值班員有問題的設備及其數值，以便指示工程與技術人員立即跟進處理，務求迅速應對緊急狀況，盡快恢復正常服務。

倘若發生公眾意外事故，我們會全力配合有關部門，協助善後，調查起因及責任，針對原因實行改善措施，並對媒體客觀反映相關情況，加強宣傳用氣安全防止同類事故再度發生。

Occupational safety and training

As the gas business is in a high-risk industry, we have always attached importance to safe operations and are committed to ensuring the health and safety of our employees. We hold safety education trainings and briefing sessions for employees, which will enable employees' understanding of the importance of work safety to the Group, enhance the level of occupational safety and create the safety culture of the Group. We publicize and communicate occupational safety information through various channels such as internal communication platforms and safety drills and knowledge competitions. New maintenance employees are required to receive professional trainings organized by government authorities and obtain relevant certificates before taking up their posts, so as to ensure that employees can perform their duties safely. Meanwhile, we also provide employees with protective equipment and regularly check the provision of protective articles in accordance with the Labour Protection Regulations of Jiangsu Province and the Management Rules for Labour Protection Supplies of Employers.

As for the completed Xinjiang Dunhua project, the safety and environmental protection department has also provided internal employees with relevant training on safety production, safety management and mechanical operation to ensure smooth operation after its commencement.

職業安全及培訓

燃氣業務屬於高危工業，我們一直重視安全運營，致力保障員工的健康與安全。我們為員工舉辦安全教育培訓和簡報會，讓他們明白工作安全對本集團的重要性，提升職業安全水平，建設集團的安全文化。我們通過多種渠道，如內部通訊平台、安全演練競賽等等，公佈和傳揚職業安全信息。新維修員工需要取得政府部門組織的專業技能培訓，取得證書後才能上崗，確保員工能安全地執行職務。同時，我們亦按照《江蘇省勞動保護條例》、《用人單位勞動防護用品管理規範》等，為員工提供安全防護裝備，及定期檢查防護用品的配備情況。

至於新疆敦華的項目經已完工，安全環保部門亦已為內部員工提供安全生產、安全管理及機械操作等相關培訓，確保投產後順暢營運。



Safety production in compliance with laws and regulations

The Group has observed the requirements of gas franchise rights in regions we operate and applicable laws and regulations concerning work safety, including but not limited to the Urban Gas Management Regulations, the Measures for Management of Franchises for Municipal Public Utilities, Jiangsu Gas Management Regulations, the Measures of Jiangsu for Management of Piped Gas Franchises, the Measures of Suzhou on the Administration of Gas, the Production Safety Law of the People's Republic of China and the Natural Gas Pipeline Protection Law of the People's Republic of China. In order to comply with relevant government laws and regulations and the safety requirements of industry standards and practices, we have formulated internal safety guidelines and measures which will be regularly reviewed and updated. To the knowledge of the Directors of the Group, the Group recorded no major accidents related to occupational safety, and was not subject to any major administrative sanction or punishment due to violation of any safety production laws or regulations during the Reporting Period.

Product and Service Quality

The Group is committed to providing excellent products and services for gas users. Our natural gas is supplied by state-owned enterprises. We have formulated strict requirements and procedures on quality control, and will regularly submit inspection reports to prove that the quality of gas meets standards. As for our gas supply business, we have established multiple backup systems to avoid disturbances or loss to users caused by any unexpected interruption of gas supply. For new pipelines with specific specifications, relevant certificates shall be obtained from relevant government authorities, and the approval and acceptance shall be completed before commencement.

合規安全生產

本集團遵守所在地天然氣業務特許經營權及安全生產適用的法例法規，包括但不限於《城鎮燃氣管理條例》、《市政公用事業特許經營管理辦法》、《江蘇省燃氣管理條例》、《江蘇省管道燃氣特許經營管理辦法》、《蘇州市燃氣管理辦法》、《中華人民共和國安全生產法》、《中華人民共和國石油天然氣管道保護法》等。為符合政府相關法例法規，及行業標準與慣例對安全的要求，我們制定了內部安全指引和措施，並定期檢討及更新。就本公司董事所知，我們在匯報期內並無發生與職業安全相關的重大事故，亦並無因違反安全生產法律或法規而遭致重大行政制裁或處罰。

產品及服務質量

向燃氣用戶提供優秀的產品和服務，是本集團的承諾。我們的天然氣均由國家企業供應，有嚴格的品質控制要求和流程，並定期提供檢驗報告，證明燃氣質量符合標準。至於我們的供氣業務，具有多重的後備系統，以確保燃氣供應不會意外中斷，對用戶造成困擾或損失。對特定規格的新投入使用管道，相關政府部門會頒發證書，確認驗收後方才啟用。

With the aim to provide safe clean energy for customers, we are committed to the safety management of end users in addition to the safety of terminal facilities and pipelines. In order to prevent gas accidents from users, we carry out on-site special inspections to identify unsafe conditions in the use of gas, and conduct treatment according to the situation or provide correction suggestions for customers. We provide free maintenance services for resident customers, and the Maintenance Department will follow up if any problem or potential hazard is found. Meanwhile, we provide non-resident users with free maintenance for the first year, so as to ensure that natural gas pipelines are in good operating condition. When activating gas equipment and related transmission pipelines our customers, we will provide and explain to the customers the Guidelines for Natural Gas Supply Services, so that they can understand relevant matters requiring attention on gas use such as the safety rules and methods for immediate treatment in case of suspected leakage.

為求客戶能安心使用清潔能源，除了場站設施及管道的安全外，我們亦致力管理用戶終端的安全。為避免用戶發生燃氣事故，我們針對用氣環境的不安全因素作專項實地檢查，並按情況處理或向客戶提出整改建議。我們提供免費維護服務予居民用戶，如有發現任何問題或隱患，將即時安排維修部門跟進；而非居民用戶的服務，則包括啟用後首年的維護，藉此確保天然氣管道運作良好。為客戶啟用燃氣設備及相關輸送管道時，我們亦會提供一份《天然氣供氣服務指南》並加以解釋，讓他們了解使用燃氣的相關注意事項，例如安全守則及懷疑洩漏天然氣的即時處理方法。



In 2019, we visited multiple communities in Taicang City to handle business for more than 3,000 residents and promoted knowledge on safe use of natural gas
2019年度，我們走訪太倉市多個小區，為超過三千名居民辦理業務，並宣傳安全使用天然氣



Customer service and complaint management

The Group firmly believes that only by continuing to gain the trust of our customers can we continue to develop stably for a long time and that the ability to understand and meet customers' needs is the key to providing quality services. Therefore, we constantly improve our customer service system and optimize our service procedures to enhance the customer experience. In recent years, we have introduced intelligent gas meters, so that new resident users can use smart phones to monitor their gas usage in real time, which is very convenient. We also provide inquiry and recharge services on our WeChat public account, and send gas safety knowledge and notifications from time to time.

Our customer service center and 24-hour maintenance hotline provides customer with service information and ensures timely response to and handle customer feedback. During the Reporting Period, our customer service center and online platform received a total of 700 complaints, all of which were handled in a timely manner, recorded properly and followed up. We also provide household inspection and maintenance services, and make sampling interviews by telephone to ensure service quality. Meanwhile, we provide employees of the customer service center with trainings in product knowledge, services and complaint handling skills on a regular basis, so that our employees have sufficient knowledge and skills to answer customer inquiries.

客戶服務及投訴處理

本集團堅信，長遠穩定的發展，有賴於繼續獲得客戶的信任和支持；要提供優質的服務，關鍵在於能夠了解和滿足客戶的需要。因此，我們不斷完善客戶服務體系，優化服務流程，提升客戶體驗。我們近年已推行智能氣錶，新居民用戶可以透過智能電話，實時監察用氣量，非常方便。我們亦在微信公眾號提供查詢及充值等服務，並不時發送燃氣安全知識及公告。

我們設有客戶服務中心及24小時維護搶修熱線，為客戶提供服務資訊，確保及時回應及處理客戶的反饋。在匯報期內，我們的客服中心及網上平台，一共接獲約700宗投訴。所有投訴均已適時處理，並妥善記錄及跟進。我們亦會為上門檢查維修服務，並作電話抽樣回訪，確保服務質素。同時，我們定期為客服中心的員工，提供關於我們的產品知識、服務及處理投訴的培訓，讓員工有足夠知識和技巧，解答客戶查詢。

Protecting customer information and privacy

The Group attaches great importance to the security of customer information and has the responsibility to protect customer privacy. According to the Archives Law of the People's Republic of China, we have formulated the internal regulations on confidentiality management which classifies the grading of information confidentiality, provides for corresponding confidentiality measures and strictly prohibits employees from improper access and use of confidential information. In order to ensure compliance with relevant laws and regulations, we will also explain how to properly handle confidential and sensitive information of customers and the Company before new employees take up their posts.

Advertisement marketing

The Group actively promotes the use of natural gas to the public through various channels. We promote the use of natural gas and related safety knowledge through publicity activities, newspaper and media advertising. Providing our customers with correct and detailed safety information and product labels is our extended responsibility in product and safety management. All advertising publications, product labels and business-related information of the Group should be subject to approval of the management of the Group, and that they can be published only when there is assurance that the information contained therein is correct. During the Reporting Period, we did not recall any product as a result of safety and health problems, and to the best knowledge of the Directors, the Group did not receive any complaints in relation to advertisement and labels inconsistent with health and safety requirements, products and services.

保障客戶資料和私隱

本集團重視客戶信息安全，以保障客戶私隱為己任。根據《中華人民共和國檔案法》，我們已制定內部保密管理的規定，就資料的保密程度分級及制定對應的保密措施，並嚴禁員工不當存取及使用保密資料。為確保遵守相關法律及法規，我們亦會在新員工上崗前，向其說明如何適當地處理客戶及公司的機密與敏感資料。

廣告行銷

本集團積極採用不同途徑，向公眾推廣使用天然氣。我們透過舉辦推廣活動、在報紙及媒體投放廣告等方式，宣傳使用天然氣及相關的安全知識。為客戶提供正確及詳盡的安全資訊和產品標籤，是我們產品及服務安全的延伸責任。本集團所有廣告刊物、產品標籤及與業務相關的資訊，均經過本集團管理層審批，確保所載的內容正確，方可向公眾推出。在匯報期內，我們並無因安全與健康理由而須回收任何產品，而就本公司董事所深知，本集團並無接獲有關不符合健康與安全、產品及服務相關廣告及標籤的任何投訴。

Environmental Protection

As a major challenge facing the world, climate change is affecting all aspects of life, so the economic development can no longer ignore the interrelationship with environment. The extreme weather resulting from climate change is bringing new risks to business operations. As the world's second largest economy, China has made important commitments in addressing climate change, promoting low carbon development and new energy reforms. As a component of low-carbon clean energy industry, the Group support China's goal of reducing carbon emission intensity, and is committed to promoting the use of natural gas. In 2019, we continued to support large industrial coal-fired enterprises in responding to government policies and regulations and promoting the conversion and upgrading of replacing coal with gas, so as to reduce emissions of air pollutants and greenhouse gas and protect the environment.



The project of replacing coal with gas of BNBM Taicang Company Limited was completed and put into operation in 2019, with gas consumption of up to 70,000 cubic meters per day, leading to an annual coal reduction of 30,000 tons.

太倉北新建材有限公司煤改氣項目於年內落成啟用，用氣量高達70,000立方米／天，年減煤三萬噸。

環境保護

氣候變化是全球面對的一大挑戰，遍及生活的各方面，經濟發展亦不能再忽視與環境相互影響。氣候變化帶來的極端天氣，為企業營運帶來新的風險。中國作為全球第二大經濟體，在應對氣候變化、發展低碳經濟和新能源改革等方面，作出了重要的承諾。本集團作為低碳清潔能源產業的一環，協助國家落實降低碳排放強度的目標，並致力於推廣使用天然氣。2019年間，我們繼續協助工業燃煤大戶，響應政府的政策和規定，推進「煤改氣」的轉化升級工程，減少排放空氣污染物和溫室氣體，保護環境。



In addition, coal boilers of Taicang Xintai Alcohol Co., Ltd. have also been converted to use gas, with gas consumption of up to 14,000 cubic meters each day, equivalent to 20 to 30 tons of coal.

另外，太倉新太酒精有限公司的煤鍋爐亦已改為燃氣，日用氣量達14,000立方米，相當於燃煤20至30噸。

Our natural gas sales and transmission business mainly involve underground pipeline projects in urban areas, basically imposing no significant adverse impact on the environment. Besides, a small amount of residual natural gas will be discharged out of the pipeline at time of pigging operation, but it does not have significant influence on surrounding environment due to the low emission. Major environmental protection laws and regulations concerning the operation of the Group include the Environmental Protection Law of the People's Republic of China, Law of the People's Republic of China on Environmental Impact Assessment, Law of the People's Republic of China on Prevention and Control of Atmospheric Pollution and Law of the People's Republic of China on Prevention and Control of Environmental Pollution by Solid Waste. To the best knowledge of the Directors of the Company, the Group was not subject to any major administrative sanction or punishment due to violation of any environmental laws or regulations during the Reporting Period.

Resource utilization and emissions management

The daily operations of the Group inevitably generate exhaust and greenhouse gas emissions, which mainly arise from indirect emissions from purchased electricity and direct emissions from vehicle fuels such as diesel and compressed natural gas. We strongly advocate the low-carbon and environmentally-friendly green office, save resources in daily operations, and implement the following series of green operation measures:

Energy saving and emission reduction

- Make use of natural light and wind to reduce the use of air-conditioners and lights
- Purchase energy-saving and environmentally-friendly lights electrical appliances and office equipment with priority
- Keep the indoor air-conditioning temperature at 25°C in summer and 18°C in winter

本集團的天然氣銷售及輸送業務，主要為市區地底的管道工程，並不會對環境造成重大負面影響。我們清理管道時，會排出少量殘留在管道內的天然氣，由於排放量不大，對四周環境不會產生重大影響。與本集團營運有關的環境保護法律和法規，主要包括《中華人民共和國環境保護法》、《中華人民共和國環境影響評價法》、《中華人民共和國大氣污染防治法》及《中華人民共和國固體廢物污染環境防治法》等。就本公司董事所知悉，在匯報期內我們並無發生違反環境法律或法規的情況而遭致重大行政制裁或處罰。

資源利用及排放管理

本集團的日常營運，亦無可避免會產生廢氣及溫室氣體排放。排放主要來自外購電力的間接排放，及車輛的燃料如柴油、壓縮天然氣等燃燒的直接排放。我們大力提倡低碳環保、綠色辦公，貫徹落實節約資源於日常運作之中，並實行以下一系列綠色低碳的節約措施：

節能減排

- 利用自然採光和自然通風，減少使用空調和電燈
- 優先採購節能環保的燈具、電器與辦公室設備
- 夏季維持室內空調於25度，冬季維持於18度



- | | |
|---|--|
| <ul style="list-style-type: none"> • Set the time to ensure the air-conditioners are turned off automatically when getting off work, and cut off the power on holidays | <ul style="list-style-type: none"> • 設定下班時間後，空調自動關閉，並在節假日切斷電源 |
| <ul style="list-style-type: none"> • Install auto-induction lights in some offices | <ul style="list-style-type: none"> • 在部份辦公室房間安裝自動感應的照明系統 |
| <ul style="list-style-type: none"> • Post a reminder to turn off electronic devices and equipment when employees leave a room | <ul style="list-style-type: none"> • 張貼關燈提示，提醒員工離開房間時，關上不需使用的電器及設備 |
| <ul style="list-style-type: none"> • Use electric vehicles and vehicles powered by compressed natural gas to reduce air pollution | <ul style="list-style-type: none"> • 使用電動車及以壓縮天然氣作燃料的車輛，減少空氣污染 |
| <ul style="list-style-type: none"> • Maintain the level of brightness of computer screen at 75 % or less and set the computer display to shut down automatically in 10 minutes | <ul style="list-style-type: none"> • 把電腦顯示器的螢幕亮度維持於75%或以下，及設定為閒置10分鐘後自動關閉 |

Water saving

節水

- | | |
|--|---|
| <ul style="list-style-type: none"> • Post a slogan or notice to remind employees to turn off the tap when finished, so as to avoid waste of water | <ul style="list-style-type: none"> • 張貼標語及告示，提醒員工使用後關掉水龍頭，珍惜用水 |
| <ul style="list-style-type: none"> • Use water-saving faucet facilities with low flow | <ul style="list-style-type: none"> • 採用流量較小的節水龍頭設施 |
| <ul style="list-style-type: none"> • Conduct daily inspection of water supply facilities and pipelines, and carry out repair when any problem is found to reduce waste of water caused by leakage | <ul style="list-style-type: none"> • 日常檢查供水設施及管道，發現問題即及時維修，減少滲漏導致的浪費 |

Paper consumption reduction

減少用紙

- | | |
|--|---|
| <ul style="list-style-type: none"> • Use online platforms, promote paperless office approvals, and reduce the use of office supplies | <ul style="list-style-type: none"> • 採用網上平台，推廣無紙辦公審批，減少使用辦公室耗材 |
| <ul style="list-style-type: none"> • Provide collection boxes in the office to collect and reuse single-sided paper | <ul style="list-style-type: none"> • 在辦公室放置收集箱，專門收集單面紙作重用 |
| <ul style="list-style-type: none"> • Encourage employees to use handkerchief and water glasses to reduce the use of paper towels and paper cups | <ul style="list-style-type: none"> • 鼓勵員工自備手帕及水杯，減少使用紙巾及紙杯 |

Reuse and recycling

- Set a recycling bin to collect waste rechargeable battery, which can reduce environmental pollution
- Entrust recyclers to collect scrap paper regularly, which can be used for producing recycled paper
- Choose alternative stationeries, and reuse envelopes, loose-leaf binders, paper bags, etc.

Waste and sewage management

There are no significant hazardous waste generated from or packaging materials in large quantities used in the Group's businesses. The solid wastes we discharge can be mainly divided into domestic waste and industrial waste. After collection, daily waste generated in our offices and employee dormitories will be delivered to the urban environmental health department for centralized treatment. In addition, our long-distance natural gas transportation pipeline networks may contain steel pipe scrap iron after long-term use, so we will clean pipelines from time to time and deliver non-hazardous waste generated to a third party for special treatment.

The Group does not generate industrial sewage. The domestic sewage discharged by the Group into municipal sewage pipelines will be treated centrally by the local sewage treatment plant and will not adversely affect the environment. We also do not involve industrial water. Our daily water is supplied through municipal pipelines, and therefore does not have any problem in relation to sourcing of water.

物盡其用及循環再造

- 設置回收箱收集廢棄充電電池，減少環境污染
- 委託回收商定期收集廢紙，用以生產再造紙
- 選用可替換的文具，並重複使用信封、檔案夾及紙袋等

廢物及污水管理

本集團的業務並不會產生重大的有害廢物，亦無大量使用包裝物料。我們產生的固體廢物可分為生活廢物及工業廢物。辦公室及員工宿舍會產生日常生活垃圾，我們收集後交由城市環境衛生部門集中處理。另外，我們的長距離天然氣輸送管網，使用日久後，內部或會積存鋼管鐵屑與粉塵；我們會不時清理管道，並把產生的無害廢棄物，交由第三方專責處理。

本集團並不產生工業污水，僅排放生活污水至市政污水管道，經由本地污水處理廠集中處理，不會對環境造成負面影響。我們亦不涉及工業用水，日常用水由市政管道供給，並無求取水源的問題。

Environmental footprint

環境足印

The key environmental performance indicators of the Group for 2019 and 2018 are as follows:

以下為本集團今年及去年的關鍵環境績效指標數據：

Indicators 指標	2019	2018	Unit 單位
Total greenhouse gas emissions 溫室氣體排放總量	958.1	85.9	tCO ₂ e 噸二氧化碳當量
Direct emissions (scope 1) 直接排放(範圍1)	310.9	278.2	tCO ₂ e 噸二氧化碳當量
Indirect emissions (scope 2) 間接排放(範圍2)	1,530.0	699.7	tCO ₂ e 噸二氧化碳當量
Indirect emissions (scope 3) [#] 間接排放(範圍3) [#]	21.1	11.9	tCO ₂ e 噸二氧化碳當量
Greenhouse gas removals (scope 1) 溫室氣體減除量(範圍1)	903.9	903.9	tCO ₂ e 噸二氧化碳當量
Greenhouse gas emission intensity 溫室氣體排放密度	5.3	1.0	kg CO ₂ e per square meter 公斤二氧化碳當量/平方米
Nitrogen oxides (NO _x) 氮氧化物(NO _x)	706.8	508.5	Kg 公斤
Sulphur oxides (SO _x) 硫氧化物(SO _x)	1.7	1.4	Kg 公斤
Particulate matter (PM) 顆粒物(PM)	65.2	47.4	Kg 公斤
Total energy consumption 能源消耗總量	3,259.8	2,001.9	Megawatt hour 千個千瓦時
Electricity purchased 購買電量	2,178.1	994.8	Megawatt hour 千個千瓦時
Diesel oil 柴油	56.9	81.9	Megawatt hour 千個千瓦時
Unleaded petrol 無鉛汽油	982.4	786.2	Megawatt hour 千個千瓦時
Compressed natural gas 壓縮天然氣	42.4	139.0	Megawatt hour 千個千瓦時
Energy consumption intensity 能源消耗密度	18.0	23.8	Kilowatt hour per square meter 千瓦時/平方米
Total water consumption 總耗水量	72,016.0	49,186.0	Cubic meter 立方米
Water consumption intensity 用水消耗密度	0.4	0.6	Cubic meter per square meter 立方米/平方米
Total non-hazardous waste produced 無害廢棄物總量	0.8	4.3	Tonne 公噸
Non-hazardous waste intensity 無害廢棄物密度	4.4	51.8	g per square meter 克/平方米

Relevant data are emissions from air business travel of employees

有關數據為員工商業差旅航空的排放

Supplier Management

Ensuring stable gas supply, high quality and safe and reliable services is critical to our long-term development of piped natural gas sales and transmission businesses. We understand that maintaining good relationship and long-term cooperation with suppliers are integral for the steady development of our businesses. As a corporate citizen, we have the responsibility to provide opportunities for local suppliers for joint development, procure their commitment to society and the environment, and uphold the same principles and values as the Group. As such, we can manage relevant risks and promote sustainable development in the life cycle of all aspects of products and services.

To cope with the increasing demand from the market, we have signed long-term cooperation agreements with upstream gas suppliers in order to continuously maintain a stable and reliable gas supply. PetroChina Company Limited (“PetroChina”), the principal natural gas supplier of the Group, has been in strategic relationship with us for more than 10 years. In addition, we started to receive natural gas from Sinopec Sichuan to Eastern China Gas Transmission Pipeline Co., Ltd. since 2015, which has enhanced our capacity to supply gas to end users.

We also have service providers, machinery equipment and raw material suppliers for our gas pipeline construction and connection business. During the Reporting Period, we had 123 suppliers, all of which were located in Mainland China. We visit manufacturers of important equipment to inspect their production and commissioning process. Our raw materials mainly are gas pipes and fittings, including PE pipe, steel pipe, valve and pipe connectors. In order to ensure the quality and safety standards of the purchased materials, we visit new suppliers, and only start purchase after a new supplier passes our audit. As for existing suppliers, we also conduct regular assessments, including qualification review, product quality, procedures and internal management and on-site environment. If any problems are found, we will put the supplier into the watch list, and communicate with and require such supplier to rectify. If it is found that suppliers violate national laws or regulations or fail to perform their obligations under contracts, we will terminate cooperation with such suppliers.

供應商管理

確保本集團供氣穩定、品質優良、服務安全可靠，是集團長遠發展管道天然氣銷售及輸送業務的大前提。我們明白，與供應商維持良好關係，長期合作，是我們業務穩步發展的重要一環；為所在地供應商提供機遇，攜手發展，並促進其對社會及環境的承擔，持守與本集團相同的原則和價值觀，藉此管理相關風險，並在產品及服務各環節的生命周期推廣可持續發展，亦是我們作為企業公民的責任。

在需求不斷增長的市場環境中，為了繼續保持穩定可靠的供氣，我們與上游的氣體供應商簽署了長期合作協議。中國石油天然氣股份有限公司（「中石油」）與本集團已有十多年的戰略合作關係，是我們的主要氣體供應商。另外，我們在2015年開始從中石化川氣東送天然氣管道有限公司接收天然氣，加強我們對終端用戶的供氣能力。

我們亦有燃氣管道建設及接入業務的服務供應商、機械設備及原材料供應商等。在匯報期內，我們有123家供應商，全數位於中國內地。我們會到重要設備的廠家，視察其生產及調試過程。原材料方面，主要為燃氣管道及配件，如聚乙烯管、鋼管、閥門、管道接頭等等。為確保採購物料的質量及安全標準，我們會走訪新供應商，新供應商定要通過審查，我們才會展開採購。至於現有供應商，我們亦會定期考評，包括資格審查、產品品質、流程與內部管理、現場環境等。如有發現問題，我們會將該供應商列入觀察名單並與之溝通，要求他們改善，對於違反國家法規或不按照合同履約的供應商則會終止合作。

The Group cooperates with engineering contractors in the construction and installation of gas pipelines. Our contractor review includes the past safety compliance records and business cases of contractors, and the bidding management is implemented for major projects. As for daily maintenance and emergency repairs, we engage third party engineering teams in advance which will conduct relevant work as demand at any time to ensure the safety of gas in an emergency. We believe that by managing the supply chain in a responsible manner and ensuring a fair and ethical procurement process, we can build long-term cooperative relationships with strong and reliable business partners.

We expect that all suppliers will comply with all applicable environmental protection laws and regulations and reduce the resource consumption and the impact on the environment. The basic requirements of the Group for business partners are set out in the Social Responsibility and Business Ethics Agreement covering environmental protection, occupational health and safety, moral behavior, etc., which shall be confirmed the suppliers.

Our Employees

The development of an enterprise depends on the support and collaboration of employees. We regard the practical knowledge, work experience and professional skills of employees as the precious assets of the Group. We provide our employees with an excellent working environment, a friendly, equal, diversified and harmonious atmosphere as well as competitive returns, while maintaining the physical and mental health of employees. We also provide opportunities for training and professional development to realize common growth of employees and the Group.

本集團與工程承包商合作，建設和安裝燃氣管道，對承包商的評審，包括其過往安全合規紀錄與業務案例，並且對重大項目實施招標管理；至於日常維護搶修，由事先選定的第三方工程團隊承辦，隨傳隨到，確保緊急情況下的燃氣安全。我們相信，以負責任的態度管理供應鏈，確保公平採購和符合道德，使我們與具實力及可靠的業務夥伴，建立並維持長期合作關係。

我們期望所有供應商遵守業務運作相關的環保法律法規，並盡力減低資源使用及對環境之影響。本集團對業務合作夥伴的基本要求，已載列於《社會責任與商業道德同意書》，由各供應商回覆確認，內容包括環境保護、職業健康與安全、行為道德等各方面。

我們的員工

企業的發展有賴員工的支持與協作執行，員工的實務知識、工作經驗與專業技能更是本集團珍貴的財產。我們為員工提供優秀的工作環境，友善平等、多元共融的氛圍及具競爭力的回報，同時保障他們身心健康，並提供培訓及職業發展的機會，與員工一同成長。

Laws and regulations of the PRC in relation to employment with the Group include the Labour Law of the People's Republic of China, the Labour Contract Law of the People's Republic of China, the Provisions on the Prohibition of Using Child Labour and the Labour Contract Regulation of Jiangsu Province. To the best knowledge of the Directors of the Group, the Group was not subject to any major administrative sanction or punishment due to violation of any employment laws or regulations during the Reporting Period.

In order to ensure that our employees understand relevant regulations and promote our continuous compliant operation, we have formulated the Human Resources Management Policy and the Employee Handbook, which detail the human resources management methods of the Company. The Group is committed to providing fair treatment to our employees. All labour contracts are voluntarily signed by employees, and we will verify the identification documents of employees during the recruitment process to avoid inadvertent employment of child labour or forced labour and protect the rights and interests of employees.

Talent selection

We attach significance to the value of each employee, and strive to create an equal workplace to give employees a sense of belonging to the Company. We provide equal opportunities for existing employees and job applicants, and eliminate any form of discrimination. We safeguard human rights and equal opportunities in recruitment, remuneration and benefits, promotion, transfer, training and dismissal, and strictly comply with relevant employment laws and policies. Under the principle of fairness, we recruit employees through different channels, and absorb a wide range of talents, pay attention to the diversity of the team, and will not treat employees or job applicants differentially in regard to age, gender, race, ethnicity, nationality, religion, sexual orientation, family status or other factors unrelated to employees' work ability or qualifications.

與本集團僱傭相關的主要中國法律和法規包括《中華人民共和國勞動法》、《中華人民共和國勞動合同法》、《禁止使用童工規定》及《江蘇省勞動合同條例》等。就本公司董事所深知，我們在匯報期內並無因違反與僱傭相關的法律法規而遭致重大行政制裁或處罰。

本集團已制定《人事管理規定》及《員工手冊》，詳細列載公司的人力資源管理方式，以確保員工明瞭相關規定並促使我們持續地合規營運。本集團致力為員工提供公平待遇，所有勞動合同皆由員工自願簽訂，並在招聘過程核實員工的身份證明文件，避免誤聘童工或強迫勞工，保障僱員權益。

選賢任能

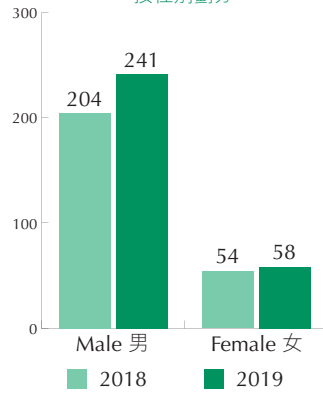
我們重視每名員工的價值，致力營造平等的工作場所，以建立員工對集團的歸屬感。我們為現職員工和求職者提供平等機會，杜絕任何形式的歧視，在招聘、薪酬及福利、晉升、調職、培訓和解僱等人力資源管理的各方面，尊重人權及平等機會，並嚴格遵從僱傭相關的法律及政策。我們秉持公平、公正的用人原則，從各種途徑招聘員工，廣泛吸納人才，重視團隊的多元化，不會因年齡、性別、膚色、種族、國籍、宗教信仰、性取向、家庭狀況等與員工工作能力及資歷無關之因素，差別對待員工或求職者。



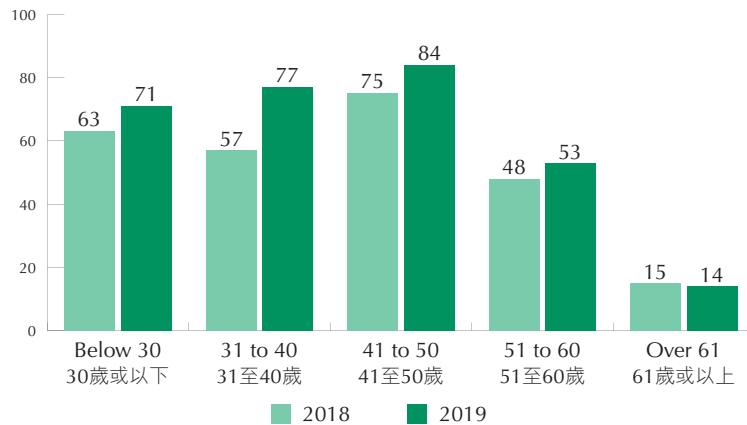
Employee distribution

員工分佈數據

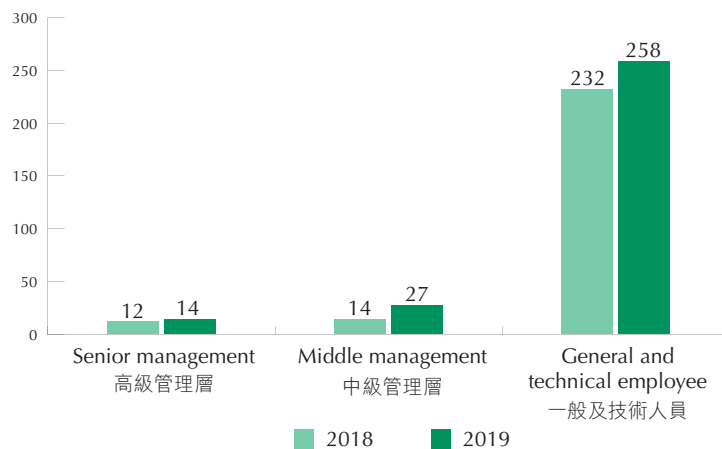
Number of employees by gender
按性別劃分



Number of employees by age group
按年齡劃分



Number of employees by employee category
按僱傭類別劃分

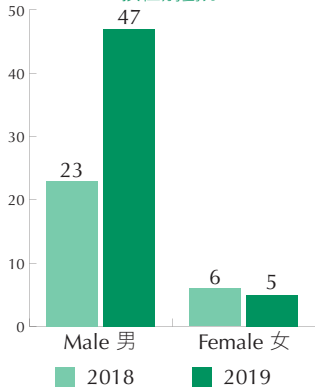


Staff turnover

流失員工數據

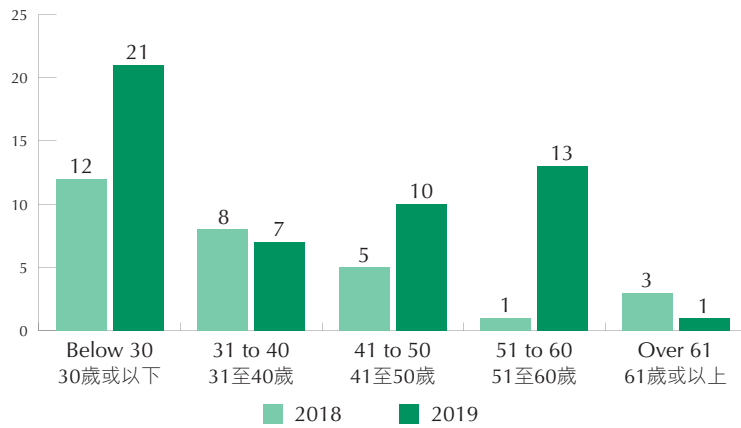
Number of turnover staff by gender

按性別劃分



Number of turnover staff by age group

按年齡劃分



Remuneration and benefits

The Group understands that our employees are the core of our business operations. As a responsible employer, we are committed to providing our employees with competitive remuneration and benefits to attract and retain talents. Remunerations of our Chinese full-time employees mainly include basic salary, duty salary, performance salary, seniority pay, job allowance and other subsidies. We adopt a remuneration system that is linked to work performance, under which we regularly carry out performance appraisal of employees, and give additional rewards to outstanding employees for recognition of their work performance, with the hope that they can continue to make efforts to contribute to the sustainable development of the Group. In addition, we also hope to understand the employees' expectations for the Company through performance appraisal. The Group regularly reviews and adjusts the remuneration and benefits for each position, so as to ensure market competitive remuneration and benefits.

In addition to providing employees with legally mandated benefits (such as social security and paid annual leave), we provide the following additional benefits:

- Birthday cake vouchers for employees;
- Festival bonus for employees on Women's Day;
- Mooncake gift sets on Mid-Autumn Festival;
- Living allowances for employees who receive training in other regions;
- Allowance for employees working in a desert area of Xinjiang;
- Activities such as annual gala to promote communication between the Company and employees

薪酬及福利

本集團深明我們的員工是業務運作的核心，身為負責任的僱主，我們承諾為員工提供具競爭力的薪酬與福利，以吸引和挽留人才。我們的中國全職員工的薪酬，主要包括基本工資、崗位薪酬、績效薪酬、工齡工資、職務津貼及其他補貼等。我們採用與工作表現掛鈎的薪酬制度，定期考核員工績效，給表現優秀的員工額外獎勵，表揚他們的工作成果，並期望他們能繼續服務，為本集團持續發展作貢獻。我們同時亦透過績效考核，了解員工對公司的期望。本集團定期根據市場趨勢，檢討及調整各職務崗位的薪酬福利水平，確保待遇具備市場競爭力。

除了為員工提供法律規定的福利如社會保險、有薪年假外，我們亦提供了以下額外的福利：

- 贈送生日蛋糕禮券給員工；
- 在三八婦女節給員工發放過節費；
- 在中秋節發放月餅禮盒；
- 提供生活費補貼給到外地培訓的員工；
- 發放工資補貼給新疆沙漠地區工作的員工；
- 舉辦年會等活動，加強公司與員工的溝通

Trainings and Development

Cultivating excellent talents can enhance the competitiveness of an enterprise and promote the common growth of employees and the enterprise. Therefore, we pay attention to the long-term development of our employees, and support employees to improve their professional knowledge and qualities, so as to ensure that our technicians and other employees keep up with the pace of the times. The gas business is a highly professional, so we provide internal and external trainings for our employees as well as various targeted trainings according to the actual needs of different departments and functions. As for the gas technology business of Xinjiang Dunhua, which has been put into trial operation in Kuqa, Xinjiang, we have organized different trainings to ensure that employees at all positions have the necessary knowledge and skills for daily operations. The following table sets forth relevant statistical data for trainings provided for our employees during the Reporting Period. Among them, Xinjiang Dunhua provided various trainings for employees in 2018 in order to get its projects ready to go into production.

培訓及發展

培育優秀人才，可以強化企業競爭力，讓員工與企業共同成長。因此，我們注重員工的長遠發展，支持員工完善其專業知識、加強其職業素養，確保我們的技術人員及其他員工，跟上時代的步伐。燃氣事業是一門高度專業的技術，我們為僱員提供內部及外部的培訓，因應不同部門和職能的實際需要，有針對性地提供不同類型的培訓。至於新疆敦華的氣體技術業務，已於新疆庫車試行運轉，我們已舉辦不同的培訓，確保所有崗位的人員，均有日常運作所需的知識與技能。下表列載我們在匯報期內，為員工提供培訓的相關統計數據。其中，新疆敦華的項目為了準備投產，於2018年為員工提供了較多各種形式的培訓。

Statistics of employee training 員工培訓統計	2019	2018
Total training hours 總培訓時數	4,168	17,450
Average training hours per person 平均每人培訓時數	13.9	67.6
Hours trained by gender 按性別劃分的培訓時數	2019	2018
Male 男	3,949	14,504
Female 女	219	2,946



Hours trained by employee category 按僱傭類別劃分的培訓時數	2019	2018
Senior management 高級管理層	45	1,482
Middle management 中級管理層	178	1,779
General and technical employees 一般及技術人員	3,945	14,189

Hours trained by age group 按年齡劃分的培訓時數	2019	2018
30 or below 30歲或以下	1,345	9,212
31 to 40 31至40歲	696	3,104
41 to 50 41至50歲	1,138	3,220
51 to 60 51至60歲	977	1,825
Above 61 61歲或以上	12	89

Anti-corruption and Pro-honesty

Corporate integrity is the foundation of business operations. The Group strictly prohibits our employees and partners from providing or soliciting illegal benefits when handling business, including any form of corruption, bribery, extortion, blackmail and money laundering and other behaviors violating the relevant laws and regulations including the Criminal Law of the People's Republic of China and the Anti-Unfair Competition Law of the People's Republic of China. In order to promote the concept of integrity and honesty and maintain excellent corporate governance, we have formulated the Anti-Fraud Management Rules and provide training for employees, which includes anti-fraud measures, investigation and reporting guidelines and procedures, and encourage employees and stakeholders to pay attention to and report relevant violations and misconducts, and protect the confidentiality of the whistleblowers and the information received. To the best knowledge of the Directors of the Group, the Group and its employees were not subject to cases complaints or punishment in relation to corruption, bribery or other misconducts during the Reporting Period. In addition, the good reputation record of Taicang Natural Gas has won the certification of the "Enterprise Adhering to Contracts and Observing Credit" by relevant departments of Taicang City.

