



CHINA ENERGY DEVELOPMENT HOLDINGS LIMITED
中國能源開發控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 00228

ANNUAL REPORT

2019

年報

* For identification purposes only 僅供識別



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Board of Directors

Executive Directors

Mr. Zhao Guoqiang (*Chief Executive Officer and alternate director to Dr. Gu Quan Rong*)

Non-executive Directors

Dr. Gu Quan Rong

Independent Non-executive Directors

Mr. Zong Ketao

Mr. Cheng Chun Ying

Mr. Lee Man Tai

Audit Committee

Mr. Lee Man Tai (*Chairman*)

Dr. Gu Quan Rong

Mr. Zong Ketao

Mr. Cheng Chun Ying

Nomination Committee

Mr. Cheng Chun Ying (*Chairman*)

Dr. Gu Quan Rong

Mr. Zong Ketao

Mr. Lee Man Tai

Remuneration Committee

Mr. Cheng Chun Ying (*Chairman*)

Dr. Gu Quan Rong

Mr. Zong Ketao

Mr. Lee Man Tai

Company Secretary

Mr. Chan Chun Kau

Company's Website

<http://www.cnenergy.com.hk>

Registered Office

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

董事會

執行董事

趙國強先生 (*行政總裁及
顧全榮博士之替任董事*)

非執行董事

顧全榮博士

獨立非執行董事

宗科濤先生

鄭振鷹先生

李文泰先生

審核委員會

李文泰先生 (*主席*)

顧全榮博士

宗科濤先生

鄭振鷹先生

提名委員會

鄭振鷹先生 (*主席*)

顧全榮博士

宗科濤先生

李文泰先生

薪酬委員會

鄭振鷹先生 (*主席*)

顧全榮博士

宗科濤先生

李文泰先生

公司秘書

陳振球先生

公司網址

<http://www.cnenergy.com.hk>

註冊辦事處

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head Office and Principal Place of Business

Units 5611–12, 56th Floor
The Center
99 Queen's Road Central
Central
Hong Kong

Principal Share Registrar and Transfer Office

SMP Partners (Cayman) Limited
Royal Bank House – 3rd Floor
24 Shedden Road, P.O. Box 1586
Grand Cayman KY1–1110
Cayman Islands

Hong Kong Branch Share Registrar and Transfer Office

Tricor Tengis Limited
Level 22
Hopewell Centre
183 Queen's Road East
Hong Kong
(before 11 July 2019)

Level 54
Hopewell Centre
183 Queen's Road East
Hong Kong
(since 11 July 2019)

Legal Advisers to the Company

As to Hong Kong law

C.L. Chow & Mackson Chan, Solicitors
Cheung & Choy
Lawrence Chan & Co.

As to Cayman Islands law

Conyers Dill & Pearman, Cayman
Priestleys

Auditor

Zhonghui Anda CPA Limited

Principal Bankers

The Hongkong and Shanghai Banking Corporation Limited
DBS Bank (HK) Limited

總辦事處及主要營業地點

香港
中環
皇后大道中 99 號
中環中心
56 樓 5611–12 室

股份過戶登記總處

SMP Partners (Cayman) Limited
Royal Bank House – 3rd Floor
24 Shedden Road, P.O. Box 1586
Grand Cayman KY1–1110
Cayman Islands

香港股份過戶登記分處

卓佳登捷時有限公司
香港
皇后大道東 183 號
合和中心
22 樓
(二零一九年七月十一日前)

香港
皇后大道東 183 號
合和中心
54 樓
(由二零一九年七月十一日起)

本公司之法律顧問

有關香港法律

周卓立陳啓球陳一理律師事務所
張世文蔡敏律師事務所
陳振球律師事務所

有關開曼群島法律

Conyers Dill & Pearman, Cayman
Priestleys

核數師

中滙安達會計師事務所有限公司

主要往來銀行

香港上海滙豐銀行有限公司
星展銀行(香港)有限公司

CEO's Statement and Management Discussion and Analysis

行政總裁報告與管理層討論及分析

To Shareholders:

On behalf of the board of directors (the “**Board**”), I hereby present the results of China Energy Development Holdings Limited (the “**Company**”) and its subsidiaries (collectively the “**Group**”) for the year ended 31 December 2019.

Operating Results

During the year, the Group recorded a revenue in the amount of approximately HK\$158,060,000 (2018: HK\$477,789,000). The Group's revenue was principally derived from the exploration, production and distribution of natural gas segment of approximately HK\$158,060,000 (2018: HK\$477,784,000). During the year, the money lending business segment did not contribute any revenue to the Group (2018: HK\$5,000), and the sales of food and beverages segment did not contribute any revenue to the Group (2018: Nil) either.

The Group recorded a loss attributable to the owners of the Company in the amount of approximately HK\$72,352,000, compared to a profit of approximately HK\$27,544,000 during last year. It was mainly due to the net effect of non-recurrence of the one-off revenue recognition in year 2018 of natural gas sales for the years 2009-2017 and its correspondence amortisation. Loss per share attributable to the owners of the Company was 0.76 HK cents (2018: earnings per share of 0.29 HK cents).

Business Review

Exploration, Production and Distribution of Natural Gas Segment

The Petroleum Contract

The Company's indirectly wholly-owned subsidiary, China Era Energy Power Investment (Hong Kong) Limited (“**China Era**”) entered into a petroleum contract with China National Petroleum Corporation (“**CNPC**”) for the drilling, exploration, development and production of oil and/or natural gas within the specified site located in North Kashi Block, Tarim Basin, Xinjiang, PRC (the “**Petroleum Contract**”). The Petroleum Contract is for a term of 30 years commencing 1 June 2009.

致各位股東：

本人謹代表董事會(「**董事會**」)提呈中國能源開發控股有限公司(「**本公司**」)及其附屬公司(統稱「**本集團**」)截至二零一九年十二月三十一日止年度之業績。

經營業績

於本年度，本集團錄得收益約158,060,000港元(二零一八年：477,789,000港元)。本集團主要來自天然氣勘探、生產及分銷分部之收益約為158,060,000港元(二零一八年：477,784,000港元)。年內放債業務分部沒有為本集團貢獻任何收入(二零一八年：5,000港元)及銷售食品及飲料分部兩者並無為本集團貢獻任何收益(二零一八年：無)。

本集團錄得本公司擁有人應佔虧損約72,352,000港元，而去年則錄得收益約27,544,000港元，主要是由於二零零九年至二零一七年天然氣銷售確認非經常一次性收益及其對應二零一八年有關攤銷的淨影響。本公司擁有人應佔每股虧損0.76港仙(二零一八年：每股盈利0.29港仙)。

業務回顧

天然氣勘探、生產及分銷分部

石油合約

本公司之間接全資附屬公司中國年代能源投資(香港)有限公司(「**中國年代**」)與中國石油天然氣集團公司(「**中國石油集團**」)訂立一份石油合約，以於中國新疆塔里木盆地喀什北區塊之指定地點鑽探、勘探、開發及生產石油及/或天然氣(「**石油合約**」)。石油合約年期自二零零九年六月一日起，為期30年。

Under the Petroleum Contract, China Era shall apply its appropriate and advanced technology and management expertise and assign its competent experts to perform exploration, development and production of oil and/or natural gas within the site. In the event that any oil field and/or gas field is discovered within the site, the development and production costs shall be borne by CNPC and China Era in the proportion of 51% and 49%, respectively.

According to the Petroleum Contract, the exploration period covers 6 years. The managements have devoted much of its resources during the period in exploration and research studies. On 6 December 2017, China Era and CNPC entered into a supplemental and amendment agreement to the Petroleum Contract (the “**Supplemental Agreement**”) extending the First Phase exploration period to 5 December 2017 and agreeing on the aggregation of the costs incurred by CNPC between 1 June 2009 and 5 December 2017 with the pre-contract costs. The costs incurred between 1 June 2009 and 31 December 2015 was in the amount of RMB651,653,000 (mainly including three completed wells, reconstruction of natural gas processing plant and the operating costs incurred during the period). In 2018, the cost incurred by CNPC between 1 January 2016 and 31 December 2017 in the amount of approximately RMB94,042,000 was confirmed. The filing of the Overall Development Program (“**ODP**”) was completed on 8 July 2019, and the development period of the Kashi Project commenced with effect from 9 July 2019.

On 20 June 2019, China Era and CNPC entered into a second supplemental agreement to the Petroleum Contract (the “**2nd Supplemental Agreement**”) which agreed the amount of profit sharing between 2009 and 2017, which was consistent with the revenue recognised in the 2018 financial statements.

The Status of Gas Sales Agreements

As at 31 December 2019, the Company was still negotiating the Gas Sales Agreements (“**GSA**”) with CNPC. The terms of the GSA include the quantity of volume commitments, gas quality, price terms, delivery obligations and delivery point, etc. As disclosed in the Company's announcement dated 28 April 2020, the GSA was signed on 27 April 2020.

根據石油合約，中國年代將採用適當及先進的技術及管理專才，並指派稱職的專家在該地點進行勘探、開發及生產石油及／或天然氣。倘在該地點內發現任何油田及／或氣田，中國石油集團及中國年代將分別按51%及49%的比例承擔開發及生產成本。

根據石油合約，勘探期為6年。管理層於期內在勘探和研究方面投入大量資源。於二零一七年十二月六日，中國年代與中國石油集團訂立一份石油合約的補充及修訂協議（「**補充協議**」），將勘探期第一階段延長至二零一七年十二月五日，並且就中國石油集團於二零零九年六月一日至二零一七年十二月五日產生的總費用（含前期費用）達成一致。自二零零九年六月一日至二零一五年十二月三十一日所產生的費用為人民幣651,653,000元，主要包括三口鑽井完工、天然氣處理站的改建以及期內的營運成本。中國石油集團自二零一六年一月一日至二零一七年十二月三十一日產生的費用約人民幣94,042,000元已於二零一八年確認。總體開發方案（「**總體開發方案**」）已於二零一九年七月八日完成備案，而喀什項目的開發期自二零一九年七月九日起開始生效。

於二零一九年六月二十日，中國年代與中國石油集團訂立第二份石油合約補充協議（「**第二份補充協議**」），協議內載列二零零九年至二零一七年的溢利分成金額，與二零一八年財務報表所確認的收益相符。

售氣協議之情況

於二零一九年十二月三十一日，本公司與中國石油集團仍在就售氣協議（「**售氣協議**」）進行磋商。售氣協議條款包括數量承諾、天然氣質素、價格條款、交付責任及交付點等。誠如本公司日期為二零二零年四月二十八日的公告所披露，售氣協議於二零二零年四月二十七日已簽署。

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Segment Performance

During the year, this operation together with the natural gas distribution operation in Karamay, Xinjiang contributes revenue of approximately HK\$158,060,000 (2018: HK\$477,784,000) and the segment loss before income tax was approximately HK\$137,024,000 (2018: profit before income tax HK\$163,523,000). Impairment losses on intangible assets, exploration and evaluation assets and property, plant and equipment in the amounts of HK\$60,000,000 (2018: HK\$95,000,000), HK\$1,000,000 (2018: HK\$36,000,000) and HK\$33,000,000 (2018: Nil) respectively were recognised during the current year, principally due to the change of production volume forecast to reflect the current market situation.

The results of operations in exploration, production and distribution of natural gas segment and costs incurred for exploration and evaluation assets acquisition and exploration activities are shown as below:

(a) *Results of operations in exploration, production, and distribution of natural gas segment*

分部表現

年內，本業務及新疆克拉瑪依天然氣分銷業務貢獻收益約158,060,000港元(二零一八年：477,784,000港元)，而年內分部除所得稅前虧損約為137,024,000港元(二零一八年：除所得稅前溢利約為163,523,000港元)。本年度已確認喀什項目的無形資產、勘探及評估資產，以及物業、廠房及設備減值虧損分別為60,000,000港元(二零一八年：95,000,000港元)、1,000,000港元(二零一八年：36,000,000港元)及33,000,000港元(二零一八年：無)，主要由於反映目前市場狀況的產量預測有所改變。

天然氣勘探、生產及分銷分部之經營業績，以及勘探及評估資產收購及勘探活動產生之成本載列如下：

(a) 天然氣勘探、生產及分銷分部之經營業績

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Revenue	收益	158,060	477,784
Direct cost	直接成本	(42,184)	(6,466)
Other income	其他收入	1,457	368
Selling and distribution expenses	銷售及分銷開支	(24,316)	(24,520)
Operating expenses	經營開支	(46,569)	(28,737)
Depreciation	折舊	(15,474)	(3,522)
Written off on exploration and evaluation assets	撇銷勘探及評估資產	(37,673)	-
Impairment of exploration and evaluation assets	勘探及評估資產減值	(1,000)	(36,000)
Impairment and amortisation of intangible assets	無形資產減值及攤銷	(76,458)	(212,727)
Impairment of goodwill	商譽減值	-	(1,151)
Impairment of property, plant and equipment	物業、廠房及設備減值	(33,000)	-
Finance cost	融資成本	(19,867)	(1,496)
Results of operations before income tax	除所得稅前經營業績	(137,024)	163,523

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(b) Costs incurred for exploration and evaluation assets acquisitions and exploration activities

(b) 勘探及評估資產收購及勘探活動產生之成本

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Exploration cost	勘探成本	<u>19,282</u>	<u>162,326</u>

Information of Gas Reserves

For the year ended 31 December 2019, the Group engaged an independent third party consulting firm to perform the review on the reserves which was conducted in accordance with Petroleum Resources Management System, an international recognised reserve standards and guideline. The following table summarised the estimates of Group's 49% net entitlement interests of the gas reserve in the Petroleum Contract as at 31 December 2019.

氣儲備總量的資料

截至二零一九年十二月三十一日止年度，本集團聘請獨立第三方顧問公司（「顧問公司」）對儲量估計進行審閱，其乃根據石油資源管理系統（國際認可儲備標準及指引）進行。下表概述石油合約中本集團佔氣儲備總量的49%淨所有權權益的估計數字：

		Natural gas 天然氣 (BM ³) (十億立方米)
Proved (1P)	證實(1P)	6.83
Proved and Probable (2P)	證實及概略(2P)	<u>9.19</u>

Reserves are determined through analysis of geological and engineering data which appear, with reasonable certainty, to be economically productive in the future from known and discovered oil and natural gas reservoirs under existing economic and operating conditions. Both deterministic and probabilistic methods are used in reserves estimation. When probabilistic method is used, there should be at least a 90% probability (for Proved Reserve or "1P") that the quantities actually recovered will equal or exceed the estimate and there should be at least a 50% probability (for Proved and Probable Reserve or "2P") that the quantity actually recovered will equal or exceed the estimate.

該些儲量為已知和已發現的石油和天然氣藏，經過地質和工程數據的分析，並根據目前的經營條件和合乎經濟效益下，合理地認定為可於未來進行商業開採。確定性和概率方法均會用於儲量估計。當採用概率法時，應該有至少90%的可信度（「證實儲量或1P」），實際開採數量將等於或超過估計和應該有至少50%的可信度（「證實及概略儲量或2P」），實際開採數量將等於或超過估計。

Sales of Food and Beverages Business

The Group did not record any revenue from the sales of food and beverages business segment in 2019 and 2018. The segment loss before tax was approximately HK\$1,460,000 (2018: HK\$1,990,000). No revenue was recorded during the year, mainly due to the Group's intention to reduce reliance on sales of food and beverage. We will continue to keep track of the economic environment and review the future allocation of resource as and when required.

Money Lending Business

During the year, the Group did not generate any revenue (2018: HK\$5,000) from the money lending business operated by its indirect wholly owned subsidiary, Zhong Neng Finance Ltd., a licensed money lender under the Money Lenders Ordinance (Cap.163, Laws of Hong Kong). The segment loss before tax was approximately HK\$168,000 (2018: HK\$241,000). The Group continued to adopt a stringent credit policy to mitigate the credit risk arising from the money lending business, resulting in a decrease in the revenue when compared to last year.

Financial Review

Liquidity, Financial Resources and Capital Structure

As at 31 December 2019, the Group did not have outstanding secured bank borrowings (2018: HK\$65,931,000). The cash and cash equivalents of the Group were approximately HK\$226,798,000 (2018: HK\$68,084,000). The Group's current ratio (current assets to current liabilities) was approximately 59.7% (2018: 109.6%). The ratio of total liabilities to total assets of the Group was approximately 36.9% (2018: 32.2%).

As at 31 December 2019, the convertible notes due in 2041 has an outstanding principal amount of HK\$679,670,000. These convertible notes do not carry any interest, but carry the right to convert the principal amount into ordinary shares of the Company. The conversion price is HK\$0.168 per share (subject to adjustments) and a maximum number of 4,045,654,761 shares may be allotted and issued upon exercise of the conversion rights attached to the convertible notes in full. During the year, no convertible note was converted to ordinary shares of the Company.

銷售食品及飲料業務

於二零一九年及二零一八年，本集團並無自銷售食品及飲料業務分部錄得任何收益。除稅前分部虧損約為1,460,000港元(二零一八年：1,990,000港元)。本年度內並無錄得收益，主要原因為本集團擬減少對銷售食品及飲料的依賴。本集團將繼續觀察經濟環境，並於必要時檢討未來的資源分配。

放債業務

於本年度，本集團透過其間接全資附屬公司中能財務有限公司所營運的放債業務並無產生任何收益(二零一八年：5,000港元)，該公司為根據香港法例第163章《放債人條例》註冊之持牌放債人。除稅前分部虧損為約168,000港元(二零一八年：241,000港元)。本集團繼續採納嚴格信貸政策以減輕放債業務產生的信貸風險，導致收益較上一年度減少。

財務回顧

流動資金、財務資源及資本架構

於二零一九年十二月三十一日，本集團並無尚未償還還有抵押銀行借貸(二零一八年：65,931,000港元)。本集團之現金及等同現金約為226,798,000港元(二零一八年：68,084,000港元)。本集團之流動比率(流動資產比流動負債)約為59.7%(二零一八年：109.6%)。本集團總負債與總資產之比率約為36.9%(二零一八年：32.2%)。

於二零一九年十二月三十一日，二零四一年到期之可換股票據之未償還本金額為679,670,000港元。該可換股票據為不計息，但附有權利可將本金額兌換為本公司普通股。兌換價為每股0.168港元(可予調整)，而倘可換股票據附帶之兌換權獲悉數行使，可配發及發行最多4,045,654,761股股份。年內並無可換股票據獲兌換為本公司普通股。

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In June 2015, the Group commenced legal actions against the holder(s) of the convertible notes but in May 2018, a Consent Order was granted by the Cayman Court regarding the discontinuation of the litigation, as disclosed in note 35 to the consolidated financial statements.

Charge of Assets

None of the assets of the Group were pledged as security for any banking facilities and borrowings as at 31 December 2019 (2018: Account receivables of HK\$439,596,000 were pledged as security for bank borrowings).

Exchange Exposure

The Group mainly operates in Hong Kong and PRC and the exposure in exchange rate risks mainly arises from fluctuations in the HK dollar and Renminbi exchange rates. Exchange rate fluctuations and market trends have always been the concern of the Group. The policy of the Group for its operating entities operates in their corresponding local currencies to minimise currency risks. The Group, after reviewing its exposure for the time being, did not enter into any derivative contracts aimed at minimising exchange rate risks during the year. However, management will monitor foreign currency exposure and will consider hedging significant foreign currency exposure if necessary.

Capital Commitments

The Group had capital commitments of approximately HK\$522,640,000 (of which approximately HK\$199,564,000 would be borne by CNPC) and HK\$121,000,000 as at 31 December 2019 (2018: HK\$104,834,000 and HK\$118,650,000) in respect of capital expenditure of exploration, production and distribution of natural gas segment and capital contributions in a subsidiary respectively.

於二零一五年六月，本集團向可換股票據之持有人開展法律訴訟，惟於二零一八年五月，開曼群島法院已就終止訴訟發出同意令，詳情載於綜合財務報表附註35。

資產抵押

本集團於二零一九年十二月三十一日並無任何資產已抵押為銀行信貸及借款之擔保(二零一八年：439,596,000港元的應收賬款抵押為銀行借款之擔保)。

外匯風險

本集團的主要營運地區為香港和中國，其面對的匯兌風險主要來自港元及人民幣匯率的波動。匯率波幅及市場動向一向深受本集團關注。本集團的一貫政策是讓經營實體以其相關地區貨幣經營業務，盡量降低貨幣風險。在檢討當前承受的風險水平後，本集團年內並無為降低匯兌風險而訂立任何衍生工具合約。然而，管理層將密切留意外幣風險，必要時會考慮對沖重大外幣風險。

資本承擔

於二零一九年十二月三十一日本集團就天然氣分部的勘探、生產和分銷的資本開支以及對一間附屬公司之注資分別有資本承擔約522,640,000港元(其中約199,564,000港元由中國石油集團承擔)及121,000,000港元(二零一八年：104,834,000港元及118,650,000港元)。

Contingent Liabilities

The Group had no material contingent liabilities as at 31 December 2019 and 2018.

Employee Information

As at 31 December 2019, the Group had a total workforce of 50 (2018: 41). The Group remunerates its employees based on their work performance, working experiences, professional qualifications and the prevailing market practice.

ADDITIONAL DISCLOSURE REGARDING THE MODIFIED OPINION

Qualified opinion in 2019

The auditors of the Company issued a qualified opinion in the independent auditors' report relating to the audit of the consolidated financial statements of the Group for the year ended 31 December 2019. In view of the qualified opinion, the Board would like to provide the following additional information.

As set out in the Company's annual report for the year ended 31 December 2018 (the "**2018 Annual Report**"), the previous auditors of the Company issued disclaimer of opinion in the independent auditors' report relating to the audit of the consolidated financial statements of the Group for the year ended 31 December 2018. Further information regarding the disclaimer of opinion last year is set out on pages 11 to 15 of the 2018 Annual Report.

或然負債

於二零一九年及二零一八年十二月三十一日，本集團並無任何重大或然負債。

僱員資料

於二零一九年十二月三十一日，本集團共有50名(二零一八年：41名)員工。本集團僱員之薪酬與彼等之工作表現、工作經驗、專業資格及現行市場慣例掛鉤。

有關經修訂意見之額外披露

二零一九年保留意見

本公司核數師已就審核本集團截至二零一九年十二月三十一日止年度之綜合財務報表於獨立核數師報告內出具保留意見。鑒於該保留意見，董事會將提供以下額外資料。

誠如本公司截至二零一八年十二月三十一日止年度的年報(「二零一八年年報」)所載，本公司上任核數師就審核本集團截至二零一八年十二月三十一日止年度的綜合財務報表於獨立核數師報告內出具不發表意見聲明。有關去年不發表意見的進一步資料載於二零一八年年報第11至15頁。

CEO's Statement and Management Discussion and Analysis

行政總裁報告與管理層討論及分析

As stated in the independent auditors' report, the existing auditors have not been provided with sufficient appropriate audit evidence: (1) as to whether the revenue from sales of natural gas of approximately HK\$368,903,000 arising from its interests in the Petroleum Contract for the exploration and evaluation period from 2009 to 2017 should be recorded in the year ended 31 December 2018 or before; (2) to ascertain the recoverable amount of the balance of the intangible assets and exploration and evaluation assets as at 31 December 2018, as to whether these balances were fairly stated at HK\$1,250,254,000 and HK\$474,224,000, respectively, as at 31 December 2018, and the impairment losses and amortisation recorded in the year ended 31 December 2018; and (3) on the deferred tax charge recorded in the year ended 31 December 2018. Any adjustments of these items may affect the comparability of the current year's figures with the corresponding figures, affect the opening balance of these items, result in consequential effects on the written off, impairment losses, depreciation and amortisation for the year ended 31 December 2019, result in consequential effects on the Group's financial performance and cash flows, and result in consequential effects on the deferred tax credit recorded in the year ended 31 December 2019.

The qualified opinion is because of the comparative figures, opening balance and consequential effect of the bases for disclaimer of opinion relating to the audit of the consolidated financial statements of the Group in the previous year. These bases for qualified opinion did not arise from different judgments in the valuation and impairment of balance sheet items in the current year between the Company's Directors and the existing auditors. The audit committee concurred with the Company's Directors in the valuation and impairment of the balance sheet items in the current year and the previous year. Since the bases for qualified opinion this year is principally the consequence brought forward from the bases for disclaimer of opinion in the previous year, barring unforeseen circumstances which may arise after the date hereof over the relevant balance sheet items, the Company's Directors do not expect these bases of qualification to recur in the consolidated financial statements for the year ending 31 December 2020.

誠如本獨立核數師報告所指出的，現任核數師未獲取充分、適當的審計證據：(1)於二零零九年至二零一七年的勘探及評估期間，來自石油合約中的權益的天然氣銷售收益約368,903,000港元是否應記入截至二零一八年十二月三十一日或之前的年度；(2)確定於二零一八年十二月三十一日無形資產及勘探與評估資產餘額的可收回金額，以判斷於二零一八年十二月三十一日該等結餘是否公平地列為1,250,254,000港元及474,224,000港元，及截至二零一八年十二月三十一日止年度的減值虧損及攤銷；及(3)記錄截至二零一八年十二月三十一日止年度的遞延稅項費用。該等項目的任何調整都可能影響目前數字與相應數字的可比性，影響該等項目的期初餘額，從而對截至二零一九年十二月三十一日止年度的撇銷、減值虧損、折舊及攤銷產生相應影響，導致本集團的財務表現及現金流量產生相應影響，並對截至二零一九年十二月三十一日止年度記錄的遞延稅項抵免產生相應影響。

該保留意見是由於比較數字、期初結餘及有關本集團上一年度綜合併財務報表審計的不發表意見之基準的相應影響。該等保留意見之基準並非來自本公司董事及現任核數師對本年度資產負債表項目的評估及減值的不同判斷。審核委員會於目前年度及往年對資產負債表項目的評估及減值與本公司董事達成一致。由於今年的保留意見之基準主要為上一年不發表意見之基準帶來的結果，撇除於本報告日期後可能發生且會對相關資產負債表項目造成影響的不可預測情況，本公司董事預期該等保留意見之基準不會於截至二零二零年十二月三十一日止年度的綜合財務報表內再次出現。

Impairment loss on Kashi Project Assets

The impairment of the carrying value of the intangible assets, property, plant and equipment and the exploration and evaluation assets relating to Kashi Project (the “Kashi Project Assets”) was principally due to the change in production volume forecast to reflect the current market situation. The management made assumptions including the timing and development plan of the latest ODP (including the capital expenditure for additional wells and related facilities), commercial production and signing of GSA, future gas prices, production costs (fixed and variable) and production volume forecast (based on the Group's previous estimation on the natural gas resources of the Kashi field).

Except for the change in post-tax discount rate from 16% (equivalent to pre-tax discount rate of 19.5%) in 2018 to 14% (equivalent to pre-tax discount rate of 15.8%) in 2019 and the change in production volume forecast to reflect the current market situation as explained above, there were no other significant changes in the value of the inputs and assumptions used in the valuation as compared to those previously adopted. The change in discount rate was mainly due to the decrease in equity risk premium in China from 10.8% in 2018 to 8.76% in 2019.

In arriving at the fair value, the valuer has considered three generally accepted approaches, namely, market approach, cost approach and income approach. Since market approach is not appropriate (as no similar transactions in the public market can be identified as comparable transaction) and cost approach is not appropriate (as it ignores the economic benefits of the ownership of the business), the valuer has adopted income approach — discounted cash flow method to assess the fair value of the project. A discount on lack of marketability (DLOM) of 30% was applied in the fair value assessment, which is in line with market practice. In compliance with HKAS 36 Impairment of Assets, during an impairment testing of assets (other than financial assets), the recoverable amount should be the greater of (i) the fair value less costs of disposal, and (ii) the value-in-use (VIU), which is based on the estimated future cash flows expected to be derived from the asset 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. Therefore, after assessing the fair value and VIU in the valuation report, the Company has used the VIU, being the higher of the two figures, in determining the recoverable value of the Kashi Project Assets.

喀什項目資產之減值虧損

與喀什項目(「喀什項目」)有關的無形資產及勘探及評估資產之賬面值減值乃主要由於產量預測的變化以反映當前市場情況。管理層對最新總體開發方案之時機及開發計劃(包括額外井口及相關設施之資本開支)、商業生產及簽署售氣協議、未來天然氣價格、生產成本(固定及可變)及生產量預測(根據本集團以往對喀什油田天然氣資源之估計計算)等作出假設。

除稅後貼現率由二零一八年的16%(相等於除稅前貼現率19.5%)變動至二零一九年的14%(相等於除稅前貼現率15.8%)及如上文所闡釋產量預測的變化反映出目前市場情況外,輸入數據的價值及於估值中使用之假設與之前所採納者相比並無其他重大變動。貼現率之變動乃主要由於中國的股本風險溢價從二零一八年的10.8%下降年至二零一九年的8.76%。

於達致公平值時,估值師曾考慮三種公認方法,即市場法、成本法及收入法。由於市場法並不適合(由於在公開市場上並無可識別為可資比較交易之類似交易),而成本法亦不適合(因其忽略業務擁有權之經濟利益),故估值師已採納收入法——貼現現金流量法以評估該項目之公平價值。於公平價值評估中應用之缺乏市場流通性貼現(DLOM)30%乃符合市場慣例。根據香港會計準則第36號資產減值,於資產(金融資產除外)減值測試時,可收回金額應為(i)公平價值減出售成本;及(ii)使用價值(VIU)(以較高者為準),而使用價值乃根據預期來自資產的估計未來現金流量,採用稅前貼現率(以反映貨幣時間價值及資產特定風險的當前市場評估),貼現至其現值。因此,於估值報告評估公平價值及使用價值後,本公司於釐定喀什項目資產之可收回價值時已採用使用價值(即兩個數據中之較高者)。

Going Concern Basis

For the year ended 31 December 2019, the Group has suffered a loss of HK\$73,491,000 and at the end of reporting period, its current liabilities exceeded its current assets by HK\$302,925,000. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern and therefore, the Group may not be able to realise its assets and discharge its liabilities in the normal course of business.

The Group's current liabilities as at 31 December 2019 are mainly attributable to exploration and evaluation cost payables in the amount of HK 419,069,000 (31 December 2018: HK\$353,956,000). The directors of the Company are of the view that the Group will be able to successfully persuade these contractors not to insist on repayment before the full operation of exploration, production and distribution business in Kashi. However, there is no certainty that these contractors will not demand repayment before the full operation of exploration, production and distribution business in Kashi.

In view of the net current liabilities position, the Directors have carried out a detailed review of the cash flow forecast of the Group covering a period of not less than twelve months from the end of the reporting period based on certain underlying assumptions including (i) financial support from a shareholder not to demand repayment within 12 months; (ii) the Group being able to successfully persuade contractors not to insist on repayment of the construction cost payables before the full operation of exploration, production and distribution business in Kashi; and (iii) the Group being able to raise adequate funding through bank borrowings or otherwise. Taking into account the above assumptions, the directors of the Company consider that the Group will have sufficient working capital to meet its financial obligations as and when they fall due within the twelve months from 31 December 2019.

The Audit Committee's view

During the audit process, the audit committee discussed with the management during which the management presented the financial highlights and conveyed the key audit matters expressed by the auditors. After considering the circumstances surrounding the key audit matters and the management's presentation, the audit committee concurred with the management's judgments regarding the valuation of the Kashi Project Assets and the going concern basis of the financial statements.

持續經營基準

截至二零一九年十二月三十一日止年度，本集團產生虧損73,491,000港元，而於報告期末，本集團流動負債較其流動資產多出302,925,000港元。該等狀況反映存在重大不明朗因素，可能對本集團能否持續營運構成重大疑問，因此，本集團或不能於日常業務過程中變現其資產及解除其負債。

本集團於二零一九年十二月三十一日之流動負債主要源於應付勘探及評估費用，金額為419,069,000港元（二零一八年十二月三十一日：353,956,000港元）。本公司董事認為本集團將能成功說服該等承建商，在喀什的勘探、生產及分銷業務全面運作前，不堅持償付建築費用。然而，無法保證該等承建商將不會於喀什的勘探、生產及分銷業務全面運作前要求還款。

鑒於流動負債淨額之狀況，董事根據下列若干相關假設，對本集團由報告期末起計不少於十二個月期間的現金流量預測進行詳細審閱，包括：(i) 來自一名股東之無需12個月內償還之財務資助；(ii) 本集團能成功說服承建商在喀什的勘探、生產及分銷業務全面運作前，不堅持償付建築應付費用；及(iii) 本集團能透過銀行借貸或其他方式籌集足夠資金。經考慮上述假設，本公司董事認為本集團從二零一九年十二月三十一日起十二個月內將有足夠營運資金，履行其到期財務責任。

審核委員會之意見

於核數過程中，審核委員會與管理層已進行討論，期間管理層已呈列財務摘要及傳達核數師所提出之關鍵審核事項。經考慮關鍵審核事項之情況及管理層呈列之資料後，審核委員會同意管理層對有關喀什項目資產之估值及財務報表之持續經營基準之判斷。

Removal of audit modification

CNPC has already settled the entire preliminary profit sharing entitlement of the Group for gas sales in 2018 either in cash or by offsetting of payables owed to CNPC. Regarding the settlement of profit sharing entitlement of the Group for gas sales between 2009 and 2017, CNPC has substantially settled in cash or notes after the signing of a second supplemental and amendment contract to the Petroleum Contract (the “**2nd Supplement Contract**”) on 20 June 2019. The ODP filing was completed on 8 July 2019 and the GSA was signed on 27 April 2020. In addition, the Group engaged an independent third party consulting firm to perform a review on the gas reserves which was conducted in accordance with Petroleum Resources Management System, an international recognised reserve standards and guideline.

The perceived uncertainties on the audit modifications in 2018 have been addressed in 2019. The Directors will continue to negotiate with banks and other financiers, financial institutions and potentially interested investors with the view to obtaining new funding whether by way of equity or debt financing to improve of the Company's financial position and/or liquidity.

EVENTS AFTER THE REPORTING PERIOD

The Group's production facilities are principally situated in Kashgar city (also known as Kashi) and Karamay city (also known as Kelamayi) of Xinjiang Uygur Autonomous Region and its offices are situated in Korla city (also known as Kuerla), Xinjiang and Beijing. As disclosed in the Company's announcement dated 10 March 2020, travel restrictions and other public health measures (the “**Public Health Measures**”) including the extension of Chinese new year holiday and quarantine requirements of travelers were imposed in various areas in China since late January 2020 in an attempt to contain the novel Coronavirus epidemic (the “**Epidemic**”), as a result of which certain staff of the Group were restricted from traveling or otherwise returning to work after holiday. That having said, since the Group supplies natural gas through pipelines without heavy reliance on human resources, the impact of the Epidemic and Public Health Measures on the Group's operations should be minimal. The Company will continue to monitor the development of the Epidemic and its impact, if any, on the Company's operations, and make further announcement(s) as appropriate if necessary.

移除審核修訂

中國石油集團已以現金或抵銷結欠中國石油集團之應付款項之方式結算本集團二零一八年天然氣銷售之全部初步溢利分成。就以結算本集團二零零九年至二零一七年的天然氣銷售溢利分成而言，在二零一九年六月二十日簽訂石油合約的第二份補充及修訂協議（「**第二份補充協議**」），中國石油集團已以現金或票據之方式結算大部份款項。總體開發方案之備案已於二零一九年七月八日完成及售氣協議已於二零二零年四月二十七日簽署。此外，本集團聘請獨立第三方顧問公司對儲量估計進行審閱，其乃根據石油資源管理系統（國際認可儲備標準及指引）進行。

被視為二零一八年審核修訂的不確定性因素已於二零一九年移除。董事將繼續與銀行及其他金融界人士、金融機構及潛在有意投資者進行磋商，以透過股權融資或債務融資獲取新資金，以改善公司的財務狀況及／或流動性。

報告期後事項

本集團的生產設施主要位於新疆維吾爾族自治區的喀什市及克拉瑪依市，其辦事處分別位於新疆庫爾勒市及北京。如本公司二零二零年三月十日的公告所披露，自二零二零年一月下旬起，中國各地實施了旅行限制及其他公共衛生措施（「**公共衛生措施**」），包括延長農曆新年假期及對旅客實施檢疫規定，以遏止新型冠狀病毒疫症（「**疫症**」）蔓延，而本集團某些工作人員亦因此被限制出行或未能在假期後返回工作崗位。儘管如此，由於本集團的天然氣是通過管道輸送，無需過度依賴人力資源，因此疫症及公共衛生措施對本集團業務的影響僅屬輕微。本公司將繼續監察疫情發展及其對本公司業務的影響（如有），並於必要時適當地作出進一步公告。

PROSPECTS

Exploration, Production and Distribution of Natural Gas

The project details and key milestones for the Kashi Project were disclosed in the Company's circular dated 3 December 2010. In essence, the Petroleum Contract covers an exploration period of up to six years (which was already extended by CNPC pursuant to the Supplemental Contract), a development period and a production period. The development period commences on the date after the date of filing completion of the ODP and ends on the date of the completion of the development operations required by the ODP to be completed during the development period. The end of the development period also signifies the commencement of the commercial production of the project and hence the production period, which runs for fifteen years for an oil field and twenty years for a gas field (subject to extension with the approval of the government).

As disclosed in the Company's announcement dated 25 July 2019, the filing of the ODP of Kashi Project was completed on 8 July 2019 and the development period commenced with effect from 9 July 2019. As disclosed in the Company's announcement dated 28 April 2020, the GSA was signed on 27 April 2020. The Company's management will continue to follow up with potential lenders and investors with the view to secure additional debt and/or equity funding to finance the further development of the project. Further announcement(s) will be made by the Company as and when there is any significant progress of the Kashi Project.

Sales of Food and Beverages Business

The management has taken a cautious approach to manage the operations of the food and beverages segment. The Group will assess the value and performance of this segment from time to time, and continue to keep track of the economic environment and review the future allocation of resources as and when required.

展望

天然氣勘探、生產及分銷

喀什項目的詳情和主要里程碑已於本公司日期為二零一零年十二月三日的通函中披露。概括來說，石油合約涵蓋最多六年的勘探期（已根據補充協議經中國石油集團延長），以及開發期和生產期。開發期由總體開發方案完成備案當日後日期開始，直至總體開發方案中所規定須於開發期內完成的開發工程的完工當日結束。開發期結束亦標誌著該項目商業生產和生產期的開始，油田的生產期為十五年，氣田則為二十年，兩者皆可由政府批准延長。

誠如本公司日期為二零一九年七月二十五日的公告所披露，喀什項目的總體開發方案已於二零一九年七月八日完成備案，而開發期自二零一九年七月九日起開始生效。誠如本公司日期為二零二零年四月二十八日的公告所披露，售氣協議於二零二零年四月二十七日已簽署。本公司管理層將繼續與潛在貸款方及投資者跟進，為該項目的進一步發展尋求額外債務及／或股本融資。本公司將於喀什項目取得重大進展時另行發出公告。

銷售食品及飲料業務

管理層已採取審慎態度管理食品及飲料分部的營運。本集團會不時評估該分部的價值及業績，繼續觀察經濟環境並於必要時檢討未來的資源分配。

CEO's Statement and Management Discussion and Analysis

行政總裁報告與管理層討論及分析

Money Lending Business

The management will continue to look for high quality borrowers in order to minimise the risk of default. The management has taken a cautious approach in money lending business in view of the Group's current financial position.

Appreciation

Looking forward, we will continue our proven strategy of fostering opportunity for sustainable growth with the aim of enhancing return for our shareholders. Finally, on behalf of the Board, I would like to take this opportunity to express my sincere gratitude to a team of devoted staff for their outstanding service and to our shareholders for your continued support.

Zhao Guoqiang

Chief Executive Officer & Executive Director

Hong Kong, 8 May 2020

放債業務

管理層將繼續尋覓高質素的借款方，以減少拖欠還款的風險。鑒於本集團目前的財務狀況，管理層以審慎方式管理放債業務。

致謝

展望未來，本集團將繼續施行能促進可持續發展業務機會之既定策略，務求提升股東之回報。最後，本人謹此代表董事會，對熱誠投入為本集團服務之出色員工及股東之不斷支持致以衷心感謝。

趙國強

行政總裁兼執行董事

香港，二零二零年五月八日

Executive Directors

Mr. Zhao Guoqiang, aged 62, joined the Company as an executive director in December 2009 and was elected as the chief executive officer on 29 December 2009. He graduated from his study for Physics at Qufu Normal University. He has nearly 35 years of working experience in exploration and exploitation of petroleum industry. He acted as senior engineer in Sinopec Shengli Oilfield Company (the “**Shengli Oilfield**”) and was awarded the Top-notch talent from China Petroleum & Chemical Shengli Oilfield. Mr. Zhao was appointed as an alternative director to Dr. Gu Quan Rong on 29 June 2015.