肅貪倡廉

企業誠信乃經營業務之本。本集團嚴禁僱員及合作夥伴，在處理業務時提供或索取不法利益，包括任何形式的貪污、賄賂、勒索、欺詐及洗黑錢等違反《中華人民共和國刑法》和《中華人民共和國反不正當競爭法》與其他相關法例法規的行為。我們已制定《反舞弊管理規定》及向員工提供培訓，推廣廉潔誠信的理念，致力維持優秀的企業管治。該政策規定包括防止舞弊措施、偵查及舉報指引及程序等，鼓勵員工和持份者關注並舉報違規及失當行為，並保密舉報人與收到的資料。就本公司董事所深知，在匯報期內，本集團及其員工並無涉及有關貪污、賄賂或其他不當行為的案件、投訴或處分。此外，太倉天然氣的良好信譽紀錄，獲太倉市相關部門認證為「守合同重信用」企業。



Community Care

Good community relations are the foundation for the existence development of an enterprise. This is especially the case for the Group whose growth depends on the support and trust of the community. We give back to the society by offering discounts to needy users. During the Reporting Period, we continued to implement our Fee Reduction Plan for Needy Users and offer subsidies for 7,560 cubic meters of natural gas to over 100 users, so as to mitigate their financial burden of using natural gas services. We will provide assistance for more users in need in the future.

We have also been cooperating with the community to organize safety month activities and visit multiple communities to promote gas safety knowledge. We also arranged staff to the elementary schools to give popular science lectures. During the summer vacation, we organized students to visit our regulating and control center and natural gas terminals, which provide opportunity for students to communicate face-to-face with technicians to learn about gas safety. We hope that the next generation can know more about the use of natural gas from early age, and improve the concerns and awareness of the society on gas safety.

社區關懷

良好的社區關係是企業生存發展的基礎，而本集團的茁壯成長，更是有賴社區對我們一直的支持與信賴。我們向有經濟困難的用戶提供優惠，回饋社會。在匯報期內，我們繼續向困難用戶實行費用減免，共計向過百名用戶補貼天然氣7,560立方米，減輕他們使用天然氣服務的經濟負擔。未來，我們將向更多有需要的使用者提供協助。

我們亦一直與社區合作，舉辦安全月活動，走訪多個小區，宣傳燃氣安全知識；亦會派員到小學校園作科普宣講，並在暑假期間，組織學生參觀我們的調控中心及天然氣門站，讓學生與技術人員面對面交流，學習燃氣安全知識。我們希望透過從小培育，讓下一代多了解使用天然氣，並提高社會對燃氣安全的關注和意識。



Independent auditor's report

獨立核數師報告



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To the shareholders of Suchuang Gas Corporation Limited
(Incorporated in the Cayman Islands with limited liability)

致蘇創燃氣股份有限公司股東
(於開曼群島註冊成立的有限公司)

Opinion

We have audited the consolidated financial statements of Suchuang Gas Corporation Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 131 to 291, which comprise the consolidated statement of financial position as at 31 December 2019, and 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 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (“IFRSs”) issued by the International Accounting Standards Board (“IASB”) 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”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

意見

吾等已審核第131頁至291頁所載蘇創燃氣股份有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表，包括於2019年12月31日的綜合財務狀況表、截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註(包括主要會計政策概要)。

吾等認為，該等綜合財務報表已按照國際會計準則理事會(「國際會計準則理事會」)頒佈的國際財務報告準則(「國際財務報告準則」)真實公允地反映 貴集團於2019年12月31日的綜合財務狀況及截至該日止年度的綜合財務表現和綜合現金流量，並已根據香港公司條例的披露要求妥為編製。

意見基準

吾等已根據香港會計師公會頒佈的香港核數準則(「香港核數準則」)進行審核。吾等於該等準則項下的責任於本報告核數師就審核綜合財務報表須承擔的責任一節進一步闡述。根據香港會計師公會頒佈的專業會計師道德守則(「守則」)，吾等獨立於 貴集團，並已遵循守則履行其他道德責任。吾等相信，吾等所獲得的審核憑證能充足和適當地為吾等的意見提供基礎。

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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

關鍵審核事項

關鍵審核事項是根據吾等的專業判斷，認為對本期綜合財務報表的審核最為重要的事項。該等事項是在對綜合財務報表整體進行審核並形成意見的背景下進行處理，吾等不對該等事項提供單獨的意見。就下文各事項而言，有關吾等審核時處理該等事項的描述僅適用於該等情況。

吾等已履行本報告核數師就審核綜合財務報表須承擔的責任一節所述的責任，包括與該等事項相關的責任。因此，吾等的審核範圍包括執行為應對綜合財務報表重大錯誤陳述風險的評估而設計的程序。審核程序（包括為處理下列事項而進行的程序）的結果為吾等就隨附綜合財務報表發表審核意見提供基礎。

Key audit matters (Continued)

關鍵審核事項 (續)

Key audit matter 關鍵審核事項	How our audit addressed the key audit matter 吾等進行審核時如何處理關鍵審核事項
<p><i>Expected credit loss of trade receivables</i> 應收貿易賬款預期信貸虧損</p>	
<p>The Group uses a provision matrix to calculate expected credit loss for trade receivables. The provision rates are based on days past due for groupings of various customers with similar loss patterns. The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. A considerable amount of judgement and estimation is required in assessing the realisation of those receivables, including the creditworthiness, past collection history and forward-looking information of each customer.</p> <p>貴集團使用撥備矩陣計算應收貿易賬款的預期信貸虧損。撥備率乃基於具有類似虧損模式的多個客戶組別的逾期日數釐定。撥備矩陣最初基於 貴集團的可觀察歷史違約率。 貴集團將按經前瞻性資料調整的過往信貸虧損經驗調節該矩陣。評估該等應收款項的變現金額需要作出大量判斷及估計，包括各客戶的信譽、過往催收記錄及前瞻性資料。</p> <p>The carrying value of trade receivables was RMB103,625,000 as at 31 December 2019. The provision for expected credit loss of trade receivables is considered as a key audit matter due to the materiality of trade receivables to the consolidated financial statements and the high level of management judgement and estimation involved. 於2019年12月31日，應收貿易賬款的賬面值為人民幣103,625,000元。應收貿易賬款的預期信貸虧損之撥備被視為關鍵審核事項，乃由於應收貿易賬款對綜合財務報表而言非常重要，且涉及管理層的高度判斷及估計。</p>	<p>Our audit procedures included, among others, discussing with management on the estimation involved in determining the amount of expected credit loss allowance regarding to the trade receivables and assessing the management's processes and controls relating to the estimation of the expected credit loss allowance.</p> <p>吾等的審核程序包括(其中包括)與管理層討論涉及有關應收貿易賬款預期信貸虧損撥備金額的釐定，以及評估管理層與預期信貸虧損撥備估計相關的程序及監控。</p> <p>We tested the model of provision matrix prepared by the management to calculate the expected credit loss and checked the information included in the provision matrix which was based on the Group's historical observed default rates. In order to evaluate the appropriateness of these judgements, we verified whether the ageing analysis including current and days past due records for groupings of various customers which had similar loss patterns, historical payment patterns and historical loss data are complete and accurate.</p> <p>吾等已測試管理層編製以計算預期信貸虧損的撥備率並檢查基於 貴集團可觀察歷史違約率的撥備矩陣所載資料。為評估該等判斷的恰當性，吾等已核實賬齡分析(包括對具有類似虧損模式、過往付款模式及歷史虧損數據的多個客戶組別的當前及逾期天數記錄)是否完整準確。</p>



Key audit matters (Continued)

關鍵審核事項 (續)

Key audit matter 關鍵審核事項	How our audit addressed the key audit matter 吾等進行審核時如何處理關鍵審核事項
<p>Related disclosures are included in note 2.4 "Impairment of financial assets", note 3 "Significant accounting judgements and estimates" and note 23 "Trade receivables" to the consolidated financial statements.</p> <p>相關披露資料載於綜合財務報表附註2.4「主要會計政策概要」、附註3「主要會計判斷及估計」及附註23「應收貿易賬款」。</p>	<p>We reviewed the forward-looking information which the Group used to calibrate the matrix, such as the anticipation of the customers' operation, forecast industry situation, overall economic conditions, etc.</p> <p>吾等已審查 貴集團用於調整矩陣的前瞻性資料（例如客戶運營預期、行業情況預測、整體經濟狀況等）。</p> <p>We also assessed the adequacy of the disclosures of trade receivables in the consolidated financial statements.</p> <p>吾等亦評估了應收貿易賬款於綜合財務報表披露的充分性。</p>

Key audit matters (Continued)

關鍵審核事項 (續)

Key audit matter 關鍵審核事項	How our audit addressed the key audit matter 吾等進行審核時如何處理關鍵審核事項
<p><i>Impairment of goodwill</i> 商譽減值</p> <p>The carrying value of goodwill in the consolidated financial statements amounted to RMB98,782,000 as at 31 December 2019 and was allocated to the corresponding subsidiaries acquired as each of these acquired subsidiaries is a cash-generating unit (“CGU”) that is expected to benefit from the synergies of the combination.</p> <p>於2019年12月31日，綜合財務報表內商譽的賬面值為人民幣98,782,000元，並已分配至所收購的相關附屬公司，此乃由於所收購的該等附屬公司為預期將自合併的協同效應中獲利的現金產生單位（「現金產生單位」）。</p> <p>In accordance with IFRSs, management of the Group is required to at least annually perform impairment test for goodwill. The impairment test is largely based on management’s estimates of future results of each CGU to which goodwill is allocated and involves various assumptions and judgements. 根據國際財務報告準則，貴集團管理層須至少每年進行商譽減值測試。減值測試在很大程度上基於管理層對分配商譽的各現金產生單位未來業績的估計，並涉及各種假設及判斷。</p> <p>Related disclosures are included in note 2.4 “Impairment of non-financial assets”, note 3 “Significant accounting judgements and estimates” and note 16 “Goodwill” to the consolidated financial statements which specifically explain the key assumptions the management used for fair value less costs of disposal.</p> <p>相關披露資料載於綜合財務報表附註2.4「非金融資產減值」、附註3「主要會計判斷及估計」及附註16「商譽」，該等附註特別說明管理層就公平值減出售成本採用的關鍵假設。</p>	<p>Our audit procedures included, among others, involving our internal valuation specialists to assist us in evaluating the assumptions and methodologies used by management, mainly the discount rates and the long-term growth rates beyond the five-year period.</p> <p>吾等的審核程序包括（其中包括）委派內部估值專家協助吾等評估管理層所使用的假設及方法，主要評估貼現率及五年之後的長期增長率。</p> <p>We reviewed and assessed the forecasts used with respect to future revenues and operating results by comparing the forecasts with the historical performance of the respective CGUs and the business development plan.</p> <p>吾等透過將預測與各現金產生單位的過往業績及業務發展計劃進行比較，對未來收入及經營業績的預測進行審查及評估。</p> <p>We also assessed the adequacy of the disclosures of goodwill in the consolidated financial statements.</p> <p>吾等亦評估了商譽於綜合財務報表披露的充分性。</p>

Other information included in the Annual Report

The directors of the Company are responsible for the other information. The other information comprises 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.

Responsibilities of the directors for the consolidated financial statements

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

In preparing the consolidated financial statements, the directors of the Company 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 of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

載於年報的其他資料

貴公司董事須對其他資料承擔責任。其他資料包括載於年報的資料，不包括綜合財務報表及吾等的核數師報告。

吾等對綜合財務報表作出的意見並無涵蓋其他資料，而吾等不會對其他資料發表任何形式的核證結論。

就吾等審核綜合財務報表而言，吾等的責任為閱讀其他資料，從而考慮其他資料是否與綜合財務報表或吾等在審核過程中獲悉的資料存在重大不符，或似乎存在重大錯誤陳述。倘吾等基於已進行的工作認為其他資料出現重大錯誤陳述，吾等須報告有關事實。就此，吾等毋須作出報告。

董事就綜合財務報表須承擔的責任

貴公司董事須負責按照國際會計準則理事會所頒佈的國際財務報告準則及香港公司條例的披露規定編製真實及公允的綜合財務報表，以及對董事認為對編製綜合財務報表而言屬必要的內部控制負責，以使其不存在由於欺詐或錯誤而導致的重大錯誤陳述。

在編製綜合財務報表時，貴公司的董事須負責評估貴集團持續經營的能力，並披露與持續經營有關的事項（如適用）。除非貴公司董事擬將貴集團清盤或停止營運，或除此之外並無其他實際可行的方法，否則須採用以持續經營為基礎的會計法。

Responsibilities of the directors for the consolidated financial statements (Continued)

The directors of the Company 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. Our report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's 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.

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.

董事就綜合財務報表須承擔的責任 (續)

審核委員會協助 貴公司董事履行彼等監督 貴集團財務報告程序的責任。

核數師就審核綜合財務報表須承擔的責任

吾等的目標為合理確定該等綜合財務報表整體而言是否不存在由於欺詐或錯誤而導致的重大錯誤陳述，並發出載有吾等意見的核數師報告。吾等的報告僅向整體股東報告，除此以外，吾等的報告不可用作其他用途。吾等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。

合理確定屬高層次的核證，惟不能保證根據香港核數準則進行的審核工作總能察覺所存在的重大錯誤陳述。錯誤陳述可因欺詐或錯誤產生，倘個別或整體在合理預期情況下可影響使用者根據綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

在根據香港核數準則進行審核的過程中，吾等運用專業判斷，保持專業懷疑態度。吾等亦：

- 識別及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，並設計及執行審核程序以應對該等風險，以及獲取充足及適當的審核憑證，作為吾等意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部監控的情況，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。

Auditor's responsibilities for the audit of the consolidated financial statements (Continued)

- 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.

核數師就審核綜合財務報表須承擔的責任(續)

- 了解與審核相關的內部監控，以設計適當的審核程序，惟並非旨在對 貴集團內部監控的有效性發表意見。
- 評估董事所採用會計政策的恰當性及所作出會計估計及相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論，並根據所獲取的審核憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。倘吾等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。倘有關披露不足，則修訂吾等的意見。吾等的結論乃基於截至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 貴集團無法持續經營。
- 評估綜合財務報表的整體呈報方式、結構及內容(包括披露資料)，以及綜合財務報表是否中肯反映相關交易及事項。
- 就 貴集團內實體或業務活動的財務資料獲取充足及適當的審核憑證，以便對綜合財務報表發表意見。吾等負責集團審核的方向、監督及執行。吾等為審核意見承擔全部責任。

Auditor's responsibilities for the audit of the consolidated financial statements (Continued)

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 to 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 Lawrence K. W. Lau.

Ernst & Young
Certified Public Accountants
Hong Kong

31 March 2020

核數師就審核綜合財務報表須承擔的責任(續)

吾等與審核委員會就(其中包括)審核的計劃範圍、時間安排及重大審核發現進行溝通,該等發現包括吾等在審核過程中識別的內部監控的任何重大缺失。

吾等亦向審核委員會作出聲明,確認吾等已符合有關獨立性的相關道德要求,並與彼等溝通可能被合理認為會影響吾等獨立性的所有關係及其他事宜,以及相關防範措施(如適用)。

吾等通過與審核委員會溝通,確定哪些是對本期綜合財務報表的審核至關重要的事項,即關鍵審核事項。除非法律或法規不容許公開披露該等事項或在極罕有的情況下,吾等認為披露該等事項可合理預期的不良後果將超過公眾知悉該等事項的利益而不應在報告中予以披露,否則吾等會在核數師報告中描述此等事項。

本獨立核數師報告的審核項目合夥人為劉國華。

安永會計師事務所
執業會計師
香港

2020年3月31日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

Year ended 31 December 2019
截至2019年12月31日止年度

		Notes 附註	2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
REVENUE	收入	5	1,329,875	1,102,805
Cost of sales	銷售成本		(1,081,359)	(888,039)
Gross profit	毛利		248,516	214,766
Other income and gains	其他收入及收益	6	10,399	27,171
Selling and distribution costs	銷售及分銷成本		(13,187)	(11,990)
Administrative expenses	行政開支		(82,208)	(85,052)
Impairment losses on financial and contract assets, net	金融及合同資產減值虧損，淨額		(2,234)	902
Other expenses	其他開支		(24,641)	(1,382)
Finance costs	融資成本	8	(12,310)	(5,501)
Share of profits of associates	分佔聯營公司的溢利		580	7,099
PROFIT BEFORE TAX	除稅前溢利	7	124,915	146,013
Income tax expense	所得稅開支	11	(48,880)	(42,510)
PROFIT FOR THE YEAR	年度溢利		76,035	103,503
ATTRIBUTABLE TO:	以下各方應佔：			
Owners of the parent	母公司擁有人		70,150	98,621
Non-controlling interests	非控股權益		5,885	4,882
			76,035	103,503
OTHER COMPREHENSIVE LOSS	其他全面虧損			
Other comprehensive loss that may be reclassified to profit or loss in subsequent periods:	其後期間可能重新分類至損益的其他全面虧損：			
Exchange differences on translation of foreign operations	換算海外業務產生的匯兌差額		(217)	(91)
OTHER COMPREHENSIVE LOSS FOR THE YEAR, NET OF TAX	年度其他全面虧損，扣除稅項		(217)	(91)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	年度全面收益總額			
ATTRIBUTABLE TO:	以下各方應佔：			
Owners of the parent	母公司擁有人		69,933	98,530
Non-controlling interests	非控股權益		5,885	4,882
			75,818	103,412
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	母公司普通股權持有人應佔每股盈利			
Basic	基本			
– For profit for the year (RMB)	– 年內溢利(人民幣元)	13	0.08	0.11
Diluted	攤薄			
– For profit for the year (RMB)	– 年內溢利(人民幣元)	13	0.08	0.10

Consolidated Statement of Financial Position

綜合財務狀況表

31 December 2019

2019年12月31日

		Notes 附註	2019 2019年 RMB' 000 人民幣千元	2018 2018年 RMB' 000 人民幣千元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	656,249	625,895
Right-of-use assets	使用權資產	15(b)	92,435	–
Prepaid land lease payments	預付土地租賃款項	15(a)	–	88,613
Goodwill	商譽	16	98,782	97,412
Other intangible assets	其他無形資產	17	114,063	99,210
Investments in associates	於聯營公司的投資	18	137,551	141,358
Equity investments designated at fair value through profit or loss	指定按公平值計入損益的股本投資	19	54,147	165,190
Debt instruments at amortised cost	按攤銷成本列賬的債務工具	20	95,044	13,726
Deferred tax assets	遞延稅項資產	21	37,888	35,169
Other non-current assets	其他非流動資產	25	29,554	9,833
Total non-current assets	非流動資產總額		1,315,713	1,276,406
CURRENT ASSETS	流動資產			
Inventories	存貨	22	9,046	10,622
Trade receivables	應收貿易賬款	23	103,625	77,061
Contract assets	合同資產	24	8,160	34,129
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	25	122,660	96,316
Amounts due from other related parties	應收其他關連方款項	26	32,571	32,744
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	27	204,000	100,000
Debt instrument at amortised cost	按攤銷成本列賬的債務工具	20	43,295	–
Pledged deposits	已抵押存款	28	64,450	–
Cash and cash equivalents	現金及現金等價物	28	367,671	413,374
Total current assets	流動資產總額		955,478	764,246
CURRENT LIABILITIES	流動負債			
Trade and bills payables	應付貿易賬款及票據	29	60,688	64,008
Other payables and accruals	其他應付款項及應計費用	30	42,721	41,764
Contract liabilities	合同負債	31	136,970	150,440
Amounts due to related parties	應付關連方款項	26	650	12,945
Deferred revenue	遞延收入	32	1,043	882
Interest-bearing bank and other borrowings	計息銀行及其他借款	33	242,233	80,000
Tax payable	應付稅項		29,517	24,441
Total current liabilities	流動負債總額		513,822	374,480
NET CURRENT ASSETS	流動資產淨值		441,656	389,766
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		1,757,369	1,666,172

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續/...

Consolidated Statement of Financial Position

綜合財務狀況表

31 December 2019

2019年12月31日

			2019 2019年 RMB' 000 人民幣千元	2018 2018年 RMB' 000 人民幣千元
		Notes 附註		
NON-CURRENT LIABILITIES	非流動負債			
Contract liabilities	合同負債	31	91,638	89,970
Deferred revenue	遞延收入	32	13,924	14,094
Interest-bearing bank and other borrowings	計息銀行及其他借款	33	105,845	78,010
Deferred tax liabilities	遞延稅項負債	21	27,908	25,296
Total non-current liabilities	非流動負債總額		239,315	207,370
Net assets	資產淨值		1,518,054	1,458,802
EQUITY	權益			
Equity attributable to owners of the parent	母公司擁有人應佔權益			
Issued capital	已發行股本	34	7,214	7,214
Reserves	儲備	35	1,423,079	1,366,352
			1,430,293	1,373,566
Non-controlling interests	非控股權益		87,761	85,236
TOTAL EQUITY	權益總額		1,518,054	1,458,802

Su Yi
蘇奕
Director
董事

Su Wen
蘇雯
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

Year ended 31 December 2019

截至2019年12月31日止年度

		Attributable to owners of the parent 母公司擁有人應佔											
		Issued capital	Share premium	Share option reserve	Merger reserve	Capital reserve	Statutory reserve fund	Special reserve-safety fund 專項儲備—安全生產費	Exchange fluctuation reserve 匯兌波動儲備	Retained profits	Total	Non-controlling interests	Total equity
		已發行股本 RMB'000 人民幣千元 note 34 附註34	股份溢價 RMB'000 人民幣千元	購股權儲備 RMB'000 人民幣千元 note 36 附註36	合併儲備 RMB'000 人民幣千元 note 35 附註35	資本儲備 RMB'000 人民幣千元 note 35 附註35	法定儲備金 RMB'000 人民幣千元 note 35 附註35	—安全生產費 RMB'000 人民幣千元 note 35 附註35	匯兌波動儲備 RMB'000 人民幣千元	保留溢利 RMB'000 人民幣千元	總計 RMB'000 人民幣千元	非控股權益 RMB'000 人民幣千元	權益總額 RMB'000 人民幣千元
At 1 January 2018	於2018年1月1日	7,214	804,019	26,103	(74,343)	6,231	87,630	-	-	413,650	1,270,504	85,380	1,355,884
Profit for the year	年度溢利	-	-	-	-	-	-	-	-	98,621	98,621	4,882	103,503
Other comprehensive loss for the year:	年度其他全面虧損：												
Exchange differences related to foreign operations	與海外業務有關的匯兌差額	-	-	-	-	-	-	(91)	-	(91)	-	(91)	
Total comprehensive income for the year	年度全面收益總額	-	-	-	-	-	-	(91)	98,621	98,530	4,882	103,412	
Dividends paid to non-controlling shareholders	已付非控股股東的股息	-	-	-	-	-	-	-	-	-	(5,026)	(5,026)	
Final 2017 dividend declared and paid	已宣派及派發2017年末期股息	-	(18,058)	-	-	-	-	-	-	(18,058)	-	(18,058)	
Special reserve-safety fund	專項儲備—安全生產費	-	-	-	-	-	2,433	-	(2,433)	-	-	-	
Equity-settled share option arrangements	以權益結算的購股權安排	-	-	22,590	-	-	-	-	-	22,590	-	22,590	
Transfer from retained profits	轉撥自保留溢利	-	-	-	-	13,486	-	-	(13,486)	-	-	-	
At 31 December 2018 and 1 January 2019	於2018年12月31日及2019年1月1日	7,214	785,961	48,693	(74,343)	6,231	101,116	2,433	(91)	496,352	1,373,566	85,236	1,458,802
Profit for the year	年度溢利	-	-	-	-	-	-	-	-	70,150	70,150	5,885	76,035
Other comprehensive loss for the year:	年度其他全面虧損：												
Exchange differences related to foreign operations	與海外業務有關的匯兌差額	-	-	-	-	-	-	(217)	-	(217)	-	(217)	
Total comprehensive income for the year	年度全面收益總額	-	-	-	-	-	-	(217)	70,150	69,933	5,885	75,818	
Dividends paid to non-controlling shareholders	已付非控股股東的股息	-	-	-	-	-	-	-	-	-	(3,360)	(3,360)	
Final 2018 dividend declared and paid	已宣派及派發2018年末期股息	-	(25,282)	-	-	-	-	-	-	(25,282)	-	(25,282)	
Special reserve-safety fund	專項儲備—安全生產費	-	-	-	-	-	7,777	-	(7,777)	-	-	-	
Equity-settled share option arrangements (note 36)	以權益結算的購股權安排(附註36)	-	-	12,076	-	-	-	-	-	12,076	-	12,076	
Transfer from retained profits	轉撥自保留溢利	-	-	-	-	14,631	-	-	(14,631)	-	-	-	
At 31 December 2019	於2019年12月31日	7,214	760,679*	60,769*	(74,343)*	6,231*	115,747*	10,210*	(308)*	544,094*	1,430,293	87,761	1,518,054

* These reserve accounts comprise the consolidated reserves of RMB1,423,079,000 (2018: RMB1,366,352,000) in the consolidated statement of financial position.

* 該等儲備賬目包括綜合財務狀況表內的綜合儲備人民幣1,423,079,000元(2018年：人民幣1,366,352,000元)。

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2019
截至2019年12月31日止年度

		2019 2019年 RMB' 000 人民幣千元	2018 2018年 RMB' 000 人民幣千元
	Notes 附註		
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動所得現金流量		
Profit before tax	除稅前溢利	124,915	146,013
Adjustments for:	經下列調整：		
Finance costs	融資成本	8	5,501
Share of profits of associates	分佔聯營公司的溢利	(580)	(7,099)
Interest income	利息收入	(8,293)	(4,242)
Dividends from equity investments designated at fair value through profit or loss	指定按公平值計入損益的股本投資之股息	(296)	-
Gain on disposal of items of property, plant and equipment	出售物業、廠房及設備項目收益	-	(3,601)
Fair value losses/(gains):	公平值虧損/(收益)：		
Equity investments designated at fair value through profit or loss	指定按公平值計入損益的股本投資	7	26,671
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	7	(7,674)
Depreciation	折舊	7	36,385
Depreciation of right-of-use assets/ amortization of prepaid land lease payments	使用權資產折舊/ 預付土地租賃款項攤銷	7	5,244
Amortisation of intangible assets	無形資產攤銷	7	5,043
Amortisation of deferred revenue	遞延收入攤銷		(913)
Impairment of goodwill	商譽減值	7	4,252
Impairment of trade receivables, net	應收貿易賬款減值，淨額	7	2,234
Equity-settled share option expenses	以權益結算的購股權開支	36	12,076
Foreign exchange losses/(gains)	匯兌虧損/(收益)		1,752
		213,126	180,820
Increase in trade receivables	應收貿易賬款增加	(28,798)	(5,621)
Decrease in contract assets	合同資產減少	25,969	16,724
Increase in prepayments, other receivables and other assets	預付款項、其他應收款項及 其他資產增加	(29,390)	(47,419)
Decrease/(increase) in inventories	存貨減少/(增加)	1,576	(1,687)
Decrease in amounts due from other related parties	應收其他關連方款項減少	2,501	1,892
Increase in amounts due to other related parties	應付其他關連方款項增加	205	-
(Decrease)/increase in trade and bills payables	應付貿易賬款及票據(減少)/增加	(3,320)	13,901
Increase/(decrease) in other payables and accruals	其他應付款項及應計費用 增加/(減少)	6,162	(11,666)
(Decrease)/increase contract liabilities	合同負債(減少)/增加	(14,173)	9,675
Increase in deferred revenue	遞延收入增加	904	515
Cash generated from operations	經營業務所得現金	174,762	157,134
Interest received	已收利息	6,564	3,999
Tax paid	已付稅項	(46,457)	(46,038)
NET CASH FLOWS FROM OPERATING ACTIVITIES	經營活動所得現金流量淨額	134,869	115,095

continued/...
續/...

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2019

截至2019年12月31日止年度

	Notes 附註	2019 2019年 RMB' 000 人民幣千元	2018 2018年 RMB' 000 人民幣千元
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動所得現金流量		
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目	(68,949)	(80,217)
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目所得款項	-	7,005
Purchase of intangible assets	購買無形資產	(7,761)	(7,063)
Acquisition of a subsidiary	收購一間附屬公司	(14,339)	-
Loan to a third party	向第三方提供貸款	(72,000)	(13,726)
Repayments of a loan from a third party	第三方償還貸款	43,726	-
Loan to associates	向聯營公司提供貸款	-	(30,000)
Loan to a related party	向關連方提供貸款	(348)	-
Investments in associates	於聯營公司的投資	(12,500)	(53,000)
Purchase of equity investments at fair value through profit or loss	購買按公平值計入損益的股本投資	(6,000)	(163,074)
Prepayments for a proposed acquisition	建議收購預付款項	(19,375)	-
Dividends received from equity investments designated at fair value through profit or loss	已收指定按公平值計入損益的股本投資之股息	296	-
Dividends received from associates	已收聯營公司的股息	4,387	1,580
Purchase of financial assets at fair value through profit or loss	購買按公平值計入損益的金融資產	(540,300)	(689,479)
Proceeds from disposal of financial assets at fair value through profit or loss	出售按公平值計入損益的金融資產所得款項	436,300	644,002
NET CASH FLOWS USED IN INVESTING ACTIVITIES	投資活動所用現金流量淨額	(256,863)	(383,972)
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動所得現金流量		
(Increase)/decrease in pledged deposits	已抵押存款(增加)/減少	(64,450)	67,000
Dividends paid	已付股息	(28,642)	(23,084)
Interest paid	已付利息	(9,707)	(5,501)
Principal portion of lease payments	租賃付款的本金部份	(2,365)	-
New interest-bearing bank and other borrowings	新增計息銀行及其他借款	293,207	148,010
Repayment of interest-bearing bank borrowings	償還計息銀行借款	(110,000)	(80,000)
NET CASH FLOWS FROM FINANCING ACTIVITIES	融資活動所得現金流量淨額	78,043	106,425
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物減少淨額	(43,951)	(162,452)
Cash and cash equivalents at beginning of year	年初的現金及現金等價物	413,374	569,991
Effect of exchange rate changes, net	匯率變動影響淨額	(1,752)	5,835
CASH AND CASH EQUIVALENTS AT END OF YEAR	年末的現金及現金等價物	367,671	413,374

Notes to Financial Statements

財務報表附註

Year ended 31 December 2019
截至2019年12月31日止年度

1. Corporate and Group Information

Suchuang Gas Corporation Limited (the “Company”) was incorporated in the Cayman Islands on 4 July 2013 as an exempted company with limited liability under the Companies Law, Chapter 22 of the Cayman Islands.

The registered office address of the Company is Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands.

The principal activity of the Company is investment holding.

The principal business activities of the Group during the year included the distribution and sale of piped natural gas, operating compressed natural gas (“CNG”) and liquefied natural gas (“LNG”) refuelling station business, the provision of natural gas transmission, and acting as the main contractor of construction and connection of gas pipelines in Mainland China.

In the opinion of the directors of the Company, the ultimate controlling shareholders of the Company are Mr. Su Aping (蘇阿平) and Ms. Zhu Yaying (朱亞英) (together known as the “Controlling Shareholders”).

The shares of the Company have been listed on the Main Board of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 11 March 2015.

1. 企業及集團資料

蘇創燃氣股份有限公司(「本公司」)根據開曼群島法律第22章公司法於2013年7月4日在開曼群島註冊成立為獲豁免有限責任公司。

本公司註冊辦事處地址為 Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands。

本公司的主要業務為投資控股。

年內本集團的主要業務包括於中國內地配送及銷售管道天然氣、經營壓縮天然氣(「壓縮天然氣」)及液化天然氣(「液化天然氣」)加氣站業務、提供天然氣輸送、作為建設及接入燃氣管道的主要承包商。

本公司董事認為，本公司的最終控股股東為蘇阿平先生及朱亞英女士(統稱為「控股股東」)。

本公司股份已自2015年3月11日起在香港聯合交易所有限公司(「聯交所」)主板上市。

Notes to Financial Statements

財務報表附註

Year ended 31 December 2019

截至2019年12月31日止年度

1. Corporate and Group Information (Continued)

Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

1. 企業及集團資料(續)

有關附屬公司的資料

本公司主要附屬公司的詳情如下：

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及營運地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔 權益的百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
China Suchuang Energy Co., (Hong Kong) Ltd. ("Suchuang Hong Kong") 中國蘇創能源(香港)有限公司 (「蘇創香港」)	Hong Kong 香港	HK\$10,000 10,000港元	100	–	Investment holding 投資控股
Suchuang Gas (Shanghai) Co., Ltd. ^{(1)/(2)} ("Suchuang Shanghai") 蘇創燃氣(上海)有限公司 ^{(1)/(2)} (「蘇創上海」)	PRC/ Mainland China 中國/中國內地	RMB300,000,000 人民幣 300,000,000元	–	100	Investment holding 投資控股
Taicang Natural Gas Company Limited ^{(1)/(2)} ("Taicang Natural Gas") 太倉市天然氣有限公司 ^{(1)/(2)} (「太倉天然氣」)	PRC/ Mainland China 中國/中國內地	RMB400,000,000 人民幣 400,000,000元	–	100	Distribution and sale of natural gas, provision of natural gas transmission, main contractor of construction and installation of gas pipelines 配送及銷售天然氣、 提供天然氣輸送、 作為建設及安裝燃氣管道 的主要承包商
Kunshan Anda Natural Gas Development Co., Ltd. ^{(1)/(2)} ("Anda Natural Gas") 昆山安達天然氣發展有限公司 ^{(1)/(2)} (「安達天然氣」)	PRC/ Mainland China 中國/中國內地	RMB2,000,000 人民幣 2,000,000元	–	80	Distribution and sale of natural gas 配送及銷售天然氣

1. Corporate and Group Information (Continued)

Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are as follows: (Continued)

1. 企業及集團資料(續)

有關附屬公司的資料(續)

本公司主要附屬公司的詳情如下：(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及營運地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔 權益的百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Suzhou Zhongyu Energy Development Co., Ltd. ^{(1)/(2)} ("Suzhou Zhongyu") 蘇州中宇能源發展有限公司 ^{(1)/(2)} (「蘇州中宇」)	PRC/Mainland China 中國/中國內地	RMB10,000,000 人民幣 10,000,000元	-	100	Construction and operation of natural gas refuelling stations 建設及營運天然氣加氣站
Sichuan Guangyuan Licheng Gas Co., Ltd. ^{(1)/(2)} ("Licheng Gas") 四川廣元里程燃氣有限責任公司 ^{(1)/(2)} (「里程燃氣」)	PRC/Mainland China 中國/中國內地	RMB20,000,000 人民幣 20,000,000元	-	51	Operation of natural gas refuelling stations 營運天然氣加氣站
Changshu City Suyu Natural Gas Transmission Co., Ltd. ^{(1)/(2)} ("Changshu Suyu") 常熟市蘇虞天然氣輸配有限公司 ^{(1)/(2)} (「常熟蘇虞」)	PRC/Mainland China 中國/中國內地	RMB20,000,000 人民幣 20,000,000元	-	51	Distribution and sale of piped natural gas 配送及銷售管道天然氣
Xinjiang Dunhua Gas Engineering Technology Co., Ltd. ^{(1)/(2)} ("Xinjiang Dunhua") 新疆敦華氣體工程技術有限公司 ^{(1)/(2)} (「新疆敦華」)	PRC/Mainland China 中國/中國內地	RMB30,000,000 人民幣 30,000,000元	-	51	Promotion of technologies for nitrogen and carbon dioxide 氮氣及二氧化碳技術推廣

Notes to Financial Statements

財務報表附註

Year ended 31 December 2019

截至2019年12月31日止年度

1. Corporate and Group Information (Continued)

Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are as follows: (Continued)

1. 企業及集團資料(續)

有關附屬公司的資料(續)

本公司主要附屬公司的詳情如下:(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及營運地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔 權益的百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Argus Holding Corporation ⁽³⁾ ("Argus Holding") Argus Holding Corporation ⁽³⁾ (「Argus Holding」)	United States 美國	USD1,000 1,000美元	100	–	Investment holding 投資控股
Argus Midwest Resources LLC ⁽³⁾ ("Argus Midwest") Argus Midwest Resources LLC ⁽³⁾ (「Argus Midwest」)	United States 美國	USD1,000 1,000美元	–	100	Upstream asset investment 上游資產投資
Argus LNG LLC ⁽³⁾ ("Argus LNG") Argus LNG LLC ⁽³⁾ (「Argus LNG」)	United States 美國	USD1,000 1,000美元	–	100	LNG facility investment 液化天然氣設施投資
Vulcan Resources LLC ⁽³⁾ ("Vulcan") Vulcan Resources LLC ⁽³⁾ (「Vulcan」)	United States 美國	USD1,000 1,000美元	–	60	LNG facility investment and import and export 液化天然氣設施投資及 進出口
Argus World LNG LLC ⁽³⁾ ("Argus World") Argus World LNG LLC ⁽³⁾ (「Argus World」)	United States 美國	USD1,000 1,000美元	–	100	LNG facility investment and import and export 液化天然氣設施投資及 進出口
Wanli Energy Development (Shanghai) Co., Ltd. ^{(1)/(2)/(4)} ("Wanli Energy") 萬力能源發展(上海)有限公司 ^{(1)/(2)/(4)} (「萬力能源」)	PRC/ Mainland China 中國/中國內地	RMB30,000,000 人民幣 30,000,000元	–	100	Technical services, consulting, transfer, development, etc 技術服務、諮詢、 轉讓、開發等

1. Corporate and Group Information (Continued)

Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are as follows: (Continued)

1. 企業及集團資料(續)

有關附屬公司的資料(續)

本公司主要附屬公司的詳情如下:(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及營運地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔 權益的百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Nantong Suyou Gas Co., Ltd. ^{(1)/(2)/(5)} ("Nantong Suyou") 南通蘇油燃氣有限公司 ^{(1)/(2)/(5)} (「南通蘇油」)	PRC/ Mainland China 中國/中國內地	RMB2,000,000 人民幣 2,000,000元	–	100	Sale of general dangerous chemicals 銷售一般危險化學品
Jiruiji Energy Investment (Shanghai) Co., Ltd. ^{(1)/(2)/(6)} ("Jiruiji Energy") 吉瑞吉能源投資(上海)有限公司 ^{(1)/(2)/(6)} (「吉瑞吉能源」)	PRC/ Mainland China 中國/中國內地	RMB100,000,000 人民幣 100,000,000元	–	100	Industrial investment, new energy technology and technical services 產業投資、新能源技術及 技術服務
Taicang Sucheng Natural Gas Transmission Co., Ltd. ^{(1)/(2)/(7)} ("Sucheng Transmission") 太倉市蘇城天然氣輸配有限公司 ^{(1)/(2)/(7)} (「蘇城輸配」)	PRC/ Mainland China 中國/中國內地	RMB249,245,530 人民幣 249,245,530元	–	95	Natural gas supply services, project construction 天然氣供應服務、 項目建設
Jiangsu Tengxu Energy Management Co., Ltd. ^{(1)/(2)/(8)} ("Tengxu Energy") 江蘇騰旭能源管理有限公司 ^{(1)/(2)/(8)} (「騰旭能源」)	PRC/ Mainland China 中國/中國內地	RMB50,000,000 人民幣 50,000,000元	–	100	Contract energy management, distributed energy system projects, etc 合同能源管理、 分佈式能源系統項目等

Notes to Financial Statements

財務報表附註

Year ended 31 December 2019

截至2019年12月31日止年度

1. Corporate and Group Information (Continued)

Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are as follows: (Continued)

1. 企業及集團資料(續)

有關附屬公司的資料(續)

本公司主要附屬公司的詳情如下：(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及營運地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔 權益的百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Taicang Zhongcheng Port Construction Co. Ltd ^{(1)/(2)/(9)} ("Zhongcheng Port") 太倉市眾城港口建設有限公司 ^{(1)/(2)/(9)} (「眾城港口」)	PRC/ Mainland China 中國/中國內地	RMB600,000,000 人民幣 600,000,000元	-	90	Port facilities, natural gas supply 港口設施、天然氣供應

(1) The statutory financial statements were not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network.