Non-Executive Directors

Dr. Gu Quan Rong, aged 55, joined the Company as a non-executive director in September 2014. He obtained a bachelor degree and a post-doctoral degree in Organic Chemistry from Nanjing University in 1987 and 1996, respectively, and a doctorate degree in mineral processing from China University of Mining & Technology, Beijing in 1993. He is an expert in chemistry, energy, biodiesel and oil and gas. Between 1996 and now, he held the positions of Associate Professor, Professor and Vice Dean for Scientific Research in Nanjing University, and had been a Visiting Scholar in Wayne State University, United States and University of Regina, Canada and a Senior Research Fellow in University of Alberta, Canada. He had worked with leading oilfields in China such as Daqing Oilfield, Shengli Oilfield and Dagang Oilfield, and been the Chief Scientist of energy companies in North America.

執行董事

趙國強先生，現年62歲，於二零零九年十二月加入本公司出任執行董事，並於二零零九年十二月二十九日獲選任為行政總裁。彼畢業於曲阜師範大學物理專業，在石油開採及勘探行業有近35年的工作經驗。彼曾在中國石化勝利油田公司（「**勝利油田**」）擔任高級工程師，並榮獲中國石化勝利油田技術拔尖人才稱號。於二零一五年六月二十九日，趙先生獲委任為顧全榮博士之替任董事。

非執行董事

顧全榮博士，55歲，於二零一四年九月加入本公司出任非執行董事。彼先後於一九八七年及一九九六年取得南京大學有機化學專業學士學位及博士後學位，並於一九九三年獲中國礦業大學（北京）頒授礦物加工博士學位。顧博士為化學、能源、生物柴油及油氣專家。自一九九六年至今，顧博士先後出任南京大學副教授、教授及科研處副院長，並為美國韋恩州立大學及加拿大里賈納大學客席學者以及加拿大阿爾伯塔大學高級研究員。彼曾於大慶油田、勝利油田及大港油田等中國領先油田工作，歷任北美多家能源公司之首席科學家。

Biographical Details of Directors 董事之履歷

Independent Non-executive Directors

Mr. Zong Ketao, aged 53, joined the Company as an independent non-executive director in July 2015. He is a lawyer qualified to practice law in the People's Republic of China (the "PRC"). He holds a master degree in law from University of International Business and Economics, China and a bachelor degree in law from Lanzhou University, China. He has extensive experience in litigation and arbitration, company law and laws relating to investment, finance, energy, mining and capital market. From 1989 to 2000, he joined Sinopec Shengli Oilfield Company Limited, an associate of China Petroleum & Chemical Corporation ("Sinopec"), as a member of their in-house legal department. From 2003 to 2004, he was appointed as the senior legal supervisor of another group company of Sinopec. Since 2005, he started his own private legal practice and joined various law firms in the PRC as a partner.

Mr. Cheng Chun Ying, aged 51, joined the Company as an independent non-executive director in January 2016. He is an associate member of the Hong Kong Institute of Certified Public Accountants and an associate member of the Certified Practising Accountants Australia. He holds a master's degree in business law from Monash University, Australia and a bachelor's degree in commerce accounting from The Curtin University of Technology, Australia. He has extensive experience in finance and accounting, and has worked as financial controller in various private and public listed companies in Hong Kong, Singapore and the United States.

Mr. Lee Man Tai, aged 43, joined the Company as an independent non-executive director in January 2016. He graduated from Lingnan University, Hong Kong in 2000 with a bachelor's degree in business administration and obtained a master's degree in business administration in financial services from The Hong Kong Polytechnic University in 2010. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants in the United Kingdom. He has over 17 years of professional experience in accounting and auditing. He worked in audit firms between 2000 and 2006, and has occupied the positions of chief financial officer, financial controller and company secretary of several listed companies in Hong Kong between 2006 and 2016. He is an independent non-executive director of Progressive Path Group Holdings Limited (Stock code: 1581) and Rizhao Port Jurong Co Ltd (Stock code: 6117) which are listed on the Stock Exchange. He is also a representative for type 1 and 6 regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

獨立非執行董事

宗科濤先生，53歲，於二零一五年七月加入本公司出任獨立非執行董事。彼為中華人民共和國（「中國」）之認可執業律師。彼持有中國對外經濟貿易大學法律碩士學位及中國蘭州大學法律學士學位。彼於訴訟與仲裁、公司法以及有關投資、金融、能源、礦業及資本市場之法律方面具備豐富經驗。於一九八九年至二零零零年，彼加入中國石油化工股份有限公司（「中國石化」）之聯營公司中國石化勝利油田有限公司，擔任其內部法律部門人員。自二零零三年至二零零四年，彼獲委任為中國石化另一集團公司之高級法務主管。自二零零五年起，彼展開其私人法律執業業務，與中國多間律師事務所結成夥伴。

鄭振鷹先生，51歲，於二零一六年一月加入本公司出任獨立非執行董事。彼為香港會計師公會會員及澳洲註冊執業會計師公會會員。彼持有澳洲蒙納許大學(Monash University)商業法碩士學位及澳洲科廷大學(The Curtin University of Technology)商務會計學士學位。彼於金融及會計方面擁有豐富經驗，曾於香港、新加坡及美國多間私人及公眾上市公司出任財務總監。

李文泰先生，43歲，於二零一六年一月加入本公司出任獨立非執行董事。彼於二零零零年畢業於香港嶺南大學並取得工商管理學士學位，及於二零一零年取得香港理工大學工商管理(金融服務)碩士學位。彼為香港會計師公會資深會員及英國特許公認會計師公會資深會員。彼於會計及審計方面擁有逾17年專業經驗。彼於二零零零年至二零零六年間在多間審計事務所任職，並於二零零六年至二零一六年在香港多間上市公司出任首席財務官、財務總監及公司秘書。彼為進昇集團控股有限公司(股份代號：1581)及日照港裕廊股份有限公司(股份代號：6117)的獨立非執行董事，該兩間公司均於聯交所上市。李先生亦為香港法例第571章證券及期貨條例所界定第1類及第6類受規管活動的代表。

Overview

The Company is committed to maintain good corporate governance standard and procedures. The Board recognizes the importance of and benefit from good corporate governance practices. We believe that improvement in corporate governance not only assists the Company in effective supervision and control on its business operation, but also attracts investment from international institutional investors, thereby creating and enhancing shareholder value.

1. Corporate Governance Practices

The Stock Exchange has promulgated the code provisions on Corporate Governance Code and Corporate Governance Report contained in Appendix 14 to the Listing Rules (the “**CG Code**”). Throughout the year ended 31 December 2019, the Group has complied itself with all CG Code except for the following:

- (a) In relation to A.2.1 of the CG Code, the roles of chairman and Chief Executive Officer (the “**CEO**”) should be separate and should not be performed by the same individual and the division of responsibilities between the chairman and CEO should be clearly established and set out in writing. During the year, Mr. Zhao Guoqiang is the CEO of the Company. During the year, the position of chairman is vacated and the Board intends to identify satisfiable candidate to fill the vacancy.
- (b) In relation to E.1.2 of the CG Code, the chairman of the Board should attend the the annual general meeting (the “**AGM**”) to answer questions raised up in the meeting. During the year, the position of chairman is vacated, but other Directors and members of the audit committee were present at the AGM to answer questions from Shareholders.

概覽

本公司致力維持良好之企業管治水平及程序。董事會確認良好企業管治守則之重要性及成效。我們相信提高企業管治不單有助本公司有效監督及控制其業務運作，亦可吸引國際機構投資者，為股東締造更大價值。

1. 企業管治常規

聯交所已公佈上市規則附錄十四所載《企業管治守則及企業管治報告》(「**企業管治守則**」)的守則條文。於截至二零一九年十二月三十一日止年度，本集團一直遵守全部企業管治守則，惟下列各項除外：

- (a) 根據企業管治守則第A.2.1條，主席及行政總裁(「**行政總裁**」)之角色應予以區分並不應由同一人擔任，以及主席及行政總裁之職責應以書面清楚界定。年內，趙國強先生擔任本公司行政總裁。年內，主席一職懸空，董事會有意物色合適的人選以填補空缺。
- (b) 根據企業管治守則第E.1.2條，董事會主席應出席股東週年大會(「**股東週年大會**」)以於會上回答提問。於年內，主席一職懸空，惟其他董事及審核委員會成員已出席股東週年大會，以回答股東提問。

- (c) In relation to A.4.1 and A.4.2 of the CG Code, non-executive directors should be appointed for a specific term, subject to re-election while all directors should be subject to retirement by rotation at least once every three years. For the year under review, all independent non-executive directors of the Company have not been appointed for a specific term but they are subject to retirement by rotation in accordance with the Company's articles of association. The management experience, expertise and commitment of the re-electing Directors will be considered by the nomination committee of the Company before their re-election proposals are put forward to Shareholders. As such, the Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices regarding Directors' appointment are no less exacting than those in the CG Code.
- (d) In relation to A.6.7 of the CG Code, independent non-executive directors and other non-executive directors should attend the Company's AGM. Certain non-executive Directors were unable to attend the Company's AGM held on 30 June 2019 due to other business commitments. However, views expressed by shareholders at general meetings are recorded and circulated for discussion by all directors regardless of attendance. The Company will plan its dates of meetings in advance to facilitate Directors' attendance.

2. Risk Management and Internal Control

The Board acknowledges its responsibility in maintaining sound and effective risk management and internal control systems for the Group to safeguard investments of the shareholders and assets of the Company at all times. Such systems aim to help achieving the Group's business objectives, safeguarding assets and maintaining proper accounting records for provision of reliable financial information. However, the design of the systems is to provide reasonable, but not absolute, assurance against material misstatement in the financial statements or loss of assets and to manage rather than eliminate risks of failure when business objectives are being sought.

- (c) 根據企業管治守則第A.4.1及A.4.2條，非執行董事須按指定任期委任，並須膺選連任，而全體董事須至少每三年輪值告退一次。於回顧年度，本公司所有獨立非執行董事均非按指定任期委任，惟須按照本公司組織章程細則之規定輪值告退。本公司提名委員會向股東提出重選建議前會考慮重選董事的管理經驗、專長及承擔。因此，本公司認為已採取足夠的措施，以確保有關委任董事之本公司企業管治常規不較企業管治守則所載者寬鬆。
- (d) 根據企業管治守則規則第A.6.7條，獨立非執行董事及其他非執行董事須出席本公司股東週年大會。若干非執行董事因其他業務承擔未能出席本公司於二零一九年六月三十日舉行之股東週年大會。儘管如此，不論董事出席與否，股東於股東大會上發表之意見將被記錄並予以傳閱以供全體董事進行討論。本公司將提前計劃其會議日期以便於董事出席。

2. 風險管理及內部監控

董事會知悉其職責乃替本集團維持行之有效之風險管理及內部監控制度，全面保障股東之投資及本公司資產。該等制度旨在協助本集團達成其業務目標、保障資產，以及妥為存置提供可靠財務資料之會計記錄。然而，該等制度之設置乃就防止於財務報表中作出重大錯誤聲明或防止資產損失提供合理（而非絕對）之保證，以及管理（而非減低）無法達致業務目標之風險。

Management has conducted regular reviews during the year on the effectiveness of the risk management and internal control systems covering all material controls in area of financial, operational and compliance controls, various functions for risks management as well as physical and information systems security. The chief financial officer (the “CFO”) has reported to the audit committee from time to time during the year, in conjunction with key findings identified by the external auditors, findings and actions or measures taken in addressing those internal controls. The audit committee in turn reports any material issues to the Board. The Board, through the audit committee, also sets targets for and reviews plan and progress on continuous improvement work of the Company’s internal control system with the CFO on a periodic basis.

3. Board of directors

- (a) Up to the date of this annual report, the Board comprises a total of five members including one executive director, one non-executive directors and three independent non-executive directors. Members of the Board have different professional and relevant industry experiences and background so as to bring in valuable contributions and advices for the development of the Group’s business. Up to the date of this annual report, the Company has three independent non-executive directors representing not less than one-third of the Board, and two of them are qualified accountants.
- (b) The Company has received written annual confirmation from each incumbent independent non-executive director of their independence to the Group. The Group considered that all independent non-executive directors meets the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines. The names of the directors and their respective biographies are set out on pages 17 to 18 of this annual report.

管理層於年內定期檢討風險管理及內部監控制度之成效，包括財務、營運及合規監控、不同風險管理功能以及實際及資料系統保安等各個重大監控領域。財務總監（「財務總監」）於年內不時向審核委員會匯報外部核數師提出之重大發現，以及在進行內部監控時之發現、行動或措施。審核委員會則向董事會報告任何重大事宜。董事會亦透過審核委員會與財務總監定期制訂本公司內監控制度之目標、檢討有關計劃，以及對有關制度進行持續改善工作。

3. 董事會

- (a) 截至本年報日期，董事會由合共五名成員組成，包括一名執行董事、一名非執行董事及三名獨立非執行董事。董事會成員具備不同專業及相關行業經驗及背景，可為本集團之業務發展提供寶貴貢獻及意見。截至本年報日期，本公司有三名獨立非執行董事，佔董事會不少於三分之一，其中兩人為合資格會計師。
- (b) 本公司已接獲各現任獨立非執行董事就彼等之獨立性而向本集團發出之年度確認書。本集團認為全體獨立非執行董事符合上市規則第3.13條之獨立指引，且根據該指引彼等為獨立人士。董事姓名及彼等各自之履歷載於本年報第17至18頁。

(c) The Board meets periodically with the management to discuss the Group's strategies development and to review the business operation. The Board also monitors and controls financial performance in pursuit of the Group's strategic objectives. The names of the directors during the financial year and their individual attendance of are set out below:

(c) 董事會定期與管理層會面，討論本集團之策略發展及檢討業務運作。董事會亦監察及監控本集團在達致策略性目標時之財務表現。本財政年度之董事姓名及其個別之會議出席率如下：

Name	Board	Attendance/number of meetings entitle to attend			Annual/ Extraordinary General Meeting
		Audit Committee	Remuneration Committee	Nomination Committee	
姓名	董事會	審核委員會	薪酬委員會	提名委員會	股東週年/ 特別大會
Mr. Zhao Guoqiang (CEO)	趙國強先生(行政總裁)	4/4	N/A 不適用	N/A 不適用	0/1
Dr. Gu Quan Rong	顧全榮博士	4/4	4/4	1/1	2/2
Mr. Zong Ketao	宗科濤先生	4/4	4/4	1/1	2/2
Mr. Cheng Chun Ying	鄭振鷹先生	4/4	4/4	1/1	2/2
Mr. Lee Man Tai	李文泰先生	4/4	4/4	1/1	2/2

(d) The Board members have no financial, business, family or other material/relevant relationships with each other. Each of the independent non-executive directors have confirmed in writing their independence from the Company in accordance with the guidelines on director independence of the Listing Rules. On this basis, the Company considers all such directors to be independent.

(d) 董事會成員之間並無財務、業務、家族或其他重大／相關關係。各獨立非執行董事已根據上市規則董事獨立性指引向本公司發出書面獨立性確認函。據此，本公司認為所有董事誠屬獨立。

(e) The Board oversees the Group's strategic development and determines the objectives, strategies and policies of the Group.

(e) 董事會監督本集團之策略性發展，並決定本集團之目標、策略及政策。

(f) The major issues which were brought before the Board for their decisions during the year include: (i) proposals related to potential acquisition, investments, or any significant capital expenditures; and (ii) formulation of operational strategies and review of its financial performance and results and the internal control system.

(f) 年內提呈董事會決議之主要事項包括：(i) 有關潛在收購、投資或任何重大資本開支之建議；及(ii) 制定經營策略及審閱其財務表現、業績以及內部監控制度。

- (g) The Board has the overall responsibility to ensure that the Company maintains sound and effective internal controls to safeguard the shareholders' investments and the Company's assets.
- (g) 董事會之整體責任為確保本公司維持行之有效的內部監控，以保障股東之投資及本公司資產。
- (h) The Company has set up three Board committees, namely, the audit committee, the remuneration committee and the nomination committee, to oversee particular aspect of the Group's affairs, details of which are set out in the relevant sections below.
- (h) 本公司已成立三個董事委員會，即審核委員會、薪酬委員會及提名委員會，以監督本集團特定範圍之事務，詳情於下文相關部份載列。
- (i) The Board has delegated the day-to-day management and operations of the Group's businesses to management of the Group. Major corporate matters that are specifically delegated by the Board to the management include the preparation of financial statements for Board approval before publishing, execution of business strategies and initiatives adopted by the Board, implementation of adequate systems of internal controls and risk management procedures, and compliance with relevant statutory requirements and rules and regulations.
- (i) 董事會已指派本集團之管理層處理本集團之日常業務管理及運作。董事會特別指派管理層處理之主要企業事宜包括：編製財務報表供董事會於刊發前審批、履行董事會採納之業務策略及目標、推行適當之內部監控及風險管理程序制度，以及遵守相關法定規定、規則及規例。
- (j) When the Board delegates aspects of its management and administration functions to management, it has given clear directions as to the powers of management, in particular, with respect to the circumstance where management shall report back and obtain prior approval from the Board before making decisions or entering into any commitments on behalf of the Company.
- (j) 倘董事會向管理層授出其管理及行政職能，董事會已就管理層之權力發出清晰指引，其中有關管理層須向董事會作出匯報，以及管理層在代表本公司作出決定或訂立任何承諾前須取得董事會事先批准之情況。
- (k) In relation to A.6.5 of the CG Code, all directors have participated their own professional training by attending seminar/programme/reading relevant materials in relation to the business on directors' duties.
- (k) 根據企業管治守則第A.6.5條，所有董事已藉出席研討會／課程／閱讀有關董事的業務職責相關資料，參與其自身的專業培訓。
- (l) The Company has attached much importance to the risk management about directors' liabilities and has arranged appropriate liability insurance for Directors and senior management of the Company. The insurance coverage is reviewed on an annual basis.
- (l) 本公司十分重視涉及董事責任的風險管理，並已為本公司董事及高級管理人員投購合適的責任保險。保險保障範圍會按年進行檢討。

- (m) The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix 10 to the Listing Rules as its own Code of conduct regarding securities transactions by the directors of the Company. All incumbent Directors have confirmed following specific enquiry by the Company that they have complied with the required standard set out in the Model Code through the year.

4. Board diversity policy

On 27 August 2013, the Company adopted the Board diversity policy (the “**Board Diversity Policy**”) in accordance with the requirement set out in the CG Code. On 31 March 2016, the Company revised the Board Diversity Policy. The Company recognizes that the Board diversity is an essential element contributing to the sustainable development of the Company. In designing the Board’s composition, the Board diversity has been considered from a number of aspects, including but not limited to the skills, knowledge, gender, age, cultural and educational background or professional experience. All Board appointments are based on merits and considered against a variety of objective criteria, having due regard for the benefits of diversity on the Board.

5. Chairman and Chief Executive Officer

- (a) As at the date of this annual report, the Chairman of the Board is vacated. Mr. Zhao Guoqiang was elected as the CEO on 29 December 2009.
- (b) The CEO provides leadership and is responsible for the effective functioning of the Board in accordance with good corporate governance practice. With the support of the senior management, the CEO is also responsible for ensuring that the directors receive adequate, complete and reliable information in a timely manner and appropriate briefing on issues arising at Board meeting.

- (m) 本公司已採納上市規則附錄 10 所載上市發行人董事進行證券交易之標準守則(「**標準守則**」)，作為其本身對於本公司董事進行證券交易之行為守則。經本公司作出特定查詢後，全體現任董事已確認彼等於年內一直遵守標準守則所載之規定標準。

4. 董事會成員多元化政策

於二零一三年八月二十七日，本公司根據企業管治守則所載之規定，採納董事會成員多元化政策(「**董事會成員多元化政策**」)。於二零一六年三月三十一日，本公司對董事會成員多元化政策作出修訂。本公司視董事會成員多元化為支持其維持可持續發展的關鍵元素。於設計董事會組成時，本公司從多方面考慮董事會成員多元化，包括但不限於技能、知識、性別、年齡、文化及教育背景或專業經驗。董事會所有委任以用人唯才為原則，並在考慮人選時在充分顧及董事會成員多元化的裨益的前提下考慮多個客觀條件。

5. 主席及行政總裁

- (a) 截至本年報日期，董事會主席職位懸空。趙國強先生於二零零九年十二月二十九日被選任為行政總裁。
- (b) 行政總裁為本集團領導，須就董事會按照良好企業管治守則有效運作負責。在高級管理層之支持下，行政總裁亦負責確保董事及時獲得足夠、完整及可靠資料，並就董事會會議提呈之事宜獲得適當簡報。

- (c) The directors focus on implementing objectives, policies and strategies approved and delegated by the Board. Directors are in charge of the Company's day-to-day management and operations. The directors are also responsible for assisting the CEO in developing strategic plans and formulating the company practices and procedures, business objectives, and risk assessment for the Board's approval.

6. Non-executive Directors

All non-executive directors, including independent non-executive directors, of the Company, have not been appointed for a specific term, but are subject to retirement by rotation and eligible for re-election in the AGM in accordance with the articles of association of the Company.

7. Remuneration of Directors

- (a) The Company has established a remuneration committee since 23 September 2005 with written terms of reference and revised on 27 March 2012 as disclosed on the Company's website. The primary duties of the remuneration committee include the following:
- to make recommendations to the Board on the Company's policy and structure for all remuneration of directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration;
 - to have the delegated responsibility to determine the specific remuneration packages of all executive directors and senior management, including benefits in kind, pension rights and compensation payment, including any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board of the remuneration of non-executive directors. The Committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions elsewhere in the group and desirability of performance-based remuneration;

- (c) 董事專注於推行董事會批准及指派之目標、政策及策略。董事負責本公司之日常管理及營運。董事亦負責協助行政總裁發展策略性計劃，制訂本公司常規及程序、業務目標以及風險評估以供董事會批准。

6. 非執行董事

本公司所有非執行董事(包括獨立非執行董事)均非按指定任期委任，惟須按照本公司組織章程細則之規定於股東週年大會上輪值告退及膺選連任。

7. 董事薪酬

- (a) 本公司已於二零零五年九月二十三日成立薪酬委員會，具有書面職權範圍，並於二零一二年三月二十七日修訂，且已於本公司網站披露。薪酬委員會之主要職責包括下列各項：
- 就本公司董事及高級管理人員的全體薪酬政策及架構，及就設立正規而具透明度的程序制訂此等薪酬政策，向董事會提出建議；
 - 獲指派釐訂全體執行董事及高級管理人員的特定薪酬待遇的職責，包括非金錢利益、退休權利及賠償金額(包括喪失或終止職務或委任的賠償)，並就非執行董事的薪酬向董事會提出建議。委員會應考慮的因素包括同類公司支付的薪酬、董事須付出的時間及董事職責、集團內其他職位的僱用條件及是否應按表現釐訂薪酬等；

- iii. to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;
 - iv. to review and approve the compensation payable to executive directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company;
 - v. to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate; and
 - vi. to ensure that no director or any of his associates is involved in deciding his own remuneration.
- (b) Up to the date of this annual report, the members of the remuneration committee comprised Mr. Cheng Chun Ying who acts as the chairman of the remuneration committee, Dr. Gu Quan Rong, Mr. Zong Ketao and Mr. Lee Man Tai. The majority of members of the remuneration committee is comprised of independent non-executive directors of the Company.
- (c) The number of remuneration committee meeting held during the year and record of individual attendance of members, on a named basis, at meetings was set out in the "Corporate Governance Report" of this annual report. The remuneration committee had reviewed and approved the management's remuneration proposals with reference to the Board's corporate goals and objectives.
- (d) The emolument policy of the employees of the Group was set up by the remuneration committee on the basis of their merit, qualification and competence.
- iii. 透過參照董事會不時通過的公司目標，檢討及批准按表現而釐定的薪酬；
 - iv. 檢討及批准向喪失或終止職務或委任的執行董事及高級管理人員支付賠償，以確保該等賠償按有關合約條款釐定；若未能按有關合約條款釐定，賠償亦須公平合理，不會對本公司造成過重負擔；
 - v. 檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排按有關合約條款釐定；若未能按有關合約條款釐定，有關賠償亦須合理適當；及
 - vi. 確保任何董事或其任何聯繫人不得自行釐訂薪酬。
- (b) 直至本年報日期，薪酬委員會之成員包括鄭振鷹先生(薪酬委員會主席)、顧全榮博士、宗科濤先生及李文泰先生。薪酬委員會大部分成員為本公司之獨立非執行董事。
- (c) 薪酬委員會於年內舉行之會議次數及以記名方式記錄之個別成員會議出席率，載於本年報「企業管治報告」一節。薪酬委員會經參考董事會的企業目標後，檢討及批准管理層的薪酬建議。
- (d) 本集團僱員之酬金政策由薪酬委員會根據彼等之長處、資格及競爭力而制定。

- (e) The emolument of the directors of the Company is determined by the remuneration committee, having regard to the Group's operating results, individual performance and comparable market statistics.
- (f) The Group's share option scheme as described in the "Report of the directors" is approved at general meeting of the Company on 25 June 2013 and adopted as the Group's long-term incentive scheme.

8. Nomination of Directors

The Company has established a nomination committee since 27 March 2012 with written terms of reference and amended on 27 August 2013 as disclosed on the Company's website. The primary functions of the nomination committee include the following:

- i. to review the structure, size and composition (including but not limited to the skills, knowledge, gender, age, cultural and educational background or professional experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- ii. to identify individuals suitably qualified to become the members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships on merits and against objective criteria, with due regard on the benefits of diversity on the Board, especially to ensure that the independent non-executive Directors comprise at least one-third of the Board;
- iii. to assess the independence of independent non-executive Directors;
- iv. to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for directors, in particular the chairman of the Board and the CEO, taking into account the Company's corporate strategy and the mix of skills, knowledge, diversity and experience in the future; and

- (e) 本公司董事之酬金由薪酬委員會參考本集團之經營業績、個別表現及比較市場統計數字而釐定。
- (f) 「董事會報告」中所述的本集團購股權計劃於二零一三年六月二十五日於本公司股東大會上獲得批准，並獲採納為本集團的長期獎勵計劃。

8. 董事提名

本公司已自二零一二年三月二十七日成立提名委員會。提名委員會的書面職權範圍及於二零一三年八月二十七日之修改已於本公司網站披露。提名委員會的主要職能包括下列各項：

- i. 至少每年檢討董事會的架構、人數及組成(包括但不限於技能、知識、性別、年齡、文化及教育背景或專業經驗)，並就任何為補充本公司的企業策略而擬對董事會作出的變動提出建議；
- ii. 物色具備合適資格可擔任董事的人士，以用人唯才為原則，並在充分顧及董事會成員多元化的裨益的前提下考慮客觀條件，挑選提名有關人士出任董事或就此向董事會提供意見，特別是以確保獨立非執行董事必須佔董事會成員人數至少三分之一；
- iii. 評核獨立非執行董事的獨立性；
- iv. 就董事委任或重新委任以及董事(尤其是董事會主席及行政總裁)繼任計劃向董事會提出建議，當中考慮本公司企業策略及日後董事會之技能、知識、多元化及經驗組合；及

- v. to review the Board Diversity Policy, as appropriate, and to review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually.

The Company has a nomination policy of having a board of directors with a diversity of skills and experience. The selection and proposed appointment of the Directors are submitted to the nomination committee of the Company for consideration prior to Board approval, and the re-election of Directors is conducted in accordance with the Articles. The criteria of assessing a candidate include his/her ability to devote sufficient time and attention to participate in the affairs of the Company including the attendance of Board meetings and serving on committees, to bring business experience to the Board and to contribute to the Board diversity. If the candidate is proposed to be appointed as an independent non-executive Director, his/her independence shall be assessed in accordance with the requirements under the Listing Rules. The totality of the candidate's education, qualifications and experience shall be evaluated in assessing his/her suitability.

Up to the date of this annual report, the members of the nomination committee comprised Mr. Cheng Chun Ying who acts as the chairman of the nomination committee, Dr. Gu Quan Rong, Mr. Zong Ketao and Mr. Lee Man Tai. The majority of members of the nomination committee is comprised of independent non-executive directors of the Company.

The number of nomination committee meeting held during the year and record of individual attendance of members, on a named basis, at meetings held during was set out in the "Corporate Governance Report" of this annual report. The nomination committee had reviewed the structure, size and composition of the Board, made recommendations on the changes to the Board to complement the Company's corporate strategy and assessed the independence of independent non-executive directors.

- v. 審閱董事會成員多元化政策(倘適合)及審閱董事會就執行董事會成員多元化政策制定之可計量目標，及達成目標之進度；及每年於企業管治報告披露審閱結果。

本公司設有提名政策，以成立具備多元化技能及經驗之董事會。甄選及建議委任董事在提交予董事會批准前，須先提交予本公司提名委員會審議，而重選董事須按照章程細則進行。候選人之評估標準包括其能否投放足夠時間及注意力參與本公司事務(包括出席董事會會議及擔任委員會成員)、為董事會帶來業務經驗及對董事會多元化作出貢獻。倘候選人獲建議委任為獨立非執行董事，其獨立性須按照上市規則項下的規定作出評估。在評估候選人是否合適時，須評估其教育程度、資格及經驗等整體情況。

直至本年報日期，提名委員會之成員包括鄭振鷹先生(提名委員會主席)、顧全榮博士、宗科濤先生及李文泰先生。提名委員會大部分成員為本公司之獨立非執行董事。

提名委員會於年內舉行會議的次數及以記名方式記錄各成員的出席率載於年報「企業管治守則」一節。提名委員會已檢討董事會之結構、規模及組成；就董事會的變動提出建議，以配合本公司的企業策略，以及審核獨立非執行董事的獨立性。

9. Auditors' remuneration

For the financial year, ZHONGHUI ANDA CPA Limited, the auditor of the Company, received HK\$850,000 in respect of audit service provided to the Group. The auditors' remuneration has been duly approved by the audit committee and there was no disagreement between the Board and the audit committee on the selection and appointment of auditor.

10. Audit Committee

- (a) The audit committee of the Company was established on 30 January 2002. The written terms of reference of the audit committee were revised on 27 March 2012 and 31 March 2016 as disclosed on the Company's website. As at the date of this annual report, the audit committee comprises one non-executive director and three independent non-executive directors, namely Mr. Lee Man Tai (chairman of the audit committee), Dr. Gu Quan Rong, Mr. Zong Ketao and Mr. Cheng Chun Ying. Mr. Lee Man Tai and Mr. Cheng Chun Ying are certified public accountants for many years. In the opinion of the Board, the members of the audit committee have sufficient financial management expertise to discharge their duties.
- (b) The number of audit committee meetings held during the year and record of individual attendance of members, on a named basis, at meetings held was set out in the "Corporate Governance Report" of this annual report.
- (c) The audit committee is delegated by the Board to assess matters related to the financial statements of accounts and to provide recommendations and advices, including but not limited to the followings:
 - i. to consider, and to make recommendation to the Board on the appointment, reappointment and removal of the external auditor, and to approve the audit fee and other terms of engagement of the external auditor, and any questions of resignation or dismissal of the external auditor;

9. 核數師薪酬

於本財政年度，本公司核數師中滙安達會計師事務所有限公司已就向本集團提供之核數服務收取850,000港元。核數師酬金已經審核委員會正式批准，而董事會與審核委員會在甄選及委任核數師上並無分歧。

10. 審核委員會

- (a) 本公司於二零零二年一月三十日成立審核委員會，具有書面職權範圍，並於二零一二年三月二十七日及二零一六年三月三十一日修訂，且已於本公司網站披露。直至本年報日期，審核委員會由一名非執行董事及三名獨立非執行董事組成，即李文泰先生(審核委員會主席)、顧全榮博士、宗科濤先生及鄭振鷹先生。李文泰先生及鄭振鷹先生為富多年經驗之執業會計師。董事會認為，審核委員會成員具備足夠之財務管理專長履行其職責。
- (b) 審核委員會於年內舉行之會議次數及以記名方式記錄之個別成員會議出席率，載於本年報「企業管治報告」一節。
- (c) 審核委員會獲董事會指派處理有關賬目財務報表之事宜，並就包括但不限於下列各項提供建議及意見：
 - i. 就外聘核數師的委任、重新委任及罷免作出考慮及向董事會提供建議，批准外聘核數師的核數費用及聘用條款、辭職或罷免的問題；

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| <p>ii. to review and monitor the external auditor's independence and objectively and the effectiveness of the audit process in accordance with applicable standard;</p> | <p>ii. 按適用的標準檢討及監察外聘核數師是否獨立客觀及核數程序是否有效；</p> |
| <p>iii. to discuss with the external auditors before the audit commences, the nature and scope of the audit and reporting obligations and ensure co-ordination where more than one audit firm is involved;</p> | <p>iii. 在外聘核數師開始核數工作以前，與其討論工作性質、範疇以及匯報責任；如多於一間外聘核數師參與核數工作時，確實它們的互相配合；</p> |
| <p>iv. to develop and implement policy on the engagement of an external auditor to supply non-audit services. For this purpose, external auditor shall include any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party having knowledge of all relevant information would reasonably conclude as part of the audit firm nationally or internationally. The Committee should report to the Board, identifying any matters in respect of which it considers that action or improvement needed and making recommendations as to the steps to be taken;</p> | <p>iv. 就外聘核數師提供非核數服務制定政策，並予以執行。就此規定而言，外聘核數師包括與負責核數的公司處於同一控制權、所有權或管理權之下的任何實體，或一個合理知悉所有有關資料的第三方，在合理情況下會斷定該實體屬於該負責核數的公司的本土或國際業務的一部分的任何實體。委員會應就其認為必須採取的行動或改善的事項向董事會報告，並建議有哪些可採取的步驟；</p> |
| <p>v. to monitor integrity of the Company's financial statements and annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and to review significant financial reporting judgments contained in them;</p> | <p>v. 監察本公司的財務報表及年度報告及賬目、半年度報告及(若擬刊發)季度報告的完整性，並審閱報表及報告所載有關財務申報的重大意見；</p> |
| <p>vi. in reviewing, the Company's annual report and accounts, half-year report and, if prepared for publication, quarterly reports before submission to the Board, the Committee should focus particularly on:</p> | <p>vi. 委員會向董事會提交本公司的年度報告及賬目、半年度報告及(若擬刊發)季度報告之前，應特別針對下列事項加以審閱：</p> |
| <p>a. any changes in accounting policies and practice;</p> | <p>a. 任何會計政策及處理方法的改變；</p> |
| <p>b. major judgmental areas;</p> | <p>b. 涉及重大判斷性的領域；</p> |
| <p>c. significant adjustments resulting from the audit;</p> | <p>c. 因核數出現的重大調整；</p> |

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| <p>d. the going concern assumption and any qualifications;</p> | <p>d. 持續經營的假設及任何保留意見；</p> |
| <p>e. compliance with accounting standards;</p> | <p>e. 是否遵守會計準則；</p> |
| <p>f. compliance with the Listing Rules and other legal requirements in relation to financial reporting;</p> | <p>f. 是否遵守上市規則及其他適用法律對於財務報告的要求；</p> |
| <p>g. the fairness and reasonableness of any connected transaction and the impact of such transaction on the profitability of the Group;</p> | <p>g. 任何關連交易安排是否公平合理及該交易對本集團盈利的影響；</p> |
| <p>h. whether all relevant items have been adequately disclosed in the Group's financial statements and whether the disclosures give a fair view of the Group's financial conditions;</p> | <p>h. 本集團財務報表有否充分披露所有相關事項及該等披露有否公平反映本集團的財務狀況；</p> |
| <p>i. any significant or unusual items that are, or may need to be, reflected in such reports and accounts; and</p> | <p>i. 該等報告及賬目中所反映或需反映的任何重大或不尋常項目；及</p> |
| <p>j. the cash flow position of the Group.</p> | <p>j. 本集團現金流量的狀況。</p> |
| <p>and to provide advice and comments thereon to the Board;</p> | <p>並就此向董事會提供建議及意見；</p> |
| <p>vii. in regard to vi. above:</p> | <p>vii. 就上述vi項而言：</p> |
| <p>a. members of the Committee must liaise with the Board and senior management. The Committee must meet, at least twice a year, with the Company's auditors; and</p> | <p>a. 委員會成員須與董事會及高層管理人員聯絡。委員會須至少每年與本公司的核數師開會兩次；及</p> |
| <p>b. the Committee should consider any significant or unusual items that are, or may need to be, reflected in such reports and accounts and must give due consideration to any matters that have been raised by the Company's accountant, compliance officer or auditors.</p> | <p>b. 委員會應考慮於該等報告及賬目中所反映或需反映的任何重大或不尋常事項，並須適當考慮任何由本公司的會計師、監察主任或核數師提出的事項。</p> |

- viii. to discuss problems and reservations arising from the interim and final audits, and any matters the auditors may wish to discuss (in the absence of management where necessary);
 - ix. to discuss with the management the risk managements and internal control systems and ensure the management has discharged its duty to have effective risk management and internal control systems and to review the Company's statements on risk management and internal control systems (which are included in the annual report) prior to endorsement by the Board;
 - x. to consider any findings of major investigations on risk management and internal control matters as delegated by the Board or on its own initiative and management's response;
 - xi. (where an internal audit function exists) to review the internal audit programme, ensure co-ordination between the internal and external auditors, and ensure that the internal audit function is adequately resourced and has appropriate standing within the Company and to review monitor, the effectiveness of the internal audit function;
 - xii. to conduct exit interviews with any director, manager, financial controller or internal audit control manager upon their resignation in order to ascertain the reasons for his departure;
 - xiii. to prepare work reports for presentation to the Board and to prepare summary of work reports for inclusion in the Group's interim and annual reports;
 - xiv. to consider the appointment of any person to be a Committee member, a company secretary, auditors and accounting staff (including internal control department) either to fill a casual vacancy or as an additional Committee member, company secretary, auditors and accounting staff or dismissal of any of them;
- viii. 與核數師討論中期及年度審核所遇上的問題及保留意見，及核數師認為應當討論的任何事項(管理層可能按情況而須避席此等討論)；
 - ix. 與管理層討論風險管理及內部監控系統及確保管理層已履行職責建立有效的風險管理及內部監控系統，並在董事會確認前，審核年報所載本公司就風險管理及內部監控系統作出的聲明；
 - x. 研究就有關風險管理及內部監控事宜應董事會委派或主動進行重要調查的結果及管理層的回應；
 - xi. (如果設有內部核數功能)審查集團內部核數程序、確保內部核數師與外聘核數師工作得到協調及確保公司內部核數部門有足夠資源運作，並且有相當的地位；以及檢討及監察內部核數功能是否有效；
 - xii. 於董事、經理、財務總監或內部核數部門經理離職時，接見有關人員並瞭解其離職原因；
 - xiii. 就期內的工作草擬報告及概要報告；前者交董事會審閱，後者刊於本集團的中期及年度報告；
 - xiv. 考慮委任、增加、更換及罷免委員會成員、公司秘書、核數師及會計(包括內部監控部門)工作人員的建議；

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| <p>xv. to consider the major findings of internal investigations and management's response;</p> | <p>xv. 考慮內部調查報告之重大發現及管理層回應；</p> |
| <p>xvi. to review the external auditor's management letter, any material queries raised by the auditor to management in respect of the accounting records, financial accounts or systems of control and management's response;</p> | <p>xvi. 檢查外聘核數師給予管理層的《審核情況說明函件》、核數師就會計紀錄、財務賬目或監控系統向管理層提出的任何重大疑問及管理層作出的回應；</p> |
| <p>xvii. to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;</p> | <p>xvii. 確保董事會及時回應於外聘核數師給予管理層的《審核情況說明函件》中提出的事宜；</p> |
| <p>xviii. to report to the Board on the matters set out in the code provisions contained in the Code on Corporate Governance Practices set out in (and as amended from time to time) Appendix 14 to the Listing Rules; and</p> | <p>xviii. 就於上市規則附錄十四內列明（及不時修訂）的《企業管治常規守則》內載有的守則條文所載的事宜向本董事會匯報；及</p> |
| <p>xix. to consider other matters, as defined or assigned by the Board from time to time.</p> | <p>xix. 不時考慮董事會界定或委派的其他事項。</p> |
| <p>(d) In addition to the above tasks regarding to the Company's financial statement, the audit committee should also to consider any other matters, as defined by the Board from time to time; and to conduct interviews with any director, manager, financial controller upon their resignation in order to ascertain the reasons for his departure.</p> | <p>(d) 除上述有關本公司財務報表之事項外，審核委員會亦須考慮董事會不時界定之其他事宜；及在任何董事、經理或財務總監辭任時與彼等面談，確切了解彼等離任之原因。</p> |
| <p>(e) The audit committee acknowledges its responsibility in maintaining sound and effective internal control system of the Group to safeguard investments of the shareholders and assets of the Company at all times.</p> | <p>(e) 審核委員會知悉其職責乃維持本集團行之有效之內部監控制度，以全面保障股東之投資及本公司資產。</p> |
| <p>(f) The Group's financial statements for the six months ended 30 June 2019 and the year ended 31 December 2019 have been reviewed by the audit committee.</p> | <p>(f) 本集團截至二零一九年六月三十日止六個月及截至二零一九年十二月三十一日止年度之財務報表已由審核委員會審閱。</p> |

11. Company Secretary

Mr. Chan Chun Kau has been the Company Secretary of the Company since June 2014. Mr. Chan is a solicitor in Hong Kong. He is responsible to the Board for ensuring the Board procedures and all applicable law, rules and regulations are followed. During the year, Mr. Chan undertook over 15 hours of professional training to update his skills and knowledge.