(2) The English names of these subsidiaries represent the best efforts made by the management of the Company to translate their Chinese names as they do not have official English names registered in PRC.

(3) No audited financial statements have been prepared for these entities for the year ended 31 December 2019, as the entities are not subject to any statutory audit requirements under the relevant rules and regulations in their jurisdiction of incorporation.

(4) During the year, Suchuang Shanghai set up Wanli Energy. According to the articles of association, Suchuang Shanghai owns 100% of the voting right and has the right to control Wanli Energy. Thus, Wanli Energy is considered a subsidiary and consolidated into the Group's financial statements.

(1) 法定財務報表均未經香港安永會計師事務所或安永國際網絡其他公司審核。

(2) 於中國註冊的附屬公司並無正式英文名稱，故該等公司的英文名稱乃由本公司管理層盡力自該等公司的中文名稱翻譯得出。

(3) 由於該等實體毋須遵守其註冊成立司法權區相關法規及規定下任何法定審核規定，故並無就該等實體編製截至2019年12月31日止年度的經審核財務報。

(4) 年內，蘇創上海成立萬力能源。根據組織章程細則，蘇創上海擁有100%的投票權及有權控制萬力能源。因此，萬力能源被視為一間附屬公司及於本集團的財務報表內綜合入賬。

1. Corporate and Group Information (Continued)

Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are as follows: (Continued)

- (5) During the year, Taicang Natural Gas set up Nantong Suyou. According to the articles of association, Taicang Natural Gas owns 100% of the voting right and has the right to control Nantong Suyou. Thus, Nantong Suyou is considered a subsidiary and consolidated into the Group's financial statements.
- (6) During the year, Suchuang Shanghai set up Jiruiji Energy. According to the articles of association, Suchuang Shanghai owns 100% of the voting right and has the right to control Jiruiji Energy. Thus, Jiruiji Energy is considered a subsidiary and consolidated into the Group's financial statements.
- (7) During the year, Taicang Natural Gas and Taicang City Development Group Co., Ltd jointly set up Sucheng Transmission. According to the articles of association, Taicang Natural Gas owns 95% of the voting right and has the right to control Sucheng Transmission. Thus, Sucheng Transmission is considered a subsidiary and consolidated into the Group's financial statements.
- (8) During the year, Taicang Natural Gas acquired Tengxu Energy. According to the articles of association, Taicang Natural Gas owns 100% of the voting right and has the right to control Tengxu Energy. Thus, Tengxu Energy is considered a subsidiary and consolidated into the Group's financial statements.
- (9) During the year, Taicang Natural Gas and Taicang City Development Group Co., Ltd jointly set up Zhongcheng Port. According to the articles of association, Taicang Natural Gas owns 90% of the voting right and has the right to control Zhongcheng Port. Thus, Zhongcheng Port is considered a subsidiary and consolidated into the Group's financial statements.
- (10) As at 31 December 2019, the Company had direct and indirect interests in its subsidiaries, all of which are private limited liability companies (or, if incorporated outside Hong Kong, have substantially similar characteristics to a private company incorporated in Hong Kong).

1. 企業及集團資料(續)

有關附屬公司的資料(續)

本公司主要附屬公司的詳情如下：(續)

- (5) 年內，太倉天然氣成立南通蘇油。根據組織章程細則，太倉天然氣擁有100%的投票權及有權控制南通蘇油。因此，南通蘇油被視為一間附屬公司及於本集團的財務報表內綜合入賬。
- (6) 年內，蘇創上海成立吉瑞吉能源。根據組織章程細則，蘇創上海擁有100%的投票權及有權控制吉瑞吉能源。因此，吉瑞吉能源被視為一間附屬公司及於本集團的財務報表內綜合入賬。
- (7) 年內，太倉天然氣及太倉市城市發展集團有限公司共同成立蘇城輸配。根據組織章程細則，太倉天然氣擁有95%的投票權及有權控制蘇城輸配。因此，蘇城輸配被視為一間附屬公司及於本集團的財務報表內綜合入賬。
- (8) 年內，太倉天然氣收購騰旭能源。根據組織章程細則，太倉天然氣擁有100%的投票權及有權控制騰旭能源。因此，騰旭能源被視為一間附屬公司及於本集團的財務報表內綜合入賬。
- (9) 年內，太倉天然氣及太倉市城市發展集團有限公司共同成立眾城港口。根據組織章程細則，太倉天然氣擁有90%的投票權及有權控制眾城港口。因此，眾城港口被視為一間附屬公司及於本集團的財務報表內綜合入賬。
- (10) 於2019年12月31日，本公司直接及間接持有的附屬公司，全部均為私人有限責任公司(或，如於香港境外註冊成立，則具有與在香港註冊成立的私人公司大致相若的特點)。

2.1 Basis of Preparation

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRSs”), which comprise all standards and interpretations approved by the International Accounting Standards Board (“IASB”), and International Accounting Standards (“IASs”) and Standing Interpretations Committee interpretations approved by the International Accounting Standards Committee that remain in effect, and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention except for equity investments and wealth management products which have been measured at fair value. These financial statements are presented in Renminbi (“RMB”), and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 December 2019. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

2.1 編製基準

該等財務報表乃根據仍然生效的國際財務報告準則（「國際財務報告準則」）（包括國際會計準則理事會（「國際會計準則理事會」）所批准的所有準則及詮釋）及國際會計準則委員會所批准的國際會計準則（「國際會計準則」）及常務詮釋委員會詮釋以及香港公司條例的披露規定編製。財務報表乃根據歷史成本常規法編製。除按公平值計量的股本投資及理財產品外，該等財務報表以本公司及其附屬公司的功能貨幣人民幣（「人民幣」）呈列，所有價值均已湊整至最接近千位。

綜合基準

綜合財務報表包括本公司及其附屬公司（統稱「本集團」）截至2019年12月31日止年度的財務報表。附屬公司指本公司對其有直接或間接控制權的實體（包括結構性實體）。當本集團能透過其參與承擔而享有投資對象可變回報的風險或權利，並能夠向投資對象使用其權力影響回報金額（即現有權利可使本集團能於當時指揮投資對象的相關活動），即代表本集團擁有投資對象的控制權。

2.1 Basis of Preparation (Continued)

Basis of consolidation (Continued)

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

2.1 編製基準 (續)

綜合基準 (續)

當本公司直接或間接擁有少於投資對象過半數投票權或類似權利時，本集團於評估其是否對投資對象擁有權力時會考慮所有相關事實及情況，包括：

- (a) 與該投資對象其他投票權持有人的合約安排；
- (b) 根據其他合約安排享有的權利；及
- (c) 本集團的投票權及潛在投票權。

附屬公司的財務報表乃按與本公司相同的報告期及一致的會計政策編製。附屬公司的業績自本集團取得控制權當日起綜合入賬，並直至失去該控制權當日止前繼續綜合入賬。

損益及其他全面收益表各組成部份歸屬於本集團母公司擁有人及非控股權益，即使會引致非控股權益虧絀結餘。所有集團內部資產及負債、股權、收益、開支及所有與集團內公司間交易有關的現金流量均於綜合賬目時抵銷。

倘事實及情況顯示上文所述三項控制因素的一項或多項出現變化，本集團會重新評估其是否控制投資對象。並無失去控制權的附屬公司擁有權權益變動以股本交易入賬。

2.1 Basis of Preparation (Continued)

Basis of consolidation (Continued)

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.2 Changes in Accounting Policies and Disclosures

The Group has adopted the following new and revised IFRSs for the first time for the current year's financial statements.

Amendments to IFRS 9	<i>Prepayment Features with Negative Compensation</i>
IFRS 16	<i>Leases</i>
Amendments to IAS 19	<i>Plan Amendment, Curtailment or Settlement</i>
Amendments to IAS 28	<i>Long-term Interests in Associates and Joint Ventures</i>
IFRIC 23	<i>Uncertainty over Income Tax Treatments</i>
<i>Annual Improvements to IFRSs 2015-2017 Cycle</i>	Amendments to IFRS 3, IFRS 11, IAS 12 and IAS 23

2.1 編製基準 (續)

綜合基準 (續)

倘本集團失去對附屬公司的控制權，則終止確認(i)該附屬公司的資產(包括商譽)及負債，(ii)任何非控股權益的賬面值及(iii)於權益內記錄的累計匯兌差額；及確認(i)已收代價的公平值，(ii)所保留任何投資的公平值及(iii)損益賬中任何因此產生的盈餘或虧損。先前已於其他全面收益內確認的本集團應佔部份重新分類至損益或保留溢利(如適當)，基準與本集團直接出售相關資產或負債所需使用者相同。

2.2 會計政策的變動及披露

本集團已於本年度的財務報表首次採納以下新訂及經修訂國際財務報告準則。

國際財務報告準則第9號的修訂本	<i>提早還款特性及負補償</i>
國際財務報告準則第16號	<i>租賃</i>
國際會計準則第19號的修訂本	<i>計劃調整、縮減或結算</i>
國際會計準則第28號的修訂本	<i>於聯營公司及合營企業之長期權益</i>
國際財務報告詮釋委員會第23號	<i>所得稅處理的不確定性</i>
<i>國際財務報告準則2015年至2017年週期的年度改進</i>	國際財務報告準則第3號、國際財務報告準則第11號、國際會計準則第12號及國際會計準則第23號的修訂本

2.2 Changes in Accounting Policies and Disclosures (Continued)

Except for the amendments to IFRS 9 and IAS 19, and *Annual Improvements to IFRSs 2015-2017 Cycle*, which are not relevant to the preparation of the Group's financial statements, the nature and the impact of the new and revised IFRSs are described below:

- (a) IFRS 16 replaces IAS 17 *Leases*, IFRIC 4 *Determining whether an Arrangement contains a Lease*, SIC 15 *Operating Leases – Incentives* and SIC 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model to recognise and measure right-of-use assets and lease liabilities, except for certain recognition exemptions. Lessor accounting under IFRS 16 is substantially unchanged from IAS 17. Lessors continue to classify leases as either operating or finance leases using similar principles as in IAS 17.

The Group has adopted IFRS 16 using the modified retrospective method with the date of initial application of 1 January 2019. Under this method, the standard has been applied retrospectively with the cumulative effect of initial adoption recognised as an adjustment to the opening balance of retained profits at 1 January 2019, and the comparative information for 2018 was not restated and continued to be reported under IAS 17 and related interpretations.

2.2 會計政策的變動及披露(續)

除與編製本集團財務報表無關之國際財務報告準則第9號及國際會計準則第19號的修訂本、以及國際財務報告準則2015年至2017年週期的年度改進外，該等新訂及經修訂之國際財務報告準則的性質及影響如下：

- (a) 國際財務報告準則第16號取代國際會計準則第17號租賃、國際財務報告詮釋委員會第4號釐定安排是否包括租賃、常務詮釋委員會第15號經營租賃－優惠及常務詮釋委員會第27號評估涉及租賃法律形式之交易之內容。該準則載列有關租賃確認、計量、呈列及披露之原則，並要求承租人按照單一資產負債表模式對所有租賃進行會計處理以確認及計量使用權資產及租賃負債，惟若干確認豁免除外。國際財務報告準則第16號大致沿用國際會計準則第17號內出租人之會計處理方式。出租人將繼續使用與國際會計準則第17號類似的原則將租賃分類為經營租賃或融資租賃。

本集團已使用經修訂追溯法採納國際財務報告準則第16號，且首次應用日期為2019年1月1日。根據該方法，該準則已獲追溯應用，並將首次採納的累計影響確認為對於2019年1月1日的保留盈利期初結餘的調整，且2018年的比較資料並未重列，而是繼續根據國際會計準則第17號及相關詮釋予以呈報。

2.2 Changes in Accounting Policies and Disclosures (Continued)

(a) (Continued)

New definition of a lease

Under IFRS 16, a contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to obtain substantially all of the economic benefits from use of the identified asset and the right to direct the use of the identified asset. The Group elected to use the transition practical expedient allowing the standard to be applied only to contracts that were previously identified as leases applying IAS 17 and IFRIC 4 at the date of initial application. Contracts that were not identified as leases under IAS 17 and IFRIC 4 were not reassessed. Therefore, the definition of a lease under IFRS 16 has been applied only to contracts entered into or changed on or after 1 January 2019.

As a lessee – Leases previously classified as operating leases

Nature of the effect of adoption of IFRS 16

The Group has lease contracts for various items of property and motor vehicles. As a lessee, the Group previously classified leases as either finance leases or operating leases based on the assessment of whether the lease transferred substantially all the rewards and risks of ownership of assets to the Group. Under IFRS 16, the Group applies a single approach to recognise and measure right-of-use assets and lease liabilities for all leases, except for two elective exemptions for leases of low-value assets (elected on a lease-by-lease basis) and leases with a lease term of 12 months or less (“short-term leases”) (elected by class of underlying asset). Instead of recognising rental expenses under operating leases on a straight-line basis over the lease term commencing from 1 January 2019, the Group recognises depreciation (and impairment, if any) of the right-of-use assets and interest accrued on the outstanding lease liabilities (as finance costs).

2.2 會計政策的變動及披露(續)

(a) (續)

租賃的新定義

根據國際財務報告準則第16號，倘合約為換取代價而授予在一段期間內控制可識別資產使用的權利，則該合約為租賃或包含租賃。當客戶有權從使用可識別資產獲得絕大部分經濟利益以及有權主導可識別資產的使用時，即擁有控制權。本集團選擇使用過渡性的可行權宜方法，僅在首次應用日期對先前應用國際會計準則第17號及國際財務報告詮釋委員會第4號確定為租賃的合約應用該準則。根據國際會計準則第17號及國際財務報告詮釋委員會第4號未確定為租賃的合約不會進行重新評估。因此，國際財務報告準則第16號項下的租賃定義僅適用於在2019年1月1日或之後訂立或變更的合約。

作為承租人 – 先前分類為經營租賃的租賃

採納國際財務報告準則第16號的影響性質

本集團就若干物業及汽車項目訂立租賃合約。作為承租人，本集團先前根據對租賃是否將資產所有權的絕大部分回報及風險轉移至本集團的評估，將租賃分類為融資租賃或經營租賃。根據國際財務報告準則第16號，本集團採用單一方法確認及計量所有租賃的使用權資產及租賃負債，惟低價值資產租賃（按個別租賃基準選擇）及租期不超過12個月的租賃（「短期租賃」）（按相關資產類別選擇）的兩項選擇性豁免除外。本集團確認使用權資產折舊（及減值，如有）及尚未償還租賃負債之應計利息（為融資成本），而非於自2019年1月1日開始的租期內按直線法於經營租賃下確認租金開支。

2.2 Changes in Accounting Policies and Disclosures (Continued)

(a) (Continued)

As a lessee – Leases previously classified as operating leases (Continued)

Impact on transition

Lease liabilities at 1 January 2019 were recognised based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at 1 January 2019 and included in interest-bearing bank and other borrowings. The right-of-use assets were measured at the amount of the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised in the statement of financial position immediately before 1 January 2019.

All these assets were assessed for any impairment based on IAS 36 on that date. The Group elected to present the right-of-use assets separately in the statement of financial position.

The Group has used the following elective practical expedients when applying IFRS 16 at 1 January 2019:

- Applied the short-term lease exemptions to leases with a lease term that ends within 12 months from the date of initial application
- Used hindsight in determining the lease term where the contract contains options to extend/terminate the lease
- Applied a single discount rate to a portfolio of leases with reasonably similar characteristics

2.2 會計政策的變動及披露(續)

(a) (續)

作為承租人 – 先前分類為經營租賃的租賃(續)

過渡的影響

於2019年1月1日的租賃負債按剩餘租賃付款的現值，經使用2019年1月1日的增量借款利率貼現後予以確認，並計入計息銀行及其他借款。使用權資產按租賃負債金額計量，並按緊接2019年1月1日前在財務狀況表中確認與租賃相關的任何預付或應計租賃付款金額進行調整。

所有該等資產已於該日根據國際會計準則第36號就任何減值作出評估。本集團選擇於財務狀況表中單獨呈列使用權資產。

於2019年1月1日應用國際財務報告準則第16號時，本集團使用以下選擇性可行權宜方法：

- 對租期於首次應用日期起計十二個月內結束的租賃應用短期租賃豁免
- 倘合約包含延長／終止租賃的選擇權，則於事後釐定租賃期限
- 對具有合理相似特徵的租賃組合使用單一貼現率

Notes to Financial Statements

財務報表附註

Year ended 31 December 2019

截至2019年12月31日止年度

2.2 Changes in Accounting Policies and Disclosures (Continued)

(a) (Continued)

As a lessee – Leases previously classified as operating leases (Continued)

Impact on transition (Continued)

- Excluded initial direct costs from the measurement of the right-of-use asset at the date of initial application
- Relied on its assessment of whether leases are onerous applying IAS 37 Provisions, Contingent Liabilities and Contingent Assets immediately before the date of initial application as an alternative to performing an impairment review

Financial impact at 1 January 2019

The impact arising from the adoption of IFRS 16 at 1 January 2019 was as follows:

2.2 會計政策的變動及披露(續)

(a) (續)

作為承租人 – 先前分類為經營租賃的租賃(續)

過渡的影響(續)

- 於首次應用日期計量使用權資產時剔除初始直接成本
- 依賴於緊接首次應用日期前應用國際會計準則第37號撥備、或然負債及或然資產對租約是否繁重作出的評估(代替進行減值檢討)

於2019年1月1日之財務影響

於2019年1月1日採納國際財務報告準則第16號產生的影響如下：

		Increase/(decrease)
		增加/(減少)
		RMB'000
		人民幣千元
Assets	資產	
Increase in right-of-use assets	使用權資產增加	92,522
Decrease in prepaid land lease payments	預付土地租賃款項減少	(88,613)
Decrease in prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產減少	(3,177)
Increase in total assets	總資產增加	732
Liabilities	負債	
Increase in interest-bearing bank and other borrowings	計息銀行及其他借款增加	732
Increase in total liabilities	總負債增加	732
Change in retained earnings	保留盈利變動	–

2.2 Changes in Accounting Policies and Disclosures (Continued)**(a) (Continued)***Financial impact at 1 January 2019 (Continued)*

The lease liabilities as at 1 January 2019 reconciled to the operating lease commitments as at 31 December 2018 are as follows:

2.2 會計政策的變動及披露(續)**(a) (續)***於2019年1月1日之財務影響(續)*

於2019年1月1日的租賃負債與於2018年12月31日的經營租賃承擔的對賬如下：

		RMB'000 人民幣千元
Operating lease commitments as at 31 December 2018	於2018年12月31日的經營租賃承擔	2,181
Less: Commitments relating to short-term leases and those leases with a remaining lease term ending on or before 31 December 2019	減：與短期租賃及剩餘租期在2019年12月31日或之前屆滿	(1,196)
Adjusted operating lease commitments	經調整經營租賃承擔	985
Weighted average incremental borrowing rate as at 1 January 2019	於2019年1月1日的加權平均增量借款利率	5.77%
Discounted operating lease commitments as at 1 January 2019	於2019年1月1日的貼現經營租賃承擔	732
Lease liabilities as at 1 January 2019	於2019年1月1日的租賃負債	732

2.2 Changes in Accounting Policies and Disclosures (Continued)

(b) Amendments to IAS 28 clarify that the scope exclusion of IFRS 9 only includes interests in an associate or joint venture to which the equity method is applied and does not include long-term interests that in substance form part of the net investment in the associate or joint venture, to which the equity method has not been applied. Therefore, an entity applies IFRS 9, rather than IAS 28, including the impairment requirements under IFRS 9, in accounting for such long-term interests. IAS 28 is then applied to the net investment, which includes the long-term interests, only in the context of recognising losses of an associate or joint venture and impairment of the net investment in the associate or joint venture. The Group assessed its business model for its long-term interests in associates and joint ventures upon adoption of the amendments on 1 January 2019 and concluded that the long-term interests in associates and joint ventures continued to be measured at amortised cost in accordance with IFRS 9. Accordingly, the amendments did not have any significant impact on the financial position or performance of the Group.

2.2 會計政策的變動及披露(續)

(b) 國際會計準則第28號的修訂本澄清國際財務報告準則第9號的範圍豁免僅包括應用權益法的聯營公司或合營企業之權益，且不包括實質上構成聯營公司或合營企業淨投資一部分的長期權益(尚未就此應用權益法)。因此，將該等長期權益入賬時，實體應用國際財務報告準則第9號(包括國際財務報告準則第9號下的減值規定)而非國際會計準則第28號。只有在確認聯營公司或合營企業的虧損及聯營公司或合營企業淨投資減值的情況下，國際會計準則第28號方會應用於淨投資(包括長期權益)。本集團於2019年1月1日採納該等修訂後評估其於聯營公司及合營企業之長期權益的業務模式，並認為於聯營公司及合營企業之長期權益繼續根據國際財務報告準則第9號按攤銷成本計量。因此，該等修訂並無對本集團之財務狀況或表現造成任何重大影響。

2.2 Changes in Accounting Policies and Disclosures (Continued)

(c) IFRIC 23 addresses the accounting for income taxes (current and deferred) when tax treatments involve uncertainty that affects the application of IAS 12 (often referred to as “uncertain tax positions”). The interpretation does not apply to taxes or levies outside the scope of IAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The interpretation specifically addresses (i) whether an entity considers uncertain tax treatments separately; (ii) the assumptions an entity makes about the examination of tax treatments by taxation authorities; (iii) how an entity determines taxable profits or tax losses, tax bases, unused tax losses, unused tax credits and tax rates; and (iv) how an entity considers changes in facts and circumstances. Upon adoption of the interpretation, the Group considered whether it has any uncertain tax positions arising from the transfer pricing on its intergroup sales. Based on the Group’s tax compliance and transfer pricing study, the Group determined that it is probable that its transfer pricing policy will be accepted by the tax authorities. Accordingly, the interpretation did not have any significant impact on the financial position or performance of the Group.

2.2 會計政策的變動及披露(續)

(c) 國際財務報告詮釋委員會第23號處理於稅項處理方法涉及影響應用國際會計準則第12號的不確定性(普遍稱為「不確定稅務狀況」)時,所得稅(即期及遞延)的入賬方法。該項詮釋不適用於國際會計準則第12號範圍外的稅項或徵稅,亦無具體包括與不確定稅項處理方法相關的權益及處罰的規定。該項詮釋具體處理(i)實體是否單獨考慮不確定稅項處理方法;(ii)實體對稅務機關的稅項處理檢查所作的假設;(iii)實體如何釐定應課稅溢利或稅項虧損、稅基、未動用稅項虧損、未動用稅項抵免及稅率;及(iv)實體如何考慮事實及情況變動。本集團已於採納該項詮釋時考慮是否有任何因集團內公司間銷售的轉讓定價導致的不確定稅務狀況。基於本集團稅務合規及轉讓定價研究,本集團認為稅務機關很可能接納其轉讓定價政策。因此,該項詮釋並無對本集團之財務狀況或表現造成任何重大影響。

Notes to Financial Statements

財務報表附註

Year ended 31 December 2019

截至2019年12月31日止年度

2.3 Issued But Not Yet Effective International Financial Reporting Standards

The Group has not applied the following new and revised IFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to IFRS 3	<i>Definition of a Business</i> ¹
Amendments to IFRS 9, IAS 39 and IFRS 7	<i>Interest Rate Benchmark Reform</i> ¹
Amendments to IFRS 10 and IAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ⁴
IFRS 17	<i>Insurance Contracts</i> ²
Amendments to IAS 1 and IAS 8	<i>Definition of Material</i> ¹
Amendments to IAS 1	<i>Classification of Liabilities as Current or Non-current</i> ³

¹ Effective for annual periods beginning on or after 1 January 2020

² Effective for annual periods beginning on or after 1 January 2021

³ Effective for annual periods beginning on or after 1 January 2022

⁴ No mandatory effective date yet determined but is available for adoption

Further information about those IFRSs that are expected to be applicable to the Group is described below.

2.3 已頒佈但尚未生效的國際財務報告準則

本集團尚未於該等財務報表內採用以下已頒佈但尚未生效的新訂及經修訂國際財務報告準則。

國際財務報告準則第3號的修訂本	業務的定義 ¹
國際財務報告準則第9號、國際會計準則第39號及國際財務報告準則第7號的修訂本	利率基準改革 ¹
國際財務報告準則第10號及國際會計準則第28號(2011年)的修訂本	投資者與其聯營公司或合營企業之間的資產出售或注資 ⁴
國際財務報告準則第17號	保險合約 ²
國際會計準則第1號及國際會計準則第8號的修訂本	重要性之定義 ¹
國際會計準則第1號的修訂本	負債分類為即期或非即期 ³

¹ 於2020年1月1日或之後開始的年度期間生效

² 於2021年1月1日或之後開始的年度期間生效

³ 於2022年1月1日或之後開始的年度期間生效

⁴ 沒有確定強制生效日期，但可供採用

預期本集團適用的該等國際財務報告準則的進一步資料如下文所述。

2.3 Issued But Not Yet Effective International Financial Reporting Standards (Continued)

Amendments to IFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group expects to adopt the amendments prospectively from 1 January 2020. Since the amendments apply prospectively to transactions or other events that occur on or after the date of first application, the Group will not be affected by these amendments on the date of transition.

2.3 已頒佈但尚未生效的國際財務報告準則(續)

國際財務報告準則第3號的修訂本澄清並提供有關業務定義的額外指引。該等修訂澄清，一組整合的活動及資產如果要構成業務必須至少包括一項投入及一項實質性過程，二者可以共同顯著促進創造產出的能力。不包括創造產出所需的所有投入及過程亦可構成業務。該等修訂取消對市場參與者是否有能力獲得業務並繼續創造產出的評估，而是重點關注所獲得的投入及取得的實質性過程是否可以共同顯著促進創造產出的能力。該等修訂亦縮小產出的定義，重點關注向客戶提供的貨品或服務、投資收入或一般業務活動產生的其他收入。此外，該等修訂提供指引以評估所取得的過程是否為實質性過程，並引入選擇性的公平值集中度測試，允許就所獲得的一組活動及資產是否並非一項業務執行簡化評估。本集團預期將自2020年1月1日起以未來適用法採納該等修訂。由於該等修訂預期適用於首次應用日期或之後發生之交易或其他事件，故本集團於交易日期將不受該等修訂影響。

2.3 Issued But Not Yet Effective International Financial Reporting Standards (Continued)

Amendments to IFRS 10 and IAS 28 (2011) address an inconsistency between the requirements in IFRS 10 and in IAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to IFRS 10 and IAS 28 (2011) was removed by the HKICPA in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

Amendments to IAS 1 and IAS 8 provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments clarify that materiality will depend on the nature or magnitude of information. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. The Group expects to adopt the amendments prospectively from 1 January 2020. The amendments are not expected to have any significant impact on the Group's financial statements.

2.3 已頒佈但尚未生效的國際財務報告準則 (續)

國際財務報告準則第10號及國際會計準則第28號(2011年)的修訂本解決國際財務報告準則第10號及國際會計準則第28號(2011年)之間對於處理投資者與其聯營公司或合營企業之間的資產出售或注資的規定的不一致性。該等修訂要求於投資者與其聯營公司或合營企業之間的資產出售或注資構成一項業務時，確認全部收益或虧損。對於不構成業務的資產交易，交易所產生的收益或虧損僅以無關連的投資者於該聯營公司或合營企業的權益為限，於投資者的損益中確認。該等修訂只對未來適用。於2016年1月，香港會計師公會取消了之前國際財務報告準則第10號及國際會計準則第28號(2011年)的修訂本的強制生效日期，並將在完成對聯營公司及合營企業會計處理更廣泛的檢討後決定新的強制生效日期。然而，該修訂可於現時應用。

國際會計準則第1號及國際會計準則第8號的修訂本提供重要性的新定義。新定義列明，倘合理預期遺漏、誤述或隱瞞相關資料會影響通用財務報表的主要用戶根據該等財務報表作出的決策，則該等資料屬重要。修訂本澄清重要性將取決於資料的性質或重要性。倘合理預期資料的錯誤陳述會影響主要用戶作出的決策，則錯誤陳述資料屬重要。本集團預期自2020年1月1日起按前瞻基準採納該等修訂。該等修訂預期不會對本集團的財務報表產生任何重大影響。

2.3 Issued But Not Yet Effective International Financial Reporting Standards (Continued)

Amendments to IAS 1 clarify the criteria for determining a liability as non-current. The amendments states that if an entity's right to defer settlement of a liability is subject to the entity complying with specified conditions, the entity has a right to defer settlement of the liability at the end of the reporting period if it complies with those conditions at that date. The amendments also clarify that the requirement for the right to exist at the end of the reporting period applies regardless of whether the lender tests for compliance at that date or at a later date, and the classification is unaffected by the likelihood that an entity will exercise its deferral right. The Group expects to adopt the amendments from 1 January 2022. The amendments are not expected to have any significant impact on the Group's financial statements.

2.4 Summary of Significant Accounting Policies

Investments in associates and joint ventures

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The Group's investments in associates and joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses.

2.3 已頒佈但尚未生效的國際財務報告準則(續)

國際會計準則第1號的修訂本澄清釐定負債為非流動之標準。該等修訂聲明，倘實體推遲清償負債之權利受限於該實體須符合特定條件，則倘該實體符合當日之條件，其有權於報告期末推遲清償負債。該等修訂亦澄清於報告期末應用現有權利之要求，無論貸款人是否會於該日或其後日期進行合規測試以及分類是否會受實體未來行使其遞延權利之可能性的影響。本集團預期自2022年1月1日起採納該等修訂。該等修訂預期不會對本集團的財務報表產生任何重大影響。

2.4 主要會計政策概要

於聯營公司及合營企業的投資

聯營公司指本集團擁有一般不少於20%股本投票權的長期權益，並可對其實施重大影響力的實體。重大影響力指參與投資對象財政及經營政策決策的權力，但非控制或共同控制該等政策。

合營企業乃一種合營安排，具有共同控制權的合營各方可分佔該合營企業淨資產的權益。共同控制權指通過訂約協定共享安排的控制權，僅在相關活動決策須經共享控制權的各方一致同意的情況下存在。

本集團於聯營公司及合營企業的投資乃根據權益會計法計算本集團應佔的資產淨值減去任何減值虧損後在綜合財務狀況表列賬。

2.4 Summary of Significant Accounting Policies (Continued)

Investments in associates and joint ventures (Continued)

The Group's share of the post-acquisition results and other comprehensive income of associates and joint ventures is included in profit or loss. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates or joint ventures are eliminated to the extent of the Group's investments in the associates or joint ventures, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates or joint ventures is included as part of the Group's investments in associates or joint ventures.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

When an investment in an associate or a joint venture is classified as held for sale, it is accounted for in accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*.

2.4 主要會計政策概要(續)

於聯營公司及合營企業的投資(續)

本集團應佔聯營公司及合營企業的被收購後業績及其他全面收益乃計入損益。此外，倘直接於聯營公司或合營企業的權益確認變動，本集團於綜合權益變動表確認應佔的任何變動(如適用)。本集團與其聯營公司或合營企業之間交易產生的未變現盈虧以本集團於聯營公司或合營企業的投資為限對銷，惟倘未變現虧損提供已轉讓資產減值的證據，則作別論。收購聯營公司或合營企業所產生的商譽計入本集團於聯營公司或合營企業的投資的部份。

倘對聯營公司的投資成為對合營企業的投資，或對合營企業的投資成為對聯營公司的投資，則不會重新計量留存權益，而是繼續按權益法將投資列賬。在所有其他情況下，若本集團失去對聯營公司的重大影響力或合營企業的共同控制權，會按公平值計量及確認任何留存投資。失去對聯營公司的重大影響力或對合營企業的共同控制權時，聯營公司或合營企業的賬面值與留存投資公平值及出售所得款項之間的差額於損益確認。

當聯營公司或合營企業的投資歸類為持作出售時，則按國際財務報告準則第5號持作出售非流動資產及已終止經營業務入賬。

2.4 Summary of Significant Accounting Policies (Continued)

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

2.4 主要會計政策概要(續)

業務合併及商譽

業務合併乃採用收購法入賬。所轉讓代價按收購日期的公平值計量，即本集團對被收購方前擁有人所轉讓資產、本集團所承擔負債以及本集團為換取被收購方控制權所發行股權於收購日期之公平值總和。對於各項業務合併，本集團選擇是否以公平值或被收購方可識別資產淨值的應佔比例，計算於被收購方屬現時擁有人權益的非控股權益，並賦予擁有人權利，於清盤時按比例分佔實體的淨資產。非控股權益的一切其他組成部分按公平值計量。收購成本於產生時列為開支。

本集團收購業務時根據按合同條款、收購日期的經濟狀況及相關條件所作適當分類及指定用途評估所接收金融資產及負債，其中包括分離被收購方主合約中的嵌入式衍生工具。

倘業務合併分階段進行，先前持有的股權按收購日期的公平值重新計量，而任何產生之所得收益或虧損於損益賬內確認。

由收購方將予轉讓的任何或然代價將於收購日期按公平值確認。倘或然代價被分類為一項資產或負債，會按公平值計量，而其公平值變動於損益確認。倘或然代價歸類為權益，則毋須重新計量，且往後結算於權益列賬。

2.4 Summary of Significant Accounting Policies (Continued)

Business combinations and goodwill (Continued)

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

2.4 主要會計政策概要(續)

業務合併及商譽(續)

商譽初始按成本計量，即已轉讓總代價、已確認非控股權益及本集團先前所持被收購方股權的公平值總額，超逾所收購可識別資產淨值及所承擔負債的差額。倘總代價及其他項目低於所收購資產淨值的公平值，於評估後其差額將於損益內確認為議價購買收益。

於初步確認後，商譽按成本減任何累計減值虧損計量。商譽須每年作減值測試，倘有事件發生或情況改變顯示賬面值有可能減值，則會更頻密地進行檢討。本集團於12月31日進行商譽的年度減值測試。為進行減值測試，因業務合併而購入的商譽自收購日起被分配至預期可從合併產生之協同效益中獲益的本集團各個現金產生單位或現金產生單位組別，而無論本集團其他資產或負債是否已分配至該等單位或單位組別。

減值乃通過評估與商譽有關之現金產生單位(或現金產生單位組別)的可收回金額釐定。當現金產生單位(或現金產生單位組別)的可收回金額低於賬面金額時，減值虧損便予以確認。已就商譽確認的減值虧損不得於未來期間撥回。

2.4 Summary of Significant Accounting Policies (Continued)

Business combinations and goodwill (Continued)

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

Fair value measurement

The Group measures its equity investments at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

2.4 主要會計政策概要(續)

業務合併及商譽(續)

倘商譽已被分配至現金產生單位(或現金產生單位組別)，而該單位內部分業務被出售，與出售業務相關的商譽於釐定出售時的收益或虧損時列入業務的賬面值。在此等情況下出售的商譽根據已出售業務的相對價值及所保留現金產生單位的部分計量。

公平值計量

本集團於各報告期末按公平值計量其股本投資。公平值為於計量日期市場參與者間進行的有序交易中，就出售資產所收取或轉讓負債支付的價格。公平值計量乃基於出售資產或轉讓負債的交易於資產或負債的主要市場進行，或在未有主要市場的情況下，則於資產或負債的最有利市場進行的假設。主要或最有利市場必須為本集團可進入的市場。資產或負債的公平值乃基於市場參與者為資產或負債定價時所採用的假設計量，並假設市場參與者乃依照其最佳經濟利益行事。

非金融資產的公平值計量需考慮市場參與者透過以最大限度使用該資產達致最佳用途、或透過將資產售予將以最大限度使用該資產達致最佳用途的另一名市場參與者而產生經濟利益的能力。

2.4 Summary of Significant Accounting Policies (Continued)

Fair value measurement (Continued)

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

2.4 主要會計政策概要(續)

公平值計量(續)

本集團使用適用於不同情況且具備足夠可用數據以計量公平值的估值方法，以盡量使用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。

於財務報表計量或披露公平值的所有資產及負債，均根據對公平值計量整體而言屬重大的最低層輸入數據按下述公平值層級進行分類：

- 第一級 – 基於可識別資產或負債在活躍市場的報價(未經調整)
- 第二級 – 基於可直接或間接觀察對公平值計量而言為重要的最低層輸入數據的估值方法
- 第三級 – 基於無法觀察對公平值計量而言為重要的最低層輸入數據的估值方法

就經常於財務報表確認的資產及負債而言，本集團於各報告期末時，根據與整體公平值計量而言為重要的最低層輸入數據重新評估分類，釐定是否存在不同層級間轉移。

2.4 Summary of Significant Accounting Policies (Continued)

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than deferred tax assets, inventories, contract assets, financial assets and non-current assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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. An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

2.4 主要會計政策概要(續)

非金融資產減值

倘出現減值跡象，或需要對資產進行年度減值測試(遞延稅項資產、存貨、合同資產、金融資產及非流動資產)，則評估資產的可收回金額。資產的可收回金額乃資產或現金產生單位的使用價值與其公平值扣除出售成本兩者中較高者，並就個別資產釐定，除非該資產並無產生大致上獨立於其他資產或資產組別的現金流量，在此情況下，則就資產所屬的現金產生單位釐定可收回金額。

減值虧損僅於資產賬面值超過其可收回金額時確認。在評估使用價值時，估計日後現金流量乃按除稅前貼現率計算其現值，該貼現率反映目前市場對貨幣時間值的評估及該資產的特定風險。減值虧損乃在其產生期間自損益中扣除，並計入與減值資產的功能一致的有關費用類別內。

於各報告期末會評估有否任何跡象顯示以前所確認的減值虧損已不存在或可能減少。倘出現此等跡象，則會估計可收回金額。當用以釐定資產可收回金額的估計有變時，方會撥回該資產先前確認的減值虧損(不包括商譽)，惟撥回的該等數額不可超過過往年度並無就該項資產確認減值虧損而應有的賬面值(扣除任何折舊／攤銷)。撥回的減值虧損乃於產生期間計入損益表，除非資產以重估金額列賬，因該重估資產的減值虧損撥回乃根據相關會計政策入賬。

2.4 Summary of Significant Accounting Policies (Continued)

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or close member of that person's family and 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 of a parent of the Group.

or

- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group 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;

2.4 主要會計政策概要(續)

關連方

任何人士倘符合以下情況即屬本集團的關連方：

- (a) 有關方為下述人士或身為下述人士的直系親屬
 - (i) 對本集團擁有控制權或共同控制權；
 - (ii) 對本集團擁有重大影響力；或
 - (iii) 為本集團或本集團母公司的主要管理人員。

或

- (b) 有關方為某實體且符合下列任何情況：
 - (i) 該實體與本集團為同一集團的成員公司；
 - (ii) 該實體為另一間實體的聯營公司或合營企業(或另一間實體的母公司、附屬公司或同系附屬公司)；
 - (iii) 實體及本集團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；

2.4 Summary of Significant Accounting Policies (Continued)

Related parties (Continued)

- (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); and
- (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 parent of the Group.

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognised such parts as individual assets with specific useful lives and depreciates them accordingly.

2.4 主要會計政策概要 (續)

關連方 (續)

- (v) 實體為本集團或與本集團有關連的實體就僱員利益設立的離職福利計劃；
- (vi) 實體受(a)項所識別人土控制或共同控制；
- (vii) (a)(i)項所識別人土對實體有重大影響力或屬該實體(或該實體的母公司)的主要管理人員；及
- (viii) 該實體或該實體所屬集團的任何成員公司為本集團或本集團的母公司提供主要管理人員服務。

物業、廠房及設備及折舊

除在建工程外，物業、廠房及設備乃按成本值減累計折舊及任何減值虧損列賬。物業、廠房及設備項目成本包括其購買價及將資產達至營運狀況及地點以作擬定用途的任何直接應佔成本。

物業、廠房及設備項目開始運作後產生的支出，如維修及保養費用等，一般於產生期間在損益表中扣除。倘符合確認標準，主要檢查的開支於資產賬面值中資本化為重置成本。倘物業、廠房及設備的重要部份須不時更換，則本集團將該等部份確認為具有特定使用年期及折舊的個別資產。

2.4 Summary of Significant Accounting Policies (Continued)

Property, plant and equipment and depreciation (Continued)

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Buildings	樓宇	2.38% to 9.50%	2.38%至9.50%
Gas pipelines	燃氣管道	4.75% to 9.50%	4.75%至9.50%
Plant and machinery	廠房及機器	6.33% to 31.67%	6.33%至31.67%
Furniture, fixtures and office equipment	傢俬、裝置及辦公室設備	10.56% to 31.67%	10.56%至31.67%
Motor vehicles	汽車	9.50% to 23.75%	9.50%至23.75%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress represents gas station structures, machinery, gas pipelines and other property, plant and equipment under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

2.4 主要會計政策概要(續)

物業、廠房及設備及折舊(續)

折舊乃以直線法按每項物業、廠房及設備項目的估計可使用年期撇銷其成本值至剩餘價值計算。就此採用的主要年率如下：

Buildings	樓宇	2.38% to 9.50%	2.38%至9.50%
Gas pipelines	燃氣管道	4.75% to 9.50%	4.75%至9.50%
Plant and machinery	廠房及機器	6.33% to 31.67%	6.33%至31.67%
Furniture, fixtures and office equipment	傢俬、裝置及辦公室設備	10.56% to 31.67%	10.56%至31.67%
Motor vehicles	汽車	9.50% to 23.75%	9.50%至23.75%

倘物業、廠房及設備項目各部份的可使用年期不同，則該項目的成本按合理基準於各部份之間分配，而各部份乃分別折舊。於各財政年度年結日檢討剩餘價值、可使用年期及折舊方法，並予以調整(如適用)。

物業、廠房及設備項目(包括獲初步確認的任何重大部份)於出售時或當預期其使用或出售不再產生日後經濟利益時撤銷確認。於資產獲撤銷確認的年度在損益表中確認因出售或報廢而產生的任何收益或虧損為出售所得款項淨額與有關資產賬面值間的差額。

在建工程乃指在建中的燃氣站構築物、機器、燃氣管道及其他物業、廠房及設備，以成本值減任何減值虧損列賬，且不計算折舊。成本值包括於興建期內興建的直接成本及相關借貸資金的資本化借貸成本。在建工程於完成及可供使用時重新分類為適當類別的物業、廠房及設備。

2.4 Summary of Significant Accounting Policies (Continued)

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Operating rights

Operating rights for city pipeline network are stated at cost less any impairment losses and are amortised on the straight-line basis over the estimated useful lives of twenty-eight years.

Software copyrights

Purchased software copyrights are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives of ten years.

Intellectual property rights

Intellectual property rights for petrochemical industry are stated at cost less any impairment losses and are amortised on the straight-line basis over the estimated useful lives of eighteen years.

Customer contract

Customer contract for energy management are stated at cost less any impairment losses and are amortised on the straight-line basis over the estimated useful lives of sixteen years.

2.4 主要會計政策概要(續)

無形資產(商譽除外)

單獨獲得的無形資產於初步確認時按成本計量。通過業務合併獲得的無形資產的成本為收購日期的公平值。無形資產的可使用年期評定為有限期或無限期。有限期的無形資產隨後按可使用經濟年期攤銷，於有跡象顯示無形資產可能出現減值時評估減值。有限可使用年期的無形資產的攤銷期及攤銷方法至少於各財政年度年結日檢討一次。

經營權

城市管道網絡經營權乃按成本值扣除任何減值虧損列賬，並以直線法於其估計可使用年期二十八年內攤銷。

軟件版權

已購買的軟件版權按成本減任何減值虧損列賬，並以直線法於其估計可使用年期十年內攤銷。

知識產權

石化行業的知識產權乃按成本減任何減值虧損列賬，並以直線法於其估計可使用年期十八年內攤銷。

客戶合同

能源管理客戶合同按成本減任何減值虧損列賬，並以直線法於其估計可使用年期十六年內攤銷。

2.4 Summary of Significant Accounting Policies (Continued)

Leases (applicable from 1 January 2019)

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Prepaid land lease payment	30 to 60 years
Motor vehicles	2 to 3 years
Property	2 to 3 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

2.4 主要會計政策概要(續)

租賃(自2019年1月1日起適用)

本集團於合同開始時評估合同是否為或包含租賃。倘合同為換取代價而給予在一段時間內控制已識別資產使用的權利，則該合同為或包含租賃。

本集團作為承租人

本集團對所有租賃(惟短期租賃及低價值資產租賃除外)採取單一確認及計量方法。本集團確認租賃負債以作出租賃款項，而使用權資產指使用相關資產的權利。

(a) 使用權資產

使用權資產於租賃開始日期(即相關資產可供使用當日)予以確認。使用權資產按成本減任何累計折舊及減值虧損計量，並就任何重新計量租賃負債作出調整。使用權資產成本包括已確認租賃負債的款額、已產生初始直接成本及於開始日期或之前作出的租賃款項減任何已收租賃獎勵。使用權資產按直線法於租期及資產估計可使用年期的較短者折舊，如下：

預付土地租賃款項	30至60年
汽車	2至3年
物業	2至3年

倘租賃資產的所有權於租期結束時轉至本集團或成本反映購買權行使，則折舊使用資產的估計可使用年限計算。

2.4 Summary of Significant Accounting Policies (Continued)

Leases (applicable from 1 January 2019) (Continued)

Group as a lessee (Continued)

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

The Group's lease liabilities are included in interest-bearing bank and other borrowings.

2.4 主要會計政策概要(續)

租賃(自2019年1月1日起適用)(續)

本集團作為承租人(續)

(b) 租賃負債

租賃負債於租賃開始日期以租期內作出的租賃款項現值確認。租賃款項包括定額付款(含實質定額款項)減任何應收租賃獎勵款項、取決於指數或利率的可變租賃款項以及預期根據剩餘價值擔保下支付的金額。租賃款項亦包括本集團合理確定行使的購買選擇權的行使價及倘在租賃期內反映本集團正行使終止選擇權時，有關終止租賃支付的罰款。不取決於指數或利率的可變租賃款項在出現觸發付款的事件或條件的期間內確認為支出。

於計算租賃款項的現值時，由於租賃內所含利率不易釐定，故本集團應用租賃開始日期的增量借款利率計算。於開始日期後，租賃負債金額的增加反映利息的增加，並因支付租賃款項而減少。此外，倘有任何修改、租期變更、租賃款項變更(例如指數或比率的變更導致對未來租賃付款發生變化)或購買相關資產的選擇權評估的變更)則重新計量租賃負債的賬面值。

本集團的租賃負債計入計息銀行及其他借款中。

2.4 Summary of Significant Accounting Policies (Continued)

Leases (applicable from 1 January 2019) (Continued)

Group as a lessee (Continued)

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of property (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of properties that are considered to be of low value.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

2.4 主要會計政策概要(續)

租賃(自2019年1月1日起適用)(續)

本集團作為承租人(續)

(c) 短期租賃及低價值資產租賃

本集團將物業短期租賃確認豁免應用短期租賃(即自租賃開始日期起計租期為十二個月或以下,並且不包含購買選擇權的租賃)。低價值資產租賃的確認豁免亦應用於被認為低價值的物業租賃。

短期租賃的租賃款項及低價值資產租賃在租期內按直線法確認為支出。

本集團作為出租人

倘本集團作為出租人行事,其於租賃開始時(或發生租賃變更時)將其各租賃分類為經營租賃或融資租賃。

所有本集團並未轉讓資產所有權所附帶的絕大部分風險及回報的租賃歸類為經營租賃。當合同包含租賃和非租賃組成部分時,本集團以相對獨立的銷售價格為基礎將合同中的代價分配至各組成部分。租金收入於租期內按直線法列賬並因其經營性質計入損益表之收入。於磋商及安排經營租賃時產生的初始直接成本乃計入租賃資產的賬面值,並於租期內按相同方法確認為租金收入。或然租金乃於所賺取的期間內確認為收入。

2.4 Summary of Significant Accounting Policies (Continued)

Leases (applicable before 1 January 2019)

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the statement of profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to the statement of profit or loss on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15 in accordance with the policies set out for "Revenue recognition" below.

2.4 主要會計政策概要(續)

租賃(於2019年1月1日前適用)

資產所有權之絕大部分回報與風險仍歸於出租人之租賃列作經營租賃。倘本集團為出租人，由本集團以經營租賃出租的資產乃計入非流動資產，而經營租賃的應收租金按租約年期以直線法計入損益表。倘本集團為承租人，則經營租賃之應付租金(扣除出租人給予之獎勵)按照租期以直線法在損益表扣除。

經營租賃項下的預付土地租賃款項初步乃按成本值列賬，其後則以直線法按租約年期確認。

投資及其他金融資產

初步確認及計量

金融資產於初步確認時分類為其後按攤銷成本及按公平值計入損益計量的金融資產。

於初步確認時，金融資產分類取決於金融資產的合約現金流量特點及本集團管理該等金融資產的業務模式。除並無重大融資成分或本集團已應用可行權宜方法並無調整重大融資成分影響的應收貿易賬款外，本集團按公平值加上(倘金融資產並非按公平值計入損益)交易成本計量金融資產。並無重大融資成分或本集團已應用可行權宜方法的應收貿易賬款根據下文「收入確認」所載的政策按國際財務報告準則第15號釐定的交易價格計量。

2.4 Summary of Significant Accounting Policies (Continued)

Investments and other financial assets (Continued)

Initial recognition and measurement (Continued)

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest (“SPPI”) on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group’s business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

2.4 主要會計政策概要(續)

投資及其他金融資產(續)

初步確認及計量(續)

為使金融資產按攤銷成本或按公平值計入其他全面收益進行分類及計量，其產生的現金流量應純粹為支付本金及未償還的本金產生的利息（「純粹支付本金及利息」）。現金流量並非純粹支付本金及利息之金融資產分類為按公平值計入損益計量，而不論業務模式。

本集團管理金融資產的業務模式指其如何管理其金融資產以產生現金流量。業務模式確定現金流量是否來自收集合約現金流量、出售金融資產，或兩者兼有。按攤銷成本分類及計量之金融資產於目標為持有金融資產以收取合約現金流量之業務模式中持有，而按公平值計入其他全面收益分類及計量的金融資產則於目標為同時持有收取合約現金流量及出售之業務模式中持有。並非於上述業務模式中持有的金融資產按公平值計入損益分類及計量。

所有按常規方式買賣之金融資產概於交易日（即本集團承諾買賣該資產之日期）予以確認。常規買賣乃指按照一般市場規定或慣例在一定期間內交付資產之金融資產買賣。

2.4 Summary of Significant Accounting Policies (Continued)

Investments and other financial assets (Continued)

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value through profit or loss are also recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

2.4 主要會計政策概要(續)

投資及其他金融資產(續)

期後計量

金融資產的期後計量取決於其如下分類：

按攤銷成本列賬的金融資產(債務工具)

按攤銷成本列賬的金融資產後續使用實際利率法計量，並可能受減值影響。當資產終止確認、變更或減值時，收益及虧損於損益表中確認。

按公平值計入損益的金融資產

按公平值計入損益的金融資產於財務狀況表按公平值入賬，公平值變動淨額呈列於損益表確認。

該類別包括本集團並無不可撤回地選擇按公平值計入其他全面收益進行分類的股本投資。在支付權已經確立、與股息相關的經濟利益很可能流入本集團且股息金額能夠可靠計量時，分類為按公平值計入損益的金融資產的股本投資之股息亦在損益表中確認為其他收入。

2.4 Summary of Significant Accounting Policies (Continued)

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

2.4 主要會計政策概要(續)

撤銷確認金融資產

金融資產(或一項金融資產的一部份或一組類似金融資產的一部份,如適用)在下列情況將初步撤銷確認(即自本集團的綜合財務狀況表移除):

- 收取該項資產所得現金流量的權利已屆滿;或
- 本集團已轉讓收取該項資產所得現金流量的權利,或根據一項「通過」安排,在未有嚴重延緩的情況下,已承擔向第三方全數支付收取現金流量的責任;及(a)本集團已轉讓該項資產的絕大部份風險及回報;或(b)本集團並無轉讓或保留該項資產絕大部份風險及回報,但已轉讓該項資產的控制權。

本集團凡轉讓其收取該項資產所得現金流量的權利或已訂立一項通過安排,會評估其有否保留該項資產擁有權的風險及回報,以及其程度。當並無轉讓或保留該項資產的絕大部份風險及回報,且並無轉讓該項資產的控制權,本集團將繼續確認該轉讓資產,並取決於本集團持續涉及該項資產的程度。於該情況下,本集團亦確認一項相關負債。已轉讓的資產及相關負債乃按反映本集團已保留權利及責任的基準計量。

本集團以擔保形式持續涉及轉讓資產,該已轉讓資產乃以該項資產的原賬面值及本集團可能需要支付的最高代價兩者的較低者計量。

2.4 Summary of Significant Accounting Policies (Continued)

Impairment of financial assets

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

2.4 主要會計政策概要(續)

金融資產減值

本集團就並非按公平值計入損益的所有債務工具確認預期信貸虧損(「預期信貸虧損」)撥備。預期信貸虧損乃基於根據合約到期的合約現金流量與本集團預期收取的所有現金流量之間的差額釐定，並以原實際利率的近似值貼現。預期現金流量將包括出售所持抵押的現金流量或組成合約條款的其他信貸提升措施。

一般方法

預期信貸虧損分兩個階段進行確認。就自初步確認起未有顯著增加的信貸風險而言，預期信貸虧損提供予由未來12個月內可能發生違約事件而導致的信貸虧損(12個月預期信貸虧損)。就自初步確認起經已顯著增加的信貸風險而言，不論何時發生違約，於餘下風險年期內的預期信貸虧損均須計提虧損撥備(存續期預期信貸虧損)。

本集團於各報告日期評估相關金融工具的信貸風險自初步確認後是否已顯著增加。在進行有關評估時，本集團會就金融工具於報告日期發生違約的風險與金融工具於初步確認當日發生違約的風險進行比較及考慮合理可靠且毋須付出不必要的成本或努力即可獲得的資料，包括過往資料及前瞻性資料。

2.4 Summary of Significant Accounting Policies (Continued)

Impairment of financial assets (Continued)

General approach (Continued)

The Group considers a financial asset in default when contractual payments are 90 days past due for sales of natural gas and 180 days past due for construction and connection of gas pipelines services past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

- Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

2.4 主要會計政策概要(續)

金融資產減值(續)

一般方法(續)

本集團認為，倘銷售天然氣之合約付款逾期90天及建設及接入天然氣管道服務之合約付款逾期180天，則發生金融資產違約事件。然而，在若干情況下，倘內部或外部資料顯示本集團在計及任何本集團持有的信用增級前不可能悉數收取未收取合約金額，則本集團亦可認為發生金融資產違約事件。倘無法合理預期能收回合約現金流量，則撇銷金融資產。

除應收貿易賬款及合同資產採用下述簡化方法外，按攤銷成本列賬的金融資產按一般方法進行減值，並按下列預期信貸虧損計量階段分類。

- 階段1 – 信貸風險自初步確認後並無顯著增加的金融工具，虧損撥備按等同12個月預期信貸虧損的金額計量
- 階段2 – 信貸風險自初步確認後顯著增加但並非為信貸減值的金融資產的金融工具，虧損撥備按等同存續期預期信貸虧損的金額計量
- 階段3 – 於報告日期為信貸減值的金融資產(但於購買或發起時並無信貸減值)，虧損撥備按等同存續期預期信貸虧損的金額計量

2.4 Summary of Significant Accounting Policies (Continued)

Impairment of financial assets (Continued)

Simplified approach

For trade receivables and contract assets that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as loans and borrowings and payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and bills payables, other payables and accruals, interest-bearing bank borrowings and amounts due to other related parties.

2.4 主要會計政策概要(續)

金融資產減值(續)

簡化方法

對於不包含重大融資成分的應收貿易賬款及合同資產，或當本集團採用不調整重大融資成分影響的可行權宜方式時，本集團計算預期信貸虧損時應用簡化方法。根據簡化方法，本集團並無追蹤信貸風險的變化，反而於各報告日期根據存續期預期信貸虧損確認減值撥備。本集團已根據其以往信貸虧損經驗，建立撥備矩陣，並就債務人及經濟環境的特定前瞻性因素作出調整。

金融負債

初步確認及計量

金融負債於初步確認時被分類為貸款及借款以及應付款項(如適用)。

所有金融負債按公平值初步確認，而就貸款、借款及應付款項而言，扣除直接應計交易成本。

本集團的金融負債包括應付貿易賬款及票據、其他應付款項及應計費用、計息銀行借款以及應付其他關連方款項。

2.4 Summary of Significant Accounting Policies (Continued)

Financial liabilities (Continued)

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at amortised cost (loans and borrowings)

After initial recognition, interest-bearing bank borrowings are subsequently measured at amortised cost, using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in profit or loss.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

2.4 主要會計政策概要(續)

金融負債(續)

期後計量

金融負債的期後計量取決於其如下分類：

按攤銷成本列賬的金融負債(貸款及借款)

於初步確認後，計息銀行借款其後採用實際利率法按攤銷成本計量，除非貼現的影響並不重大，於此情況下，其乃按成本值列賬。當負債被撤銷確認以及透過按實際利率進行攤銷時，盈虧於損益中確認。

攤銷成本乃透過計及構成實際利率組成部份的任何收購折讓或溢價及費用或成本計算。實際利率攤銷於損益中計入融資成本。

撤銷確認金融負債

當負債的義務已被解除或取消或屆滿，金融負債即獲撤銷確認。

倘同一貸款人以大致上不同條款的金融負債取代現有金融負債或現有負債條款經重大修訂，則有關轉換或修訂會被視為撤銷確認原有負債，並確認新負債，各賬面值的差額乃於損益確認。

抵銷金融工具

倘且僅當現時存在一項可依法強制執行的權利可抵銷已確認金額，且亦有意以淨額結算或同時變現資產及償付債務，則金融資產及金融負債均可予抵銷，而其淨額於財務狀況表內呈報。

2.4 Summary of Significant Accounting Policies (Continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average method and, in the case of finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits and assets similar in nature to cash, which are not restricted as to use.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in profit or loss.

2.4 主要會計政策概要(續)

存貨

存貨乃按成本值及可變現淨值兩者中較低者入賬。成本值以加權平均法計算，而就製成品而言，成本值包括直接物料、直接勞工及適當比例的生產費用。可變現淨值乃按估計售價扣除任何在完成及出售中產生的估計成本計算。

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金及活期存款，以及可隨時轉換為已知數額現金並於購入後一般在三個月內到期，且沒有重大價值變動風險之短期高流通性投資，減須按要求支付及構成本集團現金管理一部分之銀行透支。

就綜合財務狀況表而言，現金及現金等價物包括並無限制用途的手頭及銀行現金，包括定期存款及性質類似現金的資產。

撥備

倘因已發生的事件導致現時的責任(法定或推定)，而承擔該責任可能導致日後資源的流出，且責任金額能夠可靠地估計，則確認撥備。

當有重大貼現影響時，會就預期須用作支付責任的未來開支於報告期末確認其現值作撥備。因時間值所導致貼現現值的增加金額列入損益的融資成本。

2.4 Summary of Significant Accounting Policies (Continued)

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries and associates when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

2.4 主要會計政策概要(續)

所得稅

所得稅包括即期及遞延稅項。與於損益外確認的項目有關的所得稅於損益外的其他全面收益或直接於權益內確認。

本期間的流動稅項資產及負債，根據於報告期末前已頒佈或實質上已頒佈的稅率(及稅法)，計及本集團營運所在國家的現行詮釋及慣例後，預期按將自稅務機關收回或將支付予稅務機關的金額計量。

在報告期末資產與負債的稅基與其就財務報告而言的賬面值之間的所有暫時性差異，按負債法計提遞延稅項撥備。

所有應課稅暫時性差異均會確認為遞延稅項負債，惟：

- 倘若遞延稅項負債的起因，乃由於在非業務合併的交易中初步確認的資產或負債，並在交易時，對會計溢利或應課稅溢利或虧損均無影響，則屬例外；及
- 對於涉及附屬公司及聯營公司的投資的應課稅暫時性差異而言，倘若撥回暫時性差異的時間可以控制，以及暫時性差異或不能在可見將來撥回，則屬例外。

2.4 Summary of Significant Accounting Policies (Continued)

Income tax (Continued)

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries and associates, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

2.4 主要會計政策概要(續)

所得稅(續)

所有可扣減暫時性差異、未動用稅項抵免與任何未動用稅項虧損結轉，均確認為遞延稅項資產。若日後有可能出現應課稅溢利，可用以抵扣可扣減暫時性差異、未動用稅項抵免與未動用稅項虧損結轉，方確認為遞延稅項資產，惟：

- 倘若遞延稅項負債的起因，是由於商譽，或非業務合併交易的資產或負債的初步確認，並在交易時，對會計溢利或應課稅溢利或虧損均無影響，則屬例外；及
- 對於涉及附屬公司及聯營公司的投資的可扣減暫時性差異而言，只有在暫時性差異有可能於可見將來撥回，且日後有可能出現應課稅溢利，可用以抵扣暫時性差異時，方確認為遞延稅項資產。

遞延稅項資產的賬面值，會在各報告期末予以審閱。倘不再可能有足夠應課稅溢利用以動用全部或部份相關遞延稅項資產，則扣減遞延稅項資產賬面值。未確認的遞延稅項資產乃於各報告期末重新評估，並於可能獲得足夠應課稅溢利以收回全部或部份遞延稅項資產時予以確認。

變現資產或清償負債的期間預期適用的稅率，會用作衡量遞延稅項資產及負債，並以報告期末前已頒佈或實質上已頒佈的稅率(及稅法)為基準。

2.4 Summary of Significant Accounting Policies (Continued)

Income tax (Continued)

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income to match the grant on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred revenue account and is released to profit or loss over the expected useful life of the relevant asset by equal annual instalments.

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

2.4 主要會計政策概要(續)

所得稅(續)

僅當本集團有可合法執行權利可將流動稅項資產與流動稅項負債抵銷，且遞延稅項資產與遞延稅項負債與同一稅務機關對同一應課稅實體或於各未來期間預期有大額遞延稅項負債或資產需要結算或清償時，擬按淨額基準結算流動稅務負債及資產或同時變現資產及結算負債之不同稅務實體徵收之所得稅相關，則遞延稅項資產與遞延稅項負債可予抵銷。

政府補助

倘有合理保證可獲取政府補助，而將可符合所有附帶條件，則政府補助按公平值確認。倘補助與支出項目有關，則補助將按有系統的基準在擬予以補償的成本支出的期間確認為收入。

當該補助與資產有關時，則按其公平值記入遞延收入賬，再於有關資產的預計可使用年期內，分期每年分攤計入損益內。

收入確認

客戶合約收益

當貨品或服務的控制權以反映本集團預期就交換該等貨品或服務有權獲得之代價金額轉讓至客戶時，方會確認客戶合約收益。

當合約中的代價包含可變金額時，本集團會估計就交換向客戶轉讓貨品或服務將有權獲得的代價金額。可變代價於開始時估計並受到約束，直至當與可變代價相關之不明朗因素在其後解除時已確認的累計收入金額很大可能將不會出現重大收入撥回為止。

2.4 Summary of Significant Accounting Policies (Continued)

Revenue recognition (Continued)

Revenue from contracts with customers (Continued)

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in IFRS 15.

- (a) Sale of natural gas
Revenue from the sale of natural gas is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the natural gas.
- (b) Construction and connection of gas pipelines
Revenue from the provision of construction and connection of gas pipeline services is recognised over time given that the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced or the customer simultaneously receives and consumes the benefits provided by the Group.
- (c) Natural gas transmission service
The Group's provision of natural gas transmission service generally includes a series of distinct services that are substantially the same and that have the same pattern of transfer to the customers. Revenue from transmission of natural gas is recognised at the point in time when the Group transferred the promised service to the customer.

2.4 主要會計政策概要(續)

收入確認(續)

客戶合約收益(續)

當合約中包含為客戶提供超過一年的貨品或服務轉讓融資的重大利益的融資成分時，收入按應收款項的現值計量，並使用本集團與客戶在合約開始時的單獨融資交易中反映的貼現率貼現。當合約中包含為在本集團提供一年以上的重大財務利益的融資成分時，合約項下確認的收入包括按實際利息法計算的合同負債所產生的利息開支。就客戶付款至轉讓承諾貨品或者服務的期限為一年或者更短的合約而言，交易價格採用國際財務報告準則第15號中實際權宜之計，不會對重大融資部分的影響作出調整。

- (a) 銷售天然氣
銷售天然氣的收入於資產控制權轉移至客戶時確認(一般於交付天然氣時確認)。
- (b) 建設及接入燃氣管道
鑒於本集團之履約創造或提升客戶於創造或提升資產時已控制的資產，或客戶同時收取並耗用本集團提供的利益，因此提供建設及接入燃氣管道服務的收入隨時間確認。
- (c) 天然氣輸送服務
本集團提供轉供天然氣服務，大體包括一系列向客戶轉讓基本相同且具有相同模式的截然不同的服務。本集團轉供天然氣收入應於本集團向客戶轉移承諾的服務的時點確認。

2.4 Summary of Significant Accounting Policies (Continued)

Revenue recognition (Continued)

Revenue from other sources

Rental income is recognised on a time proportion basis over the lease terms. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are incurred.

Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Contract assets are subject to impairment assessment, details of which are included in the accounting policies for impairment of financial assets.

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

2.4 主要會計政策概要(續)

收入確認(續)

其他來源的收入

租金收入按時間比例於租約年期確認入賬。不取決於一項指數或比率的可變租賃付款於其產生的會計期間確認為收入。

其他收入

利息收入採用實際利率法按累計基準確認，並採用將金融工具於其預計年期或適當的較短期間估計未來現金收入準確貼現至金融資產賬面淨值的利率。

股息收入會在股東收取款項的權利被確立、與股息相關的經濟利益可能流入本集團，且股息金額能可靠計算時確認。

合同資產

合同資產乃就換取已向客戶轉移的貨品或服務而收取代價的權利。倘本集團於客戶支付代價或付款到期前將貨品或服務轉移予客戶，則就附帶條件的已賺取代價確認合同資產。合同資產須進行減值評估，其詳情載於金融資產減值的會計政策內。

合同負債

當於本集團轉讓相關貨品或服務前收到客戶付款或應收客戶款項(以較早者為準)，則確認合同負債。合同負債於本集團根據合同履約時(即將相關貨品或服務的控制權轉讓予客戶)確認為收入。

2.4 Summary of Significant Accounting Policies (Continued)

Contract costs

Other than the costs which are capitalised as inventories, property, plant and equipment and intangible assets, costs incurred to fulfil a contract with a customer are capitalised as an asset if all of the following criteria are met:

- (a) The costs relate directly to a contract or to an anticipated contract that the entity can specifically identify.
- (b) The costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future.
- (c) The costs are expected to be recovered.

The capitalised contract costs are amortised and charged to the statement of profit or loss on a systematic basis that is consistent with the pattern of the revenue to which the asset related is recognised. Other contract costs are expensed as incurred.

Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with eligible participants is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using the Black-Scholes model, further details of which are given in note 36 to the financial statements.

2.4 主要會計政策概要(續)

合約成本

倘符合以下所有條件，與客戶履行合約所產生的成本(資本化為存貨、物業、廠房及設備以及無形資產的成本除外)資本化為資產：

- (a) 有關成本與可明確識別之合約或預期訂立之合約有直接關係。
- (b) 有關成本令實體將用於履行(或持續履行)日後履約責任之資源得以產生或有所增加。
- (c) 有關成本預期可收回。

資本化合約成本按系統化基準在損益表內攤銷及扣除，該基準與確認資產相關收入模式一致。其他合約成本於產生時列為開支。

以股份為基準的付款

本公司實施一項購股權計劃，旨在向對本集團業務成功有所貢獻的合資格參與者給予激勵及獎賞。本集團僱員(包括董事)透過以股份為基準付款的方式收取報酬，而僱員則提供服務作為收取股本工具的代價(「股本結算交易」)。

與合資格參與者進行股本結算交易的成本，乃參考授出日期的公平值而計量。公平值由外聘估值師採用柏力克－舒爾斯模式釐定，有關進一步詳情載於財務報表附註36。

2.4 Summary of Significant Accounting Policies (Continued)

Share-based payments (Continued)

The cost of equity-settled transactions is recognised in employee benefit expense and other expenses, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

2.4 主要會計政策概要(續)

以股份為基準的付款(續)

股本結算交易成本，連同權益相應增加部份，在績效及／或服務條件達成期間於僱員福利開支及其他開支中確認。在歸屬日期前各報告期末確認股本結算交易的累計開支，反映歸屬期已到期部份及本集團對最終將會歸屬的股本工具數目的最佳估計。在某一期間內在損益表的扣減或進賬乃指於期初與期末確認的累計開支變動。

釐定獎勵的授出日期公平值並不考慮服務及非市場表現條件，惟能達成條件的可能性則被評定為將最終歸屬為本集團股本工具數目的最佳估計之一部份。市場表現條件將反映在授出日期的公平值。附帶於獎勵中但並無相關聯服務要求的其他任何條件皆視為非歸屬條件。反映非歸屬條件的獎勵公平值若當中亦包含服務及／或表現條件乃即時予以支銷。

因未能達至非市場表現及／或服務條件，而導致最終並無歸屬的獎勵並不會確認支銷，惟包括一項市場或非歸屬條件的獎勵，無論市場或非歸屬條件是否達成，其均會被視為已歸屬，前提是所有其他表現及／或服務條件須已達成。

倘股權結算獎勵的條款有變更，假設符合獎勵原條款，則所確認的開支最少須達到猶如條款並無任何變更的水平。此外，倘按變更日期的計量，任何變更導致以股份為基準的付款的公平值總額增加，或為僱員帶來其他利益，則就該等變更確認開支。

2.4 Summary of Significant Accounting Policies (Continued)

Share-based payments (Continued)

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

Other employee benefits

Pension scheme

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute certain percentage of their payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

2.4 主要會計政策概要(續)

以股份為基準的付款(續)

倘股權結算獎勵註銷，則視為已於註銷日期歸屬，任何尚未確認的獎勵(包括未能符合本集團或僱員可控制的非歸屬條件的任何獎勵)開支，均即時確認。然而，若新獎勵代替已註銷的獎勵，並於授出日期指定為替代獎勵，則如前段所述，已註銷獎勵及新獎勵均視為原有獎勵的變更。

計算每股盈利時，未行使購股權的攤薄效應，反映為額外股份攤薄。

其他僱員福利

退休金計劃

本集團在中國內地營運的附屬公司的僱員須參與地方市政府所管理的中央退休金計劃。該等附屬公司須將薪酬成本的一定比例向中央退休金計劃供款。供款按照中央退休金計劃規定應繳納之日計入損益內。

2.4 Summary of Significant Accounting Policies (Continued)

Other employee benefits (Continued)

Retirement benefits

As stipulated by PRC regulations, subsidiaries in Mainland China participate in a defined contribution retirement scheme. All formal employees are entitled to an annual pension equal to a fixed proportion of the average basic salary amount of their last employment at their retirement date. Subsidiaries in Mainland China are required to make contributions to the local social security bureau at rates of certain percentage of the average basic salaries of the employees under the employment of subsidiaries in Mainland China to whom the defined contribution retirement plan is applicable. Subsidiaries in Mainland China have no obligations for the payment of pension benefits beyond the annual contributions to the local social security bureau as set out above.

Accommodation benefits

According to the relevant PRC rules and regulations, each of the Group's subsidiaries in Mainland China is required to make contributions, which are in proportion to the salaries and wages of the employees, to an accommodation fund administered by the Public Accumulation Funds Administration Centre. There are no further obligations on the part of the subsidiaries in Mainland China, except for the contributions to the accommodation fund.

2.4 主要會計政策概要(續)

其他僱員福利(續)

退休福利

中國的法規規定，中國內地附屬公司須參與定額供款退休計劃。所有正式僱員於退休日均有權享有與其最後受聘的平均基本薪金固定比例相等的年度退休金。中國內地附屬公司須為受僱於中國內地附屬公司且適用於定額供款退休計劃的僱員，按平均基本薪金的一定比例向地方社會保障局供款。中國內地附屬公司並無任何義務向地方社會保障局支付上述年度供款以外的其他退休金福利。

住房福利

根據相關中國法規及規定，本集團的中國內地附屬公司各自須按僱員薪金和工資的比例向住房公積金管理中心管理的住房公積金供款。除對住房公積金的供款外，中國內地的附屬公司並無其他責任。

2.4 Summary of Significant Accounting Policies (Continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in note 12 to the financial statements.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

2.4 主要會計政策概要(續)

借貸成本

因收購、建設或生產合資格資產(即需於一段長時間方能達致其擬定用途或出售者)而直接產生的借貸成本已撥充資本作為該等資產的部份成本。倘資產已大致上可作其擬定用途或出售,則該等借貸成本將會停止撥充資本。特定借款在作為合資格資產的開支前作為臨時投資所賺取的投資收入,從已資本化的借貸成本中扣除。所有其他借貸成本於產生期間支銷。借貸成本包括實體就借入資金所產生的利息及其他成本。

股息

末期股息於股東在股東大會上批准時確認為負債。建議末期股息於財務報表附註12披露。

由於本公司的組織章程大綱及細則授權董事宣派中期股息,因此中期股息可以同時建議及宣派。因此,待建議及宣派後,中期股息會即時確認為負債。

2.4 Summary of Significant Accounting Policies (Continued)

Foreign currencies

These financial statements are presented in Renminbi (“RMB”), which is the Group’s and the Company’s functional currency because the Group’s principal operations are carried out in Mainland China. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rates of exchange ruling at the end of the reporting period. All differences are taken to profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on retranslation of a non-monetary item is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

2.4 主要會計政策概要(續)

外幣

由於本集團的主要業務於中國內地進行，故此等財務報表以本集團及本公司的功能貨幣人民幣(「人民幣」)呈報。本集團內的實體各自決定其功能貨幣，各實體的財務報表項目均以所定功能貨幣計量。本集團內實體記錄的外幣交易初步按其各自功能貨幣的現行匯率於交易當日記錄入賬。以外幣計值的貨幣資產及負債按報告期末適用的功能貨幣匯率重新換算。所有差額計入損益。

以外幣按歷史成本計量的非貨幣項目採用首次交易當日的匯率換算。以外幣按公平值計量的非貨幣項目採用計量公平值當日的匯率換算。重新換算非貨幣項目所產生的損益的入賬方法與確認該項目公平值變動所產生的損益者相同(即倘項目的公平值損益於其他全面收益或損益中確認，其匯兌差額亦分別於其他全面收益或損益中確認)。

2.4 Summary of Significant Accounting Policies (Continued)

Foreign currencies (Continued)

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of certain overseas subsidiaries are currencies other than the RMB. As at the end of the reporting period, the assets and liabilities of these entities are translated into the presentation currency of the Company at the exchange rates ruling at the end of the reporting period and their profit or loss is translated into RMB at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

2.4 主要會計政策概要(續)

外幣(續)

就釐定與預付代價有關之非貨幣性資產或非貨幣性負債撤銷確認時有關資產、開支或收入初步確認時的匯率，初始交易日期為本集團初步確認因預付代價而產生的非貨幣性資產或非貨幣性負債之日。倘之前存在多筆預付款或預收款，本集團就每筆付款或預收代價釐定交易日期。

若干海外附屬公司的功能貨幣為人民幣以外的貨幣。於報告期末，該等實體的資產及負債按報告期末的匯率換算為本公司的呈列貨幣，其損益按年內加權平均匯率換算為人民幣。

由此產生的匯兌差額於其他全面收益中確認，並於外匯波動儲備中累計。就出售海外業務而言，與該特定海外業務相關的其他全面收益的組成部分於損益表內確認。

3. Significant Accounting Judgements and Estimates

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Significant judgement in determining the lease term of contracts

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by a highly possible renew action which reasonably certain to be exercised.