12. Shareholder Rights

The rights of shareholders and the procedures for demanding a poll on resolutions at shareholders' meetings are contained in the Company's articles of association. Details of such rights to demand a poll and the poll procedures will be explained during the proceedings of meetings, if requested by shareholders.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll, except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all the resolutions set out in the notice of the forthcoming AGM of the Company will be voted by poll, and the poll results will be published on the websites of the Company and the Stock Exchange on or before the business day following the shareholders' meeting.

The general meetings of the Company provide a forum for communication between the shareholders and the Board. The chairman of the Board as well as the chairmen of the audit committee, the remuneration committee and the nomination committee, or in their absence, other members of the respective committees, is available to answer questions at the shareholders' meetings. Separate resolutions are proposed at shareholders' meetings on each substantial issue, including the election of individual directors. During the year, there was no significant change in the constitutional documents.

11. 公司秘書

陳振球先生自二零一四年六月起擔任本公司的公司秘書。陳先生為香港執業律師。彼須向董事會負責，以確保董事會程序及所有適用法律、規則及規例均獲得遵守。於本年度，陳先生已進行超過15小時的專業培訓，以提升其技術及知識。

12. 股東權利

股東之權利及於股東大會上要求就決議案進行投票表決之程序載於本公司之組織章程細則。如有股東提出要求，有關要求投票表決之權利及投票表決之程序詳情將在會議過程中加以解釋。

根據上市規則第13.39(4)條規定，股東於股東大會之任何表決均須以投票方式進行。除非主席本著誠意決定允許純粹與程序或行政事項有關的決議以舉手表決的方式進行。因此，於應屆本公司股東週年大會通告中所載的所有決議案將以投票方式進行表決，而投票表決之結果將於股東大會後之營業日或之前於本公司網站及聯交所網站登載。

本公司之股東大會提供股東與董事會溝通之平台。董事會主席及審核委員會、薪酬委員會及提名委員會之主席（若彼等缺席，則為各委員會之其他成員）將可回答於股東大會上之提問。各重大事宜（包括推選個別董事）以獨立決議案形式於股東大會上提呈。於本年度，章程文件並無重大變動。

Extraordinary general meeting may be convened by the Board on requisition of shareholders holding not less than one-tenth of the paid up capital of the Company or by such shareholders who made the written requisition (the “**Requisitionists**”) to the Board or the Secretary of the Company (as the case may be) pursuant to Article 58 of the Articles of Association. Such Requisition must state the object of business to be transacted at the meeting and must be signed by the Requisitionists and deposited at the registered office of the Company or the Company’s principal place of business in Hong Kong.

Shareholders should follow the requirements and procedures as set out in such Article for convening an extraordinary general meeting. Shareholders may put forward proposals at general meeting of the Company by sending the same to the Company at the principal office of the Company in Hong Kong.

The meeting shall be held within two months after the deposit of the requisition. If within 21 days of the deposit of the requisition the Directors fail to proceed to convene the EGM, the Requisitionists may do so in the same manner, and all reasonable expenses incurred by the Requisitionists as a result of the failure of the Directors shall be reimbursed to the Requisitionists by the Company.

The Articles of the Company provides that no person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as Director at any general meeting unless a notice signed by a member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose that person for election and also a notice by that person to be proposed of his willingness to be elected shall have been lodged at the registered office or principal place of business in Hong Kong at least seven clear days before the date of the general meeting. Accordingly, if a Shareholder wishes to nominate a person to stand for election as a Director at the AGM, the following documents must be validly served at the Company within the period specified in the Articles, namely:

- (1) his/her notice of intention to propose a resolution to elect a nominated candidate as a Director at the AGM;

股東特別大會可由董事會按持有不少於本公司實繳股本十分之一之股東，或根據組織章程細則第58條向董事會或本公司秘書(視情況而定)提出書面呈請之股東(「呈請人」)之呈請予以召開。有關呈請須列明大會上將處理之事務，由呈請人簽署，並交回本公司註冊辦事處或本公司香港主要營業地點。

股東須按照有關章程細則所載規定及程序召開股東特別大會。股東可於本公司股東大會上提呈動議，有關動議須送交本公司之香港主要辦事處。

大會應於遞呈該要求後兩個月內舉行。倘遞呈該要求後21日內董事未有召開股東特別大會，則呈請人可以相同方式召開會議，而呈請人因董事未有召開大會而合理產生之所有開支應由本公司向呈請人作出償付。

本公司之章程細則規定，除獲董事推薦參選之人士外，概無任何人士(將於該大會上退任之董事除外)有資格於任何股東大會上參選董事，除非於股東大會日期至少七個完整日前向註冊辦事處或香港主要營業地點遞交由正式合資格出席大會並於會上投票之股東(參選人士除外)簽署並表明有意提名該人士參選的通告，以及該獲提名人士表明願意參選之署名通知。因此，如股東欲提名他人於股東週年大會上參選董事，則必須於章程細則規定之限期內將下列文件有效送達本公司：

- (1) 該股東表明有意於股東週年大會上提呈決議案推選獲提名候選人為董事之通知；

- (2) a notice signed by the nominated candidate of the candidate's willingness to be elected;
- (3) the nominated candidate's information as required to be disclosed under rule 13.51(2) of the Listing Rules; and
- (4) the nominated candidate's written consent to the publication of his/her personal data.

13. Investor Relations

For putting forward any enquiries to the Board, shareholders may send written enquiries to the Company. Shareholders may send their enquiries or requests in respect of their rights to the Company's principal place of business in Hong Kong.

The Company continues to enhance communications and relationships with its investors. Designated senior management maintains regular dialogue with investors and analysts to keep them abreast of the Company's developments. Enquiries from investors are dealt with in an informative and timely manner.

14. Dividend Policy

The Company adopts a dividend policy, taking into consideration all circumstances including the following factors before declaring or recommending dividends: (i) the current and projected financial performance of the Company; (ii) the growth and investment opportunities; (iii) other macro and micro economic factors; and (iv) other factors or events that the Board may consider relevant or appropriate from time to time. The payment of dividend is also subject to any restrictions under the applicable laws and the Articles.

15. Directors' Responsibility for Preparing Financial Statements

The Board acknowledges that it is responsible for the preparation of the financial statements of the Group and for ensuring that the financial statements are prepared in accordance with statutory requirements and applicable accounting standards. The Board also ensures the timely publication of the financial statements of the Group.

- (2) 獲提名候選人表明願意參選之署名通知；
- (3) 根據上市規則第13.51(2)條須予披露之獲提名候選人之資料；及
- (4) 獲提名候選人就刊發其個人資料之書面同意。

13. 投資者關係

股東可將彼等向董事會提出之任何查詢以書面形式郵寄至本公司。股東可將有關其權利之查詢或要求郵寄至本公司之香港主要營業地點。

本公司不斷加強與投資者的溝通及關係。獲委派之高級管理層定期與投資者及分析師進行對話，以確保彼等了解本公司發展的最新情況。投資者提出的疑問均會以詳盡的方式獲適時處理。

14. 股息政策

本公司採納一項股息政策，在宣派或建議宣派股息前，會先考慮所有情況（包括下列因素）：(i) 本公司現時及預測財務表現；(ii) 增長及投資機會；(iii) 其他宏觀及微觀經濟因素；及(iv) 其他董事會不時可能認為相關或合適的因素或事項。派付股息亦須受適用法律及章程細則下的任何限制所規限。

15. 董事對編製財務報表之責任

董事會知悉其須負責編製本集團的財務報表，並確保財務報表按法定規定及適用會計準則編製。董事會亦確保本集團財務報表適時刊發。

The appropriateness of the preparation of the Company's consolidated financial statements on a going concern basis largely depends upon the outcome of the underlying assumptions as detailed in Note 3(b)(ii) to the consolidated financial statements, which in particular include: (i) financial support from a shareholder not to demand repayment within 12 months; (ii) the Group being able to successfully persuade contractors not to insist on repayment of the construction cost payables before the fully operation of exploration, production and distribution business in Kashi; and (iii) the Group being able to raise adequate funding through bank borrowings or otherwise. However, the Company has not obtained any written confirmation that the contractors will not insist on payment of the construction cost payables until the fully operation of exploration, production and distribution business in Kashi. These conditions indicate the existence of material uncertainty that may cast significant doubts about the Group's ability to continue as a going concern. Save as disclosed above, the Directors are not aware of any other events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

Notwithstanding the foregoing, the Directors have prepared the consolidated financial statements on a going concern basis, taking into consideration the various factors set out in the section headed "Additional disclosure regarding the modified opinion" on pages 10 to 13 of this annual report.

按持續經營基準編製本公司之綜合財務報表是否適當，主要取決於相關假設之結果，誠如綜合財務報表附註3(b)(ii)所詳述，其中特別包括(i)來自一名股東之無需12個月內償還之財務資助；(ii)本集團能成功說服承建商在喀什的勘探、生產及分銷業務全面運作前，不堅持償付建築費用；及(iii)本集團能透過銀行借貸或其他方式籌集足夠資金。然而，本公司尚未取得任何書面確認，承建商在喀什的勘探、生產及分銷業務全面運作前將不會堅持要求支付應付建築費用。該等情況反映存在重大不確定性，或會對本集團持續經營的能力產生重大疑問。除上文所披露者外，董事概不知悉任何或會對本公司持續經營的能力產生重大疑問的其他事件或情況。

儘管如上文所述，經考慮本年報第10頁至第13頁「有關經修訂意見之額外披露」一節所載之各項因素後，董事已按持續經營基準編製綜合財務報表。

By the order of the Board

承董事會命

Zhao Guoqiang
Chief Executive Officer & Executive Director

趙國強
行政總裁兼執行董事

Hong Kong, 8 May 2020

香港，二零二零年五月八日

The directors present herewith the annual report and the audited financial statements of the Group for the year ended 31 December 2019.

Principal Activity and Business Review

The principal activity of the Company is investment holding. The principal activities of the Company's principal subsidiaries include sales of food and beverages and money lending business in Hong Kong, and exploration, production and distribution of natural gas in PRC, the details of which are set out in Note 6 to the consolidated financial statements.

Further discussion and analysis of these activities as required by Schedule 5 to the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) (the "**Company Ordinance**"), including a fair review of the business and a discussion of the principal risks and uncertainties facing the Group, particulars of important events affecting the Group that have occurred since the end of the financial year 2019, and an indication of likely future development in the Group's business, can be found in the section headed "CEO's Statement and Management Discussion and Analysis" of this annual report. The above section forms part of this report of the Directors.

Financial Statements and Dividends

The results of the Group for the year are set out in the Consolidated Statement of Profit or Loss and Comprehensive Income on pages 56 to 57.

The state of the Group's affairs as at 31 December 2019 is set out in the Consolidated Statement of Financial Position on pages 58 to 59.

The directors do not recommend the payment of final dividend in respect of the year ended 31 December 2019.

Five-Year Financial Summary

A summary of the consolidated financial results and consolidated assets and liabilities of the Group for the past five financial years is set out on page 160.

董事謹此提呈本年度報告及截至二零一九年十二月三十一日止年度本集團之經審核財務報表。

主要業務及業務回顧

本公司之主要業務為投資控股，而本公司主要附屬公司之主要業務包括於香港銷售食品及飲料及借貸業務及於中國勘探、生產及分銷天然氣。有關詳情載於綜合財務報表附註6。

公司條例(香港法例第622章)(「**公司條例**」)附表5規定關於該等活動之進一步討論及分析，包括業務回顧及本集團面臨的主要風險和不確定因素的討論、自二零一九年財政年度結束起已發生且對本集團有影響的重要事件詳情，和集團業務的可能未來發展的指示，可參閱本年報「行政總裁報告與管理層討論及分析」一節。上述一節內容是本董事會報告的一部分。

財務報表及股息

本集團於年內之業績載於第56至57頁之綜合損益及其他全面收益表。

截至二零一九年十二月三十一日，本集團之財務狀況分別載於第58至59頁之綜合財務狀況表。

董事並不建議派發截至二零一九年十二月三十一日止年度之末期股息。

五年財務概要

本集團過去五個財政年度各年之綜合財務業績以及綜合資產及負債概要，列載於第160頁。

Property, Plant and Equipment

Movements in property, plant and equipment during the year are set out in Note 15 to the consolidated financial statements.

Investment Properties

Movements in investment properties during the year are set out in Note 17 to the consolidated financial statements.

Subsidiaries

Details of the Company's principal subsidiaries as at 31 December 2019 are set out in Note 20 to the consolidated financial statements.

Share Capital and Share Options

Movements in share capital of the Company during the year, together with reasons thereof, and of the Company's share options, are set out in Note 30 and Note 31 to the consolidated financial statements respectively.

Pre-emptive Rights

There are no provisions for pre-emptive rights under the Company's articles of association or the Laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

Reserves

Movements in the reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity on page 60 and Note 32 to the consolidated financial statements respectively.

Distributable Reserves

Distributable reserves of the Company at 31 December 2019 are set out in Note 32 to the consolidated financial statements.

物業、廠房及設備

於本年度之物業、廠房及設備之變動詳情載於綜合財務報表附註15。

投資物業

年內投資物業變動載於綜合財務報表附註17。

附屬公司

截至二零一九年十二月三十一日，本公司主要附屬公司之詳情載於綜合財務報表附註20。

股本及購股權

本公司於本年度股本之變動詳情及變動原因，連同有關本公司購股權之詳情分別載於綜合財務報表附註30及附註31。

優先購股權

本公司之組織章程細則或開曼群島(本公司註冊成立之司法權區)之法例並無有關本公司須按比例向現有股東發售新股之優先購股權之規定。

儲備

本集團及本公司於本年度之儲備變動詳情分別載於第60頁之綜合權益變動表及綜合財務報表附註32。

可分派儲備

本公司於二零一九年十二月三十一日之可分派儲備載列於綜合財務報表附註32。

Major Customers and Suppliers

The information in respect of the Group's sales and purchases attributable to the major customers and suppliers respectively during the financial year is as follows:

The largest customer	最大客戶
Five largest customers in aggregate	五大客戶總計
The largest supplier	最大供應商
Five largest suppliers in aggregate	五大供應商總計

At no time during the year have the directors, their associates or any shareholder of the Company (which to the knowledge of the directors own more than 5% of the Company's share capital) had any interest in these major customers and suppliers.

Composition of the Board

The directors who held office during the year and up to the date of this annual report as follows:

Executive Directors

Mr. Zhao Guoqiang (*Chief Executive Officer and alternate director to Dr. Gu Quan Rong*)

Non-executive Director

Dr. Gu Quan Rong

Independent Non-executive Directors

Mr. Zong Ketao
Mr. Cheng Chun Ying
Mr. Lee Man Tai

主要客戶及供應商

於財政年度內，主要客戶及供應商分別佔本集團之銷售額及採購額如下：

Percentage of the Group's total	
佔本集團之總額百分比	
Sales	Purchases
銷售額	採購額

94%	
100%	
	100%
	100%

於年內任何時間，本公司概無任何董事或彼等之聯繫人士或任何股東（據董事所知擁有本公司已發行股本5%以上）持有本集團主要客戶及供應商之任何權益。

董事會組成

於本年度及截至本年報日期之在任董事名列如下：

執行董事

趙國強先生（行政總裁及顧全榮博士之替任董事）

非執行董事

顧全榮博士

獨立非執行董事

宗科濤先生
鄭振鷹先生
李文泰先生

Pursuant to the articles of association of the Company, Directors retiring at the upcoming AGM will be eligible for re-election. Further details of the Directors' re-election will be set out in a circular of the Company dispatched together with the notice of the AGM.

Directors' Biographies

Biographical details of the directors of the Company are set out on pages 17 to 18 of this annual report.

Directors' Service Contracts

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

Management Contracts

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

Directors' Interests in Contracts

No other contracts of significance in relation to the Group's business to which the Company, or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Directors' Interest and Short Position in Shares

As at 31 December 2019, none of the directors or chief executives of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

根據本公司組織章程細則，於應屆股東週年大會上退任之董事將合資格膺選連任。有關董事重選的進一步詳情將載於本公司連同股東週年大會通告一併寄發之通函內。

董事之履歷

本公司董事之履歷詳情已載列於本年報第 17 至第 18 頁。

董事之服務合約

獲提名於應屆股東週年大會重選之其他董事概無與本公司訂立不得於一年內予以終止而不給予賠償(法定賠償除外)之服務合約。

管理合約

本年度並無訂立或存在任何有關本集團業務全部或任何重大部分之管理及行政合約。

董事於合約中之權益

於年終或本年度任何時間概無存在由本公司或其任何附屬公司所訂立，涉及本集團之業務且本公司董事直接或間接於其中擁有重大權益之其他合約。

董事於股份之權益及淡倉

於二零一九年十二月三十一日，本公司董事或主要行政人員概無於本公司或其任何相聯法團(定義見證券及期貨條例第 XV 部)之股份、相關股份及債權證中擁有須根據證券及期貨條例第 XV 部第 7 及 8 分部知會本公司及聯交所之權益或淡倉(包括根據該等證券及期貨條例條文被視為或當作擁有之權益或淡倉)，亦無擁有須根據證券及期貨條例第 352 條列入本公司須存置之登記冊之權益或淡倉，或根據標準守則須知會本公司及聯交所之權益或淡倉。

Directors' Right to Acquire Shares or Debentures

Apart from the share option scheme disclosures in the section "Share Option Scheme" below, at no time during the year was the Company or any of its subsidiaries a party to any arrangement to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Equity-linked Agreements

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

Share Option Schemes

The share option scheme which was adopted on 28 January 2002 (i.e. before the Company's listing on the Stock Exchange in February 2002) (the "Old Share Option Scheme") has already expired on 28 January 2012. After its expiry, no further share option can be granted under the Old Share Option Scheme. As at the date of this report, no option remained outstanding under the Old Share Option Scheme.

Following the expiry of the Old Share Option Scheme, the Company adopted a new share option scheme at the extraordinary general meeting of the Company held on 25 June 2013 (the "New Share Option Scheme") for the purposes of recognising and acknowledging the contributions that directors, employees, consultants, customers, suppliers, agents, partners, advisers or contractors of the Group or an affiliate corporation, or trustee of trust related to or controlled corporation of any of the foregoing (the "Eligible Participants") had made or may make to the Group, and providing the Eligible Participants with an opportunity to have a personal stake in the Company with the view to achieving the following objectives, namely: (i) motivating the Eligible Participants to optimise their performance and efficiency for the benefit of the Group; and (ii) attracting and retaining or otherwise maintaining ongoing business relationship with the Eligible Participants whose contributions are or will be beneficial to the long term growth of the Group. A summary of the principal terms of the New Share Option Scheme can be founded on pages 7 to 17 of the Company's circular dated 27 May 2013.

董事購入股份或債券之權利

除於下文「購股權計劃」一節披露之購股權計劃外，本公司或其任何附屬公司於本年度內並無訂立任何安排促使本公司之董事可透過購入股份或債券獲得本公司或其任何其他公司實體之該等權利。

股權關連協議

本年度訂立或於年末仍有效之股權關連協議詳情載列如下：

購股權計劃

二零零二年一月二十八日(即本公司於二零零二年二月在聯交所上市之前)採納之購股權計劃(「舊購股權計劃」)已於二零一二年一月二十八日屆滿。屆滿後，舊購股權計劃不得再授出任何購股權。於本報告日期，舊購股權計劃下並無購股權尚未行使。

舊購股權計劃屆滿後，本公司於二零一三年六月二十五日舉行之本公司股東特別大會上通過一項新購股權計劃(「新購股權計劃」)，以認同本集團或相聯法團之董事、僱員、諮詢人、客戶、供應商、代理商、合夥人、顧問或承包商，或與前述任何一項有關的信託受託人受控法團(「合資格參與者」)為本集團作出之貢獻，並為合資格參與者提供在本公司中擁有個人權益的機會，以實現以下目標：(i)獎勵合資格參與者以優化其績效及效率，使本集團受益；及(ii)吸引及保留或以其他方式維持與合資格參與者之業務關係，而該等合資格參與者之貢獻對本集團之長遠增長有利。有關新購股權計劃主要條款之摘要，請參見本公司日期為二零一三年五月二十七日的通函第7至17頁。

The New Share Option Scheme had a life span of ten years running from 25 June 2013 to 25 June 2023. Under the terms of the New Share Option Scheme, the Board may, at its discretion, grant options to the Eligible Participants to subscribe for shares of the Company (“Shares”). Initially, the maximum number of Shares which may be issued upon the exercise of all options to be granted under the New Share Option Scheme (the “Scheme Mandate Limit”) was 792,112,000 Shares, being 10% of the Shares in issue as at the date of approval of the New Share Option Scheme on 25 June 2013. The maximum entitlement of each Eligible Participant in any 12-month period must not exceed 1% of the shares in issue, provided that the maximum entitlement for any grantee being a substantial shareholder or an independent non-executive director or their associates shall be capped at 0.1% of the shares in issue (or HK\$5 million in value based on the closing price of the shares underlying the options, whichever is higher). Any grant exceeding these individual limits shall be subject to shareholders’ approval, with the relevant grantees and their associates abstaining from voting. The overall limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the Shares in issue from time to time.

Unless otherwise determined by the Directors at their sole discretion, there is no general requirement of a minimum period for which an Option must be held or any performance target which must be satisfied or achieved before such an Option can be exercised. An Option shall be exercisable at any time during an exercise period to be notified by the Board to each grantee, provided that no Option shall be exercisable later than ten years after its date of grant. The subscription price of the options must be at least the highest of: (a) the closing price of a Share as stated in the daily quotations sheet of the Stock Exchange on the date of grant which must be a business day; and (b) the average of the closing prices of the Shares as shown on the daily quotations sheets of the Stock Exchange for the five Business Days immediately preceding the date of grant; and (c) the nominal value of a Share. HK\$1.00 is payable by each Eligible Participant to the Company on acceptance of an offer of an Option, which shall be paid within 14 days from the date of offer.

新購股權計劃的期限為二零一三年六月二十五日至二零二三年六月二十五日，為期十年。根據新購股權計劃之條款，董事會可酌情向合資格參與者授出購股權以認購本公司股份（「股份」）。根據新購股權計劃授出的所有購股權獲悉數行使時，可予發行之最高股份數目（「計劃授權限額」）初步為792,112,000股，佔新購股權計劃批准當日二零一三年六月二十五日之已發行股份之10%。每位合資格參與者在任何十二個月內可享之權益最高不得超過已發行股份之1%，惟就任何作為主要股東或獨立非執行董事或其聯繫人之承授人而言，彼等可享之權益最高為已發行股份之0.1%（或按購股權所涉及股份之收市價計算的價值500萬港元，以較高者為準）。超出上述個別限額的任何授出均應徵得股東批准，有關承授人及其聯繫人須放棄投票表決權。根據新購股權計劃及本公司任何其他購股權計劃授出但尚未行使之所有購股權獲悉數行使時可予發行之股份數目，於任何時候不得超過本公司已發行股份之30%。

除非董事另行酌情決定，否則並無相關行使購股權之前必須持有購股權的最短期限或必須滿足或達成之任何業績目標之一般規定。購股權可在由董事會通知各承授人之行使期內任何時間行使，但不得在購股權授予日起十年後行使該購股權。購股權之認購價必須至少為以下最高者：(a) 股份於授出日期（當日必須為營業日）在聯交所每日報價表所載之股份收市價；及(b) 緊接授出日期前五個營業日在聯交所每日報價表上顯示之股份平均收市價；及(c) 股份的面值。每名合資格參與者於接納購股權要約時須向本公司支付1.00港元，並須於要約日期起計14日內支付。

No share option was granted and exercised during the year under review and there was no outstanding share option as at 31 December 2019 and 2018. No share option has ever been granted under the New Share Option Scheme since its adoption on 25 June 2013, nor has the Scheme Mandate Limit has ever been refreshed. As at the date of this report, 792,112,000 options (representing 8.33% of the existing issued share capital of the Company) are available for grant under the New Share Option Scheme (i.e. the Scheme Mandate Limit as originally obtained on the date of approval of the New Share Option Scheme on 25 June 2013).

於回顧年度內，概無購股權獲授出及行使，於二零一九年及二零一八年十二月三十一日，概無尚未行使之購股權。自新購股權計劃於二零一三年六月二十五日採納以來，從未授予任何購股權，亦無更新計劃授權限額。於本報告日期，根據新購股權計劃可授予792,112,000份購股權（佔本公司現有已發行股本之8.33%），即新購股權計劃於二零一三年六月二十五日獲批准當日原訂之計劃授權限額。

Substantial Shareholders' Interests and Short Position

As at 31 December 2019, the interests or short positions of the persons, other than a director or chief executive of the Company, in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO were as follows:

主要股東之權益及淡倉

於二零一九年十二月三十一日，本公司董事或高級行政人員以外之人士於本公司之股份及相關股份中持有證券及期貨條例第336條規定本公司須載入記錄冊之權益或淡倉如下：

Long Positions in the Shares and Underlying Shares of the Company

於本公司股份及相關股份之好倉

Name of Shareholders	Nature of interests	Number of shares	Number of underlying shares	Total number of shares and underlying shares	Approximate percentage of issued share capital
股東名稱／姓名	權益性質	股份數目	相關股份數目	相關股份總數	佔已發行股本概約百分比
U.K. Prolific Petroleum Group Company Ltd. (Note 1) (附註1)	Beneficial Owner 實益擁有人	1,860,000,000	4,045,654,762	5,905,654,762	62.13%
Cypress Dragons Limited (Note 2) (附註2)	Beneficial Owner 實益擁有人	970,000,000	—	970,000,000	10.20%
Wang Guoju (Notes 1 & 2) 王國巨(附註1及2)	Interest of controlled corporation 受控法團之權益	2,830,000,000	4,045,654,762	6,875,654,762	72.33%

Notes:

1. Based on the disclosure of interest (“DI”) filings, U.K. Prolific Petroleum Group Company Limited (“UK Prolific”) is interested in 1,860,000,000 shares of the Company (“Shares”) and convertible notes (the “Convertible Notes”) in the principal amount of HK\$679,670,000 due in 2041 not carrying any interest with right to convert the Convertible Notes into 4,045,654,762 Shares at a conversion price of HK\$0.168 per Share. Based on the DI filings, UK Prolific is wholly owned by Mr. Wang Guoju.
2. Based on the DI filings, Cypress Dragons Limited (“Cypress Dragons”), a controlled corporation wholly owned by Mr. Wang Guoju, is interested in 970,000,000 Shares.

Directors’ Interests in a Competing Business and Conflict of Interests

None of the directors were interested in any business apart from the Group’s business which competed or were likely to compete, either directly or indirectly, with the business of the Group during the year.

Related and Connected Party Transactions

Details of the significant related party and connected transaction of the Group under the Listing Rules are set out in Note 34 to the financial statements.

Purchase, Sale or Redemption of Securities of the Company

Neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company’s listed securities during the year ended 31 December 2019.

Sufficiency of Public Float

The Company has maintained a sufficient public float throughout the year ended 31 December 2019.

Corporate Governance

The Company’s corporate governance principles and practices are set out in the Corporate Governance Report on pages 19 to 37 of this annual report.

附註：

1. 根據權益披露(「權益披露」)表格，U.K. Prolific Petroleum Group Company Limited(「UK Prolific」)於1,860,000,000股本公司股份(「股份」)及本金額為679,670,000港元二零四一年到期可換股票據(「可換股票據」)中擁有權益，該等可換股票據不計息及附有權利可轉換為最多4,045,654,762股股份，轉換價每股股份0.168港元。根據權益披露表格，UK Prolific由王國巨先生全資擁有。
2. 根據權益披露表格，由王國巨先生全資擁有的受控法團Cypress Dragons Limited(「Cypress Dragons」)於970,000,000股股份中擁有權益。

董事於競爭業務之權益及利益衝突

年內，概無董事於與本集團業務直接或間接競爭或可能競爭之業務(本集團業務除外)中擁有權益。

關聯人士及關連交易

根據上市規則本集團的重大關聯人士及關連交易詳情載於財務報表附註34。

購買、出售或贖回本公司證券

於截至二零一九年十二月三十一日止年度內，本公司及其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

足夠公眾持股量

本公司於截至二零一九年十二月三十一日止年度內一直維持足夠公眾持股量。

企業管治

本公司之企業管治原則及慣例詳情載於本年報第19至37頁之企業管治報告中。

Model Code for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix 10 to the Listing Rules as its own Code of conduct regarding securities transactions by the directors of the Company. All incumbent directors have confirmed that they have complied with the required standard set out in the Model Code through the year under review.

Environmental, Social and Governance

The Group is committed to contributing to the sustainability of the environment and maintaining a high standard of corporate social governance essential for creating a framework for motivating staff, and contributes to the community in which we conduct our businesses and creating a sustainable return to the Group.

Working Conditions

The Company adopted the Board Diversity Policy in accordance with the requirement set out in the CG Code. The Company recognizes that the Board diversity is an essential element contributing to the sustainable development of the Company. In designing the Board’s composition, the Board diversity has been considered from a number of aspects, including but not limited to the skills, knowledge, gender, age, cultural and educational background or professional experience. A Board Diversity Policy, with the aim of enhancing the quality of the Board’s performance by diversity, was adopted on 27 August 2013 and revised on 31 March 2016.

The Group encourages its staff to participate in external seminars and lectures to keep abreast of changes and updates on areas of legal, compliance, financial accounting and reporting, and market industry practices. Through these types of training, we believe that the Group can increase its efficiency and productivity while overall reduction of risk and uncertainties of the Group can be reduced.

The Company encourages continuous professional development training for the Directors and senior management to develop and refresh their knowledge and skills which includes seminars and workshops, updates on regulatory requirements and development and corporate governance practices.

董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易之標準守則(「**標準守則**」)，作為本公司董事進行證券交易之行為守則。所有現任董事確認於回顧年度彼等已遵守標準守則所載之規定準則。

環境、社會及管治

本集團致力為環境的可持續性出一分力，並維持高水準的企業社會管治，其對營造激勵員工的環境極為重要，而我們於經營業務同時回饋社會，為本集團創造持續回報。

工作環境

本公司根據企業管治守則所載的規定採納董事會成員多元化政策。本公司肯定董事會多元化是公司可持續發展的一個關鍵要素。本公司在設定董事會成員組合時，會從多個方面考慮董事會成員多元化，包括但不限於技能、知識、性別、年齡、文化及教育背景或專業經驗。董事會成員多元化政策於二零一三年八月二十七日經採納並於二零一六年三月三十一日經修訂，旨在藉此提升董事會表現質素。

本集團鼓勵員工參加外部座談會及講座，以緊貼法律、合規、財務會計及申報和市場行業慣例等範疇的變更及最新資訊。我們相信，透過該等類型的培訓可提升本集團的效益及生產力，降低本集團整體的風險及不確定性。

本公司鼓勵董事及高級管理層參與持續專業發展培訓，以發展及更新彼等的知識及技能，包括座談會及工作坊、有關監管規定、發展及企業管治常規的最新資訊。

Health and Safety

The Group strives to provide a healthy and safe working environment to the employees. In order to maintain a healthy and safe working environment, the Group has upgraded and maintained tools, office and IT equipment.

Environment Protection

Conservation of the environment is a key focus for the Group. The Group complies with environmental legislation, encourages environmental protection and promotes environmental protection awareness to all employees of the Group.

Community Involvement

The Group is committed to participating in community events from time to time, and to the improvement of community well-being and social services. The Group supports and encourages staff to actively participate in a wide range of charitable events outside working hours, to raise awareness and concern for the community, and to inspire more people to take part in serving the community.

Compliance with Laws and Regulations

The Group has compliance and risk management policies and procedures, and members of the senior management are delegated with the continuing responsibility to monitor adherence and compliance with all significant legal and regulatory requirements.

As far as the Company is aware, it has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Company and its subsidiaries.

Relationship with Stakeholders

The Group is committed to operate in a sustainable manner while balancing the interests of its various stakeholders including customers, suppliers and employees. Through regular stakeholder engagement via different channels, the stakeholders are encouraged to give their opinions regarding the environmental, social and governance policies of the Group.

健康與安全

本集團致力為僱員提供健康及安全的工作環境。為保持健康及安全的工作環境，本集團升級及維護工具、辦公室及資訊科技設備。

環境保護

保護環境是本集團首要任務。本集團遵守環保法例，鼓勵保護環境並向本集團全體僱員推廣環保意識。

社區參與

本集團致力參與不時舉辦的社區活動，以改善社區福祉及社會服務。本集團支持及鼓勵員工於工餘時間積極參與各類慈善活動，以提升社區意識及對社區的關注，並激發更多力量參與社區服務。

遵守法律與法規

本集團已制訂合規及風險管理政策及程序，委派高級管理人員負責持續監督對於一切重大法律及監管規定的遵守及遵循情況。

據本公司所知，其已於各重大方面遵循對本公司及其附屬公司之業務及營運構成重大影響的有關法律法規。

與權益持有人的關係

本集團致力長遠經營，平衡各權益持有人（包括客戶、供應商及僱員）的利益。權益持有人獲鼓勵透過不同渠道定期參與表達對本集團環境、社會及管治的政策意見。

Report of the Directors

董事會報告

This includes providing quality services to customers, developing effective and mutual beneficial working relationships with its suppliers, and offering competitive remuneration package with safety working environments to employees.

The details of environmental, social and governance policies and performance of the Group will be disclosed in a standalone Environmental, Social and Governance Report to be issued in due course.

Indemnity of Directors

A permitted indemnity provision that provides for indemnity against liability incurred by directors and chief executives of the Group is currently in force and was in force throughout the year ended 31 December 2019.

Audit Committee

The audit committee comprises one non-executive director and three independent non-executive directors of the Company. The audit committee has adopted terms of reference which are in line with the CG Code. The Group's audited financial statements for the year ended 31 December 2019 have been reviewed by the audit committee, who is of the opinion that such statements comply with applicable accounting standards, the Listing Rules and other legal requirements, and that adequate disclosures have been made.

Auditor

The consolidated financial statements for the year ended 31 December 2019 have been audited by Zhonghui Anda CPA Limited.

ON BEHALF OF THE BOARD

Zhao Guoqiang

Chief Executive Officer & Executive Director

Hong Kong, 8 May 2020

這包括向客戶提供高質服務、與其供應商建立有效互惠的關係，並向僱員提供可觀的薪酬待遇及安全工作環境。

本集團環境、社會及管治政策及表現之詳情將在適當時候在單獨刊發之環境、社會及管治報告中披露。

董事彌償

為本集團董事及主要行政人員所產生的負債提供彌償之獲准彌償條款現時有效且於截至二零一九年十二月三十一日止年度一直生效。

審核委員會

審核委員會由本公司一名非執行董事及三名獨立非執行董事組成。審核委員會已採納職責條款，其與企業管治守則一致。本集團截至二零一九年十二月三十一日止年度之經審核財務報表已由審核委員會審閱，其認為該等報表已符合適用會計準則、上市規則及其他法例規定，並已作出充分披露。

核數師

截至二零一九年十二月三十一日止年度之綜合財務報表已由中滙安達會計師事務所有限公司審核。

代表董事會

趙國強

行政總裁兼執行董事

香港，二零二零年五月八日



TO THE SHAREHOLDERS OF
CHINA ENERGY DEVELOPMENT HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)

Qualified Opinion

We have audited the consolidated financial statements of China Energy Development Holdings Limited and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 56 to 159, 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, consolidated statement of changes in equity and 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, except for the possible effects of the matters described in the Basis for Qualified Opinion section of our report, 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 Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

致中國能源開發控股有限公司
全體股東
(於開曼群島註冊成立之有限公司)

保留意見

本核數師已審核刊於第56頁至第159頁中國能源開發控股有限公司及其附屬公司(統稱「**貴集團**」)之綜合財務報表，此綜合財務報表包括於二零一九年十二月三十一日之綜合財務狀況表與截至該日止年度之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，除本報告保留意見之基準一節所述事項可能產生之影響外，綜合財務報表已根據由香港會計師公會(「**香港會計師公會**」)頒佈的香港財務報告準則(「**香港財務報告準則**」)真實公允地反映 貴集團於二零一九年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵守香港公司條例之披露規定妥為編製。

Basis for Qualified Opinion

1. Corresponding figures

Included in the revenue for the year ended 31 December 2018 was revenue from sales of natural gas of approximately HK\$368,903,000 arising from its interests in a Petroleum Contract for the exploration and evaluation period from 2009 to 2017. We have not been provided with sufficient appropriate audit evidence whether the revenue should be recorded in the year ended 31 December 2018 or before.

2. Exploration and evaluation assets, property, plant and equipment and intangible assets

Included in the consolidated statement of financial position as at 31 December 2018 were intangible assets and exploration and evaluation assets with carrying amounts of HK\$1,250,254,000 and HK\$474,224,000 respectively. Impairment losses of HK\$95,000,000 and HK\$36,000,000 were recognised for the year ended 31 December 2018 on intangible assets and exploration and evaluation assets respectively. Amortisation of approximately HK\$117,727,000 was recognised for the year ended 31 December 2018 on intangible assets. During the year, certain aforesaid balances of exploration and evaluation assets were transferred to property, plant and equipment. Written off on exploration and evaluation assets of HK\$37,673,000 and impairment losses of HK\$33,000,000, HK\$60,000,000 and HK\$1,000,000 were recognised for the year ended 31 December 2019 on property, plant and equipment, intangible assets and exploration and evaluation assets respectively. Depreciation of approximately HK\$4,877,000 and amortisation of approximately HK\$16,458,000 were recognised for the year ended 31 December 2019 on property, plant and equipment and intangible assets.

We have been unable to obtain sufficient appropriate audit evidence to ascertain the recoverable amount of aforesaid balances as at 31 December 2018. There were no other satisfactory audit procedures that we could perform to satisfy ourselves whether the aforesaid balances were fairly stated as at 31 December 2018 and we have not been provided with sufficient appropriate audit evidence on the impairment losses and amortisation recorded in the year ended 31 December 2018 and thus the consequential effect on the written off, impairment losses, depreciation and amortisation recorded in the year ended 31 December 2019.

保留意見之基準

1. 相應數字

截至二零一八年十二月三十一日止年度之收益包括於二零零九年至二零一七年勘探及評估期間自其於石油合約之權益產生之天然氣銷售所得之收益約368,903,000港元。吾等並未獲提供足夠適當之審核憑證以證明收益是否應於截至二零一八年十二月三十一日止年度或之前入賬。

2. 勘探及評估資產、物業、廠房及設備以及無形資產

於二零一八年十二月三十一日，綜合財務狀況表包括賬面值分別為1,250,254,000港元及474,224,000港元之無形資產以及勘探及評估資產。截至二零一八年十二月三十一日止年度，已就無形資產以及勘探及評估資產分別確認減值虧損95,000,000港元及36,000,000港元。截至二零一八年十二月三十一日止年度，已就無形資產確認攤銷約117,727,000港元。年內，若干上述勘探及評估資產之結餘已轉撥至物業、廠房及設備。截至二零一九年十二月三十一日止年度，已撇銷勘探及評估資產確認為37,673,000港元及就物業、廠房及設備、無形資產以及勘探及評估資產分別確認減值虧損33,000,000港元、60,000,000港元及1,000,000港元。截至二零一九年十二月三十一日止年度，已就物業、廠房及設備以及無形資產確認折舊約4,877,000港元及攤銷約16,458,000港元。

吾等未能取得充份適當之審核憑證以確定上述結餘於二零一八年十二月三十一日之可收回金額。吾等並無其他可執行之適當審核程序，以使吾等信納是否已公平呈列上述於二零一八年十二月三十一日之結餘，而吾等並未就截至二零一八年十二月三十一日止年度入賬之減值虧損及攤銷以及因而對截至二零一九年十二月三十一日止年度入賬之撇銷、減值虧損、折舊及攤銷所產生之相應影響獲提供足夠適當之審核憑證。

Basis for Qualified Opinion (Continued)

3. Deferred tax

Included in consolidated statement of financial position as at 31 December 2018 was deferred tax liabilities with carrying amount of approximately HK\$79,268,000 in relation to exploration costs. Deferred tax charge of approximately HK\$180,902,000 and deferred tax credit of approximately HK\$91,926,000 was recorded for the years ended 31 December 2018 and 2019 respectively.

Because of the limitation on the point 2 above related to the exploration and evaluation assets, there were no other satisfactory audit procedures that we could perform to satisfy ourselves whether the aforesaid balances were fairly stated as at 31 December 2018 and we have not been provided with sufficient appropriate audit evidence on the deferred tax charge recorded in the year ended 31 December 2018 and thus the consequential effect on the deferred tax credit recorded in the year ended 31 December 2019.

Any adjustments to the figures as described from points 1 to 3 above might have a consequential effect on the Group's financial performance and cash flows for the years ended 31 December 2019 and 2018 and the financial position of the Group as at 31 December 2018, and the related disclosures thereof in the consolidated financial statements.

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 qualified opinion.

保留意見之基準(續)

3. 遞延稅項

於二零一八年十二月三十一日之綜合財務狀況表包括與勘探成本相關賬面值約為79,268,000港元之遞延稅項負債。截至二零一八年及二零一九年十二月三十一日止年度，已分別錄得遞延稅項開支約180,902,000港元及遞延稅項抵免約91,926,000港元。

由於受上文第2點有關勘探及評估資產之限制，吾等並無其他可執行之適當審核程序，以使吾等信納是否已公平呈列上述於二零一八年十二月三十一日之結餘，而吾等並未就截至二零一八年十二月三十一日止年度入賬之遞延稅項開支以及因而對截至二零一九年十二月三十一日止年度入賬之遞延稅項抵免所產生之相應影響獲提供足夠適當之審核憑證。

對上述第1至3點所述之數字之任何調整均可能對貴集團截至二零一九年及二零一八年十二月三十一日止年度之財務表現及現金流量及貴集團於二零一八年十二月三十一日之財務狀況，以及其於綜合財務報表之相關披露產生相應影響。

吾等根據香港會計師公會頒佈之香港審核準則（「香港審核準則」）進行審核。吾等在該等準則下之責任於本報告中核數師就審核綜合財務報表須承擔之責任一節中進一步詳述。根據香港會計師公會之《專業會計師職業道德守則》（「守則」），吾等獨立於貴集團並已履行守則中的其他道德責任。吾等相信，吾等所獲得的審核憑證能充足及適當地為吾等的保留意見提供基礎。

Material Uncertainty Related to Going Concern

We draw attention to note 3 to the consolidated financial statements which mentions that for the year ended 31 December 2019, the Group has suffered a loss of HK\$73,491,000 and at the end of reporting period, its current liabilities exceeded its current assets by HK\$302,925,000. These conditions indicate a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, 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. In addition to the matters described in the Basis for Qualified Opinion section and the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Property, plant and equipment and intangible assets

Refer to Note 15 and 19 to the consolidated financial statements

The Group test the amount of property, plant and equipment and intangible assets for impairment. This impairment test is significant to our audit because the balance of interests in a Petroleum Contract in relation to the drilling, exploration, exploitation and production of oil and/or natural gas included in property, plant and equipment of HK\$616,604,000 and intangible assets of HK\$1,140,898,000 as at 31 December 2019 are material to the consolidated financial statements. In addition, the Group's impairment test involves application of judgement and is based on assumptions and estimates.

有關持續經營的重大不確定性

吾等提請閣下注意綜合財務報表附註3，當中提述貴集團截至二零一九年十二月三十一日止年度已錄得虧損73,491,000港元，而於報告期末，其流動負債超出其流動資產302,925,000港元。該等情況顯示重大不確定因素，可能對貴集團持續經營能力構成重大疑問。吾等之意見並無就此事項進行修改。

關鍵審核事項

根據吾等的專業判斷，關鍵審核事項為吾等審核於本期間的綜合財務報表中最重要的事項。吾等在審核全份綜合財務報表及就此達致意見時處理此等事項，而不會就此等事項單獨發表意見。除保留意見之基準一節及有關持續經營的重大不確定性一節所載事宜外，吾等已釐定下文所述事宜為本報告中將予傳達之關鍵審核事項。

物業、廠房及設備以及無形資產

請參閱綜合財務報表附註15及19

貴集團對物業、廠房及設備以及無形資產之金額進行減值測試。該減值測試對吾等之審核非常重要，原因為於二零一九年十二月三十一日計入物業、廠房及設備以及無形資產且與鑽探、勘探、開發及生產石油及／或天然氣相關之石油合約之權益結餘分別616,604,000港元及1,140,898,000港元對綜合財務報表而言屬重要。此外，貴集團之減值測試涉及應用判斷並基於假設及估計作出。

Property, plant and equipment and intangible assets (Continued)

物業、廠房及設備以及無形資產(續)

Refer to Note 15 and 19 to the consolidated financial statements (Continued)

請參閱綜合財務報表附註 15 及 19 (續)

Our audit procedures included, among others:

吾等之審核程序包括(其中包括)：

- Assessing the identification of the related cash generating units;
 - Assessing the arithmetical accuracy of the value-in-use calculations;
 - Comparing the actual cash flows with the cash flow projections;
 - Assessing the reasonableness of the key assumptions (including revenue growth, profit margins, terminal growth rates and discount rates);
 - Assessing the competence, independence and integrity of the external expert and valuer engaged by client;
 - Obtaining the external valuation reports and meeting with the external valuer to discuss and challenge the valuation process, methodologies used and market evidence to support significant judgments and assumptions applied in the valuation model; and
 - Checking input data to supporting evidence.
- 評估相關現金產生單位之識別工作；
 - 評估使用價值計算之算數準確性；
 - 將實際現金流量與現金流量預測進行對比；
 - 評估主要假設(包括收益增長、利潤率、終端增長率及貼現率)之合理性；
 - 評估客戶所委聘之外部專家及估值師之能力、獨立性及誠信；
 - 取得外部估值報告，並與外部估值師會面，以討論及質詢所採用之估值程序、方法及就支持估值模型中所用之重大判斷及假設之市場憑證；及
 - 檢查支持憑證的輸入數據。

We consider that the Group's impairment test for property, plant and equipment and intangible assets is supported by the available evidence.

吾等認為 貴集團就物業、廠房及設備以及無形資產進行之減值測試獲可得憑證支持。

Independent Auditor's Report

獨立核數師報告

Other Information

The directors are responsible for the other information. The other information comprises all the information in the Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon. The other information is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will 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 identified above when it becomes available 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.

Responsibilities of Directors for the Consolidated Financial Statements

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

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

其他資料

董事須對其他資料承擔責任。其他資料包括載於貴公司年報的所有資料，惟不包括綜合財務報表及吾等就該等財務報表發出的核數師報告。其他資料預期將於本核數師報告日期後提供予吾等。

吾等對綜合財務報表作出的意見並無涵蓋其他資料，而吾等將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，吾等的責任為閱讀上文識別的其他資料（當提供予吾等），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。

董事就綜合財務報表須承擔之責任

董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定，編製表達真實及公平意見之綜合財務報表，並且對其認為對於為使編製不存在由於欺詐或錯誤而導致之重大錯誤陳述的綜合財務報表份屬必要之內部監控負責。

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

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. We report our opinion 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 HKSAs 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.

A further description of our responsibilities for the audit of the consolidated financial statements is located at the HKICPA's website at: <http://www.hkicpa.org.hk/en/standards-and-regulations/standards/auditing-assurance/auditre/>

This description forms part of our auditor's report.

ZHONGHUI ANDA CPA Limited

Certified Public Accountants

Sze Lin Tang

Audit Engagement Director

Practising Certificate Number P03614

Hong Kong, 8 May 2020

核數師就審核綜合財務報表須承擔之責任

吾等的目標為就綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理憑證，並發出載有吾等意見的核數師報告。吾等僅為閣下（作為一個整體）發表意見，且別無其他目的。吾等概不就本報告之內容向任何其他人士承擔責任或負責。合理憑證屬高水平的核證，惟根據香港審計準則進行的審核工作不能保證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，倘其個別或整體在合理預期情況下可影響使用者根據該等綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

有關吾等就綜合財務報表須承擔的審核責任之更多詳情載於香港會計師公會的網站：<http://www.hkicpa.org.hk/en/standards-and-regulations/standards/auditing-assurance/auditre/>

本說明為本核數師報告之一部分。

中匯安達會計師事務所有限公司

執業會計師

施連燈

審計項目董事

執業證書號碼 P03614

香港，二零二零年五月八日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

			2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
	Notes 附註			
REVENUE	收益	6	158,060	477,789
Direct cost	直接成本		(42,184)	(6,466)
Other income	其他收入	7	3,205	20,133
Selling and distribution expenses	銷售及分銷開支		(24,316)	(24,520)
Staff costs	員工成本	9	(16,628)	(14,964)
Operating lease rentals	經營租賃租金		–	(3,579)
Expenses related to short-term leases	有關短期租賃的支出		(6,077)	–
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	15	(8,535)	(3,840)
Depreciation of right-of-use assets	使用權資產之折舊	16	(7,233)	–
Fair value loss of financial assets at fair value through profit or loss	按公平價值計入損益之金融資產之公平價值虧損		(26,758)	(13,064)
Loss on disposal of financial assets at fair value through profit or loss	出售按公平價值計入損益之金融資產之虧損		(442)	–
Fair value loss of investment properties	投資物業公平價值虧損	17	(920)	(10,849)
Impairment of exploration and evaluation assets	勘探及評估資產減值	18	(1,000)	(36,000)
Written off on exploration and evaluation assets	撇銷勘探及評估資產	18	(37,673)	–
Impairment and amortisation of intangible assets	無形資產減值及攤銷	19	(76,458)	(212,727)
Impairment of property, plant and equipment	物業、廠房及設備減值	15	(33,000)	–
Other operating expenses	其他經營開支		(35,891)	(24,059)
Impairment of goodwill	商譽減值		–	(1,151)
Finance costs	融資成本	8	(29,318)	(8,474)
(LOSS)/PROFIT BEFORE INCOME TAX	除所得稅前(虧損)/溢利	9	(185,168)	138,229
Income tax credit/(charge)	所得稅抵免/(扣除)	10	111,677	(111,041)
(LOSS)/PROFIT FOR THE YEAR	本年度(虧損)/溢利		(73,491)	27,188
Other comprehensive (loss)/income after tax:	除稅後其他全面(虧損)/收益:			
<i>Items that may be reclassified to profit or loss:</i>	<i>可能重新分類至損益之項目:</i>			
Exchange differences on translation of foreign operations attributable to:	下列應佔換算境外業務之匯兌差額:			
Owners of the Company	本公司擁有人		(40,297)	(73,284)
Non-controlling interests	非控股權益		(363)	882
TOTAL COMPREHENSIVE LOSS FOR THE YEAR	本年度全面虧損總額		(114,151)	(45,214)

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 <i>HK\$'000</i> 千港元
	<i>Notes</i> 附註		
(LOSS)/PROFIT FOR THE YEAR	年內應佔(虧損)/溢利：		
ATTRIBUTABLE TO:			
Owners of the Company	本公司擁有人	(72,352)	27,544
Non-controlling interests	非控股權益	(1,139)	(356)
		(73,491)	27,188
TOTAL COMPREHENSIVE (LOSS)/ INCOME ATTRIBUTABLE TO:	下列應佔全面(虧損)/收益 總額：		
Owners of the Company	本公司擁有人	(112,649)	(45,740)
Non-controlling interests	非控股權益	(1,502)	526
		(114,151)	(45,214)
(LOSS)/EARNINGS PER SHARE	每股(虧損)/盈利		
<i>(HK cents)</i>	<i>(港仙)</i>		
— Basic	— 基本	(0.76)	0.29
— Diluted	— 攤薄	(0.76)	0.25

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2019 於二零一九年十二月三十一日

			2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
	Notes 附註			
Non-current assets		非流動資產		
Property, plant and equipment	15	物業、廠房及設備	639,110	26,603
Right-of-use assets	16	使用權資產	10,773	–
Investment properties	17	投資物業	56,680	57,600
Exploration and evaluation assets	18	勘探及評估資產	20,120	474,224
Intangible assets	19	無形資產	1,140,898	1,250,254
Deferred tax assets	21	遞延稅項資產	100,026	–
Total non-current assets		非流動資產總值	1,967,607	1,808,681
Current assets		流動資產		
Account and note receivables	22	應收賬款及票據	148,344	439,596
Financial assets at fair value through profit or loss	23	按公平價值計入損益之 金融資產	31,064	61,476
Other receivables, deposits and prepayments	24	其他應收款項、按金及 預付款項	43,391	33,736
Cash and bank balances		現金及銀行結餘	226,798	68,084
Total current assets		流動資產總值	449,597	602,892
Current liabilities		流動負債		
Other payables and accruals	25	其他應付款項及應計款項	712,367	444,768
Lease liabilities	27	租賃負債	10,604	–
Amount due to a shareholder	26	應付一名股東款項	29,551	39,363
Bank borrowings	28	銀行借貸	–	65,931
Total current liabilities		流動負債總值	752,522	550,062
Net current (liabilities)/assets		流動(負債)/資產淨值	(302,925)	52,830
Total assets less current liabilities		資產總值減流動負債	1,664,682	1,861,511

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2019 於二零一九年十二月三十一日

			2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
		Notes 附註		
Non-current liabilities	非流動負債			
Other payables and accruals	其他應付款項及應計款項	25	61,692	143,736
Lease liabilities	租賃負債	27	3,283	–
Convertible notes	可換股票據	29	79,199	71,467
Deferred tax liabilities	遞延稅項負債	21	–	11,649
Total non-current liabilities	非流動負債總值		144,174	226,852
NET ASSETS	淨資產		1,520,508	1,634,659
Equity	權益			
Share capital	股本	30	475,267	475,267
Reserves	儲備		1,034,437	1,147,086
Non-controlling interests	非控股權益		1,509,704	1,622,353
			10,804	12,306
TOTAL EQUITY	總權益		1,520,508	1,634,659

The consolidated financial statements on pages 56 to 159 were approved and authorised for issue by the board of directors on 8 May 2020 and are signed on its behalf by:

Approved by:

第56至159頁之綜合財務報表於二零二零年五月八日獲董事會批准及授權刊發，並由下列董事代表簽署：

由下列人士批准：

Zhao Guoqiang

趙國強

Director

董事

Gu Quan Rong

顧全榮

Director

董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔						Non-controlling interests		Total equity
		Issued capital	Contributed surplus	Convertible Share premium	Convertible notes reserve	Translation reserve	Accumulated losses	Sub-total		
		已發行股本	股本盈餘	股份溢價	股票儲備	換算儲備	累計虧損	小計	非控股權益	權益總值
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2018	於二零一八年一月一日	475,267	30,004	1,679,187	695,828	(103,712)	(1,108,481)	1,668,093	11,780	1,679,873
Profit/(loss) for the year	本年度溢利/(虧損)	-	-	-	-	-	27,544	27,544	(356)	27,188
Other comprehensive (loss)/ income:	其他全面(虧損)/收益:									
Exchange differences on translation of foreign operations	換算海外業務的匯兌差異	-	-	-	-	(73,284)	-	(73,284)	882	(72,402)
Total comprehensive (loss)/ income for the year	本年度全面(虧損)/收益總額	-	-	-	-	(73,284)	27,544	(45,740)	526	(45,214)
At 31 December 2018	於二零一八年十二月三十一日	<u>475,267</u>	<u>30,004</u>	<u>1,679,187</u>	<u>695,828</u>	<u>(176,996)</u>	<u>(1,080,937)</u>	<u>1,622,353</u>	<u>12,306</u>	<u>1,634,659</u>
At 1 January 2019	於二零一九年一月一日	475,267	30,004	1,679,187	695,828	(176,996)	(1,080,937)	1,622,353	12,306	1,634,659
Loss for the year	本年度虧損	-	-	-	-	-	(72,352)	(72,352)	(1,139)	(73,491)
Other comprehensive loss:	其他全面虧損:									
Exchange differences on translation of foreign operations	換算海外業務的匯兌差異	-	-	-	-	(40,297)	-	(40,297)	(363)	(40,660)
Total comprehensive loss for the year	本年度全面虧損總額	-	-	-	-	(40,297)	(72,352)	(112,649)	(1,502)	(114,151)
At 31 December 2019	於二零一九年十二月三十一日	<u>475,267</u>	<u>30,004</u>	<u>1,679,187</u>	<u>695,828</u>	<u>(217,293)</u>	<u>(1,153,289)</u>	<u>1,509,704</u>	<u>10,804</u>	<u>1,520,508</u>

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動現金流量		
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	(185,168)	138,229
Adjustments for:	就以下項目作出調整：		
Finance costs	融資成本	29,318	8,474
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	8,535	3,840
Depreciation of right-of-use assets	使用權資產之折舊	7,233	–
Interest income	利息收入	(1,103)	(43)
Dividend income	股息收入	(890)	(228)
Fair value loss on investment properties	投資物業之公平價值虧損	920	10,849
Fair value loss on financial assets at fair value through profit or loss	按公平價值計入損益之金融資產之公平價值虧損	26,758	13,064
Exchange loss/(gain), net	匯兌虧損/(收益)淨值	205	(256)
Reversal of expected credit losses	預期信貸虧損撥回	(332)	(6,268)
Loss on disposal of financial assets at fair value through profit or loss	出售按公平價值計入損益之金融資產之虧損	442	–
Loss on disposals of property, plant and equipment	出售物業、廠房及設備之虧損	81	–
Impairment of exploration and evaluation assets	勘探及評估資產減值	1,000	36,000
Written off on exploration and evaluation assets	撇銷勘探及評估資產	37,673	–
Impairment and amortisation of intangible assets	無形資產減值及攤銷	76,458	212,727
Impairment of property, plant and equipment	物業、廠房及設備減值	33,000	–
Impairment of goodwill	商譽減值	–	1,151
Gain on disposal of subsidiary	出售附屬公司之收益	–	(12,697)
Operating profit before working capital changes	計入營運資本變動前經營溢利	34,130	404,842
Change in accounts and note receivables	應收賬款及票據變動	291,391	(439,739)
Change in prepayments, deposits and other receivables	預付款項、按金及其他應收款項之變動	(10,018)	9,162
Change in other payables and accruals	其他應付款項及應計款項變動	118,199	84,280
Net cash generated from operating activities	經營活動所得現金淨額	433,702	58,545

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動現金流量		
Acquisition of property, plant and equipment	收購物業、廠房及設備	(183,706)	(411)
Acquisition of exploration and evaluation assets	收購勘探及評估資產	(17,876)	(162,326)
Acquisition of investment properties	收購投資物業	-	(68,449)
Proceeds received from disposal of financial assets at fair value through profit or loss	出售按公平價值計入損益之金融資產之所得款項	3,212	-
Interest received	已收利息	1,103	43
Dividend received	已收股息	890	228
Net cash used in investing activities	投資活動所用現金淨額	(196,377)	(230,915)
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動現金流量		
Repayment to a shareholder	向一名股東還款	(11,531)	(1,263)
Repayment to non-controlling interests	向非控股權益還款	-	(6,222)
Proceeds from bank borrowings	銀行借貸所得款項	45,075	69,903
Repayment of bank borrowings	償還銀行借貸	(110,423)	(1,638)
Interest paid	已付利息	(5,088)	(919)
Payment of lease liabilities	租賃負債付款	(5,683)	-
Net cash (used in)/generated from financing activities	融資活動(所用)/所得現金淨額	(87,650)	59,861
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及等同現金增加/(減少)淨額	149,675	(112,509)
Cash and cash equivalents at beginning of year	年初之現金及等同現金	68,084	171,926
Effect on exchange rate changes	匯率變動之影響	9,039	8,667
Cash and cash equivalents at end of year	年終之現金及等同現金	226,798	68,084
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及等同現金之結餘分析		
Cash and bank balances	現金及銀行結餘	226,798	68,084

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2019 二零一九年十二月三十一日

1. GENERAL INFORMATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 4 April 2001 under the Companies Law of the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, Cayman Islands. Its principal place of business is located at Units 5611–5612, 56/F, The Center, 99 Queen's Road Central, Central, Hong Kong.

The shares of the Company have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (“SEHK”) with effect from 18 February 2002.

The principal activity of the Company is investment holding. The Company, through its major subsidiaries, is principally engaged in (i) sales of food and beverages; (ii) money lending business in Hong Kong; (iii) oil and gas exploration and (iv) distribution of natural gas.

In the opinion of the directors of the Company (the “Directors”), as at the date of issue of these consolidated financial statements, U.K. Prolific Petroleum Group Company Limited (“U.K. Prolific Petroleum”) is the single largest substantial shareholder of the Company.

2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

(a) Adoption of new/revised HKFRSs — effective 1 January 2019

In the current year, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 January 2019. HKFRSs comprise Hong Kong Financial Reporting Standards (“HKFRS”); Hong Kong Accounting Standards (“HKAS”); and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group’s accounting policies, presentation of the Group’s consolidated financial statements and amounts reported for the current year and prior years.

1. 一般資料

本公司於二零零一年四月四日根據開曼群島公司法於開曼群島註冊成立為受豁免有限公司。註冊辦事處之地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, Cayman Islands。主要營業地點位於香港中環皇后大道中99號中環中心56樓5611–5612室。

本公司股份由二零零二年二月十八日起於香港聯合交易所有限公司(「香港聯交所」)主板上市。

本公司之主要業務為投資控股。本公司透過其主要附屬公司主要從事(i)銷售食品及飲料；(ii)香港放債業務；(iii)油氣勘探及(iv)天然氣分銷。

本公司董事(「董事」)認為，於刊發該等綜合財務報表之日，U.K. Prolific Petroleum Group Company Limited(「U.K. Prolific Petroleum」)為本公司之單一最大主要股東。

2. 採納新訂及經修訂香港財務報告準則

(a) 採納新訂／經修訂香港財務報告準則 — 於二零一九年一月一日生效

於本年間，本集團已採納香港會計師公會所頒佈與其業務相關，並於二零一九年一月一日開始之會計年度生效之所有新訂及經修訂香港財務報告準則(「香港財務報告準則」)。香港財務報告準則包括香港財務報告準則(「香港財務報告準則」)、香港會計準則(「香港會計準則」)及詮釋。採納該等新訂及經修訂香港財務報告準則不會導致本集團本年內及過往年度之會計政策、本集團綜合財務報表之呈列方式及已呈報金額出現重大變動。

2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

(Continued)

(a) Adoption of new/revised HKFRSs — effective 1 January 2019 (Continued)

The HKICPA has issued a new HKFRS, HKFRS 16, Leases, and a number of amendments to HKFRSs that are first effective for the current accounting year of the Group.

Except for HKFRS 16, none of the developments have had a material effect on how the Group's results and financial position for the current or prior years have been prepared or presented in the consolidated financial statements. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting year.

HKFRS 16 Leases

HKFRS 16 replaces HKAS 17, Leases, and the related interpretations, HK(IFRIC)-Int 4, Determining whether an arrangement contains a lease, HK(SIC)-Int 15, Operating leases — incentives, and HK(SIC)-Int 27, Evaluating the substance of transactions involving the legal form of a lease.

The key changes to the Group's accounting policies resulting from the adoption of HKFRS 16 are summarised below.

As a lessee

As a lessee, the Group previously classified leases as operating or finance leases under HKAS 17 based on its assessment of whether the lease transferred significantly all of the risks and rewards incidental to ownership of the underlying asset to the Group. Under HKFRS 16, the Group is required to capitalise all leases when it is the lessee, including leases previously classified as operating leases under HKAS 17.

2. 採納新訂及經修訂香港財務報告準則(續)

(a) 採納新訂／經修訂香港財務報告準則 — 於二零一九年一月一日生效(續)

香港會計師公會已頒佈新的香港財務報告準則 — 香港財務報告準則第16號，租賃及多項於本集團現行會計年內首次生效之香港財務報告準則之修訂。

除香港財務報告準則第16號外，無任何香港財務報告準則的發展對編製或呈列本集團於本期間或過往年內的業績及財務狀況有重大影響。本集團並未採納任何於本會計年內尚未生效之新訂準則或詮釋。

香港財務報告準則第16號，租賃

香港財務報告準則第16號取代香港會計準則第17號，租賃及相關詮釋、香港(國際財務報告詮釋委員會) — 詮釋第4號，確定一項安排是否包含租賃、香港(準則詮釋委員會) — 詮釋第15號，經營租賃 — 優惠及香港(準則詮釋委員會) — 詮釋第27號，評估涉及以租賃為法律形式的交易實質。

採納香港財務報告準則第16號對本集團會計政策產生的主要變動概述如下。

作為承租人

作為承租人，根據評估租賃是否將本集團相關資產絕大部分所有權之風險及回報轉讓，本集團先前根據香港會計準則第17號將租賃分類為經營或融資租賃。根據香港財務報告準則第16號，本集團須在身為承租人時將所有租賃資本化，包括先前根據香港會計準則第17號分類為經營租賃之租賃。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2019 二零一九年十二月三十一日

2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

(Continued)

(a) Adoption of new/revised HKFRSs — effective 1 January 2019 (Continued)

As a lessee (Continued)

The Group decided to apply recognition exemptions to short-term leases that have a lease term of 12 months or less and leases of low-value assets. For leases of other assets, the Group recognised right-of-use assets and lease liabilities.

As a lessor

HKFRS 16 does not substantially change how a lessor accounts for leases under HKAS 17.

The Group has applied HKFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 January 2019. Any difference at the date of initial application is recognised in the opening retained profits and comparative information has not been restated.

When applying the modified retrospective approach under HKFRS 16 at transition, the Group applied the following practical expedient to leases previously classified as operating leases under HKAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts:

- (i) elected not to recognise right-of-use assets and lease liabilities for leases with lease term ends within 12 months of the date of initial application.

On transition, the Group has made the following adjustments upon application of HKFRS 16:

As at 1 January 2019, the Group recognised lease liabilities and right-of-use assets at amounts equal to the related lease liabilities by applying HKFRS 16.C8 (b) (ii) transition. The Group recognised lease liabilities of HK\$6,624,000 and right-of-use assets of HK\$6,624,000 at 1 January 2019.

2. 採納新訂及經修訂香港財務報告準則(續)

(a) 採納新訂／經修訂香港財務報告準則 — 於二零一九年一月一日生效(續)

作為承租人(續)

本集團決定就租期為12個月或以下之短期租賃及低價值資產租賃採用確認豁免。就其他資產租賃而言，本集團確認使用權資產及租賃負債。

作為出租人

香港財務報告準則第16號並無重大改變出租人根據香港會計準則第17號入賬租賃之方式。

本集團已追溯應用香港財務報告準則第16號，並於首次應用日期(二零一九年一月一日)確認累計影響。於首次應用日期的任何差額於期初保留盈利確認，而並無重列比較資料。

當於過渡時應用香港財務報告準則第16號項下的經修訂追溯法時，在與各租賃合約相關之情況下，本集團已按逐項租賃基準對根據香港會計準則第17號先前分類為經營租賃的租賃應用下列可行權宜方法：

- (i) 選擇不對租期於首次應用日期12個月內結束的租賃確認使用權資產及租賃負債。

於過渡時，本集團已於應用香港財務報告準則第16號時作出以下調整：

於二零一九年一月一日，本集團透過應用香港財務報告準則第16號第C8(b)(ii)項過渡確認金額相等於有關租賃負債的租賃負債及使用權資產。本集團於二零一九年一月一日確認租賃負債6,624,000港元及使用權資產6,624,000港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2019 二零一九年十二月三十一日

2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

(Continued)

(a) Adoption of new/revised HKFRSs — effective 1 January 2019 (Continued)

As a lessor (Continued)

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average lessee's incremental borrowing rate applied is 6.98%.

2. 採納新訂及經修訂香港財務報告準則(續)

(a) 採納新訂／經修訂香港財務報告準則 — 於二零一九年一月一日生效(續)

作為出租人(續)

於就先前分類為經營租賃的租賃確認租賃負債時，本集團已於首次應用日期應用相關集團實體的增量借款利率。所應用的加權平均承租人增量借款利率為6.98%。

		At 1 January 2019 於二零一九年 一月一日 HK\$'000 千港元
Operating lease commitments disclosed as at 31 December 2018	於二零一八年十二月三十一日披露的經營租賃承擔	<u>8,959</u>
Lease liabilities discounted at relevant incremental borrowing rates	按相關增量借款利率貼現的租賃負債	7,990
Less: Recognition exemption — short-term leases	減：確認豁免— 短期租賃	<u>(1,366)</u>
Lease liabilities relating to operating leases recognised upon application of HKFRS 16	於應用香港財務報告準則第16號時確認有關經營租賃的租賃負債	<u>6,624</u>
Lease liabilities as at 1 January 2019	於二零一九年一月一日的租賃負債	<u><u>6,624</u></u>
Analysed as	分析為	
Current	流動	3,168
Non-current	非流動	<u>3,456</u>
		<u><u>6,624</u></u>

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2019 二零一九年十二月三十一日

2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

(Continued)

(a) Adoption of new/revised HKFRSs — effective 1 January 2019 (Continued)

As a lessor (Continued)

The carrying amount of right-of-use assets as at 1 January 2019 comprises the following:

		Note	Right-of-use assets
		附註	使用權資產
			HK\$'000
			千港元
Right-of-use assets relating to operating leases recognised upon application of HKFRS 16	於應用香港財務報告準則第16號時確認有關經營租賃的使用權資產		6,624
Adjustments on rental deposits at 1 January 2019	於二零一九年一月一日的租賃按金的調整	(a)	—
			6,624
By class:	按類別：		
Land and buildings	土地及樓宇		6,624

(a) Before the application of HKFRS 16, the Group considered refundable rental deposits paid as rights and obligations under leases to which HKAS 17 applied. Based on the definition of lease payments under HKFRS 16, such deposits are not payments relating to the right to use of the underlying assets and were adjusted to reflect the discounting effect at transition. The discounting effect has had no material impact on the carrying amount of the refundable rental deposits of the Group as at 1 January 2019.

2. 採納新訂及經修訂香港財務報告準則(續)

(a) 採納新訂／經修訂香港財務報告準則 — 於二零一九年一月一日生效(續)

作為出租人(續)

於二零一九年一月一日的使用權資產賬面值包括以下各項：

	Note	Right-of-use assets
	附註	使用權資產
		HK\$'000
		千港元
Right-of-use assets relating to operating leases recognised upon application of HKFRS 16		6,624
Adjustments on rental deposits at 1 January 2019	(a)	—
		6,624
By class:	按類別：	
Land and buildings		6,624

(a) 於應用香港財務報告準則第16號前，本集團將已付的可退回租賃按金視為香港會計準則第17號適用的租賃項下的權利及義務。根據香港財務報告準則第16號項下的租賃付款定義，有關按金並非與相關資產使用權有關的付款，並作出調整以反映於過渡時的貼現影響。貼現影響對本集團於二零一九年一月一日的可退還租賃按金賬面值並無重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2019 二零一九年十二月三十一日

2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

(Continued)

Except as above, the adoption of HKFRS 16 resulted in no other impact on the carrying amounts as at 1 January 2019.

The Group has not applied the new HKFRSs that have been issued but are not yet effective. The application of these new HKFRSs will not have material impact on the consolidated financial statements of the Group. The Group has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a material impact on its results of operations and financial position.

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

The following new/revised HKFRSs, potentially relevant to the Group's consolidated financial statements, have been issued, but are not yet effective and have not been early adopted by the Group. The Group's current intention is to apply these changes on the date they become effective.

Amendment to HKAS 1 and 8	Definition of Material ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ²

¹ Effective for accounting periods beginning on or after 1 January 2020.

² The amendments were originally intended to be effective for periods beginning on or after 1 January 2017. The effective date has now been deferred/removed. Early application of the amendments continues to be permitted.

The Group is in the process of making an assessment of what the impact of these amendments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have significant impact on the Group's result of operations and financial positions.

2. 採納新訂及經修訂香港財務報告準則(續)

除上文所述者外，採納香港財務報告準則第16號對於二零一九年一月一日之賬面值並無造成其他影響。

本集團並無應用已頒佈但尚未生效之新訂香港財務報告準則。應用該等新訂香港財務報告準則將不會對本集團綜合財務報表造成重大影響。本集團已經開始評估該等新訂香港財務報告準則之影響，惟尚未能說明該等新訂香港財務報告準則會否對其經營業績及財務狀況造成重大影響。

(b) 已頒佈但尚未生效的新訂／經修訂香港財務報告準則

下列已頒佈但尚未生效的新訂／經修訂香港財務報告準則可能與本集團之綜合財務報表有關，惟尚未被本集團提前採納。本集團現時之意向為於該等變動生效時應用相關變動。

香港會計準則第1號及第8號之修訂	重大的定義 ¹
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營公司之間的資產出售或注入 ²

¹ 於二零二零年一月一日或以後開始的會計期間生效。

² 該等修訂原擬於二零一七年一月一日或以後開始的期間生效。生效日期現已被延遲／取消。仍繼續可提前應用該等修訂。

本集團現正評估預期該等修訂於初始應用期間之影響。迄今之結論為採納該等準則不大可能對本集團之經營業績及財務狀況產生重大影響。

3. BASIS OF PREPARATION

(a) Statement of compliance

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) which also include Hong Kong Accounting Standards (“HKASs”) and interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”), accounting principles generally accepted in Hong Kong, the applicable disclosure required by the Hong Kong Company Ordinance and the applicable disclosure provisions of Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Main Board Listing Rules”).

The preparation of consolidated financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimates is revised if the revision affects only that year, or in the year of the revision and future years if the revision affects both current and future years.

Judgements made by management in the application of HKFRSs that have significant effect on the consolidated financial statements and estimates with a significant risk of material adjustments in the next year are discussed in Note 5 to the consolidated financial statements.

3. 編製基準

(a) 合規聲明

綜合財務報表已根據香港財務報告準則(「香港財務報告準則」)編製，其中亦包括香港會計師公會(「香港會計師公會」)頒佈之香港會計準則(「香港會計準則」)及詮釋、香港公認會計原則、香港公司條例之適用披露規定及香港聯合交易所有限公司證券上市規則(「主板上市規則」)之適用披露條文。

編製符合香港財務報告準則之綜合財務報表需要管理層作出會影響政策應用及所呈報資產、負債、收入及支出之金額之判斷、估計及假設。該等估計及相關假設乃根據過往經驗及於有關情況下認為屬合理之各種其他因素而作出，其結果構成於無法依循其他途徑輕易得知資產及負債賬面值時所作出判斷之基礎。實際結果可能與該等估計有所不同。各項估計及假設會持續獲審閱。倘會計估計之修訂僅影響某一年度，其影響將會於修訂估計之年度內確認；或倘修訂對本年度及未來年度均有影響，則於作出修訂之年度及未來年度確認。

管理層於應用香港財務報告準則時作出對綜合財務報表有重大影響的判斷，以及有極高風險於未來年度作出重大調整的估計，兩者均於綜合財務報表附註5中討論。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2019 二零一九年十二月三十一日

3. BASIS OF PREPARATION (Continued)

(b) Basis of measurement and going concern assumption

(i) Basis of measurement

The consolidated financial statements have been prepared under the historical cost basis except for investment properties and financial assets at fair value through profit or loss, which are measured at fair values.

(ii) Going concern basis

The directors of the Company have prepared the consolidated financial statements on a going concern basis, the appropriateness of which largely depends upon the outcome of the underlying assumptions as detailed below.

For the year ended 31 December 2019, the Group has suffered a loss of HK\$73,491,000 and at the end of reporting period, its current liabilities exceeded its current assets by HK\$302,925,000. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern and therefore, the Group may not be able to realise its assets and discharge its liabilities in the normal course of business.

The Group's current liabilities as at 31 December 2019 are mainly attributable to exploration and evaluation cost payables amounting to HK\$419,069,000 (31 December 2018: HK\$353,956,000). The Directors of the Company are of the view that the Group will be able to successfully persuade these contractors not to insist on demanding repayment before the fully operation of exploration, production and distribution business in Kashi. However, there is no certainty that these contractors will not demand repayment before the fully operation of exploration, production and distribution business in Kashi.

3. 編製基準(續)

(b) 計量基準及持續經營假設

(i) 計量基準

綜合財務報表乃根據歷史成本基準編製，惟按公平價值計量之投資物業及按公平價值計入損益之金融資產除外。

(ii) 持續經營基準

本公司董事已按持續經營基準編製綜合財務報表，如下文所詳述，此舉是否適當主要取決於相關假設之結果。

截至二零一九年十二月三十一日止年度，本集團產生虧損73,491,000港元，而於報告期末，其流動負債較其流動資產多出302,925,000港元。該等狀況反映存在重大不明朗因素，可能對本集團能否持續營運構成重大疑問，因此，本集團或不能於日常業務過程中變現其資產及解除其負債。

本集團於二零一九年十二月三十一日之流動負債主要源於應付勘探及評估費用，金額為419,069,000港元(二零一八年十二月三十一日：353,956,000港元)。本公司董事認為本集團將能成功說服該等承建商，在喀什的勘探、生產及分銷業務全面運作前，不堅持要求償付有關款項。然而，無法保證該等承建商將不會於喀什的勘探、生產及分銷業務全面運作前要求還款。

3. BASIS OF PREPARATION (Continued)

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

(ii) Going concern basis (Continued)

In view of the net current liabilities position, the Directors have carried out a detailed review of the cash flow forecast of the Group covering a period of not less than twelve months from the end of the reporting period based on certain underlying assumptions including (i) financial support from a shareholder not to demand repayment within 12 months; (ii) the Group being able to successfully persuade contractors not to insist on demanding repayment of the construction cost payables before the fully operation of exploration, production and distribution business in Kashi; and (iii) the Group being able to raise adequate funding through bank borrowings or otherwise. Taking into account the above assumptions, the directors of the Company consider that the Group will have sufficient working capital to meet its financial obligations as and when they fall due within the twelve months from 31 December 2019.

4. SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies applied in the preparation of these consolidated financial statements are set out below.

(a) Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 December. Subsidiaries are entities over which the Group has control. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

3. 編製基準(續)

(b) 計量基準及持續經營假設(續)

(ii) 持續經營基準(續)

鑒於流動負債淨額狀況，董事根據下列若干相關假設，對本集團由報告期末起計不少於十二個月期間的現金流量預測進行詳細審閱：(i)來自一名股東不會於12個月內要求償還之財務資助；(ii)本集團能成功說服承建商在喀什的勘探、生產及分銷業務全面運作前，不堅持要求償付應付建築費用；及(iii)本集團能透過銀行借貸或其他方式籌集足夠資金。經考慮上述假設，本公司董事認為本集團將有足夠營運資金以履行其從二零一九年十二月三十一日起十二個月內到期之財務責任。

4. 重大會計政策

編製該等綜合財務報表時所應用之重大會計政策載列如下。

(a) 綜合賬目

綜合財務報表包括本公司及其附屬公司截至十二月三十一日止之財務報表。附屬公司是指本集團對其擁有控制權之實體。若本集團具有承擔或享有參與有關實體所得之可變回報之風險或權利，並能透過其在該實體之權力影響該等回報，則本集團對該實體具有控制權。當本集團有現行權利使其現時可主導相關活動(即對該實體之回報影響極大之活動)時，則本集團對該實體擁有權力。

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綜合財務報表附註

31 December 2019 二零一九年十二月三十一日

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(a) Consolidation (Continued)

When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties, to determine whether it has control. A potential voting right is considered only if the holder has the practical ability to exercise that right.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary plus any remaining goodwill relating to that subsidiary and any related accumulated foreign currency translation reserve.