The Group has the highly possibility to renew the periods under some of its leases to lease the assets for additional terms. The Group applies judgement in evaluating whether it is reasonably certain to renew. That is, it considers all relevant factors that create an economic incentive for it to renew. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to renew (or not to renew) the periods of existing lease (e.g., a change in business strategy).

3. 主要會計判斷及估計

編製本集團的財務報表要求管理層作出影響收入、開支、資產及負債的已呈報金額及相關披露以及或然負債的披露的判斷、估計及假設。有關該等假設及估計的不明朗因素可能引致須對於未來受影響的資產或負債的賬面值作出重大調整。

判斷

於應用本集團會計政策的過程中，管理層已作出以下判斷，惟不包括涉及對財務報表內已確認金額構成最大影響的估計的會計政策：

釐定合同租賃期之重大判斷

本集團將租賃期釐定為不可撤銷租賃期，連同合理確定很可能續約涵蓋之任何期間。

本集團極有可能延長部分租約下的資產租賃期限。在評估是否合理確定重續租約時，本集團會運用判斷。換言之，本集團會考慮使其續約之所有相關經濟激勵因素。於開始日期後，倘出現本集團可予控制之重大事件或情況有變（例如業務策略有變），並影響其重續（或不重續）現有租期的能力，本集團會重新評估租賃期。

3. Significant Accounting Judgements and Estimates (Continued)

Judgements (Continued)

Significant judgement in determining the lease term of contracts (Continued)

The Group included the renewal period as part of the lease term for leases of property and motor vehicles due to the significance of these assets to its operations. These leases have a short non-cancellable period and there will be a significant negative effect on operation or production if a replacement is not readily available.

Withholding tax arising from the distribution of dividends

Deferred tax liabilities are recognised for withholding corporate income taxes relating to the unremitted earnings of the Group's subsidiaries established in Chinese Mainland that are subject to withholding taxes. Significant management judgement is required to determine the amount of deferred tax liabilities, based upon the likely distribution level of such earnings from these subsidiaries in the foreseeable future. The amount of deferred tax liabilities arising from the withholding tax associated with the investments in subsidiaries in Chinese Mainland for the year ended 31 December 2019 was RMB1,067,000 (31 December 2018: Nil). Further details are contained in note 21 to the financial statements.

Estimation uncertainty

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

3. 主要會計判斷及估計(續)

判斷(續)

釐定合同租賃期之重大判斷(續)

本集團將續期期間計作物業及汽車租賃的一部分租賃期，此乃由於該等資產對本集團的經營至為關鍵。該等租賃擁有短期不可撤銷期間，且倘無可用替代者，則將對營運及生產造成重大負面影響。

股息分派產生的預扣稅

本集團須就與本集團於中國大陸成立之附屬公司(需繳納預扣稅)之未匯出盈利相關之預扣企業所得稅確認遞延稅項負債。在釐定遞延稅項負債金額時，管理層須根據該等附屬公司於可見將來可能分派盈利之水平作出重大判斷。截至2019年12月31日止年度，與於中國大陸附屬公司之投資有關之預扣稅產生的遞延稅項負債金額為人民幣1,067,000元(2018年12月31日：無)。進一步詳情載於財務報表附註21。

估計不確定因素

下文敘述有關未來的主要假設及於報告日期的其他主要不確定估計來源，該等假設及不確定估計會造成須對下一個財務期間內資產及負債賬面值作出重大調整的重大風險。

3. Significant Accounting Judgements and Estimates (Continued)

Estimation uncertainty (Continued)

(i) *Useful lives of property, plant and equipment*

The Group determines the estimated useful lives and related depreciation charges for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. It could change significantly as a result of technical innovations, or competitor actions in response to severe industry cycles. Management will increase the depreciation charge where useful lives are less than previously estimated lives, or it will write off or write down technically obsolete or non-strategic assets that have been abandoned or sold. The useful lives of property, plant and equipment are disclosed in note 2.4 to the financial statements.

(ii) *Provision for expected credit losses on trade receivables and contract assets*

The Group uses a provision matrix to calculate ECLs for trade receivables and contract assets. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns according to sales type, customer type and rating.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic products) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

3. 主要會計判斷及估計(續)

估計不確定因素(續)

(i) *物業、廠房及設備的可使用年期*

本集團釐定其物業、廠房及設備的估計可使用年期及相關折舊費用。有關估計乃基於具類似性質及功能的物業、廠房及設備實際可使用年期的過往經驗而作出。有關估計會因技術創新或競爭對手因應激烈的行業週期所採取的行動而有重大變化。倘可使用年期較之前的估計年期為短，則管理層會增加折舊費用，或將會撇銷或撇減已報廢或出售的技術過時或非策略資產。物業、廠房及設備的可使用年期於財務報表附註2.4有關部份披露。

(ii) *應收貿易賬款及合同資產預期信貸虧損之撥備*

本集團使用撥備矩陣計算應收貿易賬款及合同資產的預期信貸虧損。撥備率乃基於具有類似虧損模式的多個客戶分部組別(即銷售類型、客戶類別及評級)的逾期日數釐定。

撥備矩陣最初基於本集團的可觀察歷史違約率。本集團將按經前瞻性資料調整的過往信貸虧損經驗調節該矩陣。例如，倘預測經濟狀況(如國內生產總值)未來一年內將惡化，這可能導致製造業的違約數量增加，歷史違約率將作出調整。於各報告日期，本集團更新過往可觀察違約率及分析前瞻性估計的變動。

3. Significant Accounting Judgements and Estimates (Continued)

Estimation uncertainty (Continued)

(ii) *Provision for expected credit losses on trade receivables and contract assets* (Continued)

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on the Group's trade receivables and contract assets is disclosed in note 23 and note 24 to the financial statements, respectively.

(iii) *Deferred tax*

Deferred tax assets relating to certain temporary differences are recognised as management considers that it is probable that future taxable profit will be available against which the temporary tax differences or tax losses can be utilised. Where the expectations are different from the original estimates, such differences will impact the recognition of deferred tax assets and deferred tax in the periods in which such estimates have been changed. The carrying amount of deferred tax assets carried in the consolidated statement of financial position as at 31 December 2019 was RMB37,888,000 (31 December 2018: RMB35,169,000), details of which are set out in note 21 to the financial statements.

3. 主要會計判斷及估計(續)

估計不確定因素(續)

(ii) *應收貿易賬款及合同資產預期信貸虧損之撥備(續)*

可觀察歷史違約率、預測經濟狀況及預期信貸虧損之間關係的評估屬重大估計。預期信貸虧損金額易受環境及預測經濟狀況變動的影響。本集團的過往信貸虧損經驗及經濟狀況預測未必可代表客戶的未來實際違約。有關本集團應收貿易賬款及合同資產的預期信貸虧損資料分別於財務報表附註23及24披露。

(iii) *遞延稅項*

與若干暫時性差異有關的遞延稅項資產按管理層認為未來有可能出現應課稅溢利可用作抵銷該等暫時性稅項差異或稅項虧損而確認。當預期的金額與原定估計有差異時，則該差異將會於估計改變的期間內影響遞延稅項資產及遞延稅項的確認。於2019年12月31日，在綜合財務狀況表列賬的遞延稅項資產賬面值為人民幣37,888,000元(2018年12月31日：人民幣35,169,000元)，有關詳情載於財務報表附註21。

3. Significant Accounting Judgements and Estimates (Continued)

Estimation uncertainty (Continued)

(iv) *Estimation of the amortisation period of connection fees recorded as contract liabilities and deferred revenue*

The Group receives fees from customers in advance in exchange for the connection of gas pipelines to the urban natural gas pipeline network. These fees are received in advance and gradually amortised. The Group determines the estimated amortisation period of ten years for its revenue recognition. This estimate is based on the Group's historical experience of the actual service period and the strength of the Group's business relationship with each individual customer. It could differ significantly based on the customer's profile, expected term of the relationship and the strength of the customer's business relationship established with the Group. Generally, amortisation is calculated on the straight-line basis for ten years. The carrying amount of connection fees and deferred revenue as at 31 December 2019 are set out in note 31 and note 32 to the financial statements.

(v) *Impairment of goodwill*

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 31 December 2019 was RMB98,782,000 (31 December 2018: RMB97,412,000). Further details are given in note 16.

3. 主要會計判斷及估計(續)

估計不確定因素(續)

(iv) *確認為合同負債及遞延收入的接入費的攤銷期估計*

本集團就將燃氣管道接入城市天然氣管道網絡預先向客戶收取費用。該等費用乃預先收取並逐步攤銷。本集團就其收入確認釐定估計攤銷期為十年。有關估計乃基於本集團實際服務期的過往經驗以及本集團與各個別客戶的業務關係密切程度而作出，或會因客戶組合、預期關係年期以及彼等與本集團建立業務關係的密切程度而大為不同。一般而言，攤銷按直線法計算，為期十年。於2019年12月31日，接入費的賬面值及遞延收入載於財務報表附註31及32。

(v) *商譽減值*

本集團至少按年基準評估商譽是否出現減值。該過程需要估計獲分配商譽的現金產生單位的使用價值。本集團須於估計使用價值時對現金產生單位的預期未來現金流量作出估計，亦須選用合適的貼現率以計算該等現金流量的現值。於2019年12月31日，商譽的賬面金額為人民幣98,782,000元(2018年12月31日：人民幣97,412,000元)。更多詳情載於附註16。

4. Segment Information

For management purposes, the Group has only one reportable operating segment which is natural gas operation. Since this is the only reportable operating segment of the Group, no further operating segment analysis thereof is presented.

Geographical information

(a) Revenue from external customers

		2019	2018
		2019年	2018年
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
Mainland China	中國內地	1,327,880	1,101,957
Overseas	海外	1,995	848
		1,329,875	1,102,805

The revenue geographical information above is based on the locations of customers.

(b) Non-current assets

		2019	2018
		2019年	2018年
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
Mainland China	中國內地	1,129,071	1,060,028
Overseas	海外	1,857	2,293
		1,130,928	1,062,321

The non-current asset information above is based on the locations of the assets and excludes financial instruments and deferred tax assets.

Information about major customers

One single customer accounted for 24.4% or more of the Group's revenue for the year ended 31 December 2019 (2018: 22.8%).

4. 分部資料

就管理而言，本集團僅有一個可報告經營分部，即天然氣業務。由於此分部乃本集團僅有的可報告經營分部，故並無呈列其他經營分部分析。

地區資料

(a) 外部客戶收入

以上地區資料收入以客戶所在地為依據。

(b) 非流動資產

以上非流動資產資料乃以資產所在地為依據，並不包括金融工具及遞延稅項資產。

有關主要客戶的資料

於截至2019年12月31日止年度，僅有單一客戶收入佔本集團收入24.4% (2018年：22.8%)。

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4. Segment Information (Continued)

Information about major customers (Continued)

The directors have only little information about whether a group of entities are under common control; and therefore the assessment is made according to the directors' best knowledge. Especially, the assessment is not for those entities which might solely be under the ultimate common control of the government after taking into account the economic integration among such entities in the economic environment with a large number of state-owned entities in Mainland China.

5. Revenue

An analysis of the Group's revenue is as follows:

4. 分部資料(續)

有關主要客戶的資料(續)

董事對一組實體是否受共同控制僅有少量資料，因此有關評估乃根據董事所知作出。而特別是，有關評估並非就可能僅為受政府最終共同控制的實體作出，乃因考慮有關實體間於中國內地擁有大量國有企業的經濟環境中的經濟融合。

5. 收入

本集團的收入分析載列如下：

		2019 2019年 RMB' 000 人民幣千元	2018 2018年 RMB' 000 人民幣千元
Revenue from contracts with customers	客戶合約收益	1,330,380	1,101,385
Revenue from other sources	其他來源收入		
Gross rental income from operating leases	經營租賃租金收入總額	3,443	3,443
		1,333,823	1,104,828
Less: Government surcharges	減：政府附加費	(3,948)	(2,023)
		1,329,875	1,102,805
Revenue from contracts with customers	客戶合約收益		
Type of goods or services	貨品或服務類型		
Sale of natural gas	銷售天然氣	1,197,568	1,011,861
Construction and connection of gas pipelines	建設及接入天然管道	115,365	78,403
Transmission of natural gas	輸送天然氣	11,379	7,949
Others	其他	6,068	3,172
Total revenue from contracts with customers	客戶合約總收益	1,330,380	1,101,385
Timing of revenue recognition	確認收入的時間		
Goods or services transferred at a point in time	於某時間點轉讓的貨品或服務	1,215,014	1,022,982
Services transferred over time	按時段轉讓的服務	115,366	78,403
Total revenue from contracts with customers	客戶合約總收益	1,330,380	1,101,385

5. Revenue (Continued)

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period.

		2019	2018
		2019年	2018年
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
Sale of natural gas	銷售天然氣	82,334	85,093
Construction and connection of gas pipelines	建設及接入天然氣管道	68,106	58,246
		150,440	143,339

There is no revenue recognised from performance obligations satisfied in previous periods.

Performance obligations

Information about the Group's performance obligations is summarised below:

Sale of natural gas

The performance obligation is satisfied upon delivery of the natural gas, the payments are paid in advance or due within 30-90 days from delivery for different customers.

Construction and connection of gas pipelines services

The performance obligation is satisfied over time as services are rendered and short-term advances are normally required before or during rendering the services. The remaining percentage of payment generally should be paid upon completion of construction and connection and the Group usually give the customers a credit period of 180 days.

5. 收入(續)

下表列示於報告期初計入合同負債於本報告期間確認的收入金額。

並無就過往期間已完成的履約責任確認收入。

履約責任

關於本集團履約責任的資料概述如下：

銷售天然氣

履約責任於交付天然氣後完成，付款須提前支付或於不同客戶交付後30至90日內到期應付。

建設及接入燃氣管道服務

履約責任於提供服務的一段時間內達成，且提供服務前或服務期間一般須支付短期墊款。通常須於建設及接入完成後支付剩餘款項且本集團通常會給予客戶180天的信貸期。

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5. Revenue (Continued)

Performance obligations (Continued)

Rendering of natural gas transmission service

The performance obligation is satisfied upon delivery of the promised service to the customers and the payments are generally paid in advance.

The amount of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December are as follows:

		2019	2018
		2019年	2018年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Amounts expected to be recognised as revenue:	預期確認為收入的金額：		
Within one year	一年內	126,097	87,386
More than one year	超出一年	126,781	181,398
		252,878	268,784

The amounts of transaction prices allocated to the remaining performance obligations which are expected to be recognised as revenue after one year relate to construction and connection of gas pipelines, of which the performance obligations are to be satisfied within two years. All the other amounts of transaction prices allocated to the remaining performance obligations are expected to be recognised as revenue within one year. The amounts disclosed above do not include variable consideration which is constrained.

5. 收入(續)

履約責任(續)

提供輸送天然氣服務

履約責任於向客戶交付承諾服務時達成，通常預先支付款項。

截至12月31日分配至剩餘履約責任(未達成或部分未達成)的交易價格金額如下：

預期將於一年後確認為收入的分配至餘下履約責任的交易價格與燃氣管道建設及接入有關，其中履約責任將於兩年內履行。分配至餘下履約責任之交易價格的所有其他金額預期將於一年內確認為收入。上文所披露的金額不包括受限制的可變代價。

6. Other Income And Gains

6. 其他收入及收益

		2019	2018
		2019年	2018年
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
Other income	其他收入		
Interest income	利息收入	8,293	4,242
Government grants	政府補貼	1,747	1,678
Foreign exchange gain	匯兌收益	-	5,600
Others	其他	63	101
		10,103	11,621
Gains	收益		
Dividends from equity investments designated at fair value through profit or loss	指定按公平值計入損益的股本投資之股息	296	-
Gain on disposal of items of property, plant and equipment	出售物業、廠房及設備項目收益	-	3,601
Fair value gains:	公平值收益：		
Equity investments designated at fair value through profit or loss	指定按公平值計入損益的股本投資	-	2,116
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	-	9,833
		296	15,550
		10,399	27,171

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7. Profit before Tax

The Group's profit before tax is arrived at after charging/(crediting):

7. 除稅前溢利

本集團的除稅前溢利乃經扣除／(計入)：

		2019	2018
		2019年	2018年
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
Cost of inventories sold	銷售存貨成本	1,024,274	856,193
Cost of services provided	提供服務成本	57,085	31,846
Depreciation of property, plant and equipment (note 14)	物業、廠房及設備折舊(附註14)	36,385	34,063
Depreciation of right-of-use assets (2018: amortisation of land lease payments) (note 15(b))	使用權資產折舊 (2018年：土地租賃款項攤銷) (附註15(b))	5,244	2,991
Amortisation of intangible assets (note 17)	無形資產攤銷(附註17)	5,043	4,186
Impairment of goodwill*	商譽減值*	4,252	-
Minimum lease payments under operating leases	根據經營租賃的最低租賃付款	-	1,987
Lease payments not included in the measurement of lease liabilities (note 15(d))	未計入租賃負債計量的 租賃付款(附註15(d))	1,196	-
Auditor's remuneration	核數師酬金	2,050	1,950
Employee benefit expense (excluding directors' and chief executive's remuneration as set out in note 9):	僱員福利開支(不包括附註9所載的 董事及主要行政人員的酬金)：		
Wages and salaries	工資及薪金	31,190	27,294
Equity-settled share option expenses	以權益結算的購股權開支	11,195	21,468
Pension scheme contributions	退休金計劃供款	2,730	2,600
Social security contributions and accommodation benefits	社會保險供款及住房福利	3,547	2,660
Foreign exchange loss/(gain)	匯兌虧損／(收益)	1,465	(5,600)
Impairment of trade receivables, net (note 23)	應收貿易賬款減值，淨額(附註23)	2,234	(902)
Fair value losses/(gains):	公平值虧損／(收益)：		
Equity investments at fair value through profit or loss	按公平值計入損益的股本投資	26,671	(2,116)
Financial assets at fair value through profit or loss (note 6)	按公平值計入損益的金融資產(附註6)	(7,674)	(9,833)
Interest income (note 6)	利息收入(附註6)	(8,293)	(4,242)
Gain on disposal of items of property, plant and equipment (note 6)	出售物業、廠房及設備項目收益(附註6)	-	(3,601)

7. Profit before Tax (Continued)

* The impairment of goodwill is included in "Other expenses" in the consolidated statement of profit or loss.

7. 除稅前溢利(續)

* 商譽減值計入綜合損益表內的「其他開支」內。

8. Finance Costs

An analysis of finance costs is as follows:

8. 融資成本

融資成本的分析載列如下：

		2019	2018
		2019年	2018年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Interest on interest-bearing borrowings and contract liabilities	計息借款及合同負債的利息	13,053	5,292
Interest on lease liabilities (note 15(c))	租賃負債的利息(附註15(c))	193	-
Others	其他	39	209
Total interest expense on financial liabilities not at fair value through profit or loss	並非按公平值計入損益的金融負債的利息開支總額	13,285	5,501
Less: interest capitalised	減：資本化利息	(975)	-
		12,310	5,501

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9. Directors' And Chief Executive's Remuneration

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Fees	袍金	447	460
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	6,242	5,596
Equity-settled share option expenses	以權益結算的購股權開支	881	1,122
		7,123	6,718
		7,570	7,178

The fair value of the options granted to certain directors have been recognised in profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above directors' remuneration disclosures.

There were no emoluments paid by the Group to the directors as an inducement to join the Group, or upon joining the Group, or as compensation for loss of office during the year.

9. 董事及主要行政人員的酬金

根據上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條以及公司(披露董事利益資料)規例第2部，披露年內的董事及主要行政人員的酬金如下：

授予若干董事的購股權的公平值於歸屬期內的損益中確認，且於授出日期確定，而計入本年度財務報表中的金額包括在上述董事酬金的披露內。

年內，本集團概無向董事支付任何薪酬，作為吸引加入本集團或加入本集團後的獎勵或作為離職補償。

9. Directors' and Chief Executive's Remuneration (Continued)

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

2019

		Fees	Equity-settled share option expenses	Total
		袍金	以權益結算的 購股權開支	總計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
Mr. Zhou Qingzu	周慶祖先生	149	25	174
Mr. Luk Wai Keung	陸偉強先生	149	25	174
Mr. Zhu Tong	朱彤先生	149	-	149
		447	50	497

2018

		Fees	Equity-settled share option expenses	Total
		袍金	以權益結算的 購股權開支	總計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
Mr. Zhou Qingzu	周慶祖先生	150	41	191
Mr. He Junjie ⁽¹⁾	何俊傑先生 ⁽¹⁾	10	-	10
Mr. Luk Wai Keung	陸偉強先生	150	41	191
Mr. Zhu Tong	朱彤先生	150	-	150
		460	82	542

There were no other emoluments payable to the independent non-executive directors during the year (2018: Nil).

9. 董事及主要行政人員的酬金(續)

(a) 獨立非執行董事

於年內支付予各獨立非執行董事的袍金如下：

2019年

		Fees	Equity-settled share option expenses	Total
		袍金	以權益結算的 購股權開支	總計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
Mr. Zhou Qingzu	周慶祖先生	149	25	174
Mr. Luk Wai Keung	陸偉強先生	149	25	174
Mr. Zhu Tong	朱彤先生	149	-	149
		447	50	497

2018年

		Fees	Equity-settled share option expenses	Total
		袍金	以權益結算的 購股權開支	總計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
Mr. Zhou Qingzu	周慶祖先生	150	41	191
Mr. He Junjie ⁽¹⁾	何俊傑先生 ⁽¹⁾	10	-	10
Mr. Luk Wai Keung	陸偉強先生	150	41	191
Mr. Zhu Tong	朱彤先生	150	-	150
		460	82	542

於年內，概無應付獨立非執行董事的其他酬金(2018年：無)。

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9. Directors' and Chief Executive's Remuneration (Continued)

(b) Executive directors and non-executive directors

9. 董事及主要行政人員的酬金(續)

(b) 執行董事及非執行董事

		Salaries, allowances and benefits					Total
		Fees	in kind	Performance related bonuses	Equity-settled share option expenses	Pension scheme contributions	
		袍金	薪金、津貼及實物利益	業績獎金	以權益結算的購股權支出	退休金計劃供款	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
2019	2019年						
Executive directors:	執行董事：						
- Mr. Su Aping ⁽²⁾	- 蘇阿平先生 ⁽²⁾	-	2,054	-	149	-	2,203
- Ms. Zhu Yaying ⁽²⁾	- 朱亞英女士 ⁽²⁾	-	797	-	153	-	950
- Ms. Su Yi	- 蘇奕女士	-	1,610	-	153	-	1,763
- Mr. Du Shaozhou	- 杜紹周先生	-	1,181	-	158	-	1,339
- Mr. Li Jianyi ⁽³⁾	- 李建一先生 ⁽³⁾	-	162	-	193	-	355
- Ms. Su Wen ⁽³⁾	- 蘇雯女士 ⁽³⁾	-	140	-	-	-	140
		-	5,944	-	806	-	6,750
Non-executive directors:	非執行董事：						
- Mr. Xu Lei	- 許雷先生	-	149	-	25	-	174
- Mr. Jin Bo	- 金波先生	-	149	-	-	-	149
		-	6,242	-	831	-	7,073

9. Directors' and Chief Executive's Remuneration (Continued)

(b) Executive directors and non-executive directors (Continued)

9. 董事及主要行政人員的酬金(續)

(b) 執行董事及非執行董事(續)

	2018	2018年	Salaries, allowances and benefits				Performance related bonuses	Equity-settled share option expenses	Pension scheme contributions	Total
			Fees	in kind						
			薪金、津貼袍金	及實物利益	業績獎金	以權益結算的購股權支出	退休金計劃供款	合計		
			RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	
			人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Executive directors:		執行董事：								
- Mr. Su Aping		- 蘇阿平先生	-	1,748	-	243	-	1,991		
- Ms. Zhu Yaying		- 朱亞英女士	-	1,186	-	249	-	1,435		
- Mr. Du Shaozhou		- 杜紹周先生	-	1,185	-	258	-	1,443		
- Ms. Su Yi		- 蘇奕女士	-	1,207	-	249	-	1,456		
			-	5,326	-	999	-	6,325		
Non-executive directors:		非執行董事：								
- Mr. Xu Lei		- 許雷先生	-	150	-	41	-	191		
- Mr. Zhuang Jianhao ⁽⁵⁾		- 莊建浩先生 ⁽⁵⁾	-	82	-	-	-	82		
- Mr. Jin Bo ⁽⁴⁾		- 金波先生 ⁽⁴⁾	-	38	-	-	-	38		
			-	5,596	-	1,040	-	6,636		

9. Directors' and Chief Executive's Remuneration (Continued)

(b) Executive directors and non-executive directors (Continued)

- (1) Mr. He Junjie resigned as an independent non-executive director of the Company on 1 February 2018.
- (2) Mr. Su Aping and Ms. Zhu Yaying resigned as directors of the Company on 19 August 2019.
- (3) Mr. Li Jianyi and Ms. Su Wen were appointed as executive directors of the Company on 19 August 2019.
- (4) Mr. Jin Bo was appointed as a non-executive director of the Company on 3 September 2018.
- (5) Mr. Zhuang Jianhao resigned as a non-executive director of the Company on 3 September 2018.

There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

9. 董事及主要行政人員的酬金(續)

(b) 執行董事及非執行董事(續)

- (1) 何俊傑先生已於2018年2月1日辭任本公司獨立非執行董事一職。
- (2) 蘇阿平先生及朱亞英女士已於2019年8月19日辭任本公司董事一職。
- (3) 李建一先生及蘇雯女士已於2019年8月19日獲委任為本公司執行董事。
- (4) 金波先生已於2018年9月3日獲委任為本公司非執行董事。
- (5) 莊建浩先生已於2018年9月3日辭任本公司非執行董事一職。

於年內，並無訂立任何安排，以致董事放棄或同意放棄任何酬金。

10. Five Highest Paid Employees

The five highest paid employees during the year included four directors (2018: four directors), details of whose remuneration are set out in note 9 above. Details of the remuneration for the year of the remaining one (2018: one) highest paid employee who is neither a director nor chief executive of the Company are as follows:

		2019	2018
		2019年	2018年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	2,565	3,172
Equity-settled share option expenses	以權益結算的購股權開支	239	397
		2,804	3,569

The number of non-director highest paid employees whose remuneration fell within the following bands is as follows:

		2019	2018
		2019年	2018年
RMB2,500,001 to RMB3,000,000	人民幣2,500,001元至 人民幣3,000,000元	1	-
RMB3,000,001 to RMB4,000,000	人民幣3,000,001元至 人民幣4,000,000元	-	1
		1	1

The fair value of the options, which has been recognised in profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above non-director and non-chief executive highest paid employee's remuneration disclosures.

There were no emoluments paid by the Group to the five highest paid individuals as an inducement to join the Group, or upon joining the Group, or as compensation for loss of office during the year.

10. 五名最高薪酬僱員

年內，五名最高薪酬僱員（包括四名董事（2018年：四名董事））酬金的詳情載於上文附註9。年內，餘下一名（2018年：一名）並非本公司董事或主要行政人員的最高薪酬僱員酬金的詳情如下：

非董事最高薪酬僱員的酬金介乎以下組別的人數如下：

已於歸屬期間於損益內確認的購股權公平值於授出日期釐定，而計入本年度財務報表的金額已計入上述既非董事亦非主要行政人員的最高薪酬僱員之酬金披露內。

年內，本集團概無向五名最高薪人士支付任何薪酬，作為吸引加入本集團或加入本集團後的獎勵或作為離職補償。

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11. Income Tax

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

Pursuant to the rules and regulations of the Cayman Islands, the Company is not subject to any income tax in that jurisdiction.

No provision for Hong Kong and the United States profits tax has been made as the Group had no assessable profits derived from or earned in Hong Kong and the United States during the year.

The provision for current income tax in Mainland China is based on the statutory rate of 25% (2018: 25%) of the assessable profits of the PRC subsidiaries of the Group as determined in accordance with the PRC Corporate Income Tax Law which was approved and became effective on 1 January 2008 (the "New Corporate Income Tax Law"), except for certain group entities which are entitled to various concessionary tax rates or tax exemptions and reliefs.

The major components of income tax expense are as follows:

11. 所得稅

本集團須就本集團成員公司註冊及經營業務所在司法權區所產生或源自該等司法權區的溢利按實體基準繳納所得稅。

根據開曼群島的規則及規定，本公司毋須於該司法權區繳納任何所得稅。

由於年內本集團在香港及美國並無產生或賺取應課稅溢利，因此並無就香港及美國利得稅作出撥備。

中國內地即期所得稅撥備乃根據中國企業所得稅法（「新企業所得稅法」，於2008年1月1日批准及生效），按本集團中國附屬公司的應課稅溢利以25%（2018年：25%）的法定稅率計算，惟若干享有各項優惠稅率或稅項減免的集團實體除外。

所得稅開支的主要部份載列如下：

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Current tax:	即期稅項：		
Income tax in the PRC for the year	年內中國所得稅	51,364	45,794
Adjustments in respect of current tax of previous periods	與過往期間有關的 即期稅項調整	169	(534)
Deferred tax (note 21)	遞延稅項（附註21）	(2,653)	(2,750)
Total tax charge for the year	年內稅項總支出	48,880	42,510

11. Income Tax (Continued)

A reconciliation of the tax expense applicable to profit before tax at the statutory rate for the jurisdiction in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rate is as follows:

11. 所得稅(續)

適用於按本公司及其大部份附屬公司註冊所在司法權區法定稅率計算的除稅前溢利的稅項開支與按實際稅率計算的稅項開支的對賬如下：

		2019	2018
		2019年	2018年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Profit before tax	除稅前溢利	124,915	146,013
Tax at the statutory tax rate	按法定稅率計算之稅項	34,441	36,503
Lower tax rate for a specific entity	特定實體之較低稅率	(120)	(604)
Tax losses utilised from previous periods	所動用過往期間稅項虧損	(533)	-
Effect of withholding tax at 10% on the distributable profits of the Group's PRC subsidiaries	按本集團中國附屬公司可分派利潤10%計算預扣稅的影響	2,067	-
Expenses not deductible for tax	不可扣稅開支	1,390	229
Tax losses not recognised	未確認稅項虧損	11,582	8,662
Adjustments in respect of current tax of previous periods	與過往期間有關的即期稅項調整	169	(534)
Profits attributable to associates	聯營公司應佔溢利	(116)	(1,746)
Total tax charge recognised	已確認稅項開支總額	48,880	42,510

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12. Dividends

On 31 March 2020, the board of directors of the Company resolved to propose a final dividend for the year ended 31 December 2019 of RMB0.028 per ordinary share (2018: RMB0.028), subject to the approval by the shareholders at the forthcoming annual general meeting of the Company.

12. 股息

於2020年3月31日，本公司董事會議決建議派發截至2019年12月31日止年度末期股息每股普通股人民幣0.028元（2018年：人民幣0.028元），惟須待股東於本公司應屆股東週年大會上批准方可作實。

		2019	2018
		2019年	2018年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Proposed final – RMB0.028 (2018: RMB0.028) per ordinary share	建議末期股息 – 每股普通股人民幣0.028元 (2018年：人民幣0.028元)	25,282	25,282

13. Earnings Per Share Attributable to Ordinary Equity Holders of The Parent

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 902,924,000 (2018: 902,924,000) in issue during the year.

The calculation of the diluted earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the parent. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

13. 母公司普通股權持有人應佔每股盈利

每股基本盈利乃根據母公司普通股權持有人應佔年內溢利及年內已發行普通股加權平均數902,924,000股（2018年：902,924,000股）計算。

每股攤薄盈利的金額乃按照母公司普通股權持有人應佔年內溢利計算。計算時所用的普通股加權平均數為用於計算每股基本盈利的年內已發行普通股數目，而普通股加權平均數乃假設於視作行使所有潛在可攤薄普通股或將其兌換為普通股時已無償發行。

13. Earnings Per Share Attributable to Ordinary Equity Holders of The Parent (Continued)

The calculations of the basic and diluted earnings per share are based on:

13. 母公司普通股權持有人應佔每股盈利(續)

每股基本及攤薄盈利乃按以下基準計算：

		2019	2018
		2019年	2018年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Earnings	盈利		
Profit attributable to ordinary equity holders of the parent, used in the basic earnings per share calculations	用作計算每股基本盈利的 母公司普通股權持有人 應佔溢利	70,150	98,621
		Number of shares	
		股份數目	
		2019	2018
		2019年	2018年
Shares	股份		
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	用作計算每股基本盈利年內 已發行普通股加權平均數	902,924,000	902,924,000
Effect of dilution – weighted average number of ordinary shares: Share options	攤薄影響 – 普通股加權平均數： 購股權	20,000,000	80,000,000
		922,924,000	982,924,000

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14. Property, Plant and Equipment

14. 物業、廠房及設備

		Buildings	Gas pipelines	Plant and machinery	Furniture, fixtures and office equipment	Motor vehicles	Construction in progress	Total
		樓宇	燃氣管道	廠房及機器	辦公室設備傢俬、裝置及	汽車	在建工程	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Cost:	成本：							
At 1 January 2018	於2018年1月1日	222,385	433,713	47,203	4,588	8,715	60,822	777,426
Additions	添置	-	59	1,416	1,357	1,729	80,436	84,997
Transfers	轉撥	2,085	22,887	3,699	-	-	(28,671)	-
Disposals	出售	(810)	-	(2,836)	-	-	-	(3,646)
At 31 December 2018 and 1 January 2019:	於2018年12月31日及2019年1月1日：	223,660	456,659	49,482	5,945	10,444	112,587	858,777
Additions	添置	-	34	2,163	822	1,636	58,293	62,948
Acquisition of a subsidiary (note 37)	收購附屬公司(附註37)	-	-	-	-	-	3,791	3,791
Transfers	轉撥	4,741	8,134	3,102	-	-	(15,977)	-
Disposals	出售	-	-	-	-	(81)	-	(81)
At 31 December 2019	於2019年12月31日	228,401	464,827	54,747	6,767	11,999	158,694	925,435
Accumulated depreciation:	累計折舊：							
At 1 January 2018	於2018年1月1日	32,953	136,647	22,839	2,351	4,271	-	199,061
Charge for the year	年內開支	6,961	21,974	3,158	914	1,056	-	34,063
Disposals	出售	(26)	-	(216)	-	-	-	(242)
At 31 December 2018 and 1 January 2019	於2018年12月31日及2019年1月1日	39,888	158,621	25,781	3,265	5,327	-	232,882
Charge for the year	年內開支	6,804	23,293	4,333	816	1,139	-	36,385
Disposals	出售	-	-	-	-	(81)	-	(81)
At 31 December 2019	於2019年12月31日	46,692	181,914	30,114	4,081	6,385	-	269,186
Net carrying amount:	賬面淨值：							
At 31 December 2018	於2018年12月31日	183,772	298,038	23,701	2,680	5,117	112,587	625,895
At 31 December 2019	於2019年12月31日	181,709	282,913	24,633	2,686	5,614	158,694	656,249

14. Property, Plant and Equipment (Continued)

At 31 December 2019, none of the Group's buildings (2018: RMB117,784,000) were pledged to secure interest-bearing bank borrowings granted to the Group (note 33).

15. Leases**The Group as a lessee**

The Group has lease contracts for various items of property and motor vehicles used in its operations. Lump sum payments were made upfront to acquire the leased land from the owners with lease periods of 30 to 60 years, and no ongoing payments will be made under the terms of these land leases. Leases of property generally have lease terms between 2 and 3 years, while motor vehicles generally have lease terms of 3 years.

(a) *Prepaid land lease payments (before 1 January 2019)*

14. 物業、廠房及設備(續)

於2019年12月31日，本集團概無樓宇獲抵押(2018年：人民幣117,784,000元)，以為授予本集團的計息銀行借款提供擔保(附註33)。

15. 租賃**本集團作為承租人**

本集團有用於其業務營運的廠房及汽車多個項目的租賃合約。已提前作出一次性付款以向業主收購租賃土地，租期為30至60年，而根據該等土地租賃的條款，將不會繼續支付任何款項。物業租賃的租期通常為2至3年，而汽車的租期通常為3年。

(a) *預付土地租賃款項(2019年1月1日之前)*

		RMB'000 人民幣千元
Carrying amount at 1 January 2018	於2018年1月1日的賬面值	94,599
Recognised in profit or loss during the year	年內於損益確認	(2,991)
Carrying amount at 31 December 2018	於2018年12月31日的賬面值	91,608
Less: current portion, included in prepayments, other receivables and other assets	減：即期部分，計入預付款項、其他應收款項及其他資產	(2,995)
Non-current portion	非即期部分	88,613

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15. Leases (Continued)

The Group as a lessee (Continued)

(b) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

		Prepaid land lease payment	Motor vehicles	Property	Total
		預付土地 租賃款項	汽車	物業	總計
		RMB' 000	RMB' 000	RMB' 000	RMB' 000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
As at 1 January 2019	於2019年1月1日	91,608	–	914	92,522
Additions	添置	–	3,374	1,775	5,149
Exchange realignment	匯兌調整	–	–	8	8
Depreciation charge	折舊費用	(2,981)	(1,125)	(1,138)	(5,244)
As at 31 December 2019	於2019年12月31日	88,627	2,249	1,559	92,435

15. 租賃(續)

本集團作為承租人(續)

(b) 使用權資產

年內，本集團使用權資產的賬面值及變動如下：

15. Leases (Continued)**The Group as a lessee (Continued)***(c) Lease liabilities*

The carrying amount of lease liabilities (included under interest-bearing bank and other borrowings) and the movements during the year are as follows:

		2019	2018
		2019年	2018年
		Lease liabilities	Finance lease payables
		融資租賃	租賃負債
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
Carrying amount at 1 January	於1月1日的賬面值	732	–
New leases	新租賃	5,149	–
Exchange gains and losses	匯兌收益及虧損	8	–
Accretion of interest recognised during the year	年內已確認利息之和	193	–
Payments	付款	(2,558)	–
Carrying amount at 31 December	於12月31日的賬面值	3,524	–
Analysed into:	按以下各項分析：		
Current portion	即期部分	1,967	–
Non-current portion	非即期部分	1,557	–

The maturity analysis of lease liabilities is disclosed in note 33 to the financial statements.

15. 租賃(續)**本集團作為承租人(續)***(c) 租賃負債*

年內租賃負債(計入計息銀行及其他借款項下)的賬面值及變動如下：

租賃負債的到期分析於財務報表附註33披露。

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15. Leases (Continued)

The Group as a lessee (Continued)

(d) The amounts recognised in profit or loss in relation to leases are as follows:

		2019 2019年 RMB'000 人民幣千元
Interest on lease liabilities	租賃負債利息	193
Depreciation charge of right-of-use assets	使用權資產折舊費用	5,244
Expense relating to short-term leases and other leases with remaining lease terms ended on or before 31 December 2019 (included in administrative expenses)	與短期租賃及餘下租期於2019年12月31日或之前屆滿的其他租賃有關的開支 (計入行政開支)	1,196
Total amount recognised in profit or loss	於損益中確認的總金額	6,633

(e) The total cash outflow relating to lease is disclosed in notes 38(c) to the financial statements.