Intragroup transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are presented in the consolidated statement of financial position and consolidated statement of changes in equity within equity. Non-controlling interests are presented in the consolidated statement of profit or loss and other comprehensive income as an allocation of profit or loss and total comprehensive income for the year between the non-controlling shareholders and owners of the Company.

4. 重大會計政策(續)

(a) 綜合賬目(續)

於評估控制權時，本集團會考慮其本身之潛在投票權及其他各方所持有之潛在投票權，以釐定其是否擁有控制權。潛在投票權僅於持有人實際具有行使該項權利之能力時方予考慮。

附屬公司在控制權轉移至本集團當日起綜合入賬，並於控制權終止之日起停止綜合入賬。

導致失去控制權之出售附屬公司之損益代表(i)銷售代價之公平價值加在該附屬公司保留之任何投資之公平價值；及(ii)本公司應佔該附屬公司之資產淨值加與該附屬公司有關之任何餘下商譽和任何相關累計外幣換算儲備之間之差額。

集團內公司間之交易、結餘及未變現溢利均予以對銷。除非交易有證據證明所轉讓資產出現減值，否則未變現虧損亦予以對銷。倘有需要，附屬公司之會計政策會作出修訂，以確保與本集團採納之政策一致。

非控股權益是指並非由本公司直接或間接應佔之附屬公司之權益。非控股權益在綜合財務狀況表及綜合權益變動表項下之權益呈列。非控股權益於綜合損益及其他全面收益表呈列為本公司非控股股東及擁有人之間之年度損益及全面收益總額分配。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(a) Consolidation (Continued)

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling shareholders even if this results in the non-controlling interests having a deficit balance.

(b) Joint arrangement

A joint arrangement is an arrangement of which two or more parties have joint control. 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. Relevant activities are activities that significantly affect the returns of the arrangement. When assessing joint control, the Group considers its potential voting rights as well as potential voting rights held by other parties, to determine whether it has joint control. A potential voting right is considered only if the holder has the practical ability to exercise that right.

A joint arrangement is either a joint operation or a joint venture. A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement.

In relation to its interest in a joint operation, the Group recognises in its consolidated financial statements, its assets, including its share of any assets held jointly; its liabilities, including its share of any liabilities incurred jointly; its share of the revenue from the sale of the output by the joint operation; and its expenses, including its share of any expenses incurred jointly, in accordance with the HKFRSs applicable to the particular assets, liabilities, revenues and expenses.

4. 重大會計政策(續)

(a) 綜合賬目(續)

即使導致非控股權益出現虧拙結餘，溢利或虧損及其他全面收益的各組成部分均歸屬於本公司擁有人及非控股股東。

(b) 聯合安排

聯合安排指一項由兩名或以上的參與方共同控制之安排。共同控制為按合約協定分佔控制權之安排，其僅於相關活動決策必須獲分佔控制權之人士一致同意方會存在。有關活動為可對安排回報造成重大影響之活動。於評估共同控制權時，本集團會考慮其本身之潛在投票權及其他各方所持有之潛在投票權，以釐定其是否擁有共同控制權。潛在投票權僅於持有人實際具有行使該項權利之能力時方予考慮。

聯合安排可分為共同經營及合營公司。共同經營為一項聯合安排，據此，擁有有關安排共同控制權之人士均有權享有有關安排之資產及有責任分擔有關安排之負債。合營公司為一項聯合安排，據此，擁有有關安排共同控制權之人士均有權享有有關安排之資產淨值。

就本集團於共同經營之權益而言，本集團於綜合財務報表中按照適用於特定資產、負債、收益及開支的香港財務報告準則，確認其資產(包括其應佔共同持有之任何資產)、其負債(包括其應佔共同產生之任何負債)、其應佔銷售共同經營產出之收益，以及其開支(包括其應佔共同產生之任何開支)。

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綜合財務報表附註

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(c) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollars, which is the Group's presentation currency. The functional currency of the principal operating subsidiaries of the Group is Renminbi. The directors consider that choosing Hong Kong dollars as the presentation currency best suits the needs of the shareholders and investors.

(ii) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

Non-monetary items that are measured at fair values in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

4. 重大會計政策(續)

(c) 外幣換算

(i) 功能及呈列貨幣

本集團各實體之財務報表所載項目乃採用有關實體營運所在之主要經濟環境之貨幣(「功能貨幣」)計量。綜合財務報表乃以本集團之呈列貨幣港元呈列。本集團主要經營附屬公司的功能貨幣為人民幣。董事認為選擇港元作為呈列貨幣最為適合股東及投資者的需要。

(ii) 各實體財務報表之交易及結餘

以外幣列值之交易於初次確認時按交易當日之通行匯率換算為功能貨幣。以外幣列值之貨幣資產及負債根據各報告期末之匯率換算。因此換算政策產生之收益及虧損於損益確認。

以外幣列值並按公平價值計量之非貨幣項目根據公平價值釐定當日之匯率換算。

倘非貨幣項目之收益或虧損於其他全面收益確認時，該收益或虧損之任何匯兌部份於其他全面收益確認。倘非貨幣項目之收益或虧損於損益確認時，該收益或虧損之任何匯兌部份於損益確認。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(c) Foreign currency translation (Continued)

(iii) Translation on consolidation

The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in the foreign currency translation reserve.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities and of borrowings are recognised in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are recognised in consolidated profit or loss as part of the gain or loss on disposal.

4. 重大會計政策(續)

(c) 外幣換算(續)

(iii) 綜合賬目換算

功能貨幣不同於本公司呈列貨幣之所有本集團實體均按以下方式將其業績及財務狀況換算為以本公司呈列貨幣列賬：

- 於各財務狀況表呈列之資產及負債按財務狀況表當日之收市匯率換算；
- 收入及支出按平均匯率換算(除非該平均匯率並非交易日通行匯率之累計影響之合理約數，在此情況下，收入及支出按交易當日之匯率換算)；及
- 所有因此而產生之匯兌差額均於外幣換算儲備確認。

於綜合賬目時，換算於海外實體之投資淨額及借貸而產生之匯兌差額，均於外幣換算儲備確認。當出售海外業務時，有關匯兌差額乃於綜合損益確認為出售收益或虧損之一部份。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(d) Property, plant and equipment

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.

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

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their cost less their residual values over the estimated useful lives on a straight-line basis. The principal annual rates are as follows:

Leasehold improvements	3-6 years or over the term of the lease; if shorter
Furniture and fixtures	4-8 years
Motor vehicles	6-10 years
Natural gas pipeline	10 years
Oil properties	over the units of productions

The residual values, useful lives and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period.

Construction in progress represents buildings under construction and plant and machinery pending for installation, and 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 year of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

4. 重大會計政策(續)

(d) 物業、廠房及設備

物業、廠房及設備(在建工程除外)按成本減累計折舊及任何減值虧損列賬。物業、廠房及設備項目之成本包括其購買價及任何將資產帶往其工作環境及地點作其擬定用途之直接應佔成本。

其後成本僅在與項目有關的未來經濟利益可能流入本集團且項目成本能可靠計量情況下，方會計入資產的賬面值或確認為另一項資產(如適用)。所有其他維修保養費用在產生的年度內計入損益。

物業、廠房及設備按直線法於估計可使用年期內使用足以撇銷其成本減剩餘價值之比率計算折舊。主要年度比率如下：

租賃物業裝修	3至6年或按租期(以較短者為準)
傢俬及裝置	4至8年
汽車	6至10年
天然氣管道	10年
石油物業	按生產單位

剩餘價值、可使用年期及折舊方法於各報告期末檢討，並於適當時候調整。

在建工程指在建樓宇及尚待安裝之廠房及機器，其按成本減去任何減值虧損列賬而不作折舊。成本包括於工程年內之建築工程之直接成本及有關借入資金之資本化借貸成本。在建工程於完成及可使用時重新歸類為物業、廠房及設備之適用類別。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(d) Property, plant and equipment (Continued)

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss.

(e) Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation. An investment property is measured initially at its cost including all direct costs attributable to the property.

After initial recognition, the investment property is stated at its fair value based on valuation by an external independent valuer. Gains or losses arising from changes in fair value of the investment property are recognised in profit or loss for the year in which they arise.

The gain or loss on disposal of an investment property is the difference between the net sales proceeds and the carrying amount of the property, and is recognised in profit or loss.

(f) Exploration and evaluation assets

Exploration and evaluation assets are recognised at cost on initial recognition. Subsequent to initial recognition, exploration and evaluation assets are stated at cost less any accumulated impairment losses. Costs directly associated with an exploratory wells (drilling cost and others) are capitalised pending a determination of whether sufficient quantities of potentially economic gas reserves have been discovered. If it is determined that commercial discovery has not been achieved, these costs are charged to profit or loss.

Expenditure incurred in the preliminary exploration stage are written off as expense as incurred.

4. 重大會計政策(續)

(d) 物業、廠房及設備(續)

出售物業、廠房及設備之收益或虧損指銷售所得款項淨額與相關資產之賬面值之間之差額，其於損益中確認。

(e) 投資物業

投資物業指為賺取租金及／或資本增值而持有之物業。投資物業初步按成本計量，包括投資物業之所有直接應佔成本。

於初次確認後，投資物業按基於外部獨立估值師估值之公平價值列賬。投資物業之公平價值變動所產生之收益或虧損於產生年度內在損益中確認。

出售投資物業之收益或虧損為出售所得款項淨額與該物業之賬面值之間之差額，其於損益中確認。

(f) 勘探及評估資產

於初次確認時，勘探及評估資產均以成本確認。於初次確認後，勘探及評估資產均以成本減任何累計減值虧損列賬。勘探井之直接相關成本(鑽探成本及其他)將予資本化，以待釐定是否發現充足具潛在經濟效益之氣儲量。倘確定所發現的儲量並不具商業效益，該等成本將於損益扣除。

勘探初期產生的開支將於產生時作為開支撇銷。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(f) Exploration and evaluation assets (Continued)

When the technical feasibility and commercial viability of extracting natural resources become demonstrable, relevant previously recognised exploration and evaluation assets are reclassified as gas properties under property, plant and equipment. These assets are assessed for impairment before reclassification.

(i) Impairment of exploration and evaluation assets

The carrying amount of the exploration and evaluation assets is reviewed when facts and circumstances suggest that the carrying amount of an exploration and evaluation assets may exceed its recoverable amount. When one or more of the following events or changes in circumstances indicate that the carrying amount may not be recoverable, the Group shall perform an impairment test in accordance with HKAS 36.

- the year for which the Group has the right to explore in the specific area has expired during the year or will expire in the near future, and is not expected to be renewed.
- substantive expenditure on further exploration for and evaluation of natural resources in the specific area is neither budgeted nor planned.
- exploration for and evaluation of natural resources in the specific area have not led to the discovery of commercially viable quantities of natural resources and the Group has decided to discontinue such activities in the specific area.

4. 重大會計政策(續)

(f) 勘探及評估資產(續)

當證實開採天然資源在技術上及商業上均屬可行，則先前確認之相關勘探及評估資產將重新分類為物業、廠房及設備項下之天然氣資產。此等資產會在重新分類前進行減值評估。

(i) 勘探及評估資產減值

當出現任何事實及情況，顯示勘探及評估資產之賬面值可能超出其可收回金額，則勘探及評估資產之賬面值將會進行檢討。倘發生或出現以下一項或多項事件或情況變動，顯示賬面值可能無法收回時，本集團將根據香港會計準則第36號進行減值測試。

- 本集團有權於特定範圍勘探之年度，已於年內屆滿或將於可見將來屆滿，並預期不會續期。
- 於特定範圍進一步勘探或評估天然資源產生之重大支出，並非在預算或計劃內。
- 於特定範圍勘探及評估天然資源，並未導致發現足夠達成商業效益之天然資源，而本集團已決定終止特定範圍進行該等活動。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(f) Exploration and evaluation assets (Continued)

(i) Impairment of exploration and evaluation assets (Continued)

- sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

An impairment loss is recognised in profit or loss whenever the carrying amount of an asset exceeds its recoverable amount.

(g) Leases

The Group as lessee

Leases are recognised as right-of-use assets and corresponding lease liabilities when the leased assets are available for use by the Group. Right-of-use assets are stated at cost less accumulated depreciation and impairment losses. Depreciation of right-of-use assets is calculated at rates to write off their cost over the shorter of the asset's useful life and the lease term on a straight-line basis. The principal annual rates are as follows:

Land and buildings	2–4 years
Motor vehicles	3 years

Right-of-use assets are measured at cost comprising the amount of the initial measurement of the lease liabilities, lease payments prepaid, initial direct costs and the restoration costs. Lease liabilities include the net present value of the lease payments discounted using the interest rate implicit in the lease if that rate can be determined, or otherwise the Group's incremental borrowing rate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease term so as to produce a constant periodic rate of interest on the remaining balance of the lease liability.

4. 重大會計政策(續)

(f) 勘探及評估資產(續)

(i) 勘探及評估資產減值(續)

- 現存之足夠數據顯示，雖然有極大可能於特定範圍進行開發，惟勘探及評估資產之賬面值不大可能透過成功開發或出售而收回全部金額。

當資產賬面值超過其可收回金額時，將於損益確認減值虧損。

(g) 租賃

本集團作為承租人

租賃於本集團可取用租賃資產時確認為使用權資產及相關租賃負債。使用權資產以成本減累計折舊及減值虧損列賬。使用權資產折舊按於資產可使用年期及租期兩者中之較短者以直線法撇銷其成本之比率計算。主要年度比率如下：

土地及樓宇	2至4年
汽車	3年

使用權資產乃按成本(包括初次計量租賃負債金額、預付租賃款項、初步直接成本及恢復成本)計量。租賃負債包括使用租賃內含利率(倘有關利率可予確定，否則使用本集團之增量借款利率)折現租賃付款的現值淨額。各租賃付款於負債與融資成本之間作出分配。融資成本於租期內在損益內扣除，以計算出租賃負債餘額的固定週期利率。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(g) Leases (Continued)

The Group as lessee (Continued)

Payments associated with short-term leases and leases of low-value assets are recognised as expenses in profit or loss on a straight-line basis over the lease terms. Short-term leases are leases with an initial lease term of 12 months or less. Low-value assets are assets of value below US\$5,000.

The Group as lessor

Leases that do not substantially transfer to the lessees all the risks and rewards of ownership of assets are accounted for as operating leases. Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease.

(h) Intangible assets (other than goodwill)

(i) *Acquired intangible assets*

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 as 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. Intangible assets with indefinite useful lives are carried at cost less accumulated impairment losses.

The interests in petroleum production sharing contracts were amortised on unit of production method.

4. 重大會計政策(續)

(g) 租賃(續)

本集團作為承租人(續)

與短期租賃及低價值資產租賃有關的付款於租期內按直線基準於損益確認為開支。短期租賃為初始租期為12個月或以下的租賃。低價值資產為價值低於5,000美元的資產。

本集團作為出租人

並無將資產擁有權之絕大部分風險及回報轉讓予承租人之租賃入賬列為經營租賃。經營租賃之租金收入乃按相關租期以直線法確認。

(h) 無形資產(不包括商譽)

(i) *已收購無形資產*

獨立收購之無形資產於初次確認時按成本計量。於業務合併中所收購無形資產之成本為收購日期之公平價值。無形資產之可使用年期被評估為有限或無限。具有有限可使用年期之無形資產隨後按可使用經濟年期攤銷，並於有跡象顯示無形資產可能出現減值時進行減值評估。具有有限可使用年期之無形資產之攤銷期及攤銷方法至少於各財政年度末檢討一次。具無限可使用年期之無形資產按成本減累計減值虧損列賬。

石油產量分成合約之權益按單位產量法進行攤銷。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Intangible assets (other than goodwill)

(Continued)

(ii) Impairment

Intangible assets with finite lives are tested for impairment when there is an indication that an asset may be impaired. Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually, irrespective of whether there is any indication that they may be impaired. Intangible assets are tested for impairment by comparing their carrying amounts with their recoverable amounts (see the accounting policies in respect of impairment of assets (other than financial assets) below). If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount.

An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as revaluation decrease to the extent of its revaluation surplus.

(i) Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

4. 重大會計政策(續)

(h) 無形資產(不包括商譽)(續)

(ii) 減值

當有跡象顯示資產可能出現減值時，會對具有有限可使用年期的無形資產進行減值測試，而具無限可使用年期的無形資產及未可使用的無形資產則會每年進行減值測試，不論是否存在跡象顯示資產可能出現減值。無形資產透過比較其賬面值與可收回金額進行減值測試（見下文有關資產（不包括金融資產）減值之會計政策）。倘資產之可收回金額估計會低於其賬面值，則該資產之賬面值將調低至其可收回金額。

減值虧損會即時確認為開支，除非相關資產以經重估金額列值，此時減值虧損撥回為一項重估增加金額。

(i) 確認及終止確認金融工具

金融資產及金融負債於本集團成為工具合約條文之訂約方時在綜合財務狀況表內確認。

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綜合財務報表附註

31 December 2019 二零一九年十二月三十一日

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(i) Recognition and derecognition of financial instruments (Continued)

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire; the Group transfers substantially all the risks and rewards of ownership of the assets; or the Group neither transfers nor retains substantially all the risks and rewards of ownership of the assets but has not retained control on the assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received is recognised in profit or loss.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid is recognised in profit or loss.

(j) Financial assets

Financial assets are recognised and derecognised on a trade date basis where the purchase or sale of an asset is under a contract whose terms require delivery of the asset within the timeframe established by the market concerned, and are initially recognised at fair value, plus directly attributable transaction costs except in the case of investments at fair value through profit or loss. Transaction costs directly attributable to the acquisition of investments at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets of the Group are classified under the following categories:

- Financial assets at amortised cost; and
- Financial assets at fair value through profit or loss.

4. 重大會計政策(續)

(i) 確認及終止確認金融工具(續)

倘從資產收取現金流量之合約權利屆滿；本集團轉移資產擁有權的絕大部分風險及回報；或本集團既無轉移亦無保留資產擁有權的絕大部分風險及回報，惟並無保留對資產的控制權，則終止確認金融資產。於終止確認金融資產時，資產賬面值與所收取代價金額之間的差額於損益中確認。

當相關合約中規定之義務解除、取消或到期時，便會終止確認該項金融負債。已終止確認金融負債之賬面值與已付代價之差額於損益中確認。

(j) 金融資產

倘購買或出售金融資產乃以其條款規定須於相關市場之既定時限內交付之合約進行，則金融資產於交易當日予以確認及終止確認，其初步按公平價值加上直接導致之交易成本確認，惟按公平價值計入損益之投資則另作別論。因收購按公平價值計入損益之投資而直接導致之交易成本即時於損益中確認。

本集團之金融資產乃按下列類別分類：

- 按攤銷成本列賬之金融資產；及
- 按公平價值計入損益之金融資產。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(j) Financial assets (Continued)

(i) Financial assets at amortised cost

Financial assets (including trade and other receivables) are classified under this category if they satisfy both of the following conditions:

- the assets are held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

They are subsequently measured at amortised cost using the effective interest method less loss allowance for expected credit losses.

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

Financial assets are classified under this category if they do not meet the conditions to be measured at amortised cost and the conditions of debt investments at fair value through other comprehensive income unless the Group designates an equity investment that is not held for trading as at fair value through other comprehensive income on initial recognition.

Financial assets at fair value through profit or loss are subsequently measured at fair value with any gains or losses arising from changes in fair values recognised in profit or loss. The fair value gains or losses recognised in profit or loss are net of any interest income and dividend income. Interest income and dividend income are recognised in profit or loss.

4. 重大會計政策(續)

(j) 金融資產(續)

(i) 按攤銷成本列賬之金融資產

倘金融資產(包括貿易及其他應收款項)同時符合以下條件,則分類至此類別:

- 有關資產以旨在通過持有資產收取合約現金流量之業務模式所持有;及
- 有關資產之合約條款使於特定日期產生僅為支付本金及未償還本金之利息之現金流量。

該等金融資產其後採用實際利率法按攤銷成本減預期信貸虧損之虧損撥備計量。

(ii) 按公平價值計入損益之金融資產

倘金融資產並不符合按攤銷成本計量的條件及按公平價值計入其他全面收益之債務投資的條件,則分類至此類別,除非本集團於初次確認時將並非持作買賣的股本投資指定為按公平價值計入其他全面收益。

按公平價值計入損益之金融資產其後按公平價值計量,而公平價值變動產生之任何收益或虧損於損益中確認。於損益中確認之公平價值收益或虧損已扣除任何利息收入及股息收入。利息收入及股息收入乃於損益中確認。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(k) Loss allowances for expected credit losses

The Group recognises loss allowances for expected credit losses on financial assets at amortised cost. Expected credit losses are the weighted average of credit losses with the respective risks of a default occurring as the weights.

At the end of each reporting period, the Group measures the loss allowance for a financial instrument at an amount equal to the expected credit losses that result from all possible default events over the expected life of that financial instrument (“lifetime expected credit losses”) for trade receivables, or if the credit risk on that financial instrument has increased significantly since initial recognition.

If, at the end of the reporting period, the credit risk on a financial instrument (other than trade receivables) has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to the portion of lifetime expected credit losses that represents the expected credit losses that result from default events on that financial instrument that are possible within 12 months after the reporting period.

The amount of expected credit losses or reversal to adjust the loss allowance at the end of the reporting period to the required amount is recognised in profit or loss as an impairment gain or loss.

(l) Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value. Bank overdrafts which are repayable on demand and form an integral part of the Group’s cash management are also included as a component of cash and cash equivalents.

4. 重大會計政策(續)

(k) 預期信貸虧損之虧損撥備

本集團就按攤銷成本列賬之金融資產的預期信貸虧損確認虧損撥備。預期信貸虧損為信貸虧損的加權平均數，並以發生違約的相關風險作為加權數值。

於各報告期末，或倘金融工具之信貸風險自初次確認以來顯著增加，本集團按相等於該金融工具之預計年期內所有有關貿易應收款項的可能違約事件導致的預期信貸虧損（「全期預期信貸虧損」）的金額計量金融工具虧損撥備。

於報告期末，倘金融工具（貿易應收款項除外）之信貸風險自初次確認以來並無顯著增加，則本集團按相等於部分全期預期信貸虧損（即該金融工具於報告期後12個月內可能出現之違約事件而導致之預期信貸虧損）的金額計量該金融工具之虧損撥備。

於報告期末，預期信貸虧損之金額或將虧損撥備調整至指定金額之回撥金額於損益中確認為減值收益或虧損。

(l) 現金及等同現金

就綜合現金流量表而言，現金及等同現金指銀行及手頭現金、存放於銀行及其他財務機構之活期存款以及具高流通性的短期投資，該等投資可隨時轉換為已知金額的現金，且價值變動風險不大。應按要求償還且構成本集團現金管理一部分之銀行透支亦計作現金及等同現金之組成部分。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(m) Convertible notes

Convertible notes which entitle the holder to convert the notes into a fixed number of equity instruments at a fixed conversion price are regarded as compound instruments consist of a liability and an equity component. At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible debt. The fair value of any derivative features embedded in the compound instruments is included in the liability component. The difference between the proceeds of issue of the convertible notes and the fair values assigned to the liability component, representing the embedded option for the holder to convert the notes into equity of the Company, is included in equity as capital reserve. The liability component is carried as a liability at amortised cost using the effective interest method until extinguished on conversion or redemption. The derivative components are measured at fair value with gains and losses recognised in profit or loss.

If the identifiable consideration received by the Company appears to be less than the fair value of the convertible notes issued, the Company measures the unidentifiable services received (to be received) as the difference between the fair value of the convertible notes issued and that of the identifiable consideration received, and the difference is recognised in profit or loss.

Transaction costs are apportioned between the liability and equity components of the convertible notes based on their relative carrying amounts at the date of issue. The portion relating to the equity component is charged directly to equity.

4. 重大會計政策(續)

(m) 可換股票據

賦予持有人權利按固定兌換價將票據兌換為固定數目股本工具的可換股票據被視為由負債及權益部分組成的複合工具。於發行日期，負債部分的公平價值乃按類似不可轉換債務的現行市場利率估計。嵌入複合工具當中的任何衍生工具的公平價值計入負債部分。發行可換股票據的所得款項與撥往負債部分的公平價值(代表讓持有人將票據轉換為本公司權益的嵌入式期權)的差額計入權益內作為資本儲備。負債部分乃採用實際利率法按攤銷成本列賬為負債，直至獲兌換或贖回時撇銷為止。衍生工具部分乃按公平價值計量，收益及虧損於損益確認。

倘本公司所收取的可識別代價看似低於已發行可換股票據的公平價值，則本公司以已發行可換股票據公平價值與已收取可識別代價公平價值之間的差額，計量已收取(將收取)不可識別服務，而有關差額於損益確認。

交易成本乃根據可換股票據於發行日期的相關賬面值按比例在負債及權益部分之間分配。與權益部分有關的部分直接自權益扣除。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(n) Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

(o) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

(p) Trade and other payables

Trade and other payables are stated initially at their fair value and 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.

(q) Revenue from contracts with customers

Revenue is measured based on the consideration specified in a contract with a customer with reference to the customary business practices and excludes amounts collected on behalf of third parties. For a contract where the year between the payment by the customer and the transfer of the promised product or service exceeds one year, the consideration is adjusted for the effect of a significant financing component.

4. 重大會計政策(續)

(n) 金融負債及股本工具

金融負債及股本工具根據所訂立的合約安排內容及香港財務報告準則項下有關於金融負債及股本工具的定义予以分類。股本工具為任何可證明本集團資產於扣除所有負債後之剩餘權益的合約。就特定金融負債及股本工具採納的會計政策載列如下。

(o) 借貸

借貸初步按公平價值扣除所產生交易成本確認，並於其後採用實際利率法按攤銷成本計量。

除非本集團擁有無條件權利可於報告期後延遲結算負債至少12個月，否則借貸分類為流動負債。

(p) 貿易及其他應付款項

貿易及其他應付款項初步按其公平價值列賬，其後採用實際利率法按攤銷成本計量，惟如貼現影響並不重大，則按成本列賬。

(q) 來自客戶合約之收益

收益乃根據客戶合約內經參考慣常業務慣例而訂明之代價計量，且並不包括代第三方收取的金額。就客戶付款與轉移所承諾產品或服務之間的年期超過一年之合約而言，代價就重大融資成分之影響進行調整。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(q) Revenue from contracts with customers

(Continued)

The Group recognises revenue when it satisfies a performance obligation by transferring control over a product or service to a customer. Depending on the terms of a contract and the laws that apply to that contract, a performance obligation can be satisfied over time or at a point in time. A performance obligation is satisfied over time if:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance;
- the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If a performance obligation is satisfied over time, revenue is recognised by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the product or service.

(r) Other income

Interest income is recognised on a time-proportion basis using the effective interest method.

Dividend income is recognised when the shareholders' rights to receive payment are established.

Rental income is recognised on a straight-line basis over the lease term.

4. 重大會計政策(續)

(q) 來自客戶合約之收益(續)

本集團於透過將產品或服務控制權轉移予客戶而達成履約責任時確認收益。視乎合約條款及適用於該合約的法律而定，履約責任可隨時間或於某一時間點達成。履約責任於下列情況下隨時間達成：

- 客戶同時取得及消耗本集團履約所提供之利益；
- 本集團之履約創建或提升於資產獲創建或提升時由客戶控制之資產；或
- 本集團之履約並無創建對本集團有替代用途之資產，且本集團有可強制執行權利以收取迄今已完成履約之款項。

倘履約責任隨時間達成，則收益參考達成該履約責任之完成進度予以確認。否則，收益於客戶取得產品或服務控制權之時間點確認。

(r) 其他收入

利息收入採用實際利率法按時間比例基準確認。

股息收入於股東收取付款之權利獲確立時確認。

租金收入於租期內按直線法確認。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(s) Employee benefits

(i) Short term employee benefits

Short term employee benefits are employee benefits (other than termination benefits) that are expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related service. Short term employee benefits are recognised in the year when the employees render the related service.

(ii) Employment Ordinance long service payments

Certain employees of the Group have completed the required number of years of service under the Employment Ordinance of Hong Kong (the "Employment Ordinance") to be eligible for long service payments upon termination of their employment. The Group is only liable to make such payments where the termination meets the required circumstances specified in the Employment Ordinance.

(iii) Defined contribution retirement plan

Contributions to defined contribution retirement plans are recognised as an expense in profit or loss when the services are rendered by the employees.

(iv) Termination benefits

Termination benefits are recognised at the earlier of the dates when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs and involves the payment of termination benefits.

4. 重大會計政策(續)

(s) 僱員福利

(i) 短期僱員福利

短期僱員福利指預期於僱員提供相關服務的年度報告期間結束後十二個月內全數結清的僱員福利(離職福利除外)。短期僱員福利於僱員提供相關服務的年度確認。

(ii) 僱傭條例長期服務金

根據香港僱傭條例(「僱傭條例」)，本集團若干僱員已達到合資格於終止僱傭關係後獲取長期服務金之規定服務年資。倘終止符合僱傭條例所列明之規定情況，本集團方須作出有關付款。

(iii) 定額供款退休計劃

定額供款退休計劃之供款於僱員提供服務時在損益確認為開支。

(iv) 離職福利

離職福利於本集團不再能撤回福利或本集團確認重組費用並涉及支付離職福利時(以較早日期為準)確認。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(t) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset.

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

(u) Taxation

Income tax represents the sum of the current tax and deferred tax.

4. 重大會計政策(續)

(t) 借貸成本

收購、建造或生產合資格資產(需要一段長時間方可用作擬定用途或出售之資產)直接應佔之借貸成本乃資本化為該等資產成本之一部分，直至有關資產大致上可供用作擬定用途或出售時為止。將有待用於合資格資產開支之特定借貸作短期投資所賺取的投資收入，乃從合資格撥充資本之借貸成本中扣除。

就一般借入及用作取得合資格資產之資金而言，合資格撥充資本之借貸成本金額乃透過對該資產的開支應用資本化率而釐定。資本化率為適用於本集團在期內未償還借貸(惟特別為取得合資格資產而作出之借貸則除外)之借貸成本之加權平均值。

所有其他借貸成本於產生期間在損益中確認。

(u) 稅項

所得稅指即期稅項及遞延稅項之總和。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(u) Taxation (Continued)

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognised in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

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

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 profits will be available to allow all or part of the asset to be recovered.

4. 重大會計政策(續)

(u) 稅項(續)

目前應付之稅項乃根據本年度之應課稅溢利而得出。應課稅溢利有別於在損益中確認之溢利，原因為其不包括於其他年度應課稅或可扣稅之收入或開支項目，且亦不包括永遠毋須課稅或不可扣稅之項目。本集團之即期稅項負債乃使用於報告期末前已頒佈或實際頒佈之稅率計算。遞延稅項乃就綜合財務報表內之資產與負債之賬面值與計算應課稅溢利所用相應稅基之間之差額確認。遞延稅項負債一般就所有應課稅暫時性差額確認，而遞延稅項資產則於將可能有應課稅溢利可用以抵銷可動用應扣稅暫時性差額、未動用稅項虧損或未動用稅項抵免之情況下確認。倘商譽或初次確認(業務合併除外)交易之其他資產及負債產生之暫時性差額既不影響應課稅溢利亦不影響會計溢利，則有關資產及負債不予確認。

遞延稅項負債乃就於附屬公司之投資產生之應課稅暫時差異確認，惟本集團能控制暫時差異之撥回，以及暫時差異很大可能不在可見將來撥回之情況除外。

遞延稅項資產之賬面值於各報告期末作審閱，並於不再可能有足夠應課稅溢利可收回全部或部分資產時予以削減。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(u) Taxation (Continued)

Deferred tax is calculated at the tax rates that are expected to apply in the year when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model of the Group whose business objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. If the presumption is rebutted, deferred tax for such investment properties are measured based on the expected manner as to how the properties will be recovered.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

4. 重大會計政策(續)

(u) 稅項(續)

遞延稅項按預期於負債清償或資產變現年度適用之稅率計算。有關稅率為於報告期末已頒佈或實質上已頒佈之稅率。遞延稅項於損益中確認，惟倘遞延稅項與其他全面收益或直接在權益中確認之項目有關，則亦會於其他全面收益或直接在權益中確認。

遞延稅項資產及負債之計量反映本集團於報告期末以預期之方式收回或清償其資產及負債賬面值所帶來之稅務後果。

為計量按公平價值模式計量之投資物業之遞延稅項，該等物業之賬面值乃假定可透過出售予以收回，惟此假定被駁回則另作別論。倘投資物業可予折舊並以本集團商業目標為隨時間而非透過出售消耗該投資物業所包含之絕大部分經濟利益之商業模式持有，則此假定會被駁回。倘假定被駁回，則該等投資物業之遞延稅項按該等物業之預期收回方式計量。

遞延稅項資產及負債於有合法可強制執行權利抵銷即期稅項資產與即期稅項負債，而且兩者與被同一稅務機關徵收之所得稅有關，以及本集團擬以淨額基準結算其即期稅項資產及負債時，方予抵銷。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(v) Segment reporting

Operating segments and the amounts of each segment item reported in the consolidated financial statements are identified from the financial information provided regularly to the Group's most senior executive management for the purpose of allocating resources and assessing the performance of the Group's various lines of business.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

(w) Related parties

A related party is a person or entity that is related to the Group.

- (A) A person or a close member of that person's family is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Company or of a parent of the Company.

4. 重大會計政策(續)

(v) 分部報告

經營分部及於綜合財務報表內所呈報各分部項目的金額乃識別自定期向本集團最高級行政管理層為分配資源及評估本集團各業務類別的表現而提供的財務資料。

就財務報告而言，除非分部具備相似的經濟特質以及在產品及服務性質、生產程序性質、客戶類型或類別、用作分配產品或提供服務的方法及監管環境的性質方面相似，否則個別而言屬重大的經營分部不會合併計算。倘個別而言不屬重大的經營分部符合上述大部分準則，則或會合併計算。

(w) 關聯人士

關聯人士指與本集團有關連之個人或實體。

- (A) 倘屬以下人士，即該人士或該人士之近親與本集團有關連：
- (i) 對本集團有控制權或共同控制權；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本公司或本公司母公司的主要管理層成員。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(w) Related parties (Continued)

- (B) An entity is related to the Group if any of the following conditions applies:
- (i) The entity and the entities comprising the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
 - (vi) The entity is controlled or jointly controlled by a person identified in (a).
 - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to a parent of the Company.

4. 重大會計政策(續)

(w) 關聯人士(續)

- (B) 倘符合下列任何條件，即實體與本集團有關連：
- (i) 該實體與本集團旗下實體屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關聯)。
 - (ii) 一間實體為另一實體的聯營公司或合營公司(或另一實體為同一集團旗下成員公司之聯營公司或合營公司)。
 - (iii) 兩間實體均為同一第三方的合營公司。
 - (iv) 一間實體為第三方實體的合營公司，而另一實體為該第三方實體的聯營公司。
 - (v) 實體為本集團或本集團關連實體任何一方就僱員利益設立的離職福利計劃。倘本集團本身便是該計劃，則提供資助的僱主亦與本集團有關連。
 - (vi) 實體受(a)所識別人士控制或受共同控制。
 - (vii) 於(a)(i)所識別人士對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。
 - (viii) 實體或其所屬集團的任何成員向本公司或本公司母公司提供主要管理人員服務。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(x) Impairment of assets (other than financial assets)

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets except investment properties, investments, deferred tax assets and receivables to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of any impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

4. 重大會計政策(續)

(x) 資產(不包括金融資產)減值

於各報告期末，本集團檢討其有形及無形資產(投資物業、投資、遞延稅項資產及應收款項除外)之賬面值，以確定是否有任何跡象顯示該等資產已出現減值虧損。如存在任何有關跡象，則會估計資產之可收回金額，以釐定減值虧損之程度。倘不可能估計個別資產之可收回金額，則本集團會估計資產所屬現金產生單位之可收回金額。

可收回金額為公平價值減去出售成本與使用價值兩者中之較高者。於評估使用價值時，估計未來現金流量以可反映市場現時所評估貨幣時值及該資產特定風險之除稅前貼現率貼現至現值。

倘資產或現金產生單位之估計可收回金額低於其賬面值，則將該資產或現金產生單位之賬面值減低至其可收回金額。減值虧損即時於損益確認，除非相關資產按重估金額列賬，在該情況下，減值虧損被視為重估價值減少。

倘減值虧損於其後撥回，資產或現金產生單位之賬面值增加至其可收回金額之經修訂估計值，惟增加後之賬面值不能超過倘該資產或現金產生單位於過往年度並無確認減值虧損而原應釐定扣除攤銷或折舊之賬面值。減值虧損之撥回即時於損益確認，除非相關資產按重估金額列賬，在該情況下，減值虧損撥回被視為重估價值增加。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(y) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow is remote.

(z) Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

4. 重大會計政策(續)

(y) 撥備及或然負債

對於期限或金額不明確之負債，倘本集團因過往事件負有法律或推定責任而可能引致須流出經濟利益以履行責任並能夠作出可靠估計，則確認撥備。倘貨幣時值屬重大，則按預期履行責任之開支現值計提撥備。

倘不大可能需要經濟利益流出，或金額不能可靠估計，則此責任將披露為或然負債，除非流出之機會甚微。僅可由發生或不發生一項或多項未來事件確定之潛在責任亦披露為或然負債，除非流出之機會甚微。

(z) 報告期後事項

為本集團於報告期末之狀況提供額外資料或顯示持續經營假設屬不適當之報告期後事項均屬於調整事項，並於綜合財務報表內反映。並非調整事項之重大報告期後事項於綜合財務報表附註中披露。

5. CRITICAL JUDGEMENT AND KEY ESTIMATES

Critical judgements in applying accounting policies

In the process of applying the accounting policies, the Directors have made the following judgements that have the most significant effect on the amounts recognised in the consolidated financial statements (apart from those involving estimations, which are dealt with below).

(a) *Going concern basis*

The Directors of the Company have prepared the consolidated financial statements on the assumption that the Group will be able to operate as a going concern in the foreseeable future, which is a critical judgement that has the most significant effect on the amounts recognised in the consolidated financial statements. The assessment of the going concern assumption involves making a judgement by the directors, about the future outcome of events or conditions which are inherently uncertain. The Directors consider that, after taking into account of all major events or conditions, which may give rise to business risks, that individually or collectively may cast significant doubt upon the going concern assumption as set out in Note 3(b)(ii) to the consolidated financial statements, the Group has the capability to continue as a going concern.

Key sources of estimation uncertainty

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

5. 關鍵判斷及主要估計

應用會計政策的關鍵判斷

於應用會計政策時，董事已作出以下對於綜合財務報表中已確認之金額具最大影響之判斷（在下文處理涉及估算之判斷除外）。

(a) *持續經營基準*

本公司董事編製綜合財務報表時已假設本集團在可見將來將能持續經營，其為一項關鍵判斷，對綜合財務報表內確認的款項影響最大。持續經營假設之評估涉及董事對本身具不確定性的事件或狀況的未來結果作出判斷。經考慮可能產生業務風險而個別或共同對綜合財務報表附註3(b)(ii)所載持續經營假設造成重大質疑之所有主要事項或狀況後，董事認為本集團有能力持續經營。

估計不明朗因素的主要來源

於報告期末有極大風險引致在下一個財政年度內對資產及負債之賬面值作重大調整之有關將來之主要假設及其他估計不明朗因素之主要來源於下文討論。

5. CRITICAL JUDGEMENT AND KEY ESTIMATES

*(Continued)***Key sources of estimation uncertainty** *(Continued)***(a) Impairment on exploration and evaluation assets, property, plant and equipment and intangible assets**

The Group tests the exploration and evaluation assets, oil properties and construction in progress under property, plant and equipment and intangible assets relating to Kashi Project (“**Kashi Project Assets**”) for impairment according to accounting policies stated in Notes 4(f), 4(h) and 4(x) to the consolidated financial statements. The assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets exceeds its recoverable amount. The recoverable amount of an asset or a cash generating unit is determined based on value-in-use calculations which require the use of assumptions and estimates. While conducting an impairment review of the assets, the Group makes certain judgement in making assumptions including the volume of gas to be extracted during the forecast period, the timing in commencing the development stage and commercial production, future gas prices and production costs, changes in these estimates may result in significant variance to the consolidated statement of profit or loss and other comprehensive income. In estimating the value in use of Kashi Project Assets, the Group has made reference to the natural gas price based on the selling price information and other documents exchanged and items agreed during the joint committee meeting between the representative of CNPC and the Group. As at 31 December 2019, the carrying amount of Kashi Project Assets was approximately HK\$1,777,622,000 (2018: approximately HK\$1,724,478,000). Impairment losses on Kashi Project Assets of approximately HK\$94,000,000 (2018: approximately HK\$131,000,000) were recognised during the year ended 31 December 2019.

5. 關鍵判斷及主要估計 (續)

估計不明朗因素的主要來源 (續)

(a) 勘探及評估資產、物業、廠房及設備以及無形資產減值

本集團根據綜合財務報表附註4(f)、4(h)及4(x)所述的會計政策，對有關喀什項目之勘探及評估資產、物業、廠房及設備項下之石油物業及在建工程以及無形資產(「喀什項目資產」)進行減值測試。當發生任何事件或情況有變，顯示資產的賬面值超出其可收回金額時，則會對資產進行減值檢討。資產或現金產生單位的可收回金額乃根據使用價值計算法釐定，當中需要運用假設及估計。當為資產進行減值檢討時，本集團須就於預測期間的天然氣開採量、開展開發階段及商業投產時機、日後天然氣價格及生產成本等作出假設而作出若干判斷，而該等估計的變化或會導致綜合損益及其他全面收益表出現重大變動。於估計喀什項目資產之使用價值時，本集團參考根據中國石油集團代表與本集團於聯合委員會會議上交換之售價資料及其他文件以及所協定之條款釐定之天然氣價格。於二零一九年十二月三十一日，喀什項目資產之賬面值約為1,777,622,000港元(二零一八年：約1,724,478,000港元)。喀什項目資產之減值虧損約為94,000,000港元(二零一八年：約131,000,000港元)並已於截至二零一九年十二月三十一日止年度內確認。

5. CRITICAL JUDGEMENT AND KEY ESTIMATES

(Continued)

Key sources of estimation uncertainty (Continued)

(b) Estimation of gas resources and/or reserves

Engineering estimates of the Group's gas reserves and resources are inherently imprecise and represent only approximate amounts because of the subjective judgements involved in developing such information. There are authoritative guidelines regarding the engineering criteria that have to be met before estimated gas reserves can be designated as "proved". Proved reserves estimates will be updated at least annually and take into account recent production and technical information about each field. In addition, as prices and cost levels change from year to year, the estimate of proved reserves also changes. The change will be considered as a change in estimation for accounting purposes and is reflected on a prospective basis in related depreciation rates.

Despite the inherent imprecision in these engineering estimates, these estimates are used in determining amortisation expense, impairment expense and future dismantlement costs. Amortisation rates are determined based on estimated proved reserve quantities (the denominator) and capitalised costs of producing properties (the numerator). Producing properties' capitalised costs are amortised based on the unit-of-production method.

(c) Recognition of deferred income tax assets

According to the accounting policy as stated in Note 4 to the consolidated financial statements, deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised, and it is measured at the tax rates that are expected to apply when the related deferred income tax assets are realised. In determining the deferred income tax assets to be recognised, management is required to estimate the future applicable tax rate for each subsidiary of the Company at each tax jurisdiction and the profitability of each subsidiary, so as to estimate the future utilisation of tax losses. Any difference between these estimates and the actual outcome will impact the Group's result in the year in which the actual outcome is determined.

5. 關鍵判斷及主要估計(續)

估計不明朗因素的主要來源(續)

(b) 氣資源及／或儲量估計

鑒於編製這些資料涉及主觀的判斷，本集團氣儲量及資源的工程估計存有內在的不精確性，並僅屬相若數額。估計氣儲量可確定為「探明儲量」之前，需要遵從若干有關工程標準的權威性指引。探明儲量的估計將至少每年更新一次，並計入各個氣田最近的生產和技術資料。此外，由於價格及成本水平按年變更，因此，探明儲量的估計也會出現變動。就會計目的而言，這些變動將視為估計變更處理，並按預期基準反映在相關的折舊率中。

儘管工程估計存有內在的不精確性，這些估計被用作釐定攤銷費用、減值開支及未來的拆除費用的基準。攤銷率按估計探明儲量(分母)和生產資產的已資本化成本(分子)計算。生產資產的已資本化成本按單位產量法攤銷。

(c) 確認遞延所得稅資產

根據綜合財務報表附註4所載會計政策規定，遞延所得稅資產於有可能出現未來應課稅溢利以抵銷可扣稅暫時差額及稅項虧損時方予以確認，且按變現相關遞延所得稅資產時預計應用之稅率計量。釐定將予確認之遞延所得稅資產時，管理層須為本公司位於各稅務權區之附屬公司估算日後適用之稅率及各附屬公司之盈利能力，以預計稅項虧損之日後使用情況。該等估計與實際結果間的任何差異均將影響本集團於釐定實際結果年度內之業績。

5. CRITICAL JUDGEMENT AND KEY ESTIMATES

(Continued)

Key sources of estimation uncertainty (Continued)

(d) Revenue

Pursuant to the Petroleum Contract disclosed in Note 19 to the consolidated financial statements, China Era Energy Power Investment (Hong Kong) Limited (“China Era”) is entitled to gas generated from the Akemomu Gas Field during the exploration, development and production period in accordance to the entitlement method stated on the Petroleum Contract. According to the Petroleum Contract, all gas produced from the Akemomu Gas Field should be sold to China National Petroleum Corporation (“CNPC”), unless otherwise agreed. By the resolution of the Joint Management Committee of North Kashi Block Cooperation Project received on 25 July 2019, the filing of the ODP of the Akemomu Gas Field was completed on 8 July 2019 and the development stage commenced with effect from 9 July 2019. During the year, an agreement was entered into by CNPC and China Era to specify the expenses incurred for the development and production to be assumed by China Era (49%) and CNPC (51%). Moreover, China Era has reached in-principle consensus with CNPC on the key terms of the Gas Sales Agreements (“GSA”) and the GSA is under the internal approval progress of CNPC. As disclosed in the Company’s announcement dated 28 April 2020, the GSA was signed on 27 April 2020. During the year ended 31 December 2019, 302,272,000 (2018: 244,942,000) cubic meters of gas was produced by the jointly controlled operation. Therefore, the Directors considered that the conditions for revenue recognition were met during the year.

5. 關鍵判斷及主要估計 (續)

估計不明朗因素的主要來源 (續)

(d) 收益

根據綜合財務報表附註19所披露的石油合約，中國年代能源投資(香港)有限公司(「中國年代」)有權根據石油合約列明的權益法，於勘探、開發及生產期內獲得產自阿克莫木氣田的天然氣。根據石油合約，除另有協定者外，所有產自阿克莫木氣田的天然氣應售予中國石油天然氣集團公司(「中國石油集團」)。根據本公司於二零一九年七月二十五日所收到的喀什北區塊合作項目聯合管理委員會決議，阿克莫木氣田總體開發方案於二零一九年七月八日完成備案手續，並於二零一九年七月九日起進入開發階段。於本年度，中國石油集團與中國年代訂立協議以列明由中國年代(49%)及中國石油集團(51%)承擔就開發及生產所招致的成本。此外，中國年代與中國石油集團已在原則上就售氣協議(「售氣協議」)之主要條款達成共識，而中國石油集團正對售氣協議進行內部審批程序。誠如本公司日期為二零二零年四月二十八日的公佈所披露，售氣協議已於二零二零年四月二十七日簽訂。截至二零一九年十二月三十一日止年度，共同控制業務已產出302,272,000(二零一八年：244,942,000)立方米天然氣。因此，董事認為已於年內符合確認收益之條件。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2019 二零一九年十二月三十一日

5. CRITICAL JUDGEMENT AND KEY ESTIMATES

(Continued)

Key sources of estimation uncertainty (Continued)

(e) Impairment of financial assets

The measurement of impairment losses under HKFRS 9 across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances.

At each reporting date, the Group assesses whether there has been a significant increase in credit risk for exposures since initial recognition by comparing the risk of default occurring over the expected life between the reporting date and the date of initial recognition. The Group considers reasonable and supportable information that is relevant and available without undue cost or effort for this purpose. This includes quantitative and qualitative information and also, forward-looking analysis.

(f) Fair value of investment properties

Investment properties are stated at fair value based on the valuation performed by independent professional valuers. In determining the fair value, the valuers have based on a method of valuation which involves certain estimates of market condition. In relying on the valuation report, the directors of the Company have exercised their judgement and are satisfied that the assumptions used in the valuation are reflective of the current market conditions. Changes to these assumptions would result in changes in the fair values of the Group's investment properties and the corresponding adjustments to the amount of gain or loss reported in the consolidated income statement.

5. 關鍵判斷及主要估計 (續)

估計不明朗因素的主要來源 (續)

(e) 金融資產之減值

根據香港財務報告準則第9號，計量所有類別金融資產之減值虧損均需作出判斷，尤其是在釐定減值虧損及評估信貸風險之大幅增加時，就未來現金流量及抵押品價值之金額及時間作出估計。該等估計由若干因素驅動，其中變化可能導致不同之撥備水平。

於各報告日期，本集團透過比較報告日期與初次確認日期之間預期年限內發生違約之風險，評估自初次確認以來面臨之信貸風險有否大幅增加。本集團認為與此相關及毋須過多成本或努力即可獲得之資料屬合理可靠，當中包括定量及定性資料，以及前瞻性分析。

(f) 投資物業之公平價值

投資物業乃基於獨立專業估值師進行之估值按公平價值列賬。釐定公平價值時，估值師依據之估值方法涉及若干對市場狀況之估計。本公司董事於依賴估值報告時已行使其判斷，並信納估值所用之假設可反映現時市場狀況。該等假設之變動將導致本集團投資物業之公平價值出現變動，並須對綜合收益表所呈報之損益金額作出相應調整。

6. REVENUE AND SEGMENT INFORMATION

The Group determines its operating segments based on the internal reports that are regularly reviewed by the chief operating decision-maker in order to allocate reserves to the segment and to assess its performance. In accordance with the Group's internal organization and reporting structure, the operating segments are based on nature of business.

The Group has the following three reportable segments:

The Exploration, Production and Distribution of Natural Gas segment is engaged in the exploration, development, production and sales of natural gas and the usage of pipeline for distribution of natural gas.

The Sales of Food and Beverages Business segment is engaged in the sales of food and beverages.

The Money Lending Business segment is engaged in provision of loans to third parties.

6. 收益及分部資料

本集團根據主要營運決策者定期審閱的內部報告，釐定其經營分部，以向分部調配儲備並評估其表現。根據本集團的內部組織及報告架構，經營分部乃按業務性質劃分。

本集團有下列三個可呈報分部：

天然氣勘探、生產及分銷分部，從事天然氣勘探、開發、生產及銷售及使用管道分銷天然氣業務。

銷售食品及飲料業務分部，從事銷售食品及飲料之業務。

放債業務分部，從事提供貸款予第三方。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2019 二零一九年十二月三十一日

6. REVENUE AND SEGMENT INFORMATION

(Continued)

The segment information provided to the Board for the reportable segments for the years ended 31 December 2019 and 2018 are as follows:

(a) Information about reportable segment revenue, profit or loss and other information

6. 收益及分部資料(續)

截至二零一九年及二零一八年十二月三十一日止年度，就可呈報分部向董事會提供的分部資料如下：

(a) 有關可呈報分部收益、溢利或虧損的資料及其他資料

		Exploration, Production and Distribution of Natural Gas 天然氣勘探、 生產及分銷 HK\$'000 千港元	Sales of Food and Beverages Business 銷售食品及 飲料業務 HK\$'000 千港元	Money Lending Business 放債業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
For the year ended 31 December 2019	截至二零一九年十二月 三十一日止年度				
Revenue from external customers	外部客戶之收益	158,060	-	-	158,060
Reportable segment loss before income tax	除所得稅前可呈報分部 虧損	(137,024)	(1,460)	(168)	(138,652)
Segment results included:	分部業績包括：				
Interest income	利息收入	1,083	-	-	1,083
Interest expense	利息開支	(19,867)	-	-	(19,867)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	(8,241)	(245)	-	(8,486)
Depreciation of right-of-use assets	使用權資產折舊	(7,233)	-	-	(7,233)
Amortisation of intangible assets	無形資產攤銷	(16,458)	-	-	(16,458)
Impairment of intangible assets	無形資產減值	(60,000)	-	-	(60,000)
Impairment of property, plant and equipment	物業、廠房及設備減值	(33,000)	-	-	(33,000)
Impairment of exploration and evaluation assets	勘探及評估資產減值	(1,000)	-	-	(1,000)
Written off on exploration and evaluation assets	撇銷勘探及評估資產	(37,673)	-	-	(37,673)
Income tax credit	所得稅抵免	111,677	-	-	111,677
Addition to capital expenditures	資本開支增加	255,778	-	-	255,778
As at 31 December 2019	於二零一九年十二月 三十一日				
Reportable segment assets	可呈報分部資產	2,269,952	1,422	19	2,271,393
Reportable segment liabilities	可呈報分部負債	(786,527)	(205)	-	(786,732)

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綜合財務報表附註

31 December 2019 二零一九年十二月三十一日

6. REVENUE AND SEGMENT INFORMATION

(Continued)

(a) Information about reportable segment revenue, profit or loss and other information (Continued)

		Exploration, Production and Distribution of Natural Gas 天然氣勘探、 生產及分銷 HK\$'000 千港元	Sales of Food and Beverages Business 銷售食品及 飲料業務 HK\$'000 千港元	Money Lending Business 放債業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
For the year ended 31 December 2018	截至二零一八年十二月 三十一日止年度				
Revenue from external customers	外部客戶之收益	477,784	–	5	477,789
Reportable segment profit/(loss) before income tax	除所得稅前可呈報分部 溢利/(虧損)	163,523	(1,990)	(241)	161,292
Segment results included:	分部業績包括：				
Interest income	利息收入	23	–	–	23
Interest expense	利息開支	(1,496)	–	–	(1,496)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	(3,532)	(245)	–	(3,777)
Amortisation of intangible assets	無形資產攤銷	(117,727)	–	–	(117,727)
Impairment of intangible assets	無形資產減值	(95,000)	–	–	(95,000)
Impairment of exploration and evaluation assets	勘探及評估資產減值	(36,000)	–	–	(36,000)
Impairment of goodwill	商譽減值	(1,151)	–	–	(1,151)
Income tax charge	所得稅扣除	(111,041)	–	–	(111,041)
Addition to capital expenditures	資本開支增加	162,452	–	–	162,452
As at 31 December 2018	於二零一八年十二月 三十一日				
Reportable segment assets	可呈報分部資產	2,198,733	11,370	20	2,210,123
Reportable segment liabilities	可呈報分部負債	(662,637)	(90)	–	(662,727)

6. 收益及分部資料(續)

(a) 有關可呈報分部收益、溢利或虧損的資料及其他資料(續)

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 December 2019 二零一九年十二月三十一日

6. REVENUE AND SEGMENT INFORMATION

(Continued)

(b) Reconciliation of reportable segment profit or loss, assets and liabilities

6. 收益及分部資料(續)

(b) 可呈報分部溢利或虧損、資產及負債之對賬

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
(Loss)/profit before income tax	除所得稅前(虧損)/溢利		
Reportable segment (loss)/profit before income tax	除所得稅前可呈報分部(虧損)/溢利	(138,652)	161,292
Other income	其他收入	1,748	19,765
Fair value loss of financial assets at fair value through profit or loss	按公平價值計入損益之金融資產之公平價值虧損	(26,758)	(13,064)
Loss on disposal of financial assets at fair value through profit or loss	出售按公平價值計入損益之金融資產之虧損	(442)	-
Fair value loss of investment properties	投資物業之公平價值虧損	(920)	(10,849)
Finance costs	融資成本	(9,451)	(6,978)
Unallocated head office and corporate expenses	未分配總辦事處及公司開支	(10,693)	(11,937)
		(185,168)	138,229
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	(185,168)	138,229

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6. REVENUE AND SEGMENT INFORMATION

(Continued)

(b) Reconciliation of reportable segment profit or loss, assets and liabilities

(Continued)

6. 收益及分部資料(續)

(b) 可呈報分部溢利或虧損、資產及負債之對賬(續)

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Assets	資產		
Reportable segment assets	可呈報分部資產	2,271,393	2,210,123
Property, plant and equipment	物業、廠房及設備	534	474
Investment properties	投資物業	56,680	57,600
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	18,459	28,866
Financial assets at fair value through profit or loss	按公平價值計入損益之金融資產	31,064	61,476
Cash and bank balances	現金及銀行結餘	39,074	53,034
Total assets	總資產	<u>2,417,204</u>	<u>2,411,573</u>
Liabilities	負債		
Reportable segment liabilities	可呈報分部負債	786,732	662,727
Convertible notes	可換股票據	79,199	71,467
Amount due to a shareholder	應付一名股東款項	29,551	39,363
Other payables and accruals	其他應付款項及應計費用	1,214	3,357
Total liabilities	總負債	<u>896,696</u>	<u>776,914</u>

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6. REVENUE AND SEGMENT INFORMATION

(Continued)

(c) Disaggregation of revenue from contracts with customers:

6. 收益及分部資料(續)

(c) 分拆來自客戶合約之收益：

		Exploration, Production and Distribution of Natural Gas 天然氣勘探、 生產及分銷 HK\$'000 千港元	Sales of Food and Beverages Business 銷售食品及 飲料業務 HK\$'000 千港元	2019 Total 二零一九年 總計 HK\$'000 千港元
Geographical markets	地區市場			
The People's Republic of China (the "PRC")	中華人民共和國(「中國」)	<u>158,060</u>	-	<u>158,060</u>
Major product/service	主要產品／服務			
Natural gas	天然氣	<u>158,060</u>	-	<u>158,060</u>
Timing of revenue recognition	收益確認時間			
At a point of time	於時間點	<u>158,060</u>	-	<u>158,060</u>

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6. REVENUE AND SEGMENT INFORMATION

(Continued)

(c) Disaggregation of revenue from contracts with customers: (Continued)

		Exploration, Production and Distribution of Natural Gas 天然氣勘探、 生產及分銷 HK\$'000 千港元	Sales of Food and Beverages Business 銷售食品及 飲料業務 HK\$'000 千港元	2018 Total 二零一八年 總計 HK\$'000 千港元
Geographical markets	地區市場			
The PRC	中國	477,784	-	477,784
Major product/service	主要產品/服務			
Natural gas	天然氣	477,784	-	477,784
Timing of revenue recognition	收益確認時間			
At a point of time	於時間點	477,784	-	477,784

Sales of natural gas

The Group explores and sells natural gas to the customer. Sales are recognised when control of the products has transferred, being when the products are delivered to a customer, there is no unfulfilled obligation that could affect the customer's acceptance of the products and the customer has obtained legal titles to the products.

銷售天然氣

本集團勘探及向客戶出售天然氣。銷售於產品之控制權轉移(即產品交付予客戶時)、並無可能影響客戶接納產品之未履行責任以及客戶已獲取產品之合法所有權時確認。

(d) Revenue from major customers:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Exploration, Production and Distribution of Natural Gas segment	天然氣勘探、生產及 分銷分部		
Customer A	客戶 A	148,452	466,880
Customer B	客戶 B	9,608	10,904

(d) 來自主要客戶之收益：

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6. REVENUE AND SEGMENT INFORMATION

(Continued)

(e) Geographic information

The following table provides an analysis of the Group's revenue from external customers and non-current assets other than deferred tax assets ("Specified non-current assets").

	Revenue from external customers		Specified non-current assets	
	2019	2018	2019	2018
	二零一九年	二零一八年	二零一九年	二零一八年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
Hong Kong (place of domicile)	-	5	62,176	58,959
The PRC	158,060	477,784	1,805,405	1,749,722
	158,060	477,789	1,867,581	1,808,681

6. 收益及分部資料(續)

(e) 地區資料

下表載列本集團有關外部客戶之收益及非流動資產(遞延稅項資產除外)(「指定非流動資產」)的分析。

7. OTHER INCOME

7. 其他收入

	2019	2018
	二零一九年	二零一八年
	HK\$'000	HK\$'000
	千港元	千港元
Bank interest income	1,103	43
Dividend income from financial assets at fair value through profit or loss	890	228
Reversal of expected credit losses	332	6,268
Gain on disposal of a subsidiary	-	12,697
Others	880	897
	3,205	20,133

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8. FINANCE COSTS

Interest on bank borrowings (Note 28)
Interest on convertible notes (Note 29)
Interest on other payables (Note 25)
Interest on amount due to a shareholder (Note 26)
Interest on lease liabilities (Note 27)

銀行借貸利息(附註28)
可換股票據利息(附註29)
其他應付款項利息(附註25)
應付一名股東款項之利息(附註26)
租賃負債利息(附註27)

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
	5,088	919
	7,732	6,978
	13,160	577
	1,719	-
	1,619	-
	29,318	8,474

8. 融資成本

9. (LOSS)/PROFIT BEFORE INCOME TAX

The Group's (loss)/profit before income tax is stated after charging:

Auditors' remuneration
Amortisation of intangible assets
Impairment of intangible assets
Staff costs (including directors' remuneration):
Wages and salaries and other benefits
Pension fund contributions

核數師酬金
攤銷無形資產
無形資產減值
員工成本(包括董事酬金):
工資及薪金及其他福利
退休金供款

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
	850	925
	16,458	117,727
	60,000	95,000
	16,534	14,895
	94	69
	16,628	14,964

9. 除所得稅前(虧損)/溢利

本集團除所得稅前(虧損)/溢利乃經扣除下列各項:

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31 December 2019 二零一九年十二月三十一日

10. INCOME TAX CREDIT/(CHARGE)

The amount of taxation in the consolidated statement of profit or loss and other comprehensive income represents:

Current tax — the PRC	即期稅項 — 中國
Charge for the year	本年度費用
Deferred tax credit/(charge)	遞延稅項抵免/(扣除)
Origination and reversal of temporary difference (Note 21(a))	臨時差異之產生及撥回 (附註21(a))
Total income tax credit/(charge)	所得稅抵免/(扣除)總額

No provision for Hong Kong profits tax has been made as the Group did not have assessable profit for the year. Provision for PRC enterprise income tax are calculated at the tax rate of 25% (2018: 25%).

The reconciliation between income tax (credit)/charge and (loss)/profit before income tax is as follows:

10. 所得稅抵免/(扣除)

綜合損益及其他全面收益表內的稅額代表：

2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
-	(152)
111,677	(110,889)
111,677	(111,041)

由於本集團本年度並無應課稅溢利，故並無就香港利得稅作出撥備。中國企業所得稅撥備乃按25%（二零一八年：25%）之稅率計算。

所得稅(抵免)/扣除與除所得稅前(虧損)/溢利之對賬如下：

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
(Loss)/profit before income tax	(185,168)	138,229
Tax at the applicable tax rate of 16.5% (2018: 16.5%)	(30,553)	22,808
Effect of different tax rate of subsidiaries operating in other jurisdiction	(10,847)	35,791
Tax effect of income not taxable for tax purposes	(585)	(3,568)
Tax effect of expenses not deductible for tax purposes	3,379	51,090
Tax effect of temporary differences	(73,458)	4,549
Utilisation of tax losses	-	119
Tax effect of utilisation of tax losses not previously recognised	(46)	-
Tax effect of unused tax losses not recognised	433	252
Income tax (credit)/charge for the year	(111,677)	111,041

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11. DIVIDEND

No dividend was paid or proposed for the year ended 31 December 2019 (2018: Nil), nor has any dividend been proposed since the end of reporting period.

12. (LOSS)/EARNINGS PER SHARE

(a) Basic (loss)/earnings per share

Basic (loss)/earnings per share is calculated by dividing the (loss)/profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year.

(Loss)/earnings attributable to owners of the Company 本公司擁有人應佔(虧損)/盈利

Weighted average number of ordinary shares in issue 已發行普通股加權平均數

Basic (loss)/earnings per share 每股基本(虧損)/盈利

(b) Diluted earnings per share

For the year ended 31 December 2019, diluted loss per share is the same as basic loss per share as the potential ordinary shares on convertible notes are anti-dilutive.

11. 股息

截至二零一九年十二月三十一日止年度並無派付或擬派付股息(二零一八年：無)，自報告期末起亦無擬派任何股息。

12. 每股(虧損)/盈利

(a) 每股基本(虧損)/盈利

每股基本(虧損)/盈利乃由本公司擁有人應佔(虧損)/溢利除以年內已發行普通股加權平均數計算。

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
(Loss)/earnings attributable to owners of the Company	<u>(72,352)</u>	<u>27,544</u>
	Number of Shares 股份數目	Number of Shares 股份數目
Weighted average number of ordinary shares in issue	<u>9,505,344,000</u>	<u>9,505,344,000</u>
	HK Cents 港仙	HK Cents 港仙
Basic (loss)/earnings per share	<u>(0.76)</u>	<u>0.29</u>

(b) 每股攤薄盈利

截至二零一九年十二月三十一日止年度，由於可換股票據之潛在普通股具反攤薄效果，故每股攤薄虧損與每股基本虧損相同。

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12. (LOSS)/EARNINGS PER SHARE (Continued)

(b) Diluted earnings per share (Continued)

The calculation of the diluted earnings per share attributable to the owners of the Company for the year ended 31 December 2018 is based on the following data:

12. 每股(虧損)/盈利(續)

(b) 每股攤薄盈利(續)

截至二零一八年十二月三十一日止年度，本公司擁有人應佔之每股攤薄盈利乃按下列數據計算：

		31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元
Profit attributable to owners of the Company	本公司擁有人應佔溢利	27,544
Adjustments for interest on convertible notes	就可換股票據之利息作出調整	<u>6,978</u>
Profit attributable to owners of the Company for diluted earnings per share	用以計算每股攤薄盈利之本公司擁有人應佔溢利	<u>34,522</u>
		<i>Number of shares 股份數目</i>
Weighted average number of ordinary shares in issue	已發行普通股加權平均數	9,505,344,000
Effect of dilutive potential ordinary shares on convertible notes	可換股票據潛在攤薄普通股之影響	<u>4,045,654,761</u>
Weighted average number of ordinary shares for diluted earnings per share	用以計算每股攤薄盈利之普通股加權平均數	<u>13,550,998,761</u>
		<i>HK Cents 港仙</i>
Diluted earnings per share	每股攤薄盈利	<u>0.25</u>

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31 December 2019 二零一九年十二月三十一日

13. DIRECTORS' EMOLUMENTS

The emoluments of each director, equivalent to key management compensation, are as follows:

13. 董事之酬金

各董事之酬金(相等於主要管理人員酬金)如下:

		For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度			
		Salaries, allowances and benefits Fees	Salaries, allowances and benefits in-kind 薪金、津貼 及實物利益 HK\$'000 千港元	Retirement benefit scheme contributions 退休福利 計劃供款 HK\$'000 千港元	Total remuneration 薪酬總額 HK\$'000 千港元
Executive directors	執行董事				
Zhao Guoqiang	趙國強	1,183	223	–	1,406
Non-executive directors	非執行董事				
Gu Quan Rong	顧全榮	120	–	–	120
Independent non-executive directors	獨立非執行董事				
Cheng Chun Ying	鄭振鷹	120	–	–	120
Lee Man Tai	李文泰	120	–	–	120
Zong Ketao	宗科濤	120	–	–	120
		1,663	223	–	1,886

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13. DIRECTORS' EMOLUMENTS (Continued)

13. 董事之酬金 (續)

For the year ended 31 December 2018
截至二零一八年十二月三十一日止年度

		Salaries, allowances and benefits in-kind 薪金、津貼 及實物利益	Retirement benefit scheme contributions 退休福利 計劃供款	Total remuneration 薪酬總額
	Fees 袍金	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Executive directors	執行董事			
Zhao Guoqiang	趙國強	1,482	–	1,482
Non-executive directors	非執行董事			
Ngan Mei Ying (i)	顏美瑩 (i)	150	–	150
Gu Quan Rong	顧全榮	120	–	120
Independent non-executive directors	獨立非執行董事			
Cheng Chun Ying	鄭振鷹	120	–	120
Lee Man Tai	李文泰	120	–	120
Zong Ketao	宗科濤	120	–	120
		<u>2,112</u>	<u>–</u>	<u>2,112</u>

(i) Ms. Ngan Mei Ying appointed as a non-executive director on 10 April 2017 and resigned on 31 October 2018.

(i) 顏美瑩女士於二零一七年四月十日獲委任為非執行董事並於二零一八年十月三十一日辭任。

None of the Directors waived or agreed to waive any emoluments during the year ended 31 December 2019 (2018: Nil). No emoluments were paid by the Company to the Directors as an inducement to join or upon joining the Company or as compensation for loss of office during the year ended 31 December 2019 (2018: Nil).

截至二零一九年十二月三十一日止年度，概無董事放棄或同意放棄任何酬金(二零一八年：無)。截至二零一九年十二月三十一日止年度，本公司並無向董事支付酬金以吸引彼加入本集團或作為加入獎金或離職補償(二零一八年：無)。

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14. INDIVIDUALS WITH HIGHEST EMOLUMENTS

The five highest paid individuals in the Group during the year included one (2018: one) director whose emoluments are reflected in the analysis presented above. The emoluments of the remaining four (2018: four) individuals are set out below:

		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
Salaries and allowances	薪金及津貼	4,576	4,962
Retirement benefit scheme contributions	退休福利計劃供款	56	36
		4,632	4,998

The emoluments of the individual fall within the following band:

		Number of individuals	
		僱員人數	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
Nil – HK\$1,000,000	零至 1,000,000 港元	2	2
HK\$1,000,000 to HK\$1,500,000	1,000,000 港元至 1,500,000 港元	1	2
HK\$1,500,000 to HK\$2,000,000	1,500,000 港元至 2,000,000 港元	1	–

During the years ended 31 December 2019 and 2018, no emoluments was paid or payable to the five highest paid individuals (including Directors and other employees) as an inducement to join the Group or as a compensation for loss of office.

14. 最高薪酬人士

於本年度，本集團五名最高薪酬人士包括一名(二零一八年：一名)董事，其酬金已反映在上文呈列的分析。其餘四名(二零一八年：四名)人士之薪酬載列如下：

		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
Salaries and allowances	薪金及津貼	4,576	4,962
Retirement benefit scheme contributions	退休福利計劃供款	56	36
		4,632	4,998

各人之薪酬介乎下列範圍：

		Number of individuals	
		僱員人數	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
Nil – HK\$1,000,000	零至 1,000,000 港元	2	2
HK\$1,000,000 to HK\$1,500,000	1,000,000 港元至 1,500,000 港元	1	2
HK\$1,500,000 to HK\$2,000,000	1,500,000 港元至 2,000,000 港元	1	–

截至二零一九年及二零一八年十二月三十一日止年度，概無向五名最高薪酬人士(包括董事及其他僱員)支付或應付任何酬金作為吸引加入本集團之獎金或離職補償。

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15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

		Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Natural gas pipeline 天然氣管道 HK\$'000 千港元	Oil properties 石油物業 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Cost	成本							
At 1 January 2018	於二零一八年一月一日	937	906	7,170	29,279	-	-	38,292
Additions	添置	285	126	-	-	-	-	411
Exchange differences	匯兌差額	-	(43)	(223)	(1,234)	-	-	(1,500)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及 二零一九年一月一日	1,222	989	6,947	28,045	-	-	37,203
Transferred from exploration and evaluation assets (Note 18)	轉撥自勘探及評估資產 (附註 18)	-	-	-	-	728,144	-	728,144
Additions	添置	279	57	-	-	81	236,079	236,496
Disposals	出售	-	-	(278)	-	-	-	(278)
Exchange differences	匯兌差額	(64)	(27)	(123)	(750)	(1)	(4,216)	(5,181)
At 31 December 2019	於二零一九年十二月三十一日	1,437	1,019	6,546	27,295	728,224	231,863	996,384
Accumulated depreciation and impairment	累計折舊及減值							
At 1 January 2018	於二零一八年一月一日	708	627	3,907	1,872	-	-	7,114
Charge for the year	本年度費用	52	74	927	2,787	-	-	3,840
Exchange differences	匯兌差額	(32)	(29)	(162)	(131)	-	-	(354)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及 二零一九年一月一日	728	672	4,672	4,528	-	-	10,600
Transferred from exploration and evaluation assets (Note 18)	轉撥自勘探及評估資產 (附註 18)	-	-	-	-	305,692	-	305,692
Charge for the year	本年度費用	64	87	839	2,668	4,877	-	8,535
Disposals	出售	-	-	(110)	-	-	-	(110)
Impairment loss	減值虧損	-	-	-	-	21,000	12,000	33,000
Exchange differences	匯兌差額	(20)	(19)	(109)	(209)	(86)	-	(443)
At 31 December 2019	於二零一九年十二月三十一日	772	740	5,292	6,987	331,483	12,000	357,274
Carrying amount	賬面值							
At 31 December 2019	於二零一九年十二月三十一日	665	279	1,254	20,308	396,741	219,863	639,110
At 31 December 2018	於二零一八年十二月三十一日	494	317	2,275	23,517	-	-	26,603

15. PROPERTY, PLANT AND EQUIPMENT

(Continued)

For the year ended 31 December 2019, the Group incurred property, plant and equipment cost of approximately HK\$236,496,000 (2018: HK\$411,000) and transfer of approximately HK\$422,452,000 from exploration and evaluation assets. Provision for impairment loss of HK\$33,000,000 (2018: HK\$Nil) was recognised in profit or loss as the carrying amount of the related cash-generating unit (“CGU”) exceeds its recoverable amount.

The Group carried out reviews of the recoverable amount of the Kashi Project (as defined and detailed in Note 19) in 2019 as a result of the change in production volume forecast to reflect the current market situation. These assets are used in the Group’s Exploration, Production and Distribution of Natural Gas segment. The reviews led to the recognition of an impairment loss of HK\$33,000,000 (2018: HK\$Nil), that has been recognised in profit or loss. The recoverable amount of the relevant assets of HK\$616,604,000 (2018: HK\$Nil) has been determined on the basis of their value in use using discounted cash flow method. The pre-tax discount rate used was 15.8%.

15. 物業、廠房及設備(續)

截至二零一九年十二月三十一日止年度，本集團產生物業、廠房及設備成本約236,496,000港元(二零一八年：411,000港元)並自勘探及評估資產轉撥約422,452,000港元。由於相關現金產生單位(「現金產生單位」)之賬面值超過其可收回金額，減值虧損撥備33,000,000港元(二零一八年：零港元)已於損益確認。

由於產量預測有所改變，於二零一九年，本集團已對喀什項目(定義及詳情見附註19)之可收回金額進行檢討，以反映目前市場狀況。該等資產用於本集團天然氣勘探、生產及分銷分部。有關檢討導致確認減值虧損33,000,000港元(二零一八年：零港元)，並已於損益中確認。相關資產之可收回金額616,604,000港元(二零一八年：零港元)乃使用貼現現金流量法根據其使用價值予以釐定。所用之除稅前貼現率為15.8%。

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16. RIGHT-OF-USE ASSETS

Disclosures of lease-related items:

At 31 December:

Right-of-use assets

- Land and buildings
- Motor vehicles

Lease commitments of short-term leases

The maturity analysis, based on undiscounted cash flow, of the Group's lease liabilities is as follows:

- Less than 1 year
- Between 1 and 2 years

Year ended 31 December

Depreciation charge of right-of-use assets

- Land and buildings
- Motor vehicles

Lease interests

Expenses related to short-term leases

Total cash outflow for leases

Additions to right-of-use assets

The Group leases various land and buildings and motor vehicles. Lease agreements are typically made for fixed periods of 2 to 4 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants and the leased assets may not be used as security for borrowing purposes.

16. 使用權資產

租賃相關項目之披露：

2019
二零一九年
HK\$'000
千港元

於十二月三十一日：

使用權資產

- 土地及樓宇
- 汽車

短期租賃之租賃承擔

本集團租賃負債根據非貼現現金流量進行之到期日分析如下：

- 少於1年
- 1至2年

截至十二月三十一日止年度

使用權資產之折舊費用

- 土地及樓宇
- 汽車

租賃利息

有關短期租賃的支出

租賃現金流出總額

使用權資產添置

本集團租用若干土地及樓宇以及汽車。租賃協議一般固定為期2至4年。租賃條款按個別基準磋商且條款及條件各有不同。租賃協議並無施加任何契諾，惟租賃資產不得用作借貸的抵押品。

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17. INVESTMENT PROPERTIES

17. 投資物業

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
At 1 January	於一月一日	57,600	-
Additions	添置	-	68,449
Fair value losses	公平價值虧損	(920)	(10,849)
		<u>56,680</u>	<u>57,600</u>
At 31 December	於十二月三十一日		

The fair value of the Group's investment properties at 31 December 2019 and 2018 have been arrived at on open market value basis carried out by APAC Asset Valuation and Consulting Limited ("APAC"), an independent valuer who holds a recognised and relevant professional qualification and has recent experience in the location and category of the investment properties being valued.

The fair value of investment properties is a level 3 recurring fair value measurement. A reconciliation of the opening and closing fair value balance is provided below:

本集團之投資物業於二零一九年及二零一八年十二月三十一日之公平價值由獨立估值師亞太資產評估及顧問有限公司(「亞太」)以公開市場價值為基準達致，該估值師擁有獲認可及相關專業資格及所估值投資物業所在地區及類別的近期經驗。

投資物業之公平價值屬第三級經常性公平價值計量。年初及年終公平價值結餘之對賬如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Opening balance (level 3 recurring fair value)	年初結餘(第三級經常性公平價值)	57,600	-
Additions	添置	-	68,449
Fair value losses (#)	公平價值虧損(#)	(920)	(10,849)
		<u>56,680</u>	<u>57,600</u>
Closing balance (level 3 recurring fair value)	年終結餘(第三級經常性公平價值)		
		<u>56,680</u>	<u>57,600</u>
(#) Include gains or losses for assets held at end of reporting period	(#) 包括於報告期末所持資產之收益或虧損	<u>(920)</u>	<u>(10,849)</u>

The total gains or losses recognised in profit or loss including those for assets held at end of reporting period are presented in fair value loss of investment properties in the consolidated statement of profit or loss and other comprehensive income.

於損益確認之收益或虧損總額(包括於報告期末所持資產之收益或虧損)於綜合損益及其他全面收益表之投資物業公平價值虧損呈列。

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17. INVESTMENT PROPERTIES (Continued)

Fair value is determined by applying the direct comparison approach which is based on prices realised on actual transactions for properties with similar sizes, characters, locations and other relevant factors.

Valuation technique	Significant unobservable inputs	Range		Effect on fair value for increase of inputs 輸入數據增加對公平價值之影響	Fair value	
		2019 二零一九年 HK\$ 千港元	2018 二零一八年 HK\$ 千港元		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Direct comparison method 直接比較法	Market selling price (transacted price) per square metre 每平方米市場售價(交易價格)	12,486-17,299	13,156-18,661	Increase 增加	56,680	57,600

The fair value measurement is based on the above properties' highest and best use, which does not differ from their actual use.

During the years ended 31 December 2019 and 2018 there were no transfers into or out of Level 3 or any other Level. The Group's policy is to recognise transfers between Levels of the fair value hierarchy as at the end of the reporting period in which they occur.

The sensitivity analysis below has been determined based on the exposure to market selling price risks at the end of reporting period for those investment properties. If market selling price had been 5% higher, the loss for the year ended 31 December 2019 would have been decreased by HK\$2,834,000 (2018: HK\$2,880,000). Had the relevant market selling price been 5% lower, there would be an equal and opposite impact on the loss.