15. 租賃(續)

本集團作為承租人(續)

(d) 於損益中確認的租賃相關款項如下：

(e) 與租賃有關的現金流出總額於財務報表附註38(c)披露。

15. Leases (Continued)**The Group as a lessor**

The Group leases its properties under operating lease arrangements. The terms of the leases generally require the tenants to pay security deposits. Rental income recognised by the Group during the year was RMB3,443,000 (2018: RMB3,443,000), details of which are included in note 5 to the financial statements.

At 31 December 2019, the undiscounted lease payments receivable by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

		2019	2018
		2019年	2018年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within one year	一年內	3,662	3,459
After one year but within two years	一年後但兩年內	1,699	2,963
After two years but within three years	兩年後但三年內	1,234	1,048
After three years but within four years	三年後但四年內	755	738
After four years but within five years	四年後但五年內	655	755
After five years	五年後	694	1,349
		8,699	10,312

15. 租賃(續)**本集團作為出租人**

本集團根據經營租賃安排出租其物業。該等租賃的條款亦要求租戶支付擔保按金。年內，本集團的已確認租金收入為人民幣3,443,000元(2018年：人民幣3,443,000元)，詳情載於財務報表附註5。

於2019年12月31日，日後本集團根據與其租戶之不可撤銷經營租賃的應收未貼現租賃款項如下：

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16. Goodwill

16. 商譽

		RMB' 000 人民幣千元
Cost:	成本：	
At 1 January 2018, 31 December 2018 and 1 January 2019	於2018年1月1日、 2018年12月31日及 2019年1月1日	97,412
Acquisition of subsidiaries (note 37)	收購附屬公司(附註37)	5,622
At 31 December 2019	於2019年12月31日	103,034
Accumulated impairment:	累計減值：	
At 1 January 2018, 31 December 2018 and 1 January 2019	於2018年1月1日、 2018年12月31日及 2019年1月1日	-
Impairment during the year	年內減值	(4,252)
At 31 December 2019	於2019年12月31日	(4,252)
Net carrying amount:	賬面淨值：	
At 31 December 2018	於2018年12月31日	97,412
At 31 December 2019	於2019年12月31日	98,782

Impairment testing of goodwill

Goodwill acquired through business combinations is allocated to the following cash-generating units ("CGUs") for impairment testing:

- Distribution and sale of nature gas of Licheng Gas ("Licheng Gas")
- Distribution and sale of nature gas of Anda Natural Gas ("Anda Natural Gas")
- Promotion of technologies for nitrogen and carbon dioxide of Xinjiang Dunhua ("Xinjiang Dunhua")
- Contract energy management and distributed energy system projects of Tengxu Energy ("Tengxu Energy")

商譽減值測試

透過業務合併獲得的商譽分配至以下現金產生單位(「現金產生單位」)以進行減值測試：

- 分銷及銷售里程燃氣(「里程燃氣」)的天然氣
- 分銷及銷售安達天然氣(「安達天然氣」)的天然氣
- 新疆敦華(「新疆敦華」)氮氣及二氧化碳技術推廣
- 騰旭能源(「騰旭能源」)的合同能源管理及分佈式能源系統項目

16. Goodwill (Continued)**Impairment testing of goodwill (Continued)**

The recoverable amounts of the CGUs were determined based on fair value less costs of disposal, using cash flow projections based on financial budgets approved by management covering a five-year period. The discount rates applied to the cash flow projections were 13.6% (2018: 13.3%) for Licheng Gas, 15.0% (2018: 16.5%) for Anda Natural Gas, 18.8% for Xinjiang Dunhua (2018: 18.6%) and 14.2% for Tengxu Energy. The growth rate used to extrapolate the cash flows of the above cash-generating units beyond the five-year period is 3%, which is also an estimate of the rate of inflation. The fair value measurement hierarchy was level 3.

The carrying amount of goodwill allocated to each of the CGUs is as follows:

		2019	2018
		2019年	2018年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Licheng Gas	里程燃氣	51,723	51,723
Anda Natural Gas	安達天然氣	35,812	40,064
Xinjiang Dunhua	新疆敦華	5,625	5,625
Tengxu Energy	騰旭能源	5,622	-
		98,782	97,412

The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

Budgeted gross margins – Management determined the budgeted gross margins based on past performance and its expectations for the development of the market.

Discount rates – The discount rates used are before tax and reflect specific risks relating to the respective industries.

16. 商譽(續)**商譽減值測試(續)**

現金產生單位的可收回金額乃基於公平值減出售成本，並使用基於經管理層批准的五年期財務預算的現金流量預測釐定。用於里程燃氣、安達天然氣、新疆敦華及騰旭能源現金流量預測的貼現率分別為13.6% (2018年：13.3%)、15.0% (2018年：16.5%)、18.8% (2018年：18.6%)及14.2%。用於推算上述現金產生單位五年後現金流量的增長率為3%，此增長率亦為估計通脹率。公平值計量層級為第3級。

分配至各現金產生單位的商譽賬面值如下：

下文闡述管理層於進行商譽減值測試中的現金流量預測時所依據的各項主要假設：

預算毛利率 – 管理層基於過往表現及其市場發展預測釐定的預算毛利率。

貼現率 – 反映相關行業特定風險的稅前貼現率。

16. Goodwill (Continued)

Impairment testing of goodwill (Continued)

During the year, an impairment loss of RMB4,252,000 was recognised in the consolidated statement of profit or loss as other expense, in respect of the goodwill resulted from the acquisition of a subsidiary of the Group, Anda Natural Gas. During the impairment test, Anda Natural Gas was considered as a separate cash-generating unit ("Anda Natural Gas CGU"). The impairment charges are driven by the lower recoverable amount of Anda Natural Gas CGU resulting in the directors' reassessment that the estimated future business performance of Anda Natural Gas CGU might not achieve the expectation of management taking the budgeted gross margin and estimated growth rate of distribution and sale of nature gas into consideration.

The recoverable amount of Anda Natural Gas has been determined based on fair value less costs of disposal, which is based on certain key assumptions including discount rate, long-term growth rate and budgeted gross margin. The carrying amount of Anda Natural Gas CGU was determined to be higher than its recoverable amount of RMB5,314,000 and an impairment loss of RMB4,252,000 (2018: Nil) was recognised. The impairment loss was solely allocated to goodwill, as a result, the carrying amount of goodwill was reduced. The key assumptions used in calculation include a discount rate of 15.0%, long-term growth rate of 3% and budgeted margin which are consistent with market average level and external information sources.

16. 商譽(續)

商譽減值測試(續)

於年內，收購本集團一間附屬公司安達天然氣產生的商譽所涉的減值虧損人民幣4,252,000元已於綜合損益表確認為其他開支。於減值測試中，安達天然氣被視為獨立的現金產生單位(「安達天然氣現金產生單位」)。減值支出乃源自安達天然氣現金產生單位的可收回金額減少，致使董事於考慮分銷及銷售天然氣的預算毛利率及估計增長率後，重新評估安達天然氣現金產生單位的估計未來業務表現未必達到管理層的預期。

安達天然氣的可收回金額乃按公平值減出售成本釐定，其乃以若干主要假設為依據，包括貼現率、長期增長率及預算毛利率。安達天然氣現金產生單位的賬面值已釐定為高於其可收回金額人民幣5,314,000元，並已確認減值虧損人民幣4,252,000元(2018年：無)。由於減值虧損全數分配至商譽，故商譽的賬面值減少。計算使用的主要假設包括15.0%的貼現率、3%的長期增長率，以及符合市場平均水平及外部資料來源的預算利潤率。

16. Goodwill (Continued)**Impairment testing of goodwill (Continued)**

The following table illustrates the breakdown points of each key assumption as at 31 December 2019, with all other variables held constant, whether the recoverable amount of the CGUs excluding Anda Natural Gas CGU would have been approximately equal to the carrying amount. Any reasonably possible change in other key assumptions on which management has based its determination of all CGUs' recoverable amounts excluding Anda Natural Gas CGU would cause all CGUs' carrying amounts to exceed their recoverable amounts.

16. 商譽(續)**商譽減值測試(續)**

下表闡述在所有其他可變因素維持不變的情況下，倘現金產生單位的可收回金額(安達天然氣現金產生單位除外)與賬面值相若，於2019年12月31日各項主要假設之分離點。管理層據此釐定所有現金產生單位可收回金額(安達天然氣現金產生單位除外)的其他主要假設之任何合理可能變動，將可導致所有現金產生單位的賬面值超過其可收回金額。

		Pre-tax discount rate	Growth rate beyond the five-year period
		稅前 貼現率	五年期後的 增長率
Licheng Gas	里程燃氣	14.56%	(7.46%)
Xinjiang Dunhua	新疆敦華	19.82%	(4.55%)
Tengxu Energy	騰旭能源	14.13%	1.13%

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17. Other Intangible Assets

17. 其他無形資產

		Customer contract 客戶合約 RMB'000 人民幣千元	Operating rights 經營權 RMB'000 人民幣千元	Software copyrights 軟件版權 RMB'000 人民幣千元	Intellectual property rights 知識產權 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Costs:	成本：					
At 1 January 2018	於2018年1月1日	–	89,741	3,957	7,034	100,732
Additions	添置	–	–	6,035	1,028	7,063
At 31 December 2018 and 1 January 2019	於2018年12月31日及 2019年1月1日	–	89,741	9,992	8,062	107,795
Additions	添置	–	–	9,711	–	9,711
Acquisition of a subsidiary (note 37)	收購附屬公司(附註37)	10,185	–	–	–	10,185
At 31 December 2019	於2019年12月31日	10,185	89,741	19,703	8,062	127,691
Accumulated amortisation:	累計攤銷：					
At 1 January 2018	於2018年1月1日	–	3,971	428	–	4,399
Provided during the year	年內撥備	–	3,724	462	–	4,186
At 31 December 2018 and 1 January 2019	於2018年12月31日及 2019年1月1日	–	7,695	890	–	8,585
Provided during the year	年內撥備	169	3,646	1,056	172	5,043
At 31 December 2019	於2019年12月31日	169	11,341	1,946	172	13,628
Net book value:	賬面淨值：					
At 31 December 2018	於2018年12月31日	–	82,046	9,102	8,062	99,210
At 31 December 2019	於2019年12月31日	10,016	78,400	17,757	7,890	114,063

18. Investments in Associates

18. 於聯營公司的投資

		2019	2018
		2019年	2018年
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
Share of net assets	分佔資產淨值	116,629	120,436
Goodwill on acquisition	因收購而產生的商譽	20,922	20,922
		137,551	141,358

(a) Particulars of the associates are as follows:

(a) 聯營公司的詳情如下：

Name of company	Nominal value of paid-up/registered capital	Place of registration and operations	Percentage of		Principal activity
			Voting power	Ownership interest	
公司名稱	已繳足/ 註冊股本的面值	註冊及營運地點	投票權	所有權權益	主要業務
Suzhou PetroChina Kunlun Suchuang Gas Co., Ltd.* ("Kunlun Suchuang Gas")	RMB117,650,000	PRC/Mainland China	49%	49%	Sale of gas products, and pipeline construction and maintenance
蘇州中石油昆侖蘇創燃氣有限公司* (「昆侖蘇創燃氣」)	117,650,000元	中國／中國內地			銷售燃氣產品、 建設及維修管道
Suzhou PetroChina Kunlun Suchuang Natural Gas Usage Co., Ltd.* ("Kunlun Suchuang Usage")	RMB28,000,000	PRC/Mainland China	40%	40%	Manufacture and sale of compressed natural gas
蘇州中石油昆侖蘇創天然氣利用有限公司* (「昆侖蘇創利用」)	28,000,000元	中國／中國內地			製造及銷售壓縮天然氣
Shanghai Zhongji Suchuang New Energy Technology Co., Ltd.* ("Zhongji Suchuang")	RMB50,000,000	PRC/Mainland China	49%	49%	Technology development and technology services of new energy technology
(上海中機蘇創新能源科技有限公司) 上海中機蘇創新能源科技有限公司* (「中機蘇創」)	50,000,000元	中國／中國內地			新能源技術的技術開發 及技術服務

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18. Investments in Associates (Continued)

- (a) Particulars of the associates are as follows:
(Continued)

Name of company	Nominal value of paid-up/registered capital	Place of registration and operations	Percentage of		Principal activity
			Voting power	Ownership interest	
公司名稱	已繳足/ 註冊股本的面值	註冊及營運地點	投票權	所有權權益	主要業務
Xinjiang Dunhua Petroleum Technology Co., Ltd. ("Dunhua Petroleum") *	RMB48,000,000	PRC/Mainland China	9.16%	9.16%	Technology promotion and technology services of petro-chemical technology
新疆敦華石油技術股份有限公司(「敦華石油」)*	48,000,000元	中國/中國內地			石化技術的技術推廣及技術服務
Beijing Beilun Energy Science and Technology Co., Ltd. ("Beijing Beilun") *	RMB25,000,000	PRC/Mainland China	20%	20%	Technology promotion and technology services of new-energy technology; gas operational business
(北京北侖能源科技有限公司) 北京北侖能源科技 有限公司(「北京北侖」)*	25,000,000元	中國/中國內地			新能源技術的技術推廣及技術服務; 燃氣經營業務

* The statutory financial statements were not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network. The English translations of these company names are for reference only. The official names of these companies are in Chinese.

* 法定財務報表均未經香港安永會計師事務所或安永國際網絡其他成員公司審核。該等公司名稱的英文譯名僅供參考，該等公司的官方名稱為中文。

- (b) The Group's outstanding balances and transactions with the associates during the year are disclosed in note 26 and note 40 respectively.

18. 於聯營公司的投資(續)

- (a) 聯營公司的詳情如下:(續)

- (b) 本集團於年內對聯營公司的未償還結餘及交易分別於附註26及附註40披露。

18. Investments in Associates (Continued)

- (c) The Group's investments in associates are considered to be individually material to the Group. The following tables illustrate the summarised financial information of the Group's associates:

Kunlun Suchuang Gas

		2019	2018
		2019年	2018年
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
Non-current assets	非流動資產	42,465	46,034
Current assets	流動資產	112,670	99,505
Current liabilities	流動負債	(18,226)	(16,733)
Non-current liabilities	非流動負債	(10,726)	(5,047)
Net assets	資產淨值	126,183	123,759
Ownership interest (%)	所有權權益(%)	49	49
Share of net assets	分佔資產淨值	61,830	60,642

18. 於聯營公司的投資(續)

- (c) 本集團於聯營公司的投資被視為對本集團個別而言屬重大。下表描述本集團聯營公司的財務資料概要：

昆侖蘇創燃氣

18. Investments in Associates (Continued)

- (c) The Group's investments in associates are considered to be individually material to the Group. The following tables illustrate the summarised financial information of the Group's associates: (Continued)

Kunlun Suchuang Gas (Continued)

Kunlun Suchuang Gas distributed dividends to its shareholders amounting to RMB6,582,000 in the year ended 31 December 2019 (2018: RMB2,990,000). The Group's share of the dividend distribution amounted to RMB3,225,000 (2018: RMB1,465,000).

18. 於聯營公司的投資(續)

- (c) 本集團於聯營公司的投資被視為對本集團個別而言屬重大。下表描述本集團聯營公司的財務資料概要：(續)

昆侖蘇創燃氣(續)

於截至2019年12月31日止年度，昆侖蘇創燃氣向其股東作出股息分派合共人民幣6,582,000元(2018年：人民幣2,990,000元)。本集團分佔股息分派合共為人民幣3,225,000元(2018年：人民幣1,465,000元)。

		2019	2018
		2019年	2018年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Revenue	收入	89,936	107,736
Profit for the year	年度溢利	9,006	8,314
Other comprehensive income for the year	年度其他全面收益	-	-
Total comprehensive income for the year	年度全面收益總額	9,006	8,314
Ownership interest (%)	所有權權益(%)	49	49
Share of results	分佔業績	4,413	4,074

18. Investments in Associates (Continued)

- (c) The Group's investments in associates are considered to be individually material to the Group. The following tables illustrate the summarised financial information of the Group's associates: (Continued)

Kunlun Suchuang Usage

		2019	2018
		2019年	2018年
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
Non-current assets	非流動資產	15,615	16,385
Current assets	流動資產	22,097	17,993
Current liabilities	流動負債	(2,050)	(2,852)
Non-Current liabilities	非流動負債	(371)	-
Net assets	資產淨值	35,291	31,526
Ownership interest (%)	所有權權益(%)	40	40
Share of net assets	分佔資產淨值	14,116	12,610

18. 於聯營公司的投資(續)

- (c) 本集團於聯營公司的投資被視為對本集團個別而言屬重大。下表描述本集團聯營公司的財務資料概要：
(續)

昆侖蘇創利用

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18. Investments in Associates (Continued)

- (c) The Group's investments in associates are considered to be individually material to the Group. The following tables illustrate the summarised financial information of the Group's associates: (Continued)

Kunlun Suchuang Usage (Continued)

Kunlun Suchuang Usage distributed dividends to its shareholders amounting to RMB2,105,000 in the year ended 31 December 2019 (2018: RMB287,000). The Group's share of the dividend distribution amounted to RMB842,000 (2018: RMB115,000).

18. 於聯營公司的投資(續)

- (c) 本集團於聯營公司的投資被視為對本集團個別而言屬重大。下表描述本集團聯營公司的財務資料概要：(續)

昆侖蘇創利用(續)

於截至2019年12月31日止年度，昆侖蘇創利用向其股東作出股息分派人民幣2,105,000元(2018年：人民幣287,000元)。本集團分佔股息分派為人民幣842,000元(2018年：人民幣115,000元)。

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Revenue	收入	70,947	64,617
Profit for the year	年度溢利	5,871	2,273
Other comprehensive income for the year	年度其他全面收益	-	-
Total comprehensive income for the year	年度全面收益總額	5,871	2,273
Ownership interest (%)	所有權權益(%)	40	40
Share of results	分佔業績	2,348	909

18. Investments in Associates (Continued)

- (c) The Group's investments in associates are considered to be individually material to the Group. The following tables illustrate the summarised financial information of the Group's associates: (Continued)

Dunhua Petroleum

		2019	2018
		2019年	2018年
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
Non-current assets	非流動資產	307,644	326,090
Current assets	流動資產	124,559	164,400
Current liabilities	流動負債	(87,741)	(121,980)
Non-current liabilities	非流動負債	(6,547)	(14,460)
Net assets	資產淨值	337,915	354,050
Ownership interest (%)	所有權權益(%)	9.16	9.16
Share of net assets	分佔資產淨值	30,953	32,431
Goodwill on acquisition	因收購而產生的商譽	16,538	16,538
Share of net assets	分佔資產淨值	47,491	48,969

敦華石油**18. 於聯營公司的投資(續)**

- (c) 本集團於聯營公司的投資被視為對本集團個別而言屬重大。下表描述本集團聯營公司的財務資料概要：
(續)

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18. Investments in Associates (Continued)

- (c) The Group's investments in associates are considered to be individually material to the Group. The following tables illustrate the summarised financial information of the Group's associates: (Continued)

Dunhua Petroleum (Continued)

Dunhua Petroleum distributed dividends to its shareholders amounting to RMB3,493,000 in the year ended 31 December 2019 (2018: Nil). The Group's share of the dividend distribution amounted to RMB320,000 (2018: Nil).

18. 於聯營公司的投資(續)

- (c) 本集團於聯營公司的投資被視為對本集團個別而言屬重大。下表描述本集團聯營公司的財務資料概要：(續)

敦華石油(續)

截至2019年12月31日止年度，敦華石油向其股東作出股息分派合共人民幣3,493,000元(2018年：無)。本集團分佔股息分派合共為人民幣320,000元(2018年：無)。

		2019	From the acquisition date to 31 December 2018
		2019年	自收購日期至2018年
		RMB'000	12月31日
		人民幣千元	RMB'000
		人民幣千元	人民幣千元
Revenue	收入	106,666	140,882
(Loss)/Profit for the period	期內(虧損)/溢利	(12,642)	10,579
Other comprehensive income for the period	期內其他全面收益	-	-
Total comprehensive (loss)/income for the period	期內全面(虧損)/收益總額	(12,642)	10,579
Ownership interest (%)	所有權權益(%)	9.16	9.16
Share of results	分佔業績	(1,158)	969

18. Investments in Associates (Continued)

- (c) The Group's investments in associates are considered to be individually material to the Group. The following tables illustrate the summarised financial information of the Group's associates: (Continued)

Beijing Beilun

		2019	2018
		2019年	2018年
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
Non-current assets	非流動資產	15,787	46,195
Current assets	流動資產	96,877	96,801
Current liabilities	流動負債	(64,694)	(40,149)
Non-current liabilities	非流動負債	-	(30,000)
Non-controlling interest	非控股權益	-	33
Net assets	資產淨值	47,970	72,880
Ownership interest (%)	所有權權益(%)	20	20
Share of net assets	分佔資產淨值	9,594	14,576
Goodwill on acquisition	因收購而產生的商譽	4,384	4,384
Share of net assets	分佔資產淨值	13,978	18,960

Beijing Beilun distributed no dividend to its shareholders in the year ended 31 December 2019 (2018: Nil).

18. 於聯營公司的投資(續)

- (c) 本集團於聯營公司的投資被視為對本集團個別而言屬重大。下表描述本集團聯營公司的財務資料概要：(續)

北京北侖

於截至2019年12月31日止年度，北京北侖未向其股東作出股息分派(2018年：無)。

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18. Investments in Associates (Continued)

- (c) The Group's investments in associates are considered to be individually material to the Group. The following tables illustrate the summarised financial information of the Group's associates: (Continued)

Beijing Beilun (Continued)

		2019	From the acquisition date to 31 December 2018
		2019年	自收購日期至2018年12月31日
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
Revenue	收入	46,382	200,959
(Loss)/Profit for the period	期內(虧損)/溢利	(24,910)	7,301
Other comprehensive income for the period	期內其他全面收益	-	-
Total comprehensive (loss)/income for the period	期內全面(虧損)/收益總額	(24,910)	7,301
Ownership interest (%)	所有權權益(%)	20	20
Share of results	分佔業績	(4,982)	1,460

18. 於聯營公司的投資(續)

- (c) 本集團於聯營公司的投資被視為對本集團個別而言屬重大。下表描述本集團聯營公司的財務資料概要：
(續)

北京北侖(續)

18. Investments in Associates (Continued)

(d) The following table illustrates the aggregate financial information of the Group's associate that is not individually material:

		2019	2018
		2019年	2018年
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
Share of the associate's loss for the year	年內分佔聯營公司虧損	(41)	(313)
Share of the associate's total comprehensive loss	分佔聯營公司全面虧損總額	(41)	(313)
Aggregate carrying amount of the Group's investment in the associate	本集團於聯營公司的投資賬面總值	136	177

18. 於聯營公司的投資(續)

(d) 下表說明個別不屬重大的本集團聯營公司的匯總財務資料：

19. Equity Investments Designated At Fair Value Through Profit or Loss

		2019	2018
		2019年	2018年
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
Listed equity investments, at fair value	上市股本投資，按公平值計	48,147	67,904
Other unlisted equity investments, at fair value	其他非上市股本投資，按公平值計	6,000	97,286
		54,147	165,190

19. 指定按公平值計入損益的股本投資

The above equity investments at 31 December 2019 were classified as equity investments at fair value through profit or loss as the Group has not elected to recognise the fair value gain or loss through other comprehensive income.

During the year ended 31 December 2019, the Group disposed its investments in the third party resulting from the adjustment of the Group's investment strategy. The fair value on the date of sale was RMB91,515,000.

由於本集團尚未選擇通過其他全面收益確認公平值損益，上述於2019年12月31日的上述股本投資分類為按公平值計入損益的股本投資。

截至2019年12月31日止年度，本集團因調整本集團投資策略而出售於第三方的投資。於出售日期的公平值為人民幣91,515,000元。

20. Debt Instrument At Amortised Cost

20. 按攤銷成本列賬的債務工具

		2019	2018
		2019年	2018年
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
Analysed into:	按以下各項分析：		
Current	流動	43,295	-
Non-current	非流動	95,044	13,726
		138,339	13,726

(1) The debt instrument at amortised cost at 31 December 2019 amounting to RMB95,044,000 was a note receivable provided by the third party company to Argus LNG, with a period from 20 September 2019 to 31 January 2021 and the interest rate of the loan was fixed at 8%.

(2) The debt instrument at amortised cost at 31 December 2019 amounting to RMB43,295,000 was a loan provided by Nantong Suyou to the third party company, with a period from 20 August 2019 to 20 August 2020 and the interest rate of the loan was fixed at 5%.

(3) The debt instrument at amortised cost at 31 December 2018 amounting to RMB13,726,000 was a loan provided by Argus Holding to the third party company, with a period from 17 August 2018 to 17 August 2020 and the interest rate of the loan was fixed at 5%. The loan was settled on 20 September 2019.

(1) 於2019年12月31日按攤銷成本列賬的債務工具人民幣95,044,000元為第三方公司向Argus LNG提供的應收票據，期限為2019年9月20日至2021年1月31日，該貸款按固定利率8%計息。

(2) 於2019年12月31日按攤銷成本列賬的債務工具人民幣43,295,000元為南通蘇油向第三方公司提供的貸款，期限為2019年8月20日至2020年8月20日，該貸款按固定利率5%計息。

(3) 於2018年12月31日按攤銷成本列賬的債務工具人民幣13,726,000元為Argus Holding向第三方公司提供的貸款，期限為2018年8月17日至2020年8月17日，該貸款按固定利率5%計息。該貸款已於2019年9月20日清償。

21. Deferred Tax

The movements in deferred tax assets and liabilities during the year are as follows:

Deferred tax assets

		Contract liabilities and deferred revenue	Impairment of financial and contract assets	Accruals and provisions	Loss available for offsetting against future taxable profits	Total
		合同負債及遞延收入 RMB' 000 人民幣千元	金融及合同資產減值 RMB' 000 人民幣千元	應計費用及撥備 RMB' 000 人民幣千元	可抵銷未來應課稅溢利的虧損 RMB' 000 人民幣千元	總計 RMB' 000 人民幣千元
Gross deferred tax assets at 1 January 2018	於2018年1月1日的遞延稅項資產總額	30,519	1,028	1,923	-	33,470
Deferred tax credited/(charged) to profit or loss during the year (note 11)	年內計入/(扣除自)損益的遞延稅項(附註11)	625	(226)	167	1,133	1,699
Gross deferred tax assets at 31 December 2018 and 1 January 2019	於2018年12月31日及2019年1月1日的遞延稅項資產總額	31,144	802	2,090	1,133	35,169
Deferred tax credited to profit or loss during the year (note 11)	年內計入損益的遞延稅項(附註11)	479	559	30	1,651	2,719
At 31 December 2019	於2019年12月31日	31,623	1,361	2,120	2,784	37,888

Deferred tax assets have not been recognised in respect of the following:

		2019 2019年 RMB' 000 人民幣千元	2018 2018年 RMB' 000 人民幣千元
Tax losses not recognised	未確認的稅項虧損	72,310	35,448

Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making and they are not considered probable that taxable profits will be available in the foreseeable future against which the tax losses can be utilised.

21. 遞延稅項

於年內，遞延稅項資產及負債變動如下：

遞延稅項資產

	Contract liabilities and deferred revenue	Impairment of financial and contract assets	Accruals and provisions	Loss available for offsetting against future taxable profits	Total	
	合同負債及遞延收入 RMB' 000 人民幣千元	金融及合同資產減值 RMB' 000 人民幣千元	應計費用及撥備 RMB' 000 人民幣千元	可抵銷未來應課稅溢利的虧損 RMB' 000 人民幣千元	總計 RMB' 000 人民幣千元	
Gross deferred tax assets at 1 January 2018	於2018年1月1日的遞延稅項資產總額	30,519	1,028	1,923	-	33,470
Deferred tax credited/(charged) to profit or loss during the year (note 11)	年內計入/(扣除自)損益的遞延稅項(附註11)	625	(226)	167	1,133	1,699
Gross deferred tax assets at 31 December 2018 and 1 January 2019	於2018年12月31日及2019年1月1日的遞延稅項資產總額	31,144	802	2,090	1,133	35,169
Deferred tax credited to profit or loss during the year (note 11)	年內計入損益的遞延稅項(附註11)	479	559	30	1,651	2,719
At 31 December 2019	於2019年12月31日	31,623	1,361	2,120	2,784	37,888

並無就以下各項確認的遞延稅項資產：

	2019 2019年 RMB' 000 人民幣千元	2018 2018年 RMB' 000 人民幣千元
Tax losses not recognised	72,310	35,448

由於該等虧損來自錄得虧損的附屬公司，及預期於可見未來不可能產生應課稅溢利抵銷稅項虧損，故並無就該等虧損確認遞延稅項資產。

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21. Deferred Tax (Continued)

Deferred tax liabilities

21. 遞延稅項 (續)

遞延稅項負債

		Withholding taxes	Lease liabilities	Fair value adjustments arising from acquisition of subsidiaries	Total
		預扣稅	租賃負債	收購附屬公司 所產生之 公平值調整	總計
		RMB' 000	RMB' 000	RMB' 000	RMB' 000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Gross deferred tax liabilities at 1 January 2018	於2018年1月1日的 遞延稅項負債總額	-	-	26,347	26,347
Deferred tax credited to profit or loss during the year (note 11)	年內計入損益的遞延稅項 (附註11)	-	-	(1,051)	(1,051)
Gross deferred tax liabilities at 31 December 2018	於2018年12月31日的 遞延稅項負債總額	-	-	25,296	25,296
Deferred tax credited to profit or loss during the year (note 11)	年內計入損益的遞延稅項 (附註11)	1,067	71	(1,072)	66
Acquisition of subsidiaries (note 37)	收購附屬公司(附註37)	-	-	2,546	2,546
Gross deferred tax liabilities at 31 December 2019	於2019年12月31日的 遞延稅項負債總額	1,067	71	26,770	27,908

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 10%. The Group is therefore liable to withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

根據中國企業所得稅法，於中國內地成立的外商投資企業向海外投資者所宣派的股息須繳納10%預扣稅。有關規定於2008年1月1日起生效，並適用於2007年12月31日之後的盈利。倘中國與海外投資者的司法權區訂立稅務條約，則可能享有較低的預扣稅率。就本集團而言，適用稅率為10%。因此，本集團須就該等於中國內地成立的附屬公司於2008年1月1日起賺取的盈利所宣派的股息繳納預扣稅。

21. Deferred Tax (Continued)

Deferred tax liabilities (Continued)

By the end of 31 December 2018, no deferred tax liabilities have been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of a subsidiary of the Group established in Mainland China. In the opinion of the directors, it is not probable that this subsidiary will distribute earnings arising from 1 January 2008 to 31 December 2018 in the foreseeable future.

For the year ended 31 December 2019, the directors have decided to distribute certain dividends to overseas holding companies from the distributable profit earned by Taicang Natural Gas in Mainland China from 1 January 2019 to 31 December 2019. Therefore, the Group is liable for withholding taxes on dividends distributed by Taicang Natural Gas established in Mainland China in respect of earnings from 1 January 2019 to 31 December 2019 and deferred tax liability amounting to RMB1,067,000 was recognized regarding to withholding taxes as at 31 December 2019.

The aggregate amount of temporary differences associated with the investment in the subsidiary in Mainland China for which deferred tax liabilities have not been recognised totalled approximately RMB897.7 million as at 31 December 2019 (2018: RMB770.4 million).

21. 遞延稅項 (續)

遞延稅項負債 (續)

截至2018年12月31日，並無就本集團於中國內地成立的附屬公司應付的未匯出盈利所產生的預扣稅確認遞延稅項負債。董事認為，該附屬公司於可見將來不大可能分派2008年1月1日至2018年12月31日期間的盈利。

截至2019年12月31日止年度，董事議決將太倉天然氣自2019年1月1日至2019年12月31日於中國內地的可分配利潤宣派若干股息至海外控股公司。因此，本集團有責任就自2019年1月1日至2019年12月31日於中國內地設立的太倉天然氣宣派的股息繳納預扣稅，並就於2019年12月31日就預扣稅確認的遞延稅項負債繳納人民幣1,067,000元。

於2019年12月31日，與投資於中國內地附屬公司相關的暫時性差異總額合共為約人民幣897.7百萬元(2018年：人民幣770.4百萬元)尚未確認為遞延稅項負債。

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22. Inventories

		2019	2018
		2019年	2018年
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
Construction materials	建設材料	7,329	8,446
Natural gas	天然氣	1,717	2,176
		9,046	10,622

22. 存貨

23. Trade Receivables

		2019	2018
		2019年	2018年
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
Trade receivables	應收貿易賬款	109,071	80,273
Impairment	減值	(5,446)	(3,212)
		103,625	77,061

23. 應收貿易賬款

The Group's trading terms for sales of natural gas are paid in advance or due within 30-90 days from delivery for different customers, the trading terms for rendering of construction and connection of gas pipelines services are mainly on credit and the average trade credit period are 180 days, and the trading terms for rendering of natural gas transmission services are generally paid in advance. The Group seeks to maintain strict control over its outstanding receivables and overdue balances are reviewed regularly and actively monitored by senior management to minimise credit risk. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are unsecured and non-interest-bearing.

本集團針對不同客戶銷售天然氣之交易須於自交付起30至90日內預繳款項或到期支付；提供建設及接入燃氣管道服務之交易主要按信貸方式進行，平均交易信貸期在180日內；且提供天然氣輸送服務之交易通常須預繳款項。本集團對其未償還應收款項維持嚴謹監控，高級管理層亦會定期檢討並積極監控逾期結餘，務求將信貸風險減至最低。鑑於上文所述以及本集團應收貿易賬款涉及眾多多元化客戶，故並無重大集中信貸風險。本集團並未就其應收貿易賬款結餘持有任何抵押品或採取其他加強信貸措施。應收貿易賬款為無抵押及免息。

23. Trade Receivables (Continued)

An ageing analysis of the trade receivables as at the end of the year, based on the invoice date and net of loss allowance, is as follows:

		2019	2018
		2019年	2018年
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
Within 90 days	90日內	76,339	68,904
91 days to 180 days	91日至180日	839	847
181 days to 360 days	181日至360日	21,858	2,087
Over 360 days	超過360日	4,589	5,223
		103,625	77,061

The movements in the loss allowance for impairment of trade receivables are as follows:

		2019	2018
		2019年	2018年
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
At beginning of year	於年初	3,212	4,114
Impairment losses, net (note 7)	減值虧損淨額(附註7)	2,234	(902)
At end of year	於年末	5,446	3,212

The increase (2018: decrease) in the loss allowance was due to the increase of the gross carrying amount of trade receivables which aged over six months.

23. 應收貿易賬款(續)

按發票日期及扣除虧損撥備後，於年末的應收貿易賬款的賬齡分析如下：

應收貿易賬款的減值撥備變動如下：

虧損撥備增加(2018年：減少)乃由於賬齡超過6個月之應收貿易賬款總賬面值增加。

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23. Trade Receivables (Continued)

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer with similar loss patterns (i.e., by sales type, customer type and rating). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 December 2019

		Ageing 賬齡				Total 總計
		0-6 months 0至6個月	6-12 months 6至12個月	12-24 months 12至24個月	Over 24 months 超過24個月	
Expected credit loss rate	預期信貸虧損率	0.2%-0.4%	2.2%-5.7%	3.6%-7.9%	20.0%-84.8%	1.9%-5.5%
Gross carrying amount (RMB'000)	總賬面值 (人民幣千元)	78,159	22,796	2,958	5,158	109,071
Expected credit losses (RMB'000)	預期信貸虧損 (人民幣千元)	288	1,128	226	3,804	5,446

As at 31 December 2018

		Ageing 賬齡				Total 總計
		0-6 months 0至6個月	6-12 months 6至12個月	12-24 months 12至24個月	Over 24 months 超過24個月	
Expected credit loss rate	預期信貸虧損率	0.1%-0.2%	1.0%-6.0%	2.4%-13.3%	12.3%-47.6%	4.0%-15.7%
Gross carrying amount (RMB'000)	總賬面值 (人民幣千元)	69,905	2,107	2,208	6,053	80,273
Expected credit losses (RMB'000)	預期信貸虧損 (人民幣千元)	154	123	251	2,684	3,212

23. 應收貿易賬款(續)

本集團於各報告日期利用撥備矩陣進行減值分析，以計量預期信貸虧損。撥備率乃基於多個具有類似虧損模式的客戶分部組別(即按銷售類型、客戶類別及評級)的逾期天數釐定。該計算方法反映概率加權結果、貨幣時間值以及於報告日期可得有關過往事件、當前條件及未來經濟條件預測的合理及具理據支持資料。

下文載列本集團利用撥備矩陣得出的應收貿易賬款的信貸風險資料：

於2019年12月31日

於2018年12月31日

24. Contract Assets

24. 合同資產

		31 December 2019	31 December 2018	1 January 2018
		2019年 12月31日	2018年 12月31日	2018年 1月1日
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
Contract assets arising from:	合同資產來自：			
Construction and connection of gas pipelines	建設及接入 燃氣管道	8,160	34,129	50,853
Impairment	減值	-	-	-
		8,160	34,129	50,853

Contract assets are initially recognised for revenue earned from the construction and connection services as the receipt of consideration is conditional on successful completion of construction. Upon completion of construction and acceptance by the customer, the amounts recognised as contract assets are reclassified to trade receivables. The decrease in contract assets in 2019 and 2018 was the result of the decrease in the provision of construction and connection services at the end of each of the years.

During the year ended 31 December 2019, no allowance (2018: Nil) for expected credit losses on contract assets was recognised. The Group's trading terms and credit policy with customers are disclosed in note 24 to the financial statements.

合同資產最初確認為自建設及接入服務所得收入，因收取代價取決於成功完成施工。於施工完成並由客戶驗收後，確認為合同資產的金額將重新分類至應收貿易賬款。2019年及2018年合同資產減少乃因各年末提供建設及接入服務減少所致。

截至2019年12月31日止年度，概無（2018年：無）就合同資產的預期信貸虧損確認撥備。本集團與客戶的交易條款及信貸政策於財務報表附註24中披露。

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24. Contract Assets (Continued)

The expected timing of recovery or settlement for contract assets as at 31 December 2019 is as follows:

		2019	2018
		2019年	2018年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within one year	一年內	8,160	34,129

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates for the measurement of the expected credit losses of the contract assets are based on those of the trade receivables as the contract assets and the trade receivables are from the same customer bases. The provision rates of contract assets are based on days past due of trade receivables for groupings of various customer with similar loss patterns (i.e., by sales type, customer type and rating.) The expected credit loss rate for contract assets is assessed to be 0.2% to 0.3%. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Based on evaluations on the expected credit loss rate and the gross carrying amount of the balances, the directors are of the opinion that the ECL in respect of these balances is considered immaterial.