17. 投資物業(續)

公平價值乃基於擁有類似面積、特點、位置及其他相關因素之物業於實際交易中變現之價格，應用直接比較法釐定。

公平價值計量乃基於上述物業在最大限度上達致最佳用途(與其實際用途並無差異)。

於截至二零一九年及二零一八年十二月三十一日止年度，並無轉入或轉出第三級或任何其他層級。本集團之政策為於出現轉撥之報告期末確認公平價值層級之間之轉撥。

以下敏感度分析乃按該等投資物業於報告期末的市場售價風險釐定。倘市場售價上升5%，則截至二零一九年十二月三十一日止年度之虧損將減少2,834,000港元(二零一八年：2,880,000港元)。倘有關市場售價下跌5%，則對虧損將有金額對等及相反影響。

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18. EXPLORATION AND EVALUATION ASSETS

18. 勘探及評估資產

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Cost	成本		
At 1 January	於一月一日	817,378	689,832
Additions	添置	19,282	162,326
Transferred to property, plant and equipment (Note 15)	轉撥至物業、廠房及設備 (附註 15)	(728,144)	-
Written off	撇銷	(64,933)	-
Exchange differences	匯兌差額	(20,885)	(34,780)
At 31 December	於十二月三十一日	22,698	817,378
Accumulated impairment	累計減值		
At 1 January	於一月一日	343,154	320,745
Transferred to property, plant and equipment (Note 15)	轉撥至物業、廠房及設備 (附註 15)	(305,692)	-
Written off	撇銷	(27,260)	-
Impairment loss	減值虧損	1,000	36,000
Exchange differences	匯兌差額	(8,624)	(13,591)
At 31 December	於十二月三十一日	2,578	343,154
Carrying amount	賬面值		
At 31 December	於十二月三十一日	20,120	474,224

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18. EXPLORATION AND EVALUATION ASSETS

(Continued)

The exploration and evaluation assets represents costs directly associated with exploratory wells (drilling cost and others) that are capitalised and pending a determination of whether sufficient quantities of potentially economic gas reserves have been discovered.

As the development stage was commenced from 9 July 2019 as stated in Note 19, the Directors considered that the exploration and evaluation assets capitalised in the previous years and utilised for generating revenue in the development stage should be reclassified as oil properties under Property, Plant and Equipment (Note 15).

For the year ended 31 December 2019, provision for impairment loss of HK\$1,000,000 (2018: HK\$36,000,000) was recognised in profit or loss as the carrying amount of the related cash-generating unit ("CGU") exceeds its recoverable amount.

The Group carried out reviews of the recoverable amount of the Kashi Project (as defined and detailed in Note 19) in 2019 as a result of the change in production volume forecast to reflect the current market situation. These assets are used in the Group's Exploration, Production and Distribution of Natural Gas segment. The reviews led to the recognition of an impairment loss of HK\$1,000,000 (2018: HK\$36,000,000), that has been recognised in profit or loss. The recoverable amount of the relevant assets of HK\$20,120,000 (2018: HK\$474,224,000) has been determined on the basis of their value in use using discounted cash flow method. The pre-tax discount rate used was 15.8%.

18. 勘探及評估資產(續)

勘探及評估資產指勘探井之直接相關成本(鑽探成本及其他)，其將資本化，而尚待釐定是否已發現足夠數量的具潛在經濟效益的天然氣儲備。

由於發展階段已自二零一九年七月九日起開展(如附註19所述)，董事認為已於過往年度資本化並於發展階段用於產生收益之勘探及評估資產應重新分類為物業、廠房及設備項下之石油物業(附註15)。

截至二零一九年十二月三十一日止年度，由於相關現金產生單位(「現金產生單位」)之賬面值超過其可收回金額，減值虧損撥備1,000,000港元(二零一八年：36,000,000港元)已於損益確認。

由於產量預測有所改變，於二零一九年，本集團已對喀什項目(定義及詳情見附註19)之可收回金額進行檢討，以反映目前市場狀況。該等資產用於本集團天然氣勘探、生產及分銷分部。有關檢討導致確認減值虧損1,000,000港元(二零一八年：36,000,000港元)，並已於損益中確認。相關資產之可收回金額20,120,000港元(二零一八年：474,224,000港元)乃使用貼現現金流量法根據其使用價值予以釐定。所用之除稅前貼現率為15.8%。

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31 December 2019 二零一九年十二月三十一日

19. INTANGIBLE ASSETS

19. 無形資產

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Cost	成本		
At 1 January	於一月一日	2,729,031	2,849,785
Exchange differences	匯兌差額	(72,452)	(120,754)
At 31 December	於十二月三十一日	<u>2,656,579</u>	<u>2,729,031</u>
Accumulated amortisation and impairment	累計攤銷及減值		
At 1 January	於一月一日	1,478,777	1,326,273
Amortisation	攤銷	16,458	117,727
Impairment loss (note)	減值虧損(附註)	60,000	95,000
Exchange differences	匯兌差額	(39,554)	(60,223)
At 31 December	於十二月三十一日	<u>1,515,681</u>	<u>1,478,777</u>
Carrying amount	賬面值		
At 31 December	於十二月三十一日	<u>1,140,898</u>	<u>1,250,254</u>

The intangible assets represent the interests in the Petroleum Contract which were amortised on unit of production method. For the year ended 31 December 2019, amortisation of HK\$16,548,000 (2018: HK\$117,727,000) was provided. Details of the contract as described as below:

On 22 December 2008, China Era entered into the Petroleum Contract with CNPC in relation to the drilling, exploration, exploitation and production of oil and/or natural gas in North Kashi Block, Tarim Basin in the PRC. CNPC is a stated-owned company established in the PRC (the "Kashi Project").

Pursuant to the Petroleum Contract signed in December 2008, China Era agreed to provide funds and apply its advanced technology and managerial experience to cooperate with CNPC for the development and production of crude oil and/or natural gas in North Kashi Block on Tarim Basin in Xinjiang, the PRC. The maximum term of the Petroleum Contract is 30 years from 1 June 2009, subject to extension.

無形資產指石油合約權益，其按生產單位法攤銷。截至二零一九年十二月三十一日止年度，已計提攤銷撥備16,548,000港元(二零一八年：117,727,000港元)。合約之詳情載述如下：

於二零零八年十二月二十二日，中國年代與中國石油集團訂立了石油合約，以於中國塔里木盆地喀什北區塊鑽探、勘探、開發及生產石油及／或天然氣。中國石油集團為於中國成立的國有企業(「喀什項目」)。

根據於二零零八年十二月簽訂之石油合約，中國年代同意提供資金及應用其先進科技及管理經驗與中國石油集團合作，以於中國新疆塔里木盆地喀什北區塊開發及生產原油及／或天然氣。石油合約之最長年期為自二零零九年六月一日起計30年，期限可予延展。

19. INTANGIBLE ASSETS (Continued)

Pursuant to Petroleum Contract, China Era shall bear all costs required for the evaluation operations, and the development costs shall be borne by CNPC and China Era in the proportions of 51% and 49%, respectively. In addition, CNPC's portion of operating costs shall be advanced by China Era and recovered from the production of crude oil and/or natural gas.

Under the terms of the Petroleum Contract, the evaluation costs, development costs and operating costs are to be recovered according to a mechanism of cost recovery oil/gas and investment recovery oil/gas. Remaining oil/gas, after cost recovery, all applicable taxes and royalty that might apply in the PRC, is share oil/gas, which is apportioned between 51% by CNPC and 49% by China Era.

In March 2015, the Group has issued formal application to CNPC to apply for a two-year extension of the exploration period of the Kashi Project beyond the original deadline of 31 May 2015, as the exploration efforts in the cooperation site has not been completed. On 6 December 2017, the Group and CNPC entered into a supplement agreement to extend the exploration period.

The Group has been carrying out exploration and evaluation activities at the site and working with professional parties to prepare data and information that are required for the ODP for government approval before full production could be started. Pursuant to the circular published by the State Council of the People's Republic of China on 27 February 2019, the ODP is no longer required to be approved by the National Development and Reform Commission but is only subject to new filing requirements. Per the agreement with CNPC, the commercial stage would be commenced when (i) the construction infrastructure for gas production stated in the Kashi project at Akemomu, North Kashi Block, Tarim Basin, China (the "Akemomu Gas Field") is completed and being commenced for production for 90 days; or (ii) when the total gas production volume in the Akemomu Gas Field reached 300,000,000 cubic meters of gas. The commencement date of commercial stage would be confirmed and announced by joint committee meeting afterwards. On 25 July 2019, the Group received a resolution of the Joint Management Committee of North Kashi Block Cooperation Project that the filing of the ODP of the Akemomu Gas Field was completed on 8 July 2019 and the development stage commenced from 9 July 2019.

19. 無形資產(續)

根據石油合約，中國年代須承擔評估業務所需所有成本，而開發成本須由中國石油集團及中國年代分別按51%及49%之比例承擔。此外，中國石油集團所佔經營成本部分應由中國年代墊付，並透過生產原油及／或天然氣收回。

根據石油合約之條款，評估成本、開發成本及經營成本須根據成本回收油／氣及投資回收油／氣機制收回。就收回成本、繳納中國適用的所有適用稅項及專利稅後剩餘之油／氣而言，為分成油／氣，由中國石油集團及中國年代分別分佔51%及49%。

於二零一五年三月，本集團向中國石油集團正式提出如下申請：由於合作區塊內的勘探任務沒有全部完成，因此喀什項目之勘探期限原訂於二零一五年五月三十一日到期而步入開發期，現在向中國石油集團申請將勘探期限延長兩年。於二零一七年十二月六日，本集團與中國石油集團已訂立補充協議，以延長勘探期限。

本集團一直在地盤開展勘探及評估活動，現正與專業人士合力制定總體開發方案所需之數據及資料，以供政府審批，其後方能開展全面生產。根據中華人民共和國國務院於二零一九年二月二十七日發佈的通知，總體開發方案已不須經國家發展和改革委員會批准，惟須符合備案的新規定。根據與中國石油集團訂立的協議，商業化階段將於(i)位於中國塔里木盆地喀什北區塊阿克莫木(「阿克莫木氣田」)的喀什項目中所述的天然氣生產基礎設施工程完成並投產90日；或(ii)阿克莫木氣田的天然氣總產量達300,000,000立方米時開展。商業化階段的開展日期其後將於聯合委員會會議上確定及宣佈。於二零一九年七月二十五日，本集團收到喀什北區塊合作項目聯合管理委員會決議，阿克莫木氣田總體開發方案於二零一九年七月八日完成備案手續，並於二零一九年七月九日起進入開發階段。

19. INTANGIBLE ASSETS (Continued)

note: Impairment loss of intangible assets in the amounts of HK\$60,000,000 (2018: HK\$95,000,000) was recognised during the year ended 31 December 2019 as the carrying amount of the CGU for the Kashi Project exceeds its recoverable amount. The recoverable amount of the CGU for the Kashi Project was HK\$1,777,622,000 (2018: HK\$1,726,000,000) based on value in use calculation using discounted cash flow method (level 3 fair value measurement) and by reference to the valuation report produced by APAC. The pre-tax discount rate used for value in use calculations is 15.8% (2018: 19.5%) for the year ended 31 December 2019.

The reduction in the recoverable amount of the CGU related to the exploration and production segment was due to change in production volume forecast to reflect the current market situation.

(a) Result for the year

During the year ended 31 December 2019, the Group has recognised revenue approximately of HK\$148,452,000 (2018: HK\$466,880,000) from the sales of natural gas arising from its interests in a Petroleum Contract during the exploration and evaluation period from January 2019 to June 2019 and the development period from July 2019 to December 2019 and the loss before income tax for the year for the sales of natural gas was approximately HK\$135,548,000 (2018: profit before income tax HK\$165,034,000).

19. 無形資產(續)

附註：於截至二零一九年十二月三十一日止年度，因喀什項目之現金產生單位之賬面值超過其可收回金額而確認之無形資產減值虧損為60,000,000港元(二零一八年：95,000,000港元)。喀什項目之現金產生單位之可收回金額為1,777,622,000港元(二零一八年：1,726,000,000港元)，該金額乃使用貼現現金流量法(第三級公平價值計量)根據使用價值計算及參考亞太編製的估值報告釐定。截至二零一九年十二月三十一日止年度，計算使用價值所採用的稅前貼現率為15.8%(二零一八年：19.5%)。

有關勘探及生產分部的現金產生單位可收回金額減少乃由於產量預測有所改變以反映目前市場狀況所致。

(a) 本年度業績

於截至二零一九年十二月三十一日止年度，本集團已確認於二零一九年一月至二零一九年六月勘探及評估期內及於二零一九年七月至二零一九年十二月開發期內自於石油合約之權益產生之天然氣銷售收益約148,452,000港元(二零一八年：466,880,000港元)，而年內之天然氣銷售除所得稅前虧損約為135,548,000港元(二零一八年：除所得稅前溢利165,034,000港元)。

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19. INTANGIBLE ASSETS (Continued)

(b) Assets and liabilities

Property, plant and equipment	物業、廠房及設備
Exploration and evaluation assets	勘探及評估資產
Intangible assets	無形資產
Deferred tax assets	遞延稅項資產
Deferred tax liabilities	遞延稅項負債
Current assets	流動資產
Current liabilities	流動負債
Non-current liabilities	非流動負債
Net assets	資產淨值

(c) Commitments

Capital commitments:	資本承擔：
Contracted but not provided for in respect of:	已訂約但未就下列事項撥備：
— Property, plant and equipment and exploration and evaluation expenditures	— 物業、廠房及設備及勘探及評估開支

19. 無形資產(續)

(b) 資產及負債

2019	2018
二零一九年	二零一八年
HK\$'000	HK\$'000
千港元	千港元
617,343	1,254
20,120	474,224
1,140,898	1,250,254
100,026	—
—	(11,649)
358,271	446,695
(712,269)	(496,501)
(64,975)	(143,736)
1,459,414	1,520,541

(c) 承擔

2019	2018
二零一九年	二零一八年
HK\$'000	HK\$'000
千港元	千港元
522,640	104,834

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20. INTERESTS IN SUBSIDIARIES

Details of the Company's principal subsidiaries as at 31 December 2019 are as follows:

Name	Form of business structure	Country/place of incorporation/ establishment 註冊成立/ 成立國家/地點	Country/place of operation 經營國家/地點	Principal activities	Issued and fully paid share capital	Percentage of interests held	
						Directly	Indirectly
公司名稱	營業結構形式			主要業務	已發行及繳足股本	持有權益百分比 直接	間接
China Energy Resources Holdings Ltd	Limited liability company	Hong Kong	Hong Kong	Sales of food and beverages and investment holding	Ordinary share HK\$1	100%	-
中西能源控股有限公司	有限公司	香港	香港	銷售食品及飲料業務及投資控股	普通股 1 港元		
Totalbuild Investments Group (Hong Kong) Limited	Limited liability company	British Virgin Islands	Hong Kong	Investment holding	Ordinary share US\$1	100%	-
共創投資集團(香港)有限公司	有限公司	英屬處女群島	香港	投資控股	普通股 1 美元		
China Era Energy Power Investment (Hong Kong) Limited	Limited liability company	Hong Kong	PRC	Oil and gas exploration	Ordinary share HK\$1	-	100%
中國年代能源投資(香港)有限公司	有限公司	香港	中國	油氣勘探	普通股 1 港元		
Zhong Neng Finance Limited	Limited liability company	Hong Kong	Hong Kong	Money lending	Ordinary share HK\$1	-	100%
中能財務有限公司	有限公司	香港	香港	放債	普通股 1 港元		
Di Maria Limited	Limited liability company	Hong Kong	Hong Kong	Investment holding	Ordinary share HK\$10,000	-	100%
迪瑪利亞有限公司	有限公司	香港	香港	投資控股	普通股 10,000 港元		
Team Lucky Development Limited	Limited liability company	Hong Kong	Hong Kong	Investment holding	Ordinary share HK\$2	-	100%
添興發展有限公司	有限公司	香港	香港	投資控股	普通股 2 港元		
Fortune Great Limited	Limited liability company	Hong Kong	Hong Kong	Investment holding	Ordinary share HK\$1	-	100%
巨運有限公司	有限公司	香港	香港	投資控股	普通股 1 港元		
克拉瑪依富海石油化工有限公司 (Karamay Fuhai Petroleum Chemical Engineering Co., Limited)*	Limited liability company	PRC	PRC	Investment holding	Registered capital RMB5,000,000	-	51%
克拉瑪依富海石油化工有限公司	有限公司	中國	中國	投資控股	註冊資本人民幣 5,000,000 元		
克拉瑪依偉潤燃氣有限公司 (Karamay Weirun Gas Co., Limited)*	Limited liability company	PRC	PRC	Distribution of natural gas	Registered capital RMB130,000,000	-	26.01%
克拉瑪依偉潤燃氣有限公司	有限公司	中國	中國	分銷天然氣	註冊資本人民幣 130,000,000 元		

None of the subsidiaries had issued any debt securities at the end of the year.

* The English names are for identification only

20. 於附屬公司之權益

本公司於二零一九年十二月三十一日之主要附屬公司之詳情如下：

該等附屬公司於年末概無發行任何債務證券。

* 英文名稱僅供識別

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21. DEFERRED TAXATION

- (a) The components of deferred tax assets/(liabilities) recognised in the consolidated statement of financial position and the movements during the year are as follows:

Deferred tax assets/(liabilities) arising from:

		Exploration costs	Tax losses	Total
		勘探成本	稅項虧損	總額
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
		(Note)		
		(附註)		
At 1 January 2018	於二零一八年一月一日	99,673	-	99,673
Credited/(charged) to profit or loss during the year (note 10)	計入/(扣除自)年內損益(附註10)	(180,902)	70,013	(110,889)
Exchange differences	匯兌差額	1,961	(2,394)	(433)
		(79,268)	67,619	(11,649)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日			
Credited/(charged) to profit or loss during the year (note 10)	計入/(扣除自)年內損益(附註10)	91,926	19,751	111,677
Exchange differences	匯兌差額	2,146	(2,148)	(2)
		14,804	85,222	100,026
At 31 December 2019	於二零一九年十二月三十一日			

note: Deferred tax assets/(liabilities) represented deductible/taxable temporary difference in relation to exploration and evaluation activities in the PRC and the recoverability depends on the future profitability of the Kashi Project.

21. 遞延稅項

- (a) 年內於綜合財務狀況表中確認之遞延稅項資產/(負債)組成部分及變動如下:

遞延稅項資產/(負債)產生自:

		Exploration costs	Tax losses	Total
		勘探成本	稅項虧損	總額
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
		(Note)		
		(附註)		
At 1 January 2018	於二零一八年一月一日	99,673	-	99,673
Credited/(charged) to profit or loss during the year (note 10)	計入/(扣除自)年內損益(附註10)	(180,902)	70,013	(110,889)
Exchange differences	匯兌差額	1,961	(2,394)	(433)
		(79,268)	67,619	(11,649)
At 31 December 2018 and 1 January 2019	於二零一八年十二月三十一日及二零一九年一月一日			
Credited/(charged) to profit or loss during the year (note 10)	計入/(扣除自)年內損益(附註10)	91,926	19,751	111,677
Exchange differences	匯兌差額	2,146	(2,148)	(2)
		14,804	85,222	100,026
At 31 December 2019	於二零一九年十二月三十一日			

附註: 遞延稅項資產/(負債)代表關於在中國之勘探及評估活動之臨時可扣減/應課稅差額, 而可收回性取決於喀什項目之未來盈利能力。

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21. DEFERRED TAXATION (Continued)

(a) (Continued)

The following is the analysis of the deferred tax balances for financial reporting purposes:

Deferred tax assets/(liabilities) 遞延稅項資產／(負債)

(b) Deferred tax assets not recognised

The Group has not recognised deferred tax assets in respect of cumulative Hong Kong and the PRC tax losses of approximate HK\$18,182,000 and HK\$Nil as at 31 December 2019 respectively (2018: HK\$18,166,300 and HK\$892,000) as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction of the entity. The Hong Kong tax losses will not expire under the current relevant tax legislation while the PRC tax losses will expire in five years.

10% PRC dividend withholding tax would be payable on the distribution of undistributed profits of the Group's subsidiaries established in the PRC. As at 31 December 2019, no deferred tax liabilities have been recognised as the Group's PRC subsidiaries have no undistributed profits (2018: Nil).

21. 遞延稅項(續)

(a) (續)

就財務申報目的之遞延稅項結餘分析如下：

2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
<u>100,026</u>	<u>(11,649)</u>

(b) 未確認遞延稅項資產

本集團並無就於二零一九年十二月三十一日累計香港及中國稅項虧損分別約18,182,000港元及零港元(二零一八年：18,166,300港元及892,000港元)確認遞延稅項資產，原因為於實體之相關稅項司法權區不大可能有可動用該等虧損之未來應課稅溢利。根據現行相關稅法，香港稅項虧損將不會到期，而中國稅項虧損將於五年內到期。

本集團須按10%就分派於中國成立之附屬公司之未分派溢利繳納中國股息預扣稅。於二零一九年十二月三十一日，因為本集團之中國附屬公司並無尚未分派溢利(二零一八年：無)，概無確認有關遞延稅項負債。

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22. ACCOUNT AND NOTE RECEIVABLES

22. 應收賬款及票據

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Account receivables (note (a))	應收賬款(附註(a))		
— Sales of natural gas	— 銷售天然氣	48,820	439,739
Loan and interest receivables (note (b))	應收貸款及利息(附註(b))		
— Others	— 其他	37,100	37,100
		85,920	476,839
Less: Expected credit losses	減：預期信貸虧損	(37,104)	(37,243)
		48,816	439,596
Note receivables (note (a))	應收票據(附註(a))	99,528	—
		148,344	439,596

note (a): Sales of natural gas represent the receivables recognised under the production sharing contract with CNPC for the Group's operation in Kashi, the PRC. The Group recognises the revenue in relation to this operation during the current year. Sales to customer is normally made with credit terms of 30 to 60 days. The entire balance of trade receivables as at 31 December 2019 and 2018, based on the invoice dates, are not yet past due. The Group did not hold any collateral over the balance.

Note receivables represent the repayments from CNPC through the issue of bank's acceptance bill with six months maturity period.

The balance of sales of natural gas are non-interest bearing. None of the account receivables and note receivables are pledged to secure the Group's banking facility as at 31 December 2019 (2018: Account receivables of HK\$439,596,000 were pledged as security for bank borrowings).

note (b): Loan receivable from an independent third party, Sing Pao Media Enterprises Limited ("Sing Pao"), which was unsecured, interest-bearing at 1% per month and repayable within 1 year have been fully impaired during the year ended 31 December 2011. The loan receivable from Sing Pao is secured by a personal guarantee of a third party.

Sing Pao's shares were listed on the SEHK but was delisted on 18 August 2015. During the year ended 31 December 2015, a winding-up order was made against Sing Pao and the Group has already submitted proof of debt form to liquidator of Sing Pao on 7 January 2016. On 2 November 2017, the Group's legal advisor was informed by the liquidator that the process of realisation of assets of Sing Pao was completed and there was unlikely to be any surplus assets for distribution to creditors (including the Company) after payment of the costs of the liquidation.

*附註(a)：*天然氣銷售指根據與中國石油集團訂立之產量分成合約就本集團於中國喀什之業務確認之應收款項。本集團於本年度就該業務確認收益。向客戶作出的銷售一般按30至60日的信貸期進行。基於發票日期的貿易應收款項之總結餘於二零一九年及二零一八年十二月三十一日並無逾期。本集團並無就該結餘持有任何抵押品。

應收票據指中國石油集團透過發行銀行承兌匯票(期限為六個月)作出之還款。

天然氣銷售之結餘為不計息。於二零一九年十二月三十一日，概無應收賬款及應收票據已抵押為本集團銀行融資之擔保(二零一八年：439,596,000港元之應收賬款已抵押為銀行借款之擔保)。

*附註(b)：*應收一名獨立第三方成報傳媒集團有限公司(「成報」)貸款為無抵押、按每月利率1%計息，並須於一年內償還，該款項已於截至二零一一年十二月三十一日止年度悉數減值。應收成報貸款由一名第三方的個人擔保作抵押。

成報股份之前於香港聯交所上市，然後於二零一五年八月十八日除牌。截至二零一五年十二月三十一日止年度，成報被頒下清盤令，而本集團亦已於二零一六年一月七日向成報的清盤人提交債權證明表。於二零一七年十一月二日，本集團的法律顧問獲清盤人告知，成報的資產變現已完成，支付清盤成本後存在盈餘資產可供分派予債權人(包括本公司)的可能性極低。

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22. ACCOUNT AND NOTE RECEIVABLES

(Continued)

The aging analysis of account receivables at the end of the reporting period, presented based on the revenue recognition dates, and net of allowance, is as follows:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Within 3 months	三個月內	<u>48,820</u>	<u>439,596</u>

23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Equity securities, at fair value Listed in Hong Kong	股本證券(按公平價值計) 於香港上市	<u>31,064</u>	<u>61,476</u>
Fair value of listed equity securities based on quoted market price (level 1 fair value measurement)	基於市場報價之上市股本證券 公平價值(第一級公平價值 計量)	<u>31,064</u>	<u>61,476</u>
Analysed as: Current assets	分析為: 流動資產	<u>31,064</u>	<u>61,476</u>

The fair value of financial assets at fair value through profit or loss are based on their current bid price in an active market.

22. 應收賬款及票據(續)

應收賬款於報告期末基於收益確認日期呈列的賬齡分析(扣除撥備)如下:

23. 按公平價值計入損益之金融資產

按公平價值計入損益之金融資產之公平價值乃基於其於活躍市場之現時標價。

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24. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

24. 其他應收款項、按金及預付款項

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Other receivables, deposits and prepayments (note (a))	其他應收款項、訂金及預付款項 (附註(a))	48,867	19,466
Refundable deposits	可退回訂金		
Mr. Wang Jian Guo (note (b))	王健國先生(附註(b))	20,725	20,725
Refundable deposits (note (a))	可退回訂金(附註(a))	-	29,000
		<u>69,592</u>	<u>69,191</u>
Less: Expected credit losses	減：預期信貸虧損		
Refundable deposit (note (b))	可退回訂金(附註(b))	(20,725)	(20,725)
Other receivables and deposits	其他應收款項及按金	(5,476)	(14,730)
		<u>(26,201)</u>	<u>(35,455)</u>
		<u>43,391</u>	<u>33,736</u>

Movement in the expected credit losses in respect of other receivables and deposits is as follows:

有關其他應收款項及按金之預期信貸虧損變動如下：

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Balance at 1 January	於一月一日之結餘	35,455	53,975
Reversal of expected credit losses during the year	年內撥回預期信貸虧損	(193)	(6,411)
Disposal of subsidiary	出售附屬公司	-	(12,109)
Amount written off	撇銷金額	(9,061)	-
Balance at 31 December	於十二月三十一日之結餘	<u>26,201</u>	<u>35,455</u>

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24. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

note (a): For the refundable deposits of HK\$29,000,000, the Group agreed to split it into two note receivables of HK\$17,800,000 and HK\$11,200,000 respectively with the maturity date on 31 August 2019. 8% per annum of interest rate is charged for the note receivables and repayable on maturity date. HK\$11,200,000 of bill receivables was then assigned to settle the shareholder loan during the year. As at 31 December 2019, the outstanding balance of note receivable included in other receivables, deposits and prepayments is HK\$17,975,000 and extended to 29 February 2020 and 31 August 2020 respectively.

note (b): On 24 September 2007, Mr. Wang Jian Guo, an independent third party and Joy Even International Limited ("Joy Even"), a subsidiary of the Group, entered into the agreement in relation to the proposed acquisition of the 51% equity interest in each of the target companies, Bu Tuo County Wu Zhou Minerals Limited Liability Company (布拖縣五洲礦產有限責任公司) and Hui Li County Wan Feng Mining Limited Liability Company (會理縣萬豐礦業有限責任公司) of an aggregate consideration of RMB498 million (equivalent of HK\$516 million) (the "Agreement"). Both companies are limited liability companies established in the PRC. The principal activities of both companies are in the development of mines in the PRC. A refundable deposit of HK\$20,725,000 was paid (equivalent to RMB20,000,000) to Mr. Wang Jian Guo upon signing of the agreement. On 31 July 2008, the Company executed the Deed of termination regarding the proposed acquisitions, whereby subject to the return of the refundable deposit, both parties shall be released and discharged from their respective obligations under the Agreement. On 10 March 2011, Joy Even issued a Writ of Summons against Mr. Wang Jian Guo claiming the principal and interest on the refundable deposits. On 18 June 2013, the Court of First Instance adjudged that Mr. Wang Jian Guo shall pay to Joy Even the sum of RMB22,723,287 or Hong Kong Dollar equivalent. The Group is now considering actions to recover the said amount from Mr. Wang Jian Guo. As at 31 December 2019 and 2018, all of the refundable deposits were impaired and there is no provision for impairment (2018: Nil) charged to profit or loss for the year.

24. 其他應收款項、按金及預付款項(續)

附註(a): 就可退回按金29,000,000港元而言, 本集團同意將其分拆為兩項應收票據, 金額分別為17,800,000港元及11,200,000港元, 於二零一九年八月三十一日到期。應收票據之年利率為8%, 並須於到期日償還。於年內, 金額為11,200,000港元之應收票據於其後被分配以償付股東貸款。於二零一九年十二月三十一日, 計入其他應收款項、按金及預付款項之應收票據之未償還結餘為17,975,000港元, 期限分別延長至二零二零年二月二十九日及二零二零年八月三十一日。

附註(b): 於二零零七年九月二十四日, 王建國先生(獨立第三方)與悅順國際有限公司(「悅順」)(本集團之附屬公司)訂立協議(「該協議」), 內容有關建議收購目標公司布拖縣五洲礦產有限責任公司及會理縣萬豐礦業有限責任公司各自之51%股權, 總代價為人民幣498,000,000元(相等於516,000,000港元)。兩間公司均為於中國成立之有限公司, 主要業務均為於中國開發礦場。本集團已於簽訂協議時向王建國先生支付可退回訂金20,725,000港元(相等於人民幣20,000,000元)。於二零零八年七月三十一日, 本公司簽立關於建議收購事項之終止契據, 據此, 須退回可退回訂金。雙方解除各自於該協議之責任。於二零一一年三月十日, 悅順向王建國先生發出傳訊令狀, 追討可退回按金之本金連利息。於二零一三年六月十八日, 原訟法庭判決王建國先生須向悅順支付金額人民幣22,723,287元或等價港元。本集團現正考慮採取行動, 向王建國先生收回上述金額。於二零一九年及二零一八年十二月三十一日, 全部可退回按金均已減值, 且並無於本年度之損益扣除減值撥備(二零一八年: 無)。

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25. OTHER PAYABLES AND ACCRUALS

25. 其他應付款項及應計款項

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Non-current:	非流動：		
Property, plant and equipment/exploration and evaluation cost payables (note (a))	物業、廠房及設備／勘探及評估應付成本(附註(a))	61,692	143,736
Current:	流動：		
Property, plant and equipment/exploration and evaluation cost payables (note (a))	物業、廠房及設備／勘探及評估應付成本(附註(a))	499,968	353,956
Other payables and accruals (note (b))	其他應付款項及應計款項(附註(b))	212,399	90,812
		712,367	444,768
		774,059	588,504

note (a): Property, plant and equipment/exploration and evaluation cost payables represents balances payable in 2021 to sub-contractors engaged by the Group to perform exploration, evaluation and development works on the area designated in the Petroleum Contract as disclosed in Note 18 to the consolidated financial statements. The effective interest rate of non-current property, plant and equipment/exploration and evaluation cost payables was 6.98%.

note (b): Included above are other payables bearing fixed interest rates ranging from 4% to 6% (2018: ranging from 4% to 6%) per annum amounted to HK\$Nil (2018: HK\$11,580,000) and the receipt in advance from CNPC amounted to HK\$160,366,000 (2018: Nil).

附註(a)：如綜合財務報表附註18所披露，物業、廠房及設備／勘探及評估應付成本指於二零二一年應付予本集團委聘、按石油合約指定之區域進行勘探、評估及開發工作之分包商的結餘。非流動物業、廠房及設備／勘探及評估應付成本之實際利率為6.98%。

附註(b)：上述項目包括按固定年利率介乎4%至6%（二零一八年：介乎4%至6%）計息之其他應付款項，金額為零港元（二零一八年：11,580,000港元），而來自中國石油集團之預收款項為160,366,000港元（二零一八年：無）。

26. BALANCE WITH RELATED PARTY

26. 與關聯人士之結餘

Amount due to a shareholder

The amount due a shareholder is unsecured, at fixed interest rate of 5% and repayable on demand.

應付一名股東款項

應付一名股東款項為無抵押、按固定利率5%計息及應按要求償還。

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27. LEASE LIABILITIES

27. 租賃負債

		Lease payments 租賃付款 2019 二零一九年 HK\$'000 千港元	Present value of lease payments 租賃付款之現值 2019 二零一九年 HK\$'000 千港元
Within one year	於一年內	11,261	10,604
In the second to fifth years, inclusive	第二年至第五年(包括首尾兩年)	3,325	3,283
		14,586	13,887
Less: Future finance charges	減：未來融資費用	(699)	
Present value of lease liabilities	租賃負債之現值	13,887	
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：於12個月內到期清償之金額(於流動負債項下列示)		(10,604)
Amount due for settlement after 12 months	於12個月後到期清償之金額		3,283

At 31 December 2019, the average effective borrowing rate was 6.98%. Interest rates are fixed at the contract dates and thus expose the Group to fair value interest rate risk.

於二零一九年十二月三十一日，平均實際借款利率為6.98%。利率乃於合約日期釐定，並因而令本集團面臨公平價值利率風險。

28. BANK BORROWINGS

28. 銀行借貸

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Secured bank borrowings — current	有抵押銀行借貸 — 流動	—	65,931
Repayable:	應償還：		
Within one year or on demand	於一年內或按要求	—	65,931

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28. BANK BORROWINGS (Continued)

The bank borrowings were denominated in RMB, charged at an interest rate equivalent to 1.47 times the three-year benchmark lending interest rate of the People's Bank of China and pledged by the account receivables of the Group (Note 22) under the Petroleum Contract dated 22 December 2008 and the supplemental contract dated 6 December 2017.

All of the banking facilities are subject to the fulfillment of covenants relating to certain of the Company's financial position ratios, as are commonly found in lending arrangements with financial institutions. If the Company was to breach the covenants the drawn down facilities would become repayable on demand. In addition, certain of the Company's term loan agreements contain clauses which give the lender the right at its sole discretion to demand immediate repayment at any time irrespective of whether the Company has complied with the covenants and met the scheduled repayment obligations.

The Company regularly monitors its compliance with these covenants, is up to date with the scheduled repayments of the term loans and does not consider it probable that the bank will exercise its discretion to demand repayment for so long as the Company continues to meet these requirements. Further details of the Company's management of liquidity risk are set out in Note 41(d). As at 31 December 2019, none of the covenants relating to drawn down facilities had been breached.

As at 31 December 2019, the bank borrowings are fully repaid.

28. 銀行借貸(續)

銀行借貸以人民幣計值，按中國人民銀行三年期貸款基準利率的1.47倍的利率收取利息，並根據日期為二零零八年十二月二十二日之石油合約及日期為二零一七年十二月六日之補充合約以本集團應收賬款作抵押(附註22)。

所有銀行融資均須遵守與本公司若干財務狀況比率相關之契約，此類契約常見於與財務機構之借款安排中。倘本公司違反契約，已提取融資可被要求立即償還。此外，本公司之若干定期貸款協議包含賦予放債人全權酌情要求於任何時間即時還款之權利(不論本公司是否已遵守契約及履行既定還款責任)之條款。

本公司定期監察其遵守該等契約之情況以及是否符合定期貸款償還時間表，並認為只要本公司繼續符合該等規定，銀行不大可能行使其酌情權要求還款。有關本公司管理流動資金風險之進一步詳情載於附註41(d)。於二零一九年十二月三十一日，概無違反有關已提取融資之契約。

於二零一九年十二月三十一日，銀行借貸已悉數償還。

29. CONVERTIBLE NOTES

On 22 January 2009, the Company, Totalbuild Investments Holdings Group Limited (the "Vendor"), Mr. Wang Guoju, as guarantor and beneficial owner of the entire issued share capital of the Vendor, China Era, as a guarantor for the Vendor, entered into the agreement (the "Agreement") in relation to proposed acquisition of 100% equity interest in Totalbuild Investments Group (Hong Kong) Limited ("Totalbuild Investments"). Totalbuild Investments held the entire issued share capital of China Era which had entered into the Petroleum Contract with CNPC as disclose in note 19 to the consolidated financial statements.

On 3 January 2011, all the conditions of the acquisition of the first designated area of the Akemomu Gas Field (the "First Designated Area") and the entire issued share capital (the "Acquisition") of Totalbuild Investments and its subsidiaries (the "Totalbuild Investments Group") have been fulfilled.

As a result of completion of the Acquisition and the First Designated Area, the Tranche 1 consideration in the sum of HK\$2,558,000,000 was paid by the Company with Tranche 1 convertible notes of HK\$2,558,000,000 at the conversion price of HK\$0.168 each, to the Vendor including the shortfall amount of HK\$1,279,000,000 which was deposited with an escrow agent pursuant to the Agreement. The sale loan consideration payable by the Company in the sum of HK\$906,299,000 was satisfied by deducting the deposit in the sum of HK\$804,000,000 and with the balance of HK\$102,299,000 to be settled in cash or otherwise agreed.

According to the Agreement, the shortfall amount of HK\$1,279,000,000 convertible notes ("Shortfall Notes") should only be released to the Vendor upon the Company having received a written certificate issued by the competent evaluator confirming that the First Designated Area be evaluated on the basis of unrisks economic evaluation on or before 31 May 2015 (the "Relevant Period"). No such written certificate was received by the Company on or before 31 May 2015. Under the terms of the Agreement, the Shortfall Notes have been returned to the Company for cancellation. During the year ended 31 December 2015, a gain of HK\$92,459,000 was recognised in profit or loss, and approximately HK\$1,309,405,000 related to equity component of the convertible notes have been transferred from convertible notes reserve to accumulated losses as the result of the cancellation of convertible notes.

29. 可換股票據

於二零零九年一月二十二日，本公司、共創投資控股有限公司（「賣方」）及王國巨先生（作為賣方之擔保人及賣方全部已發行股本之實益擁有人）、中國年代（作為賣方之擔保人）就建議收購共創投資集團（香港）有限公司（「共創投資」）之100%股本權益而訂立協議（「該協議」）。共創投資當時持有中國年代全部已發行股本，而中國年代與中國石油集團已訂立了石油合約（如綜合財務報表附註19所披露）。

於二零一一年一月三日，收購於阿克莫木氣田之第一指定地區（「第一指定地區」）及共創投資及其附屬公司（「共創投資集團」）之全部已發行股本（「收購事項」）之所有條件已獲達成。

由於完成收購事項及第一指定地區，故本公司已按每股轉換價0.168港元向賣方發行第一批2,558,000,000港元之可換股票據，以支付第一批代價2,558,000,000港元（包括已根據協議存放於託管代理的差額1,279,000,000港元）。本公司應付之銷售貸款代價906,299,000港元已透過扣減按金804,000,000港元而償付，而餘額102,299,000港元則以現金或協定之其他方式償付。

根據該協議，差額1,279,000,000港元之可換股票據（「差額票據」）僅可於本公司已收取專利估值師發出書面證書確認第一指定地區已於二零一五年五月三十一日或之前（「有關期間」）根據無風險經濟評估基準評估後，方可解除。本公司於二零一五年五月三十一日或之前並無接獲有關書面證書。根據該協議之條款，差額票據已退回公司作註銷。截至二零一五年十二月三十一日止年度，本公司因註銷可換股票據而於損益確認收益92,459,000港元，可換股票據權益部分相關之約1,309,405,000港元已由可換股票據儲備轉移至累積虧損。

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29. CONVERTIBLE NOTES (Continued)

In addition, according to the Agreement, the Group is not entitled to the benefits and interests of the second designated area in the Akemomu Gas Field. A separate shareholders' approval will be required for the Acquisition of the second designated area by issuing additional convertible notes of not more than HK\$7,442,000,000 subjected to the fulfillment of certain conditions as stipulated in the Agreement within the Relevant Period.

The Tranche 1 zero coupon convertible notes with principal amount of HK\$2,558,000,000 with maturity in 30 years was issued on 3 January 2011. The convertible notes do not bear any interest and are freely transferable, provided that where the convertible notes are intended to be transferred to a connected person (as defined in the Listing Rules) of the Group (other than the associates of the noteholder) such transfer shall comply with the requirements under the Listing Rules and/or requirements imposed by the SEHK, if any.

The noteholders may at any time during the 30 years from the issue date convert the whole or part of the principal amount of the convertible notes into new ordinary shares of the Company at the conversion price of HK\$0.168 per share, provided that (i) no conversion rights attached to the convertible notes may be exercised, to the extent that following such exercise, a holder of the convertible notes and parties acting in concert with it, taken together, will directly or indirectly, control or be interested in 30% or more of the entire issued shares of the Company (or in such percentage of the issued share capital of the Company as may from time to time be specified in the Hong Kong Code on Takeovers and Mergers as being the level for triggering a mandatory general offer); and (ii) no holder of the convertible notes shall exercise the conversion right attached to the convertible notes held by such holders if immediately after such conversion, the public float of the shares fall below the minimum public float requirement stipulated under Rule 8.08 of the Listing Rules as required by the SEHK. The conversion price of HK\$0.168 per share is subject to adjustment for consolidation, sub-division or reclassification of shares, capital reduction, rights issues and other events which have diluting effects on the issued share capital of the Company.

29. 可換股票據(續)

此外，根據該協議，本集團並無獲授阿克莫木氣田第二指定地區之利益及權益。於有關期間達成該協議指明之若干條件後發行不超過7,442,000,000港元之額外可換股票據以收購第二指定地區，須於取得獨立股東批准後，方可作實。

第一批零票息可換股票據本金額為2,558,000,000港元。可換股票據之到期日為發行日期二零一一年一月三日起計三十年屆滿。可換股票據不計息及可自由轉讓，惟倘可換股票據擬轉讓予票據持有人聯繫人士以外之本集團關連人士(定義見上市規則)，則有關轉讓須符合上市規則之規定及／或聯交所實施之規定(如有)。

票據持有人可於發行日期起計三十年內，隨時按換股價每股0.168港元將全部或部分可換股票據本金額兌換為本公司新普通股，惟(i)倘有關行使後，可換股票據持有人及與其一致行動人士將合共直接或間接控制或擁有30%或以上本公司全部已發行股份權益(或香港公司收購及合併守則可能不時訂明會引發強制性全面收購建議之本公司已發行股本之百分比)，則不得行使可換股票據所附兌換權；及(ii)倘緊隨兌換後，股份之公眾持股量降至低於上市規則第8.08條所訂明聯交所規定之最低公眾持股量規定，則可換股票據持有人不得行使該等持有人所持可換股票據所附兌換權。換股價每股0.168港元可因應股份合併、拆細或重新分類、削減股本、供股及其他對本公司已發行股本具攤薄影響之事項作出調整。

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29. CONVERTIBLE NOTES (Continued)

The fair values of the liability component and the equity component were determined at the issuance of the convertible notes. The fair value of the liability component, included in the non-current liabilities, was calculated using a market interest rate of equivalent non-convertible notes. The effective interest rate of the liabilities component is 11% and the interest expenses will be charged to profit or loss over the loan periods. The equity component of the convertible notes, representing the difference of the fair value of the convertible notes and the fair value of the liabilities component, was included in the owner's equity and denoted as convertible notes reserves.

The movement of the principal amount, liability component and equity component of the convertible notes are as follows:

29. 可換股票據(續)

負債部分及權益部分之公平價值於發行可換股票據時釐定。負債部分之公平價值(包括於非流動負債)使用同等非可換股票據之市場利率計算。負債部分之實際利率為11%，而利息開支將於貸款期內在損益扣除。可換股票據之權益部分(代表可換股票據公平價值與負債部分公平價值之差額)計入擁有人之權益內及表示為可換股票據儲備。

可換股票據本金額、負債部分及權益部分之變動如下：

		Carrying amount 賬面值	
		Liability component 負債部分 HK\$'000 千港元	Equity component 權益部分 HK\$'000 千港元
As at 1 January 2018	於二零一八年一月一日	64,489	695,828
Interest expenses (Note 8)	利息開支(附註8)	6,978	—
As at 31 December 2018 and at 1 January 2019	於二零一八年十二月三十一日 及二零一九年一月一日	71,467	695,828
Interest expenses (Note 8)	利息開支(附註8)	7,732	—
As at 31 December 2019	於二零一九年十二月三十一日	79,199	695,828

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29. CONVERTIBLE NOTES (Continued)

Up to 31 December 2019, convertible notes with principal amount of HK\$599,330,000 have converted into ordinary shares of the Company. No convertible notes have been converted during the years ended 31 December 2019 and 2018.

The convertible notes with outstanding principal amount of HK\$679,670,000 as at 31 December 2019 and 2018 have maturity date falling 30 years from the date of issue on 3 January 2011.

29. 可換股票據(續)

直至二零一九年十二月三十一日，本金額為599,330,000港元之可換股票據已兌換為本公司普通股。截至二零一九年及二零一八年十二月三十一日止年度，並無可換股票據獲兌換。

於二零一九年及二零一八年十二月三十一日，可換股票據之未償還本金額為679,670,000港元，而到期日為發行日(即二零一一年一月三日)起計滿三十年。

30. SHARE CAPITAL

30. 股本

	2019 二零一九年		2018 二零一八年	
	Number of shares 股份數目	Amount 金額 HK\$'000 千港元	Number of shares 股份數目	Amount 金額 HK\$'000 千港元
Authorised:				
Ordinary shares of HK\$0.05 each At 1 January and 31 December	法定： 每股面值0.05港元之普通股 於一月一日及 十二月三十一日	25,000,000,000	1,250,000	25,000,000,000 1,250,000
Issued and fully paid:				
Ordinary shares of HK\$0.05 each At 1 January and 31 December	已發行及繳足： 每股面值0.05港元之普通股 於一月一日及 十二月三十一日	9,505,344,000	475,267	9,505,344,000 475,267

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31. HOLDING COMPANY STATEMENT OF FINANCIAL POSITION

31. 控股公司財務狀況表

		Notes 附註	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Non-current assets	非流動資產			
Interests in subsidiaries	於附屬公司之權益		1,546,233	1,590,593
			1,546,233	1,590,593
Current assets	流動資產			
Financial assets at fair value through profit or loss	按公平價值計入損益之金融資產		31,064	61,476
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項		18,299	28,764
Cash and bank balances	現金及銀行結餘		34,866	48,694
			84,229	138,934
Current liabilities	流動負債			
Other payables and accruals	其他應付款項及應計款項		1,204	3,331
Amount due to a shareholder	應付一名股東款項		29,551	40,402
			30,755	43,733
Net current assets	流動資產淨值		53,474	95,201
Total assets less current liabilities	資產總值減流動負債		1,599,707	1,685,794
Non-current liabilities	非流動負債			
Convertible notes	可換股票據		79,199	71,467
			79,199	71,467
Net assets	資產淨值		1,520,508	1,614,327
Equity	權益			
Share capital	股本	30	475,267	475,267
Reserves	儲備	32	1,045,241	1,139,060
Total equity	總權益		1,520,508	1,614,327

The financial statement was approved and authorised for issue by the board of directors on 8 May 2020.

董事會於二零二零年五月八日批准及授權刊發該財務報表。

Zhao Guoqiang
趙國強
Director
董事

Gu Quan Rong
顧全榮
Director
董事

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32. RESERVES

(a) Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

(b) Company

32. 儲備

(a) 本集團

本集團之儲備金額及其變動於綜合損益及其他全面收益表以及綜合權益變動表內呈列。

(b) 本公司

		Contributed surplus 實繳股本盈餘 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Convertible notes reserve 可換股票據儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總值 HK\$'000 千港元
At 1 January 2018	於二零一八年一月一日	91,349	1,679,187	695,828	(1,244,068)	1,222,296
Total comprehensive loss for the year	本年度全面虧損總額	-	-	-	(83,236)	(83,236)
At 31 December 2018	於二零一八年十二月三十一日	91,349	1,679,187	695,828	(1,327,304)	1,139,060
Total comprehensive loss for the year	本年度全面虧損總額	-	-	-	(93,819)	(93,819)
At 31 December 2019	於二零一九年十二月三十一日	91,349	1,679,187	695,828	(1,421,123)	1,045,241

Nature and purpose of reserves of the Group

Contributed surplus

The contributed surplus represents the difference between the nominal value of the shares of the Company issued in exchange for the issued share capital of the subsidiaries and the value of the underlying assets of the subsidiaries pursuant to the Group Reorganisation on 17 January 2002.

Share premium

Under the Companies Law of the Cayman Islands, the share premium account is distributable to the shareholders of the Company under certain circumstances. It represents the excess of the nominal value of shares issued by the Company.

本集團儲備之性質及目的

實繳股本盈餘

實繳股本盈餘乃根據二零零二年一月十七日本集團重組時，用以交換附屬公司之已發行股本而發行之本公司股份之面值及附屬公司之相關資產值兩者之差額。

股份溢價

根據開曼群島公司法之規定，股份溢價賬在若干情況下可分派予本公司股東。股份溢價指超出本公司已發行股份面值之數額。

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32. RESERVES (Continued)

(b) Company (Continued)

Nature and purpose of reserves of the Group (Continued)

Convertible notes reserve

The convertible notes reserve represents the equity component of the convertible notes issued (i.e. option to convert the note into share capital).

32. 儲備(續)

(b) 本公司(續)

本集團儲備之性質及目的(續)

可換股票據儲備

可換股票據儲備指已發行可換股票據之權益部分(即可兌換票據至股本之選擇權)。

33. CAPITAL COMMITMENTS

The Group's capital commitments at the end of the reporting period are as follows:

33. 資本承擔

本集團於報告期末之資本承擔如下：

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Contracted but not provided for in respect of:		
已訂約但未就下列事項撥備：		
— property, plant and equipment and exploration and evaluation expenditures	522,640	104,834
— capital contribution in a subsidiary	121,000	118,650
	<u>643,640</u>	<u>223,484</u>

The Group had capital commitments of approximately HK\$522,640,000 (of which approximately HK\$199,564,000 would be borne by CNPC) and HK\$121,000,000 as at 31 December 2019 (2018: HK\$104,834,000 and HK\$118,650,000) in respect of capital expenditure of exploration, production and distribution of nature gas segment and capital contributions in a subsidiary respectively.

於二零一九年十二月三十一日，本集團就天然氣分部的勘探、生產和分銷的資本開支以及對一間附屬公司之注資分別有資本承擔約522,640,000港元(其中約199,564,000港元由中國石油集團承擔)及121,000,000港元(二零一八年：104,834,000港元及118,650,000港元)。

34. RELATED PARTY TRANSACTIONS

Transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note. Save as those disclosed elsewhere in the consolidated financial statements, the Group had the following material transactions with related and connected parties which are not members of the Group:

Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in Note 13 to the consolidated financial statements.

35. LITIGATION

Reference is made to the Company's announcements (a) dated 16 September 2013 in relation to media reports about Mr. Wang Guoju; (b) dated 7 June 2015 in relation to charges against Mr. Wang Guoju for illegal operation crime involving allegations about improper conduct during the obtaining of the Petroleum Contract (the "Illegal Operation Charge"); (c) dated 17 June 2015 in relation to the commencement of the Litigation in the Grand Court of the Cayman islands (the "Cayman Court") against (inter alia) the Defendants (including Mr. Wang Guoju and UK Prolific) with the view to obtaining Cayman Court's order to have the Totalbuild Transaction declared void or rescinded and have damages awarded to the Company; (d) dated 25 June 2015 in relation to the obtaining by the Company of the Injunction Order from the Cayman Court restraining the Defendants from disposing of, transferring, dealing in, diminishing the value of or exercising voting rights in respect of 1.86 billion issued Shares (the "Restrained Shares"), and restraining the Defendants from converting convertible bonds representing 13,366,190,476 underlying Shares (the "Restrained CBs"); (e) dated 18 August 2015 in relation to the continuation of the Injunction Order against the Company's undertaking not to issue or deal with additional Shares or securities without leave of the Cayman Court until the conclusion of the trial relating to the Litigation or further order by the Cayman Court (the "Company's Undertaking"); and (f) dated 6 December 2017 in relation to the signing of the Supplemental Contract between the Group and CNPC to extend the First Phase exploration period by way of supplement and amendment to the original Petroleum Contract. Unless the context otherwise requires, capitalized terms used in this section shall have the same meanings as defined in the said announcements.

34. 關聯人士交易

本公司與其屬於本公司關聯人士之附屬公司進行之交易已於綜合賬目時對銷，並無於本附註披露。除綜合財務報表其他部分披露者外，本集團與非本集團成員公司之關聯及關連人士有以下重大交易：

主要管理人員酬金

給予本集團主要管理人員之酬金(包括向本公司董事支付之金額)披露於綜合財務報表附註13。

35. 訴訟

茲提述本公司(a)日期為二零一三年九月十六日的公佈，內容有關王國巨先生的傳媒報道；(b)日期為二零一五年六月七日的公佈，內容有關王國巨先生被起訴非法經營罪，其中涉及其於獲得石油合約時有不當行為的指控(「非法經營罪」)；(c)日期為二零一五年六月十七日的公佈，內容有關對(其中包括)被告(包括王國巨先生及UK Prolific)於開曼群島大法院(「開曼群島法院」)開展訴訟，尋求取得開曼群島法院的禁制令，使共創交易事項被宣告無效或被撤銷和本公司獲得賠償；(d)日期為二零一五年六月二十五日的公佈，內容有關本公司取得開曼群島法院的禁制令，以禁制被告出售、轉讓、買賣1,860,000,000股已發行股份(「受限制股份」)或減損有關股份價值或行使投票權，和禁制被告轉換涉及13,366,190,476股相關股份的可換股債券(「受限制可換股債券」)；(e)日期為二零一五年八月十八日的公佈，內容有關禁制令獲得延續，根據本公司承諾，直至有關訴訟的審訊完結或開曼群島法院的進一步命令之前，本公司不會在未取得開曼群島法院許可的情況下發行或處理額外股份或證券(「本公司的承諾」)；及(f)日期為二零一七年十二月六日的公佈，內容有關本集團與中國石油集團簽訂補充協議，透過補充及修訂原訂石油合約，將勘探期第一階段延長。除文義另有所指，本節所用詞彙與上述公佈所界定者具有相同涵義。

35. LITIGATION (Continued)

As disclosed in the Company's announcement dated 27 December 2017, following the signing of the Supplemental Contract with CNPC on 6 December 2017, the Company was informed by Mr. Wang Guoju and his legal representative that the Illegal Operation Charge against Mr. Wang Guoju was acquitted. On that basis and after taking legal advice from the Company's legal advisers, the Company has on 27 December 2017 reached settlement with the Defendants pursuant to which the Company will apply to the Cayman Court for discontinuance of the Litigation, as a result of which the Injunction Order and the Company's Undertaking would be discharged.

As disclosed in the Company's announcement dated 23 May 2018, on 10 May 2018, a Consent Order was granted by the Cayman Court regarding the discontinuation of the Litigation and the discharge of the Injunction Order and the Company's Undertaking, such that the Defendants should no longer be restrained in respect of the Restrained Shares and the Restrained CBs and the Company should no longer be restrained from issuing or dealing with additional Shares or securities in the Company.

36. EVENTS AFTER THE REPORTING PERIOD

The outbreak of COVID-19 pandemic has brought about additional uncertainties to the global macroeconomy, which may impact the Group's financial performance for the first half of 2020. However, the degree of impact remains difficult to gauge at this early stage. The Group will remain vigilant over COVID-19 and assess its impact on the Group's financial position and operating results.

35. 訴訟(續)

誠如本公司日期為二零一七年十二月二十七日的公佈所披露，於二零一七年十二月六日與中國石油集團簽立補充協議後，本公司獲王國巨先生及其法律代表告知，針對王國巨先生的非法經營罪指控不成立。有鑒於此，本公司在諮詢法律顧問的法律意見後已於二零一七年十二月二十七日與被告和解，據此，本公司將向開曼群島法院申請終止訴訟，禁制令及本公司的承諾因而被解除。

誠如本公司日期為二零一八年五月二十三日的公佈所披露，於二零一八年五月十日，開曼群島法院已就終止訴訟以及解除禁制令和本公司的承諾發出同意令，故被告此後不再就受限制股份及受限制可換股債券遭受限制，本公司此後發行或處理本公司額外股份或證券不再被限制。

36. 報告期後事項

COVID-19疫情爆發已為全球宏觀經濟帶來更多不確定因素，其或會對本集團於二零二零年上半年之財務表現造成影響，惟影響程度在此早期階段仍難以衡量。本集團將對COVID-19保持警惕，以及評估其對本集團財務狀況及經營業績所造成之影響。

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37. NON-CONTROLLING INTEREST

克拉瑪依富海石油化工有限公司, an effective 51% owned subsidiary of the Company, has non-controlling interests (NCI). 克拉瑪依偉潤燃氣有限公司, an effective 26.01% owned subsidiary of the Company, is a direct subsidiary of 克拉瑪依富海石油化工有限公司.

Summarised financial information in relation to the NCI of 克拉瑪依富海石油化工有限公司, before intra-group eliminations, is presented below:

37. 非控股權益

本公司實際擁有51%權益之附屬公司克拉瑪依富海石油化工有限公司擁有非控股權益。本公司實際擁有26.01%權益之附屬公司克拉瑪依偉潤燃氣有限公司為克拉瑪依富海石油化工有限公司之直接附屬公司。

有關克拉瑪依富海石油化工有限公司非控股權益之財務資料概要(未計及集團內抵銷前)呈列如下:

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
For the year ended 31 December	截至十二月三十一日止年度		
Revenue	收益	<u>9,608</u>	<u>10,905</u>
Loss for the year	年內虧損	<u>(1,540)</u>	<u>(483)</u>
Total comprehensive income	全面收益總額	<u>(4,019)</u>	<u>(4,664)</u>
Loss for the year allocated to NCI	分配予非控股權益之年內虧損	<u>(1,139)</u>	<u>(356)</u>
For the year ended 31 December	截至十二月三十一日止年度		
Net cash used in operating activities	經營活動所用現金淨額	<u>(787)</u>	<u>(1,989)</u>
Net decrease in cash and cash equivalents	現金及等同現金減少淨額	<u>(787)</u>	<u>(1,989)</u>
At 31 December	於十二月三十一日		
Current assets	流動資產	<u>2,127</u>	3,496
Non-current assets	非流動資產	<u>20,394</u>	23,791
Current liabilities	流動負債	<u>(7,873)</u>	<u>(10,685)</u>
Net assets	資產淨值	<u>14,648</u>	<u>16,602</u>
Accumulated NCI	累計非控股權益	<u>10,804</u>	<u>12,306</u>

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綜合財務報表附註

31 December 2019 二零一九年十二月三十一日

38. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Cash and cash equivalents comprise

Cash available on demand 按要求提供之現金

(b) Changes in liabilities arising from financing activities

The following table shows the Group's changes in liabilities arising from financing activities during the year:

38. 綜合現金流量表附註

(a) 現金及等同現金包括

2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
226,798	68,084

(b) 產生自融資活動之負債變動

下表顯示年內本集團來自融資活動之負債變動：

		Amount due to a shareholder 應付一名 股東款項 HK\$'000 千港元	Amount due to Lease liabilities 租賃負債 HK\$'000 千港元	non-controlling interests 應付非控股 權益款項 HK\$'000 千港元	Total liabilities from financing activities 來自融資活動 之總負債 HK\$'000 千港元	
At 1 January 2018	於二零一八年一月一日	-	40,626	-	6,222	46,848
Changes in cash flows:	現金流量之變動：					
Repayment to a shareholder	向一名股東還款	-	(1,263)	-	-	(1,263)
Repayment to non-controlling interests	向非控股權益還款	-	-	(6,222)	-	(6,222)
Proceeds from bank borrowings	銀行借貸所得款項	69,903	-	-	-	69,903
Repayment of bank borrowings	償還銀行借貸	(1,638)	-	-	-	(1,638)
Interest paid	已付利息	(919)	-	-	-	(919)
		<u>67,346</u>	<u>(1,263)</u>	<u>-</u>	<u>(6,222)</u>	<u>59,861</u>
Non-cash changes	非現金變動					
— Interest charged	— 已扣除之利息	919	-	-	-	919
— Exchange adjustments	— 匯兌調整	(2,334)	-	-	-	(2,334)
		<u>(1,415)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(1,415)</u>
At 31 December 2018 and 1 January 2019	於二零一八年十二月 三十一日及二零 一九年一月一日	65,931	39,363	-	-	105,294

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綜合財務報表附註

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38. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

38. 綜合現金流量表附註(續)

(b) Changes in liabilities arising from financing activities (Continued)

(b) 產生自融資活動之負債變動(續)

		Amount due to a shareholder	Lease liabilities	Amount due to non-controlling interests	Total liabilities from financing activities
	Bank borrowings	due to a shareholder	liabilities	non-controlling interests	from financing activities
	銀行借貸	應付一名股東款項	租賃負債	應付非控股權益款項	來自融資活動之總負債
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元
Changes in cash flows:	現金流量之變動：				
Repayment to a shareholder	向一名股東還款	-	(11,531)	-	(11,531)
Proceeds from bank borrowings	銀行借貸所得款項	45,075	-	-	45,075
Repayment of bank borrowings	償還銀行借貸	(110,423)	-	-	(110,423)
Interest paid	已付利息	(5,088)	-	-	(5,088)
Payment of lease liabilities	租賃負債付款	-	(5,683)	-	(5,683)
		<u>(70,436)</u>	<u>(5,683)</u>	<u>-</u>	<u>(87,650)</u>
Non-cash changes	非現金變動				
— Recognition of lease liabilities	— 確認租賃負債				
Initial recognition	初次確認	-	6,624	-	6,624
Addition	添置	-	11,503	-	11,503
— Interest charged	— 已扣除之利息	5,088	1,619	-	8,426
— Exchange adjustments	— 匯兌調整	(583)	(176)	-	(759)
		<u>4,505</u>	<u>19,570</u>	<u>-</u>	<u>25,794</u>
At 31 December 2019	於二零一九年十二月三十一日	<u>-</u>	<u>13,887</u>	<u>-</u>	<u>43,438</u>

39. CONTINGENT LIABILITIES

At 31 December 2019, the Group did not have any significant contingent liabilities (2018: Nil).

40. CAPITAL RISK MANAGEMENT

The Group's objectives when managing capital are:

- To safeguard the Group's ability to continue as a going concern, so that it continues to provide returns for shareholders and benefits for other stakeholders;
- To support the Group's stability and growth; and
- To provide capital for the purpose of strengthening the Group's risk management capability.

The capital structure of the Group consists of equity attributable to owners of the Company only, comprising share capital and reserves of HK\$475,267,000 (2018: HK\$475,267,000) and HK\$1,034,437,000 (2018: HK\$1,147,086,000) respectively as at 31 December 2019.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholder returns, taking into consideration the future capital requirements of the Group and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities. The Group has not adopted any formal dividend policy. Based on recommendations of the Directors, the Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt. For details of cash flow forecast carried out by the Directors, please refer to Note 3(b)(ii) "Going concern basis".

39. 或然負債

於二零一九年十二月三十一日，本集團並無任何重大或然負債(二零一八年：無)。

40. 資本風險管理

本集團管理資本之目標為：

- 保證本集團能持續經營，繼續為股東及其他權益持有人分別帶來回報及利益；
- 支持本集團之穩定性及增長；及
- 提供資本以加強本集團之風險管理能力。

於二零一九年十二月三十一日，本集團資本架構僅包括本公司擁有人應佔權益，當中包括股本及儲備分別為475,267,000港元(二零一八年：475,267,000港元)及1,034,437,000港元(二零一八年：1,147,086,000港元)。

本集團積極及定期檢討及管理其資本架構，以確保理想資本架構及股東回報。這些資本架構及股東回報已考慮到本集團之未來資金需要及資本效率、現行及預測盈利能力、預測經營現金流量、預測資本開支及預測策略性投資機會。本集團並無採納任何正式股息政策。根據董事的推薦建議，本集團將透過支付股息、發行新股、購回股份，以及發行新債或贖回現有債務，平衡其整體資本架構。有關董事進行的現金流量預測的詳情，請參閱附註3(b)(ii)「持續經營基準」。

41. FINANCIAL RISK MANAGEMENT

The Group has various other financial assets and liabilities, such as trade receivables, which arise directly from its operations. The main risks arising from the Group's financial instruments in the normal course of the Group's business are foreign currency risk, interest rate risk, credit risk, liquidity risk and equity price risk.

The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Directors review and agree on policies for managing each of these risks and they are summarised below:

(a) Foreign currency risk

Currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's exposure to market risk for changes in foreign currency exchange rates relates primarily to certain bank balances and other receivables in currencies other than the functional currency of the group entity to which the balances relate. The currency giving rise to this risk is primarily Hong Kong Dollar.

At 31 December 2019, it is estimated that a 3% strengthen/weakening of the Hong Kong dollars against Renminbi would have increased/decreased profit before income tax by HK\$341,000 (2018: HK\$164,000). This sensitivity analysis assumes that all other variables, in particular interest rates, remain constant.

(b) Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial liabilities will fluctuate because of the changes in market interest rates.

41. 財務風險管理

本集團有多項其他金融資產及負債，如其業務營運直接產生之貿易應收款項。在本集團一般業務過程中自本集團金融工具產生之主要風險為外幣風險、利率風險、信貸風險、流動資金風險及股本價格風險。

本集團之整體風險管理計劃專注於金融市場之不可預測性，並尋求盡量降低對本集團財務表現之潛在不利影響。董事會檢討及同意管理上述各風險之政策，其概述如下：

(a) 外幣風險

貨幣風險指金融工具之公平價值或未來現金流量因外幣匯率變動而波動之風險。本集團因外幣匯率變動承擔之市場風險，主要與以集團實體功能貨幣以外的貨幣列值之若干銀行結餘及其他應收款項相關。產生有關風險的貨幣主要為港元。

於二零一九年十二月三十一日，本公司估計倘港元兌人民幣升值／貶值3%，則除所得稅前溢利將會增加／減少341,000港元（二零一八年：164,000港元）。該敏感度分析假設所有其他變數（尤其是利率）維持不變。

(b) 利率風險

利率風險與金融負債之公平價值或現金流量因市場利率變動而出現波動之風險有關。

41. FINANCIAL RISK MANAGEMENT (Continued)

(b) Interest rate risk (Continued)

The Group's interest rate risk arises mainly from bank borrowings. The interest rates and terms of repayment of interest-bearing borrowings are disclosed in Note 28. Bank borrowings in Note 28 at floating interest rate expose the Group to fair value interest rate risk. The Group has not used any derivative contracts to hedge its exposure to interest rate risk. The Group has not formulated a policy to manage the interest rate risk. The policies to manage interest rate risk have been followed by the Group are considered to be effective.

In 2019, as the Group has no significant interest-bearing assets and liabilities, the Group's operating cash flows are substantially independent of changes in market interest rates. At 31 December 2018, if interest rates had been 100 basis points higher/lower with all other variables held constant, profit after tax for the year would have been HK\$659,000 higher/lower, arising mainly as a result of higher/lower interest expense on bank borrowings.

(c) Credit risk

Credit risk is managed on a group basis. Except for account receivables from sales of natural gas, loan and interest receivables, and the other receivables and deposits that were further explained in Notes 22 and 24 to the consolidated financial statements respectively, the Group principal financial assets are the financial assets at fair value through profit or loss and bank balances placed in financial institution and reputable banks separately. Given their high credit standing, management does not expect any credit risk exposure for those financial assets at fair value through profit or loss and bank balances. For credit exposures to customers, Group management has policies in place to ensure that sales are made to customers with an appropriate credit history. For credit exposures associated with the refundable deposits and loan receivables, Group management had assessed the credit quality of the debtors, taking into account their financial position, their business developments and other factors. In addition, the Group ensures that the amount of the loan is within the limit set by the Group.

41. 財務風險管理(續)

(b) 利率風險(續)

本集團之利率風險主要由銀行借貸產生。該等計息借貸之利率及還款期於附註28披露。附註28所述之浮動利率銀行借貸使本集團面臨公平價值利率風險。本集團並無使用任何衍生合約對沖其利率風險，亦無制定政策管理利率風險。本集團一直遵守管理利率風險之政策，並認為該等政策有效。

於二零一九年，由於本集團並無重大計息資產及負債，故本集團之經營現金流量大致上獨立於市場利率之變動。於二零一八年十二月三十一日，倘利率上升/下降100基點，而所有其他變數維持不變，則本年度之除稅後溢利將會增加/減少659,000港元，乃主要源於銀行借貸之利息開支增加/減少。

(c) 信貸風險

信貸風險乃按組合基準管理。除分別於綜合財務報表附註22及24詳述之來自天然氣銷售之應收賬款、應收貸款及利息及其他應收款項及按金外，本集團之主要金融資產為按公平價值計入損益之金融資產及分別存放於金融機構及信譽良好之銀行之銀行結餘。鑒於該等銀行具備高信貸評級，管理層預期不會就該等按公平價值計入損益之金融資產及銀行結餘面對信貸風險。就有關客戶之信貸風險方面，本集團管理層訂有政策確保本集團向擁有適當信貸記錄之客戶進行銷售。至於與可退回訂金及應收貸款有關之信貸風險，本集團經計及債務人之財務狀況、業務發展及其他因素後已評估彼等之信貸質素。此外，本集團確保貸款金額為於本集團所設上限之內。

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綜合財務報表附註

31 December 2019 二零一九年十二月三十一日

41. FINANCIAL RISK MANAGEMENT (Continued)

(c) Credit risk (Continued)

Accounts and note receivables

The Group measures loss allowances for accounts and note receivables at an amount equal to lifetime expected credit losses. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

The following table provides information about the Group's exposure to credit risk and expected credit losses for account receivables as at 31 December 2019:

41. 財務風險管理(續)

(c) 信貸風險(續)

應收賬款及票據

本集團以相等於全期預期信貸虧損之金額計量應收賬款及票據之虧損撥備。由於本集團過往之信貸虧損經驗並無顯示不同客戶分部之虧損模式有重大差異，故基於逾期狀況計算之虧損撥備並無在本集團不同客戶群之間作進一步區分。

下表提供有關於二零一九年十二月三十一日本集團應收賬款所面臨之信貸風險及預期信貸虧損之資料：

		2019 二零一九年		
		Expected loss rate 預期虧損率 (%) (%)	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Sales of natural gas:	銷售天然氣：			
Current (not past due)	即期(未逾期)	0.003%	148,348	4
Loan and other receivables:	應收貸款及其他應收 款項：			
More than 1 year past due	逾期1年以上	100.00%	37,100	37,100
			<u>185,448</u>	<u>37,104</u>

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31 December 2019 二零一九年十二月三十一日

41. FINANCIAL RISK MANAGEMENT (Continued)

(c) Credit risk (Continued)

Accounts and note receivables (Continued)

		2018 二零一八年		
		Expected loss rate 預期虧損率 (%)	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Sales of natural gas:	銷售天然氣：			
Current (not past due)	即期(未逾期)	0.03%	439,739	143
Loan and other receivables:	應收貸款及其他應收款項：			
More than 90 days past due	逾期90日以上	100.00%	<u>37,100</u>	<u>37,100</u>
			<u>476,839</u>	<u>37,243</u>

Expected loss rates are based on actual loss experience over the past 5 years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the group's view of economic conditions over the expected lives of the receivables.

預期虧損率乃根據過往五年實際虧損經驗計算。此等比率已作調整，以反映收集過往數據期間內之經濟狀況、現時狀況及本集團認為應收款項預期年限之經濟狀況之間之差異。

41. 財務風險管理(續)

(c) 信貸風險(續)

應收賬款及票據(續)

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31 December 2019 二零一九年十二月三十一日

41. FINANCIAL RISK MANAGEMENT (Continued)

(c) Credit risk (Continued)

Accounts and note receivables (Continued)

Movement in the loss allowance account in respect of account receivables during the year is as follows:

Balance at 1 January	於一月一日之結餘	37,243	37,100
Expected credit losses recognised during the year	於年內確認之預期信貸虧損	-	143
Expected credit losses reversed during the year	年內預期信貸虧損撥回	(139)	-
Balance at 31 December	於十二月三十一日之結餘	37,104	37,243

The following significant changes in the gross carrying amounts of account receivables contributed to the increase in the loss allowance during 2019:

- Repayment of account receivables net of those settled resulted in a decrease in loss allowance of HK\$139,000.

(d) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

41. 財務風險管理(續)

(c) 信貸風險(續)

應收賬款及票據(續)

年內有關應收賬款之虧損撥備賬變動如下：

2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
37,243	37,100
-	143
(139)	-
37,104	37,243

以下應收賬款賬面總值之重大變動導致二零一九年內虧損撥備增加：

- 償還應收賬款(扣除已結算賬款後)導致虧損撥備減少139,000港元。

(d) 流動資金風險

本集團之政策為定期監察目前及預期流動資金需要，以確保其維持足夠現金儲備，以應付其短期及較長遠之流動資金需要。

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31 December 2019 二零一九年十二月三十一日

41. FINANCIAL RISK MANAGEMENT (Continued)

(d) Liquidity risk (Continued)

The maturity profile of the Group's financial liabilities as at the end of each reporting period, based on the contractual undiscounted payment, is as follows:

At 31 December 2019		Within one year or on demand	In the second year	In the third to fifth years	After five years	Total
於二零一九年十二月三十一日		於一年內 或按要求	於第二年	於第三至五年	於五年後	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Other payables and accruals	其他應付款項及應計費用	712,367	66,000	-	-	778,367
Lease liabilities	租賃負債	11,261	3,325	-	-	14,586
Due to a shareholder	應付一名股東款項	29,551	-	-	-	29,551
Convertible notes	可換股票據	-	-	-	679,670	679,670
		<u>753,179</u>	<u>69,325</u>	<u>-</u>	<u>679,670</u>	<u>1,502,174</u>
At 31 December 2018		Within one year or on demand	In the second year	In the third to fifth years	After five years	Total
於二零一八年十二月三十一日		於一年內 或按要求	於第二年	於第三至五年	於五年後	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Other payables and accruals	其他應付款項及應計費用	444,768	90,400	67,800	-	602,968
Due to a shareholder	應付一名股東款項	39,363	-	-	-	39,363
Bank borrowings	銀行借貸	70,533	-	-	-	70,533
Convertible notes	可換股票據	-	-	-	679,670	679,670
		<u>554,664</u>	<u>90,400</u>	<u>67,800</u>	<u>679,670</u>	<u>1,392,534</u>

41. 財務風險管理 (續)

(d) 流動資金風險 (續)

本集團之金融負債於各報告期末基於合約未貼現付款之到期日情況如下：

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41. FINANCIAL RISK MANAGEMENT (Continued)

(d) Liquidity risk (Continued)

The Directors have carried out a detailed review of the cash flow forecast of the Group covering a period of not less than twelve months from the end of the reporting period, and other measures taken by the management as referred to in Notes 3(b)(ii) to the consolidated financial statements, and consider that the Group will have sufficient working capital to meet its financial obligations as and when they fall due for the twelve months from 31 December 2019.

(e) Price risk

The Group is exposed to equity price changes arising from equity instruments classified as trading securities. All of these investments are listed.

The Group's listed investments are listed on the Stock Exchange of Hong Kong. Decisions to buy and sell trading securities are based on daily monitoring of the performance of individual securities compared to that of the Index and other industry indicators, as well as the Group's liquidity needs. The portfolio is diversified in terms of industry distribution, in accordance with the limits set by the Group.

The sensitivity analysis below has been determined based on the exposure to equity price risks at the end of reporting period for those trading securities. If equity price had been 5% higher, the profit for the year ended 31 December 2019 would have been increased by HK\$1,553,000 (2018: HK\$3,074,000). Had the relevant equity price been 5% lower, there would be an equal and opposite impact on the profit.

41. 財務風險管理(續)

(d) 流動資金風險(續)

董事已詳細審閱本集團涵蓋自報告期末起計不少於十二個月期間的現金流量預測及管理層採取的其他措施(如綜合財務報表附註3(b)(ii)所提述)，認為本集團將擁有充足營運資金，可以應付由二零一九年十二月三十一日起計十二個月內到期之財務責任。

(e) 價格風險

本集團承受分類為買賣證券之股本工具所產生之股本價格變動風險。所有該等投資均為上市。

本集團之上市投資於香港聯交所上市。買入及賣出買賣證券之決定乃按每日監察個別證券表現與指數及其他行業指標表現之比較以及本集團之流動資金需要作出。投資組合根據本集團設定之限額在行業分佈上多元化分散。

以下買賣證券的敏感度分析乃按於報告期末股本價格風險釐定。倘股本價格上升5%，則截至二零一九年十二月三十一日止年度之溢利將增加1,553,000港元(二零一八年：3,074,000港元)。倘有關股本價格下跌5%，則對溢利將有金額對等及相反影響。

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41. FINANCIAL RISK MANAGEMENT (Continued)

41. 財務風險管理(續)

(f) Categories of financial instruments

(f) 金融工具分類

		2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Financial assets:	金融資產：		
Financial assets at fair value through profit or loss	按公平價值計入損益之金融資產	31,064	61,476
Financial assets measured at amortised cost (including cash and cash equivalents)	按攤銷成本計量之金融資產 (包括現金及等同現金)	<u>417,536</u>	<u>539,998</u>
Financial liabilities:	金融負債：		
Financial liabilities measured at amortised cost	按攤銷成本計量之金融負債	<u>896,696</u>	<u>765,265</u>

(g) Fair value

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

(g) 公平價值

於綜合財務狀況表所反映之本集團金融資產及金融負債之賬面值與其各自之公平價值相若。

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42. FAIR VALUE MEASUREMENTS

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 following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

43. APPROVAL OF FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 8 May 2020.

42. 公平價值計量

公平價值指市場參與者之間於計量日期在有序交易中出售資產將收取或轉讓負債將支付之價格。下文披露有關使用公平價值層級之公平價值計量，其將用於計量公平價值之估值方法輸入數據分為三個級別：

第一級輸入數據：本集團可於計量日期在活躍市場獲得之相同資產或負債取得之報價（未經調整）。

第二級輸入數據：計入第一級之報價以外之資產或負債之直接或間接可觀察輸入數據。

第三級輸入數據：資產或負債之不可觀察輸入數據。

本集團之政策為於導致轉讓之事件或情況變動日期確認於三個層級內之任何轉入或轉出。

43. 批准財務報表

綜合財務報表於二零二零年五月八日獲董事會批准及授權刊發。

Five-Year Financial Summary

五年財務概要

For the year ended 31 December 2019 截至二零一九年十二月三十一日止年度

Results		2019	2018	2017	2016	2015
業績		二零一九年	二零一八年	二零一七年	二零一六年	二零一五年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Revenue	收益	158,060	477,789	13,039	1,117	7,399
Profit/(loss) before income tax	除所得稅前溢利/(虧損)	(185,168)	138,229	(241,627)	(165,489)	(1,283,919)
Income tax (expense)/credit	所得稅(開支)/抵免	111,677	(111,041)	6,774	2,801	2,483
Profit/(loss) for the year	本年度溢利/(虧損)	(73,491)	27,188	(234,853)	(162,688)	(1,281,436)
Loss/(profit) attributable to Non-controlling interests	非控股權益應佔虧損/(溢利)	1,139	356	(657)	–	–
Profit/(loss) attributable to owners of the Company	本公司擁有人應佔溢利/(虧損)	72,352	27,544	(235,510)	(162,688)	(1,281,436)
Assets and liabilities		2019	2018	2017	2016	2015
資產及負債		二零一九年	二零一八年	二零一七年	二零一六年	二零一五年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Total assets	資產總值	2,417,204	2,411,573	2,349,479	2,337,043	2,656,320
Total liabilities	負債總額	(896,696)	(776,914)	(648,239)	(531,380)	(559,467)
Non-controlling interests	非控股權益	(10,804)	(12,306)	(11,780)	–	(753)
Attributable to owners of the Company	本公司擁有人應佔	1,509,704	1,622,353	1,689,460	1,805,663	2,096,100



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