24. 合同資產(續)

於2019年12月31日，合同資產的預計收回或結算時間如下：

本集團於各報告日期利用撥備矩陣進行減值分析，以計量預期信貸虧損。計量合同資產預期信貸虧損的撥備率基於應收貿易賬款的撥備率，因合同資產及應收貿易賬款來自相同的客戶群體。合同資產的撥備率乃基於具有類似虧損模式的多個客戶分部組別的應收貿易賬款逾期日數釐定（即銷售類型、客戶類別及評級）。合同資產預期信貸虧損率評估為0.2%至0.3%。該計算方法反映概率加權結果、貨幣時間值以及於報告日期可得有關過往事件、當前條件及未來經濟條件預測的合理及具理據支持資料。基於對預期信貸虧損率及結餘的賬面總額之評估，董事認為，該等結餘的預期信貸虧損並不重大。

25. Prepayments, Other Receivables And Other Assets

25. 預付款項、其他應收款項及其他資產

		31 December 2019 2019年 12月31日 RMB' 000 人民幣千元	1 January 2019 2019年 1月1日 RMB' 000 人民幣千元	31 December 2018 2018年 12月31日 RMB' 000 人民幣千元
Prepayments	預付款項	120,566	90,604	93,781
Deposits and other receivables	按金及其他 應收款項	11,073	11,168	11,168
Prepayments for the acquisition	收購股權的 預付款項	20,575	1,200	1,200
		152,214	102,972	106,149
Impairment allowance	減值撥備	-	-	-
		152,214	102,972	106,149
Classified as:	分類為：			
Current	流動	122,660	93,139	96,316
Non-current	非流動	29,554	9,833	9,833
		152,214	102,972	106,149

Deposits and other receivables mainly represent rental deposits and deposits with suppliers. An impairment analysis is performed at each reporting date, expected credit losses are estimated by applying a loss rate approach with reference to the historical loss record of the Group. The loss rate is adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate.

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default and past due amount. As at 31 December 2019 and 2018, the loss allowance was assessed to be minimal.

按金及其他應收款項主要指租賃按金及供應商按金。本集團經參考過往虧損記錄及透過使用損失率法對各報告日期的估計預期信貸虧損作出減值分析。損失率將於適當時候作出調整以反映現時情況及預測未來經濟情況。

上述資產概無逾期或減值。已計入上述結餘的金融資產與近期並無違約記錄及逾期金額的應收款項有關。截至2019年及2018年12月31日，虧損撥備被評估為甚微。

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25. Prepayments, Other Receivables And Other Assets (Continued)

Prepayments, other receivables and other assets are unsecured, non-interest-bearing and have no fixed terms of repayment.

As a result of the initial application of IFRS 16, prepaid land lease payments of RMB3,177,000 previously included in “Prepayments, other receivables and other assets” were adjusted to the right-of-use assets recognised at 1 January 2019 (refer to note 2.2 to the financial statements for further details).

25. 預付款項、其他應收款項及其他資產(續)

預付款項、其他應收款項及其他資產為無抵押、免息及無固定還款期。

由於首次應用國際財務報告準則第16號，先前計入「預付款項、其他應收款項及其他資產」人民幣3,177,000元的預付土地租賃款項已調整為於2019年1月1日確認的使用權資產(詳情請參閱財務報表附註2.2)。

26. Balances With Related Parties

26. 與關連方的結餘

		2019	2018
		2019年	2018年
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
Amounts due from other related parties	應收其他關連方款項		
Beijing Beilun	北京北侖	32,223	30,243
Energette Capital Corporation	Energette Capital Corporation	348	-
Kunlun Suchuang Gas	昆侖蘇創燃氣	-	94
Kunlun Suchuang Usage	昆侖蘇創利用	-	1,241
Suzhou Suling Automobile Service	蘇州蘇菱汽車服務	-	1,166
		32,571	32,744
Amounts due to other related parties	應付其他關連方款項		
Dunhua Petroleum	敦華石油	500	-
Suzhou Suling Automobile Service	蘇州蘇菱汽車服務	150	-
Taicang Suchuang Property Development Co., Ltd.	太倉蘇創房地產開發有限公司	-	445
Beijing Beilun	北京北侖	-	12,500
		650	12,945

27. Financial Assets At Fair Value Through Profit or Loss

27. 按公平值計入損益的金融資產

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Other unlisted investments, at fair value	其他未上市投資， 按公平值計	204,000	100,000

The above unlisted investments were wealth management products issued by banks in Mainland China. They were mandatorily classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely payments of principal and interest.

上述未上市投資為中國內地銀行發行之理財產品。由於其合約現金流量並非僅為本金及利息付款，故其被強制分類為按公平值計入損益的金融資產。

28. Cash And Cash Equivalents And Pledged Deposits

28. 現金及現金等價物及已抵押存款

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Cash and bank balances	現金及銀行結餘	432,121	413,374
Less: Pledged time deposits:	減：已抵押定期存款：		
Pledged for short-term bank loans	為短期銀行貸款 而抵押	33	(3,450)
Pledged for other borrowings	為其他借款 而抵押	33	(61,000)
Cash and cash equivalents	現金及現金等價物	367,671	413,374
Denominated in RMB	以人民幣計值	321,967	351,291
Denominated in US\$	以美元計值	2,524	34,320
Denominated in HK\$	以港元計值	43,180	27,763
		367,671	413,374

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default. The carrying amounts of the cash and cash equivalents and pledged deposits approximate to their fair values.

銀行現金按每日銀行存款利率賺取浮動利息。銀行結餘及已抵押存款乃存於擁有良好信譽且近期並無違約記錄的銀行。現金及現金等價物及已抵押存款的賬面值與其公平值相若。

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28. Cash And Cash Equivalents And Pledged Deposits (Continued)

The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

28. 現金及現金等價物及已抵押存款 (續)

儘管人民幣不能自由兌換為其他貨幣，然而，根據中國內地《外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團獲准透過獲授權經營外匯業務的銀行將人民幣兌換為其他貨幣。

29. Trade And Bills Payables

29. 應付貿易賬款及票據

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Trade payables	應付貿易賬款	31,688	64,008
Bills payables	應付票據	29,000	—
		60,688	64,008

An ageing analysis of the outstanding trade and bills payables as at the end of the year, based on the invoice date, is as follows:

按發票日期，於年末的未償還應付貿易賬款及票據的賬齡分析如下：

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Within 90 days	90日內	25,087	54,272
91 to 180 days	91日至180日	33,302	1,128
181 to 365 days	181日至365日	571	788
1 to 2 years	1年至2年	412	7,188
Over 2 years	2年以上	1,316	632
		60,688	64,008

Trade payables are non-interest-bearing and are normally settled within 180 days.

應付貿易賬款為不計息，一般須於180日內清償。

30. Other Payables And Accruals

30. 其他應付款項及應計費用

		31 December 2019 2019年 12月31日 RMB'000 人民幣千元	31 December 2018 2018年 12月31日 RMB'000 人民幣千元
Payroll and welfare payables	應付薪金及福利	6,006	5,813
Accruals	應計費用	2,196	1,738
Other tax payables	其他應付稅項	13,400	13,610
Other payables	其他應付款項	21,119	20,603
		42,721	41,764

Other payables are non-interest-bearing and have an average term of three months.

其他應付款項為不計息，平均為期3個月。

31. Contract Liabilities

Details of contract liabilities are as follows:

31. 合同負債

合同負債之詳情如下：

		31 December 2019 2019年 12月31日 RMB'000 人民幣千元	31 December 2018 2018年 12月31日 RMB'000 人民幣千元	1 January 2018 2018年 1月1日 RMB'000 人民幣千元
<i>Short-term advances received from customers</i>				
<i>短期預收客戶款項</i>				
Construction services	建造服務	82,851	48,475	38,924
Sale of natural gas	銷售天然氣	34,233	82,334	85,093
Connection fees	接入費	19,886	19,631	19,322
		136,970	150,440	143,339
<i>Long-term advances received from customers</i>				
<i>長期預收客戶款項</i>				
Connection fees	接入費	91,638	89,970	87,396
		228,608	240,410	230,735

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31. Contract Liabilities (Continued)

Contract liabilities include advances received from customers to deliver construction services, sales of natural gas and connections fees. The decrease in contract liabilities in 2019 and 2018 was mainly due to the decrease in short-term advances received from customers in relation to the provision of construction services at the end of the year.

32. Deferred Revenue

Details of deferred revenue are as follows:

		31 December 2019 2019年 12月31日 RMB'000 人民幣千元	31 December 2018 2018年 12月31日 RMB'000 人民幣千元
Government grants	政府補貼	14,967	14,976
Analysed into:	按以下各項分析：		
Current	流動	1,043	882
Non-current	非流動	13,924	14,094
		14,967	14,976

Asset related government grants are recognised over the expected useful lives of those gas pipeline assets of twenty years.

31. 合同負債(續)

合同負債包括為客戶提供建造服務之預收款、天然氣銷售及接入費用。2019年及2018年合同負債減少之主要原因是年末為客戶提供建造服務之短期預收款減少。

32. 遞延收入

遞延收入之詳情如下：

與政府補貼相關的資產乃按該等燃氣管道資產預期可使用年期二十年確認。

33. Interest-Bearing Bank And Other Borrowings 33. 計息銀行及其他借款

		31 December 2019 2019年12月31日			1 January 2019 2019年 1月1日		31 December 2018 2018年12月31日		
		Effective interest rate (%) 實際利率 (%)	Maturity 到期	RMB' 000 人民幣千元	RMB' 000 人民幣千元	Effective interest rate (%) 實際利率 (%)	Maturity 到期	RMB' 000 人民幣千元	
Current	即期								
Lease liabilities (notes 15(c)) ⁽⁵⁾	租賃負債(附註15(c)) ⁽⁵⁾	4.64-6.08	2020	1,967	584	-	-	-	
Bank loans – unsecured	銀行貸款 – 無抵押	4.785	2020	23,000	30,000	5.22-8.22	2019	30,000	
3.62% US\$7,687,000	7,687,000美元(3.62%)								
secured bank loan ⁽¹⁾	有抵押銀行貸款 ⁽¹⁾	3.62	2020	53,626	-	-	-	-	
4.10% HK\$32,980,000	32,980,000港元(4.10%)								
unsecured bank loan	無抵押銀行貸款	4.10	2020	29,543	-	-	-	-	
Current portion of long term bank loans – unsecured	長期銀行貸款之即期部分 貸款 – 無抵押	5.39	2020	5,000	-	-	-	-	
Current portion of long term 4.29% HK\$60,500,000	長期貸款之即期部分 60,500,000港元(4.29%)								
unsecured bank loan	無抵押銀行貸款	HIBOR*+2.00	2020	27,097	-	-	-	-	
Other bank borrowings – secured ⁽¹⁾⁽²⁾	其他銀行借款 – 有抵押 ⁽¹⁾⁽²⁾	2.5-3.7	2020	102,000	-	-	-	-	
Current portion of long term bank loans – secured ⁽³⁾	長期銀行貸款之 即期部分 – 有抵押 ⁽³⁾	-	-	-	50,000	5.39	2019	50,000	
				242,233	80,584			80,000	
Non-current	非即期								
Lease liabilities (notes 15(c))	租賃負債(附註15(c))	4.64-6.08	2021	1,557	148	-	-	-	
Bank loans – unsecured	銀行貸款 – 無抵押	5.39-6.08	2021-2025	77,191	25,000	6.08	2021-2023	25,000	
4.29% HK\$60,500,000	60,500,000港元(4.29%)								
unsecured bank loan	無抵押銀行貸款	HIBOR*+2.00	2021	27,097	53,010	HIBOR*+2.00	2020-2021	53,010	
				105,845	78,158			78,010	
				348,078	158,742			158,010	

* The interest rate refers to Hongkong InterBank Offered Rate.

* 利率指香港同業銀行拆息利率。

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33. Interest-Bearing Bank And Other Borrowings (Continued) 33. 計息銀行及其他借款(續)

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Analysed into:	按以下各項分析：		
Bank loans and borrowings repayable:	應償還銀行貸款及借款：		
Within one year or on demand	一年內或即期	240,266	80,000
In the second year	第二年	37,098	26,505
In the third to fifth years, inclusive	第三至第五年 (包括首尾兩年)	60,000	51,505
Beyond five years	超過五年	7,190	-
		344,554	158,010
Other borrowings repayable:	其他應償還借款：		
Within one year	一年內	1,967	-
In the second year	第二年	1,557	-
		3,524	-
		348,078	158,010

Notes:

The Group's interest-bearing bank and other borrowings are secured by the pledges of the following assets with carrying values at the end of the year as follows:

附註：

本集團的計息銀行及其他借款乃以於年末賬面值如下所示的以下資產作抵押：

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Pledge of assets:	抵押資產：		
Pledged deposits	已抵押存款	64,450	-
Prepaid land lease payments	預付土地租賃款項	-	4,126
Property, plant and equipment	物業、廠房及設備	-	117,784
		64,450	121,910

(1) The interest-bearing bank and other borrowings amounting to RMB155,626,000 in 2019 was secured by Group's pledged deposits (2018: Nil).

(2) The other bank borrowing shall be borrowings pledged by bank acceptance notes and the interest rate of the borrowing was between 2.5% and 3.7%.

(1) 2019年計息銀行及其他借款人民幣155,626,000元乃由本集團的已抵押存款作抵押(2018年：無)。

(2) 其他銀行借款為銀行承兌票據作抵押，借款利率為2.5%至3.7%之間。

33. Interest-Bearing Bank And Other Borrowings (Continued)

The Group's interest-bearing bank and other borrowings are secured by the pledges of the following assets with carrying values at the end of the year as follows: (continued)

- (3) The Group borrowed a long-term loan from Bank of China in 2014, as at 31 December 2018, the balance of the loan was RMB50,000,000, which was repaid in 2019. The loan was jointly secured by the Group's prepaid land lease payments and property, plant and equipment.
- (4) Except for the 4.29% and 4.10% unsecured bank loans which are denominated in HK\$, and the 3.62% secured bank loan which is denominated in US\$, all borrowings are in RMB.
- (5) The Group entered into the lease in respect of certain motor vehicles from the other related party. The amount of rent payable were based on prices available to third party suppliers. Included in the Group's lease liabilities are amounts due to the Group's other related party of RMB58,000 (2018:Nil).

33. 計息銀行及其他借款(續)

本集團的計息銀行及其他借款乃以於年末賬面值如下所示的以下資產作抵押：(續)

- (3) 本集團於2014年向中國銀行借入長期貸款，於2018年12月31日，貸款結餘為人民幣50,000,000元，於2019年償還。這筆貸款由本集團的預付土地租賃款項以及物業、廠房及設備共同擔保。
- (4) 除4.29%及4.10%無抵押銀行貸款以港元計值以及3.62%有抵押銀行貸款以美元計值外，所有借款均以人民幣計值。
- (5) 本集團就若干汽車與其他關連方訂立租賃協議。應付租金金額基於第三方供應商之可用價格。計入本集團租賃負債之應付本集團其他關聯方款項為人民幣58,000元(2018年：無)。

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34. Issued Capital

Shares

		Number of shares	Nominal value of HK\$0.01 each 每股面值 0.01 港元	Nominal value RMB 面值 人民幣
Authorised:	法定：			
At 31 December 2018	於2018年12月31日及			
and 31 December 2019	2019年12月31日	5,000,000,000	50,000,000	39,378,500
Issued and fully paid:	已發行及繳足：			
At 1 January 2018,	於2018年1月1日			
At 31 December 2018	於2018年12月31日及			
and 31 December 2019	2019年12月31日	902,924,000	9,029,240	7,213,766

34. 已發行股本

股份

35. Reserves

The amounts of the Group's reserves and the movements therein for the year are presented in the consolidated statement of changes in equity.

Merger reserve

The merger reserve represents those reserve arose from the reorganisation for the purpose of listing. Details of the movements in the merger reserve are set out in the consolidated statement of changes in equity.

Capital reserve

Capital reserve pertains to the benefit derived by the Group from receiving related party loans with interest rates below the market rate.

35. 儲備

本集團於年內的儲備金額及其變動乃於綜合權益變動表內呈列。

合併儲備

合併儲備指為上市目的而進行重組所產生的該等儲備。合併儲備的變動詳情載列於綜合權益變動表。

資本儲備

資本儲備涉及本集團按低於市場利率的利率取得一筆關連方貸款所產生的利益。

35. Reserves (Continued)

Statutory reserve fund

In accordance with the relevant PRC regulations applicable to wholly-foreign-owned companies, certain entities within the Group are required to allocate a certain portion (not less than 10%), as determined by their boards of directors, of their profit after tax in accordance with PRC GAAP to the statutory reserve fund (the “SRF”) until such reserve reaches 50% of the registered capital.

The SRF is non-distributable other than in the event of liquidation and, subject to certain restrictions set out in the relevant PRC regulations, can be used to offset accumulated losses or be capitalised as issued capital.

In accordance with relevant regulations and the articles of association, a subsidiary registered in the PRC as a domestic company is required to appropriate 10% of its net profit (after offsetting accumulated losses from prior years) to the statutory surplus reserve. After the balance of such reserve reaches 50% of the entity’s capital, any further appropriation is at the discretion of the company. The statutory surplus reserve can be utilised to offset accumulated losses or increase capital. However, the balance of the statutory surplus reserve must be maintained at a minimum of 25% of the capital after such usages.

Special reserve – safety fund

Provisions for the Group’s obligations for safety operation are based on the Group’s revenue arisen from sales of natural gas per year in accordance with related PRC rules and regulations. The Group records a corresponding cost when such expenditure for safety operation incurs. The remaining provisions for the Group’s obligations for safety operation would be recorded as special reserve – safety fund. The remaining provisions would not be recorded in the consolidated statements of profit or loss while the Group decreases its retained profits when it recognises the special reserve – safety fund.

35. 儲備(續)

法定儲備金

根據中國適用於外商獨資公司的相關法規，本集團旗下的若干實體須就董事會決定按中國公認會計原則分配若干部份的除稅後溢利(不少於10%)至法定儲備金(「法定儲備金」)，直至該儲備達註冊股本的50%為止。

法定儲備金為不可分派，惟出現清盤情況及根據相關中國法規所載若干限制可用作抵銷累計虧損或撥充資本為已發行股本除外。

根據相關法規及組織章程細則，在中國註冊為內資公司的附屬公司須撥出其純利的10%(經抵銷過往年度的累計虧損後)至法定盈餘儲備。於該儲備的結餘達至該實體資本的50%後，公司則可酌情作出任何進一步撥款。法定盈餘儲備可用作抵銷累計虧損或增資。然而，於作出上述用途後，該法定盈餘儲備的結餘須維持於不少於資本的25%。

專項儲備 – 安全生產費

根據相關中國法規及規定，本集團安全營運義務撥備乃基於本集團每年天然氣銷售產生的收入。當該等安全營運支出產生時，本集團將記錄相應成本。本集團安全營運義務其餘準備金將入賬為專項儲備 – 安全生產費。餘下準備金不會於綜合損益表中確認，而當本集團確認專項儲備 – 安全生產費時，會減少其保留溢利。

35. Reserves (Continued)

Distributable reserve

For dividend purposes, the amounts which the PRC companies can legally distribute by way of a dividend are determined by reference to the distributable profits as reflected in their PRC statutory financial statements which are prepared in accordance with PRC GAAP. These profits differ from those that are reflected in this report which is prepared in accordance with IFRSs.

In accordance with the Company Law of the PRC, profits after tax of the PRC companies can be distributed as dividends after the appropriation to the SRF as set out above.

36. Share Option Scheme

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Scheme include the directors, other employees of the Group, consultants and advisers of the Group. The Scheme became effective on 11 March 2015 and the scheme mandate limited was refreshed on 12 September 2017 and, unless otherwise cancelled or amended, will remain in force for 10 years from that 11 March 2015 date.

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent to, upon their exercise, 10% of the shares of the Company in issue. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

35. 儲備(續)

可供分派儲備

就股息而言，中國公司可合法以股息形式分派的金額乃參考按照中國公認會計原則編製的中國法定財務報表所反映的可供分派溢利而釐定。該等溢利與按照國際財務報告準則所編製的本報告所反映溢利並不相同。

根據中國公司法，中國公司的除稅後溢利在按上文所述分配至法定儲備金後，可作為股息分派。

36. 購股權計劃

本公司運作一項購股權計劃（「該計劃」），旨在向為本集團業務之成功作出貢獻之合資格參與者提供獎勵及報酬。該計劃合資格參與者包括董事、本集團其他僱員、本集團顧問及諮詢人員。該計劃由2015年3月11日起生效且計劃授權限額於2017年9月12日更新，除非被取消或修訂，否則將由2015年3月11日起計10年內保持有效。

目前根據該計劃允許授出之尚未行使購股權最大數目，一經行使，則相當於本公司已發行之本公司股份10%。於任何12個月期間內，根據該購股權向各合資格參與者可予發行最高股份數目以本公司已發行股份之1%為限。授出超過此限制之任何其他購股權均須獲股東於股東大會上批准。

36. Share Option Scheme (Continued)

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 21 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, which should not exceed 10 years from the date of grant of the relevant share options.

The exercise price of share options is determinable by the directors, but may not be less than the highest of (i) the closing price of the shares as stated in the daily quotation sheet of the Stock Exchange on the date of grant of such option; (ii) the average closing price of the shares stated in the daily quotation sheets of the Stock Exchange for the five trading days immediately preceding the date of grant of such option; and (iii) the nominal value of the share.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

36. 購股權計劃(續)

授予本公司董事、首席行政人員、主要股東或彼等任何聯繫人士之購股權須事先經獨立非執行董事批准方可作實。此外，授予本公司任何主要股東或獨立非執行董事或彼等任何聯繫人士之任何購股權，倘於任何12個月期間內超過本公司任何時間已發行股份之0.1%或總值（於授出日期當天按本公司股份價格計算）超過5百萬港元，則須事先在股東大會經股東批准，方可作實。

授出購股權之要約可於要約日期起計21天內由承授人支付名義代價1港元後予以接納。所授出購股權之行使期乃由董事釐定，不得超過相關購股權授出之日起計10年。

購股權之行使價由董事釐定，惟不得低於以下之最高者(i)股份於該項購股權授出之日於聯交所每日報價表所列之收市價；(ii)股份於緊接該項購股權授出日期前五個交易日在聯交所每日報價表所列之平均收市價；及(iii)股份之面值。

購股權並不賦予持有人收取股息或於股東大會投票之權利。

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36. Share Option Scheme (Continued)

The following share options were outstanding under the Scheme during the year:

36. 購股權計劃(續)

年內根據該計劃尚未行使之購股權如下：

		2019 2019年		2018 2018年	
		Weighted average exercise price 加權平均 行使價 HK\$ per share 每股港元	Number of options 購股權 數目 '000 千份	Weighted average exercise price 加權平均 行使價 HK\$ per share 每股港元	Number of options 購股權 數目 '000 千份
At 1 January	於1月1日	2.422	95,000	2.422	95,000
Forfeited during the year	年內被沒收	2.319	(2,100)	–	–
At 31 December	於12月31日	2.425	92,900	2.422	95,000

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows:

於報告期末尚未行使購股權的行使價及行使期間如下：

2019

2019年

Number of options 購股權數目 '000 千份	Granted date 授出日期	Exercise price 行使價 HK\$ per share 每股港元	Exercise period 行使期間
18,900	1-29-16 16年1月29日	2.000	2-28-17 to 1-28-24 17年2月28日至24年1月28日
19,500	1-24-17 17年1月24日	2.280	2-28-18 to 1-23-25 18年2月28日至25年1月23日
40,000	5-25-17 17年5月25日	2.466	5-24-18 to 5-24-21 18年5月24日至21年5月24日
14,500	10-25-17 17年10月25日	3.060	10-24-18 to 10-24-25 18年10月24日至25年10月24日
92,900			

36. Share Option Scheme (Continued)

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows: (Continued)

2018

Number of options 購股權數目 '000 千份	Granted date 授出日期	Exercise price 行使價 HK\$ per share 每股港元	Exercise period 行使期間
20,000	1-29-16 16年1月29日	2.000	2-28-17 to 1-28-24 17年2月28日至24年1月28日
20,000	1-24-17 17年1月24日	2.280	2-28-18 to 1-23-25 18年2月28日至25年1月23日
40,000	5-25-17 17年5月25日	2.466	5-24-18 to 5-24-21 18年5月24日至21年5月24日
15,000	10-25-17 17年10月25日	3.060	10-24-18 to 10-24-25 18年10月24日至25年10月24日
95,000			

The fair value of the share options granted during previous year was HK\$80,201,000 (HK\$0.55-HK\$1.18 each) in total, of which the Group recognised a share option expense of HK\$13,793,956 (equivalent to approximately RMB12,076,000) (2018: RMB22,590,000) during the year ended 31 December 2019.

36. 購股權計劃(續)

於報告期末尚未行使購股權的行使價及行使期間如下：(續)

2018年

於過往年度授出購股權之公平值合共為80,201,000港元(每股0.55港元至1.18港元)，其中本集團於截至2019年12月31日止年度確認購股權開支13,793,956港元(相當於約人民幣12,076,000元)(2018年：人民幣22,590,000元)。

36. Share Option Scheme (Continued)

The fair value of equity-settled share options granted during previous years was estimated as at the date of grant using the Black-Scholes model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

Share price (HK\$ per share) 股價 (每股港元)	2.00-3.06
Exercise price (HK\$ per share) 行使價 (每股港元)	2.00-3.06
Dividend yield (%) 股息率 (%)	1.07-1.46
Volatility (%) 波動率 (%)	33.28-39.49
Risk-free interest rate (%) 無風險利率 (%)	1.47-2.27
Exercise multiple 行使倍數	2.8 -3.342 for directors, 1.5-2.86 for employees and 1.5 for external consultants 2.8至3.342 (董事)、 1.5至2.86 (僱員) 及 1.5 (外聘顧問)

No other feature of the options granted was incorporated into the measurement of fair value.

At the end of reporting period, the Company had 92,900,000 share options outstanding under the Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 92,900,000 additional ordinary shares of the Company and additional issued capital of HK\$929,000 (equivalent to approximately RMB844,000) and share premium of HK\$224,341,000 (equivalent to approximately RMB201,906,900) (before issue expenses).

At the date of approval of these financial statements, the Company had 92,900,000 share options outstanding under the Scheme, which represented approximately 10.3% of the Company's shares in issue as at that date.

36. 購股權計劃 (續)

往年以權益結算的購股權的公平值於授出日期當日根據柏力克－舒爾斯定價模式計量，當中顧及購股權授出的條款及條件。下表列出計算模式所用的輸入資料：

Share price (HK\$ per share) 股價 (每股港元)	2.00-3.06
Exercise price (HK\$ per share) 行使價 (每股港元)	2.00-3.06
Dividend yield (%) 股息率 (%)	1.07-1.46
Volatility (%) 波動率 (%)	33.28-39.49
Risk-free interest rate (%) 無風險利率 (%)	1.47-2.27
Exercise multiple 行使倍數	2.8 -3.342 for directors, 1.5-2.86 for employees and 1.5 for external consultants 2.8至3.342 (董事)、 1.5至2.86 (僱員) 及 1.5 (外聘顧問)

計算公平值時概無列入其他所授出購股權的特質。

於報告期末，本公司於該計劃項下持有92,900,000份尚未行使之購股權。倘該等尚未行使之購股權獲悉數行使，按本公司現有資本構架，將導致發行92,900,000股本公司額外普通股及額外已發行股本929,000港元（相等於約人民幣844,000元）及股份溢價224,341,000港元（相等於約人民幣201,906,900元）（未扣除發行開支）。

於該等財務報表獲批准日期，本公司於該計劃項下擁有92,900,000份尚未行使之購股權，約佔本公司於該日期已發行股份的10.3%。

37. Business Combination

On 16 September 2019, Taicang Natural Gas, a wholly-owned subsidiary of the Company, acquired 100% of the equity interests in Tengxu Energy, at a total consideration of RMB18,000,000 in cash. Tengxu Energy is engaged in the contract energy management and distributed energy system projects. The acquisition was made as part of the Group's strategy to expand its market share of contract energy management in the Jiangsu Province. The purchase consideration for the acquisition was in the form of cash, with RMB14,400,000 paid at the acquisition date and the remaining RMB3,600,000 paid after Tengxu Energy starts its operation.

The fair values of the identifiable assets and liabilities of Tengxu Energy as at the date of acquisition were as follows:

37. 業務合併

於2019年9月16日，本公司全資附屬公司太倉天然氣以現金總代價人民幣18,000,000元收購騰旭能源100%之股權。騰旭能源從事合同能源管理和分佈式能源站項目。該收購為本集團擴大江蘇省合同能源管理市場份額戰略的一部分。該項收購的購買代價人民幣14,400,000元已於收購日期以現金方式支付，剩餘人民幣3,600,000元將於騰旭能源開始運營後支付。

於收購日期，騰旭能源可識別資產及負債之公平值如下：

		Notes	Fair value recognised on acquisition 於收購時確認之 公平值 RMB'000 人民幣千元
		附註	
Property, plant and equipment	物業、廠房及設備	14	3,791
Other intangible assets	其他無形資產	17	10,185
Cash and cash equivalents	現金及現金等價物		61
Prepayments, deposits and other receivables	預付款項、按金 及其他應收款項		913
Other payables and accruals	其他應付款項及應計費用		(26)
Deferred tax liabilities	遞延稅項負債	21	(2,546)
Total identifiable net assets at fair values*	按公平值計量之可識別 資產淨值總額*		12,378
Non-controlling interests	非控股權益		–
Total net assets acquired	所收購資產淨值總額		12,378
Goodwill on acquisition	因收購而產生的商譽	16	5,622
Satisfied by cash	以現金支付		18,000

37. Business Combination (Continued)

The fair value of the prepayments, deposits and other receivables as at the date of acquisition amounted to RMB913,000, which was approximated to the gross contractual amount. None of these receivables are expected to be uncollectible.

Included in the goodwill of RMB5,622,000 recognised above is due to the new market in Jiangsu Province entered by the Group to develop its contract energy management business. The above factor is neither separable nor contractual and therefore it does not meet the criteria for recognition as an intangible asset under IAS 38 *Intangible Assets*. None of the goodwill recognised is expected to be deductible for income tax purposes.

An analysis of the cash flows in respect of the acquisition of the subsidiary is as follows:

		RMB' 000 人民幣千元
Cash consideration	現金代價	(18,000)
Cash and bank balances acquired	收購現金及銀行結餘	61
Cash consideration to be paid after Tengxu Energy starts operation	騰旭能源開始運營後將支付的現金代價	3,600
Net outflow of cash and cash equivalents included in cash flows from investing activities	計入投資活動所得現金流量的現金及現金等價物流出淨額	(14,339)
Transaction costs of the acquisitions included in cash flows from operating activities	計入經營活動所得現金流量的收購交易成本	-
		(14,339)

As at 31 December 2019, the acquired subsidiary has not started operation.

37. 業務合併(續)

預付款項、按金及其他應收款項於收購日期的公平值為人民幣913,000元，與其總合同金額相若。預期此等應收款項不會無法收回。

上述確認的人民幣5,622,000元之商譽乃由於本集團進入江蘇省開拓市場以發展其合同能源管理業務所致。以上因素既不可分割亦非以合同形式存在，因此不符合國際會計準則第38號無形資產項下確認無形資產的條件。概無已確認商譽預期可就所得稅扣減。

有關收購附屬公司之現金流量分析如下：

於2019年12月31日，收購之附屬公司尚未開始營運。

38. Notes To The Consolidated Statement Of Cash Flows

(a) Major non-cash transactions

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of RMB5,149,000 and RMB5,149,000, respectively, in respect of lease arrangements for plant and equipment (2018: Nil).

(b) Changes in liabilities arising from financing activities

38. 綜合現金流量表附註

(a) 重大非現金交易

於年內，本集團就廠房及設備租賃安排的使用權資產及租賃負債的非現金添置分別為人民幣5,149,000元及人民幣5,149,000元（2018年：無）。

(b) 融資活動產生的負債的變動

2019

2019年

		Bank borrowings 銀行借款 RMB'000 人民幣千元	Lease liabilities 租賃負債 RMB'000 人民幣千元
At 31 December 2018	於2018年12月31日	158,010	-
Effect of adoption of IFRS 16	採納國際財務報告準則 第16號的影響	-	732
At 1 January 2019(restated)	於2019年1月1日(經重述)	158,010	732
Changes from financing cash flows	融資現金流量的變動	183,207	(2,365)
Leases	租賃	-	5,149
Foreign exchange movement	外匯變動	3,337	8
Interest expense	利息開支	-	193
Interest paid classified as operating cash flows	列作經營現金流量之 已付利息	-	(193)
At 31 December 2019	於2019年12月31日	344,554	3,524

2018

2018年

		Bank borrowings 銀行借款 RMB'000 人民幣千元
At 1 January 2018	於2018年1月1日	90,000
Changes from financing cash flows	融資現金流量的變動	68,010
At 31 December 2018	於2018年12月31日	158,010

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38. Notes To The Consolidated Statement Of Cash Flows (Continued)

(c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

		2019 2019年 RMB'000 人民幣千元
With operating activities	經營活動內	1,389
With financing activities	融資活動內	2,365
		3,754

39. Capital Commitments

(a) The Group had the following capital commitments at the end of the year:

		2019 2019年 RMB'000 人民幣千元	2018 2018年 RMB'000 人民幣千元
Contracted, but not provided for: Property, plant and equipment	已訂約但未撥備： 物業、廠房及設備	22,367	24,916

(b) Operating lease commitments as at 31 December 2018

The Group leased certain of its property and motor vehicles under operating lease arrangements. Leases for motor vehicles were with terms of 12 months or less. Leases for property were for terms ranging between one and three years.

At 31 December 2018, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		2018 2018年 RMB'000 人民幣千元
Within one year	一年內	1,968
In the second to third years, inclusive	第二至第三年 (包括首尾兩年)	213
		2,181

38. 綜合現金流量表附註(續)

(c) 租賃現金流出總額

計入現金流量表之租賃現金流出總額如下：

39. 資本承擔

(a) 於年末，本集團的資本承擔如下：

(b) 於2018年12月31日的經營租賃承擔

本集團根據經營租賃安排租賃其若干物業及汽車。汽車之租期為12個月或以下，而物業之租期介乎一至三年。

本集團根據不可撤銷經營租賃於2018年12月31日到期的未來最低租賃付款總額如下：

40. Related Party Transactions

(a) Name and relationship

Name of related party 關連方名稱	Relationship with the Group 與本集團關係
Kunlun Suchuang Gas 昆侖蘇創燃氣	Associate 聯營公司
Kunlun Suchuang Usage 昆侖蘇創利用	Associate 聯營公司
Beijing Beilun 北京北侖	Associate 聯營公司
Suchuang Group 蘇創集團	Company controlled by the Controlling Shareholders 控股股東控制的公司
Taicang Suchuang Dangerous Goods Transportation Co., Ltd. ("Dangerous Goods Transportation") 太倉蘇創危險品運輸有限公司(「危險品運輸」)	Company controlled by the Controlling Shareholders 控股股東控制的公司
Suzhou Suling Automobile Service 蘇州蘇菱汽車服務	Company controlled by the Controlling Shareholders 控股股東控制的公司
Energette Capital Corporation	Company controlled by the Controlling Shareholders 控股股東控制的公司
Energette Capital Corporation	Company controlled by the Controlling Shareholders 控股股東控制的公司

40. 關連方交易

(a) 名稱及關係

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財務報表附註

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40. Related Party Transactions (Continued)

(b) Apart from the transactions and balances disclosed elsewhere in the financial statements, the Group had the following material transactions with related parties during the year:

40. 關連方交易（續）

(b) 於年內，除財務報表其他部份所披露的交易及結餘外，本集團與關連方的重大交易如下：

			2019	2018
			2019年	2018年
		Notes	RMB' 000	RMB' 000
		附註	人民幣千元	人民幣千元
Associates:	聯營公司：			
<i>Transmission and sale of natural gas to</i>	<i>輸送及銷售天然氣予</i>			
Kunlun Suchuang Gas	昆侖蘇創燃氣	(i)	982	12,064
Kunlun Suchuang Usage	昆侖蘇創利用	(i)	6,363	31,056
			7,345	43,120
<i>Purchase of natural gas from</i>	<i>自以下公司採購天然氣</i>			
Kunlun Suchuang Gas	昆侖蘇創燃氣	(i)	1,096	6,016
Kunlun Suchuang Usage	昆侖蘇創利用	(i)	7,132	-
			8,228	6,016
<i>Consulting service income from</i>	<i>來自以下公司的諮詢服務收入</i>			
Beijing Beilun	北京北侖	(i)	178	-
<i>Rental income from</i>	<i>來自以下公司的租金收入</i>			
Kunlun Suchuang Gas	昆侖蘇創燃氣	(ii), (vii)	521	568
Kunlun Suchuang Usage	昆侖蘇創利用	(ii), (vii)	448	448
			969	1,016
<i>Loans to</i>	<i>貸款予</i>			
Beijing Beilun	北京北侖	(v)	-	30,000
<i>Loan interest from</i>	<i>來自以下公司的貸款利息</i>			
Beijing Beilun	北京北侖	(v)	1,980	243

40. Related Party Transactions (Continued)

(b) Apart from the transactions and balances disclosed elsewhere in the financial statements, the Group had the following material transactions with related parties during the year: (Continued)

40. 關連方交易(續)

(b) 於年內，除財務報表其他部份所披露的交易及結餘外，本集團與關連方的重大交易如下：
(續)

			2019	2018
		Notes	2019年	2018年
		附註	RMB' 000	RMB' 000
			人民幣千元	人民幣千元
Others:	其他：			
<i>Loan to</i>	<i>貸款予</i>			
Energette Capital Corporation	Energette Capital Corporation	(vi)	348	-
<i>Rental income from</i>	<i>來自以下公司的租金收入</i>			
Suchuang Group	蘇創集團	(ii), (vii)	330	330
<i>Purchase of goods from</i>	<i>自以下公司採購貨品</i>			
Suzhou Suling Automobile Service	蘇州蘇菱汽車服務	(iii), (vii)	870	680
<i>Purchase of natural gas from</i>	<i>自以下公司採購天然氣</i>			
Suzhou Suling Automobile Service	蘇州蘇菱汽車服務	(i), (vii)	5,929	-
<i>Sale of natural gas to</i>	<i>向以下公司銷售天然氣</i>			
Suzhou Suling Automobile Service	蘇州蘇菱汽車服務	(i)	2,371	2,057
<i>Motor vehicle rental service provided by</i>	<i>由以下公司提供</i>			
	<i>租車服務</i>			
Dangerous Goods Transportation	危險品運輸	(iv),(vii)	-	560
<i>Purchase of right-of-use assets from</i>	<i>自以下公司購買</i>			
	<i>使用權資產</i>			
Dangerous Goods Transportation	危險品運輸	(iv),(vii)	1,635	-

40. Related Party Transactions (Continued)

- (b) Apart from the transactions and balances disclosed elsewhere in the financial statements, the Group had the following material transactions with related parties during the year: (Continued)

Notes:

- (i) The above transactions were conducted in accordance with the terms and conditions mutually agreed by both parties.
- (ii) Rental income represents considerations received for the rental of property premises to the Group's associates and fellow subsidiary. The directors confirmed that the annual rentals payable under the relevant rent agreements had been agreed by all parties.
- (iii) The directors considered that motor vehicle fuels are provided by Suzhou Suling Automobile Service on normal commercial terms.
- (iv) The Group entered into agreements with Dangerous Goods Transportation to rent certain motor vehicles. The directors confirmed that the annual rentals payable under the relevant agreements had been agreed by both parties. Upon the adoption of IFRS16 at the commencement date of the lease, the Group recognised a right-of-use asset.
- (v) The Group entered into a loan contract with Beijing Beilun amounting to RMB30,000,000 with an interest rate of 6.5% per year since 2018 and the maturity date is 31 December 2020.
- (vi) The Group entered into a loan contract with Energette Capital Corporation amounting to USD50,000 with an interest rate of 8% per year and the maturity date is 15 March 2021.
- (vii) The related party transactions in respect of (ii), (iii), (iv) and purchase of natural gas from Suzhou Suling Automobile Service above also constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.

40. 關連方交易 (續)

- (b) 於年內，除財務報表其他部份所披露的交易及結餘外，本集團與關連方的重大交易如下：
(續)

附註：

- (i) 上述交易乃按照交易雙方共同協定的條款及條件進行。
- (ii) 租金收入指向本集團的聯營公司及同系附屬公司出租物業的已收代價。董事確認相關租賃協議項下應付年度租金乃經各方協定。
- (iii) 董事認為蘇州蘇菱汽車服務乃按正常商業條款提供汽車燃料。
- (iv) 本集團與危險品運輸訂立租賃若干汽車的協議。董事確認相關協議項下應付年度租金乃經雙方協定。於租賃開始日期採納國際財務報告準則第16號後，本集團確認使用權資產。
- (v) 本集團與北京北侖訂立金額約為人民幣30,000,000元的貸款合同，自2018年起年利率為6.5%且合同到期日為2020年12月31日。
- (vi) 本集團與Energette Capital Corporation訂立金額為50,000美元的貸款合同，年利率為8%且合同到期日為2021年3月15日。
- (vii) 上文(ii)、(iii)及(iv)項的關連方交易以及自蘇州蘇菱汽車服務採購天然氣，亦構成上市規則第14A章界定的持續關連交易。

40. Related Party Transactions (Continued)

- (c) Outstanding balances with related parties:
Details of the Group's balances with other related parties at the end of the year are disclosed in note 26 to the financial statements.

- (d) Compensation of key management personnel of the Group

40. 關連方交易(續)

- (c) 與關連方的未償還結餘：
本集團與其他關連方於年末結餘的詳情披露於財務報表附註26。

- (d) 本集團的主要管理層人員的報酬

		2019	2018
		2019年	2018年
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
Basic salaries and other benefits	基本薪金及其他福利	10,403	11,086
Pension scheme contributions	退休金計劃供款	-	64
Equity-settled share option expenses	以權益結算的購股權開支	1,249	1,801
Total compensation paid to key management personnel	已付主要管理層人員的報酬總額	11,652	12,951

Further details of directors' emoluments are included in note 9 to the financial statements.

有關董事薪酬的詳情已載列於財務報表附註9。

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41. Financial Instruments By Category

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2019

Financial assets

		Financial assets at fair value through profit or loss 按公平值計入損益的金融資產			Total 總計 RMB' 000 人民幣千元
		Designated as such upon initial recognition 於初始確認時指定為此類別 RMB' 000 人民幣千元	Mandatorily designated as such 強制指定為此類別 RMB' 000 人民幣千元	Financial assets at amortised cost 按攤銷成本列賬的金融資產 RMB' 000 人民幣千元	
Equity investments designated at fair value through profit or loss	指定按公平值計入損益的股本投資	54,147	-	-	54,147
Debt instrument at amortised cost (including current and non-current portions)	按攤銷成本列賬的債務工具 (包括即期及非即期部分)	-	-	138,339	138,339
Trade receivables	應收貿易賬款	-	-	103,625	103,625
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產	-	-	11,073	11,073
Amounts due from other related parties	應收其他關連方款項	-	-	32,571	32,571
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	-	204,000	-	204,000
Pledged deposits	已抵押存款	-	-	64,450	64,450
Cash and cash equivalents	現金及現金等價物	-	-	367,671	367,671
		54,147	204,000	717,729	975,876

Financial liabilities

金融負債

		Financial liabilities measured at amortised cost 按攤銷成本計量的金融負債 RMB' 000 人民幣千元
Trade and bills payables	應付貿易賬款及票據	60,688
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	21,119
Amounts due to other related parties	應付其他關連方款項	650
Interest-bearing bank and other borrowings (including current and non-current portions)	計息銀行及其他借款 (包括即期及非即期部分)	348,078
		430,535

41. 按類別劃分的金融工具

各金融工具類別於報告期末之賬面值如下：

2019年

金融資產

金融負債

41. Financial Instruments By Category (Continued)

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows: (Continued)

2018

Financial assets

		Financial assets at fair value through profit or loss 按公平值計入損益的金融資產		Financial assets at amortised cost 按攤銷成本 列賬的 金融資產 RMB' 000 人民幣千元	Total 總計 RMB' 000 人民幣千元
		Designated as such upon initial recognition 於初始確認時 指定為此類別 RMB' 000 人民幣千元	Mandatorily designated as such 強制指定 為此類別 RMB' 000 人民幣千元		
Equity investments at fair value through profit or loss	按公平值計入損益的 股本投資	165,190	-	-	165,190
Debt instrument at amortised cost	按攤銷成本列賬的債務工具	-	-	13,726	13,726
Trade receivables	應收貿易賬款	-	-	77,061	77,061
Financial assets included in prepayments, other receivables and other assets	計入預付款項、 其他應收款項 及其他資產的金融資產	-	-	11,168	11,168
Amounts due from other related parties	應收其他關連方款項	-	-	32,744	32,744
Financial assets at fair value through profit or loss	按公平值計入損益的 金融資產	-	100,000	-	100,000
Cash and cash equivalents	現金及現金等價物	-	-	413,374	413,374
		165,190	100,000	548,073	813,263

Financial liabilities

金融負債

		Financial liabilities measured at amortised cost 按攤銷成本計量 的金融負債 RMB' 000 人民幣千元
Trade payables	應付貿易賬款	64,008
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的 金融負債	20,603
Amounts due to other related parties	應付其他關連方款項	12,945
Interest-bearing bank borrowings (including current and non-current portions)	計息銀行借款 (包括即期及非即期部分)	158,010
		255,566

41. 按類別劃分的金融工具(續)

各金融工具類別於報告期末之賬面值如下：(續)

2018年

金融資產

金融負債

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42. Fair Value And Fair Value Hierarchy Of Financial Instruments

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

42. 金融工具公平值及公平值層級

本集團金融工具之賬面值及公平值(賬面值與其公平值合理相若之金融工具除外)載列如下:

		Carrying amounts 賬面值		Fair values 公平值	
		2019	2018	2019	2018
		2019年	2018年	2019年	2018年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Financial assets	金融資產				
Equity investments at fair value through profit or loss	按公平值計入損益的股本投資	54,147	165,190	54,147	165,190
Debt instrument at amortised cost	按攤銷成本列賬的債務工具	138,339	13,726	128,209	13,710
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	204,000	100,000	204,000	100,000
		396,486	278,916	386,356	278,900
		Carrying amounts 賬面值		Fair values 公平值	
		2019	2018	2019	2018
		2019年	2018年	2019年	2018年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Financial liabilities	金融負債				
Interest-bearing bank borrowings (non-current portion)(other than lease liabilities)	計息銀行借款(非即期部分)(不包括租賃負債)	104,288	78,010	100,983	77,481

42. Fair Value And Fair Value Hierarchy Of Financial Instruments (Continued)

Management has assessed that the fair values of cash and cash equivalents, pledged deposits, trade receivables, amounts due from other related parties, trade and bills payables, amounts due to other related parties, financial assets included in prepayments, other receivables and other assets and financial liabilities included in other payables and accruals approximate to their carrying amounts largely due to the short term maturities of these instruments as at 31 December 2019.

The Group's finance department headed by the finance manager is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance manager reports directly to the chief financial officer and the audit committee. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of debt instruments at amortised cost and the non-current portion of interest-bearing bank borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The Group's own non-performance risk for interest-bearing bank borrowings as at 31 December 2019 was assessed to be insignificant.

42. 金融工具公平值及公平值層級 (續)

管理層評估於2019年12月31日，現金及現金等價物、已抵押存款、應收貿易賬款、應收其他關連方款項、應付貿易賬款及票據、應付其他關連方款項、計入預付款項、其他應收款項及其他資產的金融資產、計入其他應付款項及應計費用的金融負債的公平值與其賬面值相若，主要由於該等工具於短期內到期。

本集團財務部門由財務經理領導，負責釐定金融工具公平值計量的政策及程序。財務部門直接向財務總監和審核委員會報告。於各報告日期，財務部門分析金融工具的價值變動並釐定估值中應用的主要輸入數據。估值由財務總監審核及批准。

金融資產及負債的公平值以該工具於自願交易方當前交易下的可交易金額入賬，而非強迫或清盤銷售。在評估其公平值時已採用下列方法及假設：

按攤銷成本列賬的債務工具及計息銀行借款的非即期部份公平值通過採用條款、信貸風險及剩餘到期日相若的工具的現有可用利率貼現預期未來現金流量的方式計量。於2019年12月31日，本集團本身的計息銀行借款違約風險評定為並不重大。

42. Fair Value And Fair Value Hierarchy Of Financial Instruments (Continued)

The fair values of listed equity investments are based on quoted market prices. The fair value of unlisted equity investments was determined by reference to the latest market transaction price.

The Group invests in unlisted investments, which represent wealth management products issued by banks in Mainland China. The Group has estimated the fair value of these unlisted investments by using a discounted cash flow valuation model based on the market interest rates of instruments with similar terms and risks.

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

As at 31 December 2019

42. 金融工具公平值及公平值層級 (續)

上市股本投資之公平值基於市場報價。非上市股本投資之公平值乃經參考最新交易市場價格而釐定。

本集團投資於非上市投資（指中國內地銀行發行的理財產品）。本集團已採用貼現現金流量估值模式按條款及風險相若的工具的市場利率估計該等非上市投資的公平值。

公平值層級

下表顯示本集團金融工具的公平值計量層級：

按公平值計量的資產：

截至2019年12月31日

		Fair value measurement using 採用下列各項的公平值計量			Total 總計
		Quoted prices in active markets (Level 1) 活躍市場報價 (第一級) RMB' 000 人民幣千元	Significant observable inputs (Level 2) 重大可 觀察輸入值 (第二級) RMB' 000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可 觀察輸入值 (第三級) RMB' 000 人民幣千元	
Equity investments at fair value through profit or loss	按公平值計入損益的 股本投資	48,147	6,000	-	54,147
Financial assets at fair value through profit or loss	按公平值計入損益的 金融資產	-	204,000	-	204,000
		48,147	210,000	-	258,147

42. Fair Value And Fair Value Hierarchy Of Financial Instruments (Continued)

Fair value hierarchy (Continued)

Assets measured at fair value: (Continued)

As at 31 December 2018

42. 金融工具公平值及公平值層級 (續)

公平值層級 (續)

按公平值計量的資產：(續)

截至2018年12月31日

		Fair value measurement using 採用下列各項的公平值計量			
		Quoted prices in active markets (Level 1) 活躍市場報價 (第一級) RMB' 000 人民幣千元	Significant observable inputs (Level 2) 重大可 觀察輸入值 (第二級) RMB' 000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可 觀察輸入值 (第三級) RMB' 000 人民幣千元	Total 總計 RMB' 000 人民幣千元
Equity investments at fair value through profit or loss	按公平值計入損益的 股本投資	67,904	97,286	-	165,190
Financial assets at fair value through profit or loss	按公平值計入損益的 金融資產	-	100,000	-	100,000
		67,904	197,286	-	265,190

Liabilities measured at fair value:

The Group did not have any financial liabilities measured at fair value at the end of the year (2018: Nil).

按公平值計量的負債：

本集團於年末並無任何按公平值計量的金融負債(2018年：無)。

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42. Fair Value And Fair Value Hierarchy Of Financial Instruments (Continued)

Fair value hierarchy (Continued)

Assets for which fair values are disclosed:

As at 31 December 2019

		Fair value measurement using 採用下列各項的公平值計量：			Total 總計
		Quoted prices in active markets (Level 1) 活躍市場報價 (第一級) RMB' 000 人民幣千元	Significant observable inputs (Level 2) 重大可 觀察輸入值 (第二級) RMB' 000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可 觀察輸入值 (第三級) RMB' 000 人民幣千元	
Debt instrument at amortised cost (non-current portion)	按攤銷成本列賬的債務工具 (非即期部分)	-	86,209	-	86,209

As at 31 December 2018

42. 金融工具公平值及公平值層級 (續)

公平值層級 (續)

已披露公平值的資產：

截至2019年12月31日

截至2018年12月31日

		Fair value measurement using 採用下列各項的公平值計量：			Total 總計
		Quoted prices in active markets (Level 1) 活躍市場報價 (第一級) RMB' 000 人民幣千元	Significant observable inputs (Level 2) 重大可 觀察輸入值 (第二級) RMB' 000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可 觀察輸入值 (第三級) RMB' 000 人民幣千元	
Debt instrument at amortised cost (non-current portion)	按攤銷成本列賬的債務工具 (非即期部分)	-	13,710	-	13,710

42. Fair Value And Fair Value Hierarchy Of Financial Instruments (Continued)

Fair value hierarchy (Continued)

Liabilities for which fair values are disclosed:

As at 31 December 2019

		Fair value measurement using 採用下列各項的公平值計量			
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2) 重大可 觀察輸入值 (第二級)	Significant unobservable inputs (Level 3) 重大不可 觀察輸入值 (第三級)	Total
		RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元
Interest-bearing bank and other borrowings (non-current portion) (other than lease liabilities)	計息銀行及其他借款 (非即期部分) (不包括租賃負債)	-	100,983	-	100,983

As at 31 December 2018

截至2018年12月31日

		Fair value measurement using 採用下列各項的公平值計量			
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2) 重大可 觀察輸入值 (第二級)	Significant unobservable inputs (Level 3) 重大不可 觀察輸入值 (第三級)	Total
		RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元
Interest-bearing bank borrowings (non-current portion) (other than lease liabilities)	計息銀行借款 (非即期部分) (不包括租賃負債)	-	77,481	-	77,481

43. Financial Risk Management Objectives And Policies

The Group's principal financial instruments mainly include cash and cash equivalents, pledged deposits and interest-bearing bank borrowings. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade and bills payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk, liquidity risk and equity price risk. The Group does not hold or issue derivative financial instruments either for hedging or for trading purposes. The board reviews and agrees policies for managing each of the risks which are summarised below:

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long term debt obligations with a floating interest rate.

The Group's policy is to manage its interest cost using a mix of fixed and variable rate debts. The Group does not use derivative financial instruments to hedge its interest rate risk. At 31 December 2019, approximately 84% (2018: 35%) of the Group's interest-bearing bank borrowings bore interest at fixed rates.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit after tax (through the impact on floating rate borrowings) and the Group's equity.

43. 財務風險管理的目標及政策

本集團的主要金融工具主要包括現金及現金等價物、已抵押存款、計息銀行借款。持有該等金融工具的主要目的是為本集團的經營籌措資金。本集團亦有從業務經營直接產生的應收貿易賬款以及應付貿易賬款及票據等各種其他金融資產及負債。

本集團金融工具所涉及的主要風險為利率風險、外幣風險、信貸風險、流動資金風險及股本價格風險。本集團並無持有或發行作為對沖或買賣用途的衍生金融工具。董事會經審議後議定管理各項風險的政策，有關內容概述如下：

利率風險

本集團面對的市場利率變動風險主要與本集團按浮動利率計息的長期債務責任有關。

本集團的政策為使用固定及可變利率債務混合的方式管理其利息成本。本集團並無利用衍生金融工具對沖其利率風險。於2019年12月31日，本集團約84%（2018年：35%）的計息銀行借款按固定利率計息。

下表列示在所有其他可變因素維持不變的情況下，本集團除稅後溢利（因浮息借貸產生的影響）及本集團股權對利率合理可能波動的敏感度。

43. Financial Risk Management Objectives And Policies (Continued)**Interest rate risk (Continued)**

With all other variables held constant, the Group's profit after tax and equity are affected through the impact on floating rate borrowings as follows:

		Increase/(decrease) in profit after tax and equity*	
		除稅後溢利及股權增加／(減少)*	
		2019	2018
		2019年	2018年
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
Increase by 25 basis points	增加25個基點	(216)	(226)
Decrease by 25 basis points	減少25個基點	216	226

* Excluding retained profits

Foreign currency risk

The Group's businesses are located in Mainland China and the majority of transactions are conducted in RMB. Most of the Group's assets and liabilities are denominated in RMB. The Group has not hedged its foreign exchange rate risk.

The following table demonstrates the sensitivity at the end of the year to a reasonably possible change in the US\$ and HK\$ exchange rate, with all other variables held constant, of the Group's profit after tax and equity.

		Increase/(decrease) in profit after tax and equity	
		除稅後溢利及股權增加／(減少)	
		2019	2018
		2019年	2018年
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
RMB/US\$	人民幣／美元		
Strengthened 5%	升值5%	2,138	2,024
Weakened 5%	貶值5%	(2,138)	(2,024)
RMB/HK\$	人民幣／港元		
Strengthened 5%	升值5%	(2,079)	(1,213)
Weakened 5%	貶值5%	2,079	1,213

43. 財務風險管理的目標及政策(續)**利率風險(續)**

在所有其他可變因素維持不變的情況下，因浮息借貸產生的影響而對本集團的除稅後溢利及股權造成的影響如下：

		Increase/(decrease) in profit after tax and equity*	
		除稅後溢利及股權增加／(減少)*	
		2019	2018
		2019年	2018年
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
Increase by 25 basis points	增加25個基點	(216)	(226)
Decrease by 25 basis points	減少25個基點	216	226

* 不包括保留溢利

外幣風險

本集團的業務位於中國內地，故大部份交易均以人民幣進行。大部份本集團的資產及負債亦以人民幣列值。本集團並無對沖其外幣匯兌風險。

下表列示在所有其他可變因素維持不變的情況下，本集團除稅後溢利及股權於年末對美元及港元匯率合理可能波動的敏感度。

43. Financial Risk Management Objectives And Policies (Continued)

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis; therefore, the Group's exposure to bad debts is not significant.

Maximum exposure and year-end staging

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December 2019. The amounts presented are gross carrying amounts for financial assets and the exposure to credit risk for the financial guarantee contracts.

43. 財務風險管理的目標及政策(續)

信貸風險

本集團僅與享譽盛名兼信譽可靠的第三方進行交易。按照本集團的政策，所有擬按信貸條款進行交易的客戶必須通過信貸核實程序後，方可作實。此外，本集團會持續監察應收結餘的情況，故其所面對的壞賬風險並不重大。

最高風險額及年終分期

下表顯示基於本集團信貸政策的信貸質素及最高信貸風險，該信貸政策主要基於過往逾期資料(除非無需額外成本或努力即可獲得其他資料)及於2019年12月31日的年終分期分類。呈列金額為金融資產的總賬面值及財務擔保合約須承受信貸風險的最高風險額。

43. Financial Risk Management Objectives And Policies (Continued)

Credit risk (Continued)

Maximum exposure and year-end staging (Continued)

As at 31 December 2019

43. 財務風險管理的目標及政策(續)

信貸風險(續)

最高風險額及年終分期(續)

截至2019年12月31日

		12-month ECLs		Lifetime ECLs		Simplified approach	RMB' 000
		12個月		存續期預期信貸虧損			
		Stage 1	Stage 2	Stage 3			
		階段1	階段2	階段3	簡化方法		
		RMB' 000	RMB' 000	RMB' 000	RMB' 000		RMB' 000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元		人民幣千元
Debt instrument at amortised cost	按攤銷成本列賬的債務工具						
- Not yet past due	- 尚未逾期	138,339	-	-	-		138,339
Trade receivables*	應收貿易賬款*	-	-	-	109,071		109,071
Contract assets*	合同資產*	-	-	-	8,160		8,160
Amounts due from other related parties	應收其他關連方款項						
- Not yet past due	- 尚未逾期	32,571	-	-	-		32,571
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產						
- Normal**	- 正常**	11,073	-	-	-		11,073
Pledged deposits	已抵押存款						
- Not yet past due	- 尚未逾期	64,450	-	-	-		64,450
Cash and cash equivalents	現金及現金等價物						
- Not yet past due	- 尚未逾期	367,671	-	-	-		367,671
		614,104	-	-	117,231		731,335

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43. Financial Risk Management Objectives And Policies (Continued)

Credit risk (Continued)

Maximum exposure and year-end staging (Continued)

As at 31 December 2018

43. 財務風險管理的目標及政策(續)

信貸風險(續)

最高風險額及年終分期(續)

截至2018年12月31日

		12-month ECLs		Lifetime ECLs		
		12個月 預期信貸虧損		存續期預期信貸虧損		
		Stage 1	Stage 2	Stage 3	Simplified approach	
		階段1	階段2	階段3	簡化方法	
		RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Debt instrument at amortised cost	按攤銷成本列賬的債務工具					
- Not yet past due	- 尚未逾期	13,726	-	-	-	13,726
Trade receivables*	應收貿易賬款*	-	-	-	80,273	80,273
Contract assets*	合同資產*	-	-	-	34,129	34,129
Amounts due from other related parties	應收其他關連方款項					
- Not yet past due	- 尚未逾期	32,744	-	-	-	32,744
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產					
- Normal**	- 正常**	11,168	-	-	-	11,168
Cash and cash equivalents	現金及現金等價物					
- Not yet past due	- 尚未逾期	413,374	-	-	-	413,374
		471,012	-	-	114,402	584,414

43. Financial Risk Management Objectives And Policies (Continued)

Credit risk (Continued)

Maximum exposure and year-end staging (Continued)

- * For trade receivables and contract assets to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 23 and 24 to the financial statements, respectively.
- ** The credit quality of the financial assets included in prepayments, other receivables and other assets is considered to be “normal” when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be “doubtful”.

Further quantitative data in respect of the Group’s exposure to credit risk arising from trade receivables are disclosed in note 23 to the financial statements.

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade receivables) and projected cash flows from operations.

The Group’s objective is to maintain a balance between continuity of funding and flexibility through the use of bank borrowings and other interest-bearing borrowings. In addition, banking facilities have been put in place for contingency purposes.

43. 財務風險管理的目標及政策 (續)

信貸風險 (續)

最高風險額及年終分期 (續)

- * 就本集團應用簡化方法計量減值的應收貿易賬款及合同資產，基於撥備矩陣的資料分別於財務報表附註23及24披露。
- ** 計入預付款項、其他應收款項及其他資產的金融資產在未逾期且並無資料表明該金融資產自初始確認以來信貸風險顯著上升，則彼等的信貸質素被視為「正常」。否則，金融資產的信貸質素被視為「可疑」。

有關本集團因應收貿易賬款所承受之信貸風險之進一步定量分析數據，於財務報表附註23披露。

流動資金風險

本集團採用經常性流動資金計劃工具監察其資金短缺的風險。此工具會考慮其金融工具及金融資產(如應收貿易賬款)的到期日以及來自經營業務的預期現金流量。

本集團的目標是透過使用銀行借款及其他計息借款，在資金持續供應與靈活性之間維持平衡。此外，本集團已進行銀行融資以備應急之用。

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43. Financial Risk Management Objectives And Policies (Continued)

Liquidity risk (Continued)

The maturity profile of the Group's financial liabilities as at the end of the year, based on the contractual undiscounted payments, was as follows:

		On demand 按要求 RMB' 000 人民幣千元	Within 1 year 1年內 RMB' 000 人民幣千元	Within 2 to 5 years 2至5年內 RMB' 000 人民幣千元	Over 5 years 超過5年 RMB' 000 人民幣千元	Total 總計 RMB' 000 人民幣千元
At 31 December 2019	於2019年12月31日					
Trade and bills payables	應付貿易賬款及票據	-	60,688	-	-	60,688
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	21,119	-	-	-	21,119
Amounts due to other related parties	應付其他關連方款項	650	-	-	-	650
Interest-bearing bank and other borrowings (excluding lease liabilities)	計息銀行及其他借款 (不包括租賃負債)	-	242,920	110,385	9,143	362,448
		21,769	303,608	110,385	9,143	444,905

		On demand 按要求 RMB' 000 人民幣千元	Within 1 year 1年內 RMB' 000 人民幣千元	Within 2 to 5 years 2至5年內 RMB' 000 人民幣千元	Over 5 years 超過5年 RMB' 000 人民幣千元	Total 總計 RMB' 000 人民幣千元
At 31 December 2018	於2018年12月31日					
Trade payables	應付貿易賬款	-	64,008	-	-	64,008
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	20,603	-	-	-	20,603
Amounts due to other related parties	應付其他關連方款項	445	12,500	-	-	12,945
Interest-bearing bank borrowings	計息銀行借款	-	81,312	88,604	-	169,916
		21,048	157,820	88,604	-	267,472

43. 財務風險管理的目標及政策 (續)

流動資金風險 (續)

於年末，本集團根據訂約未貼現付款的金融負債到期日概要如下：

43. Financial Risk Management Objectives And Policies (Continued)

Equity price risk

Equity price risk is the risk that the fair values of equity securities decrease as a result of changes in the levels of equity indices and the value of individual securities. The Group is exposed to equity price risk arising from individual equity investments included in equity investments designated at fair value through profit or loss (note 19) as at 31 December 2019. The Group's listed investments are listed on the Hong Kong stock exchanges and are valued at quoted market prices at the end of the reporting period.

The market equity indices for the following stock exchange, at the close of business of the nearest trading day in the year to the end of the reporting period, and their respective highest and lowest points during the year were as follows:

		31 December 2019 2019年 12月31日	High/low 2019 2019年 高/低	31 December 2018 2018年 12月31日	High/low 2018 2018年 高/低
Hong Kong – Hang Seng Index	香港—恒生指數	28,190	30,280/ 24,900	25,846	33,154/ 24,586

43. 財務風險管理的目標及政策(續)

股本價格風險

股本價格風險是指股本指數水平及個別證券價值變動而導致的股本證券公平值下跌的風險。於2019年12月31日，本集團所面對的股本價格風險源自分類為指定按公平值計入損益之股本投資(附註19)的個別股本投資。本集團的上市投資於香港證券交易所上市，於報告期末按所報市價計值。

在報告期末之本年度最近交易日營業時間結束時下列證券交易所之股權指數及其年內最高點及最低點如下：

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43. Financial Risk Management Objectives And Policies (Continued)

Equity price risk (Continued)

The following table demonstrates the sensitivity to a reasonably possible change in the fair values of the equity investments, with all other variables held constant and after any impact on tax, based on their carrying amounts at the end of the reporting period.

43. 財務風險管理的目標及政策（續）

股本價格風險（續）

下表列示在所有其他可變因素維持不變且經計入稅務影響的情況下，根據股本投資公平值於報告期末的賬面值，其對合理可能波動的敏感度。

		Change in equity prices 股本價格 變動 %	Carrying amount of equity investments 股本投資 之賬面值 RMB' 000 人民幣千元	Changes in profit after tax 除稅後 溢利變動 RMB' 000 人民幣千元
2019	2019年			
Investments listed in:	於下列地方上市之投資：			
Hong Kong – equity investments designated at fair value through profit or loss	香港—指定按公平值計入損益的股本投資	10	48,147	4,815
Hong Kong – equity investments designated at fair value through profit or loss	香港—指定按公平值計入損益的股本投資	(10)	48,147	(4,815)
2018	2018年			
Investments listed in:	於下列地方上市之投資：			
Hong Kong – equity investments designated at fair value through profit or loss	香港—指定按公平值計入損益的股本投資	10	67,904	6,790
Hong Kong – equity investments designated at fair value through profit or loss	香港—指定按公平值計入損益的股本投資	(10)	67,904	(6,790)

43. Financial Risk Management Objectives And Policies (Continued)

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the year.

The Group monitors capital using a net debt to equity ratio, which is net debt divided by capital. The Group's net debt consists of interest-bearing bank borrowings, less cash and cash equivalents. Capital represents total equity.

43. 財務風險管理的目標及政策(續)

資金管理

本集團資金管理的主要目標為確保其維持持續經營及穩健的資本比率之能力，以支持其業務及使股東價值最大化。

本集團管理其資本架構，並根據經濟情況變動對其作出調整。為維持或調整資本架構，本集團可能調整支付予股東的股息、向股東退回資本或發行新股份。於年內，概無就管理資本對目標、政策或程序作出任何變動。

本集團採用淨債務對權益比率監管資金，淨債務對權益比率為債務淨額除以資本。本集團的淨債務按計息銀行借款減現金及現金等價物計算。資本乃指權益總額。

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43. Financial Risk Management Objectives And Policies (Continued)

Capital management (Continued)

At the end of the year, the Group's strategy was to maintain the net debt to equity ratio at a healthy capital level in order to support its businesses. The principal strategies adopted by the Group include, but are not limited to, reviewing future cash flow requirements and the ability to meet debt repayment schedules when they fall due, maintaining a reasonable level of available banking facilities and adjusting investment plans and financing plans, if necessary, to ensure that the Group has a reasonable level of capital to support its business. The net debt to equity ratios at the end of the years are as follows:

		31 December 2019 2019年12月31日 RMB'000 人民幣千元	1 January 2019 2019年1月1日 RMB'000 人民幣千元 (note) (附註)	31 December 2018 2018年12月31日 RMB'000 人民幣千元
Interest-bearing bank and other borrowings (note 33)	計息銀行及其他借款 (附註33)	348,078	158,742	158,010
Less: Cash and cash equivalents	減：現金及現金等價物	(367,671)	(413,374)	(413,374)
Net debt	淨債務	(19,593)	(254,632)	(255,364)
Total equity	權益總額	1,518,054	1,458,802	1,458,802
Net debt to equity ratio	淨債務對權益比率	N/A* 不適用*	N/A* 不適用*	N/A* 不適用*

43. 財務風險管理的目標及政策(續)

資金管理(續)

於年末，本集團的政策為將淨債務對權益比率維持於穩健的資本水平，以支持其業務營運。本集團所採用的主要政策包括(但不限於)檢討未來現金流量需求以及於債務到期時依時還款的能力，將現有銀行融資維持於合理水平，並調整投資計劃及融資計劃(如有需要)，以確保本集團具備合理水平的資本支持其業務營運。於年末的淨債務對權益比率如下：

43. Financial Risk Management Objectives And Policies (Continued)

Capital management (Continued)

Note: The Group has adopted IFRS 16 using the modified retrospective approach and the effect of the initial adoption is adjusted against the opening balances as at 1 January 2019 with no adjustments to the comparative amounts as at 31 December 2018. This resulted in an increase in the Group's net debt on 1 January 2019 when compared with the position as at 31 December 2018.

- * The Group's balance of cash and cash equivalents exceeded the interest-bearing bank and other borrowings, as such, no gearing ratio was presented.

44. Events After The Reporting Period

Since the outbreak of the Novel Coronavirus (COVID-19) disease among the world, ongoing prevention and control measures have been carried out throughout the whole world. The epidemic will impact business operations of certain industries as well as the overall economy. Therefore, the Group's operations and revenue may be affected to a certain extent depending on the effects of the prevention and control measures, duration of the outbreak and implementation of various policies.

The Group will closely monitor the situation and assess its impacts on our financial position and operating results. As of the date of this report, such assessment is still ongoing.

43. 財務風險管理的目標及政策(續)

資金管理(續)

附註：本集團已採用經修訂的追溯法採納國際財務報告準則第16號，且首次採納的影響乃根據2019年1月1日之期初結餘進行調整，而於2018年12月31日的可比較金額並無調整。該調整導致較2018年12月31日，本集團於2019年1月1日之淨債務增加。

- * 本集團的現金及現金等價物結餘超過計息銀行及其他借款，因此並未呈列資產負債比率。

44. 報告期後事項

新型冠狀病毒疾病(COVID-19)在全世界爆發以來，防控工作已持續在全世界範圍內進行。疫情將對部分行業的業務營運及整體經濟運行造成影響，從而可能在一定程度上影響本集團的經營和收益水平，影響程度取決於防控措施的效果、疫情持續時間以及各項調控政策的實施。

本集團將繼續密切關注有關情況，並評估其對本公司財務狀況及經營業績的影響。截至本報告日期，該評估工作尚在進行當中。

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45. Statement Of Financial Position Of The Company

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

45. 本公司的財務狀況表

本公司於報告期末的財務狀況表相關資料如下：

		2019 2019年 RMB' 000 人民幣千元	2018 2018年 RMB' 000 人民幣千元
NON-CURRENT ASSETS	非流動資產		
Property, plant and equipment	物業、廠房及設備	26	29
Investments in subsidiaries	於附屬公司的投資	175,239	2,008
Total non-current assets	非流動資產總額	175,265	2,037
CURRENT ASSETS	流動資產		
Cash and cash equivalents	現金及現金等價物	3,099	30,239
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	2,546	2,490
Amounts due from subsidiaries	應收附屬公司款項	562,893	737,647
Total current assets	流動資產總額	568,538	770,376
CURRENT LIABILITIES	流動負債		
Interest-bearing bank and other borrowings	計息銀行及其他借款	27,097	-
Other payables	其他應付款項	420	1,956
Total current liabilities	流動負債總額	27,517	1,956
NET CURRENT ASSETS	淨流動資產	541,021	768,420
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債	716,286	770,457
NON-CURRENT LIABILITIES	非流動負債		
Interest-bearing bank and other borrowings	計息銀行及其他借款	27,097	53,010
Total non-current liabilities	非流動負債總額	27,097	53,010
Net assets	淨資產	689,189	717,447
EQUITY	權益		
Issued capital	已發行股本	7,214	7,214
Reserves (note)	儲備(附註)	681,975	710,233
Total equity	權益總額	689,189	717,447

45. Statement Of Financial Position Of The Company (Continued)

Note:

A summary of the Company's reserves is as follows:

		Share premium	Share option reserve	Capital reserve	Retained profits/ (accumulated losses)	Total equity
		股份溢價 RMB'000 人民幣千元	購股權儲備 RMB'000 人民幣千元	資本儲備 RMB'000 人民幣千元	保留溢利/ (累計虧損) RMB'000 人民幣千元	權益總額 RMB'000 人民幣千元
At 1 January 2018	於2018年1月1日	804,019	26,103	932	(99,003)	732,051
Loss for the year	年度虧損	-	-	-	(26,350)	(26,350)
Dividends declared and paid	已宣派及派發股息	(18,058)	-	-	-	(18,058)
Equity-settled share option arrangements	以權益結算的購股權安排	-	22,590	-	-	22,590
At 31 December 2018 and 1 January 2019	於2018年12月31日及2019年1月1日	785,961	48,693	932	(125,353)	710,233
Loss for the year	年度虧損	-	-	-	(15,052)	(15,052)
Dividends declared and paid	已宣派及派發股息	(25,282)	-	-	-	(25,282)
Equity-settled share option arrangements	以權益結算的購股權安排	-	12,076	-	-	12,076
At 31 December 2019	於2019年12月31日	760,679	60,769	932	(140,405)	681,975

The Company's share premium represents the excess of the fair value of the shares of the Company over the nominal value of the Company's shares issued in exchange therefore.

The share option reserve comprises the fair value of the share options granted which are yet to be exercised. Please refer to note 36 to the consolidated financial statements for details. The amount will either be transferred to the share premium account when the related options are exercised, or be transferred to retained profits should the related options expire or be forfeited.

46. Approval Of The Financial Statements

The financial statements were approved and authorised for issue by the board of directors on 31 March 2020.

45. 本公司的財務狀況表(續)

附註：

本公司的儲備概述如下：

本公司股份溢價指本公司股份公平值超出本公司為換取有關資本公積而發行的股份面值的金額。

購股權儲備包括已授出但尚未行使的購股權計劃的公平值。詳情請參閱綜合財務報表附註36。若有關購股權獲行使，該筆金額將轉撥往股份溢價賬；若有關購股權到期或作廢，則轉撥往保留溢利。

46. 財務報表的批准

財務報表已經董事會於2020年3月31日批准及授權發佈。

Financial Summary

財務概要

RESULTS

業績

		For the year ended 31 December 截至12月31日止年度				
		2019	2018	2017	2016	2015
		2019年	2018年	2017年	2016年	2015年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
				(Restated) (經重述)		
Revenue	收入	1,329,875	1,102,805	967,267	740,895	795,625
Cost of sales	銷售成本	(1,081,359)	(888,039)	(738,282)	(531,554)	(595,220)
Gross profit	毛利	248,516	214,766	228,985	209,341	200,405
Other income and gains	其他收入及收益	10,399	27,171	16,671	22,419	33,222
Selling and distribution costs	銷售及分銷成本	(13,187)	(11,990)	(11,515)	(10,459)	(4,016)
Administrative expenses	行政開支	(82,208)	(85,052)	(68,672)	(48,288)	(40,077)
Impairment losses on financial and contract assets, net	金融資產及合同資產之減值虧損淨額	(2,234)	902	(682)	-	-
Other expenses	其他開支	(24,641)	(1,382)	(12,210)	(1,309)	(3,055)
Finance costs	融資成本	(12,310)	(5,501)	(6,290)	(4,524)	(5,817)
Share of profits of associates	分佔聯營公司的溢利	580	7,099	1,911	1,543	4,677
Profit before tax	除稅前溢利	124,915	146,013	148,198	168,723	185,339
Income tax expense	所得稅開支	(48,880)	(42,510)	(48,058)	(44,906)	(46,700)
Profit for the year	年度溢利	76,035	103,503	100,140	123,817	138,639
Profit for the year attributable to:	以下各方應佔年度溢利：					
Owners of the parent	母公司擁有人	70,150	98,621	93,902	120,681	138,639
Non-controlling interests	非控股權益	5,885	4,882	6,238	3,136	-
		76,035	103,503	100,140	123,817	138,639
ASSET, LIABILITIES AND TOTAL EQUITY	資產、負債及權益總額					
Total assets	資產總額	2,271,191	2,040,652	1,860,285	1,659,640	1,365,070
Total liabilities	負債總額	753,137	581,850	504,401	513,044	434,920
Total equity	權益總額	1,518,054	1,458,802	1,355,884	1,146,596	930,150



蘇創燃氣
SUCHUANG GAS