



# 2020

## ANNUAL REPORT 年報

亞美能源控股有限公司  
AAG Energy Holdings Limited



The Leading Independent  
Coalbed Methane Producer in China

Delivering sustainable shareholder returns

(Incorporated in the Cayman Islands with limited liability)  
(於開曼群島註冊成立的有限公司)

Stock Code 股份代號: 2686

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## Company at a Glance

### 公司簡介

# AAG Energy, the Leading Independent CBM Producer in China

## 亞美能源，中國煤層氣行業的領先者

### Vision

To be the world's leading, most enduring clean energy company for today and tomorrow.

### Mission

To create best value for society, optimized platform for employees and highest return for shareholders.

### About AAG Energy Holdings Limited

AAG Energy Holdings Limited (“**AAG Energy**” or “**the Company**”, together with its subsidiaries, the “**Group**”) is a leading international energy company in the field of Coal Bed Methane (“**CBM**”) exploration and production in China. It is committed to developing and optimizing the value of unconventional gas resources to supply clean energy to support the economic development in the People's Republic of China (“**PRC**”). AAG Energy's key operating assets, Panzhuang and Mabi concessions, are located in the southwestern part of Qinshui Basin in Shanxi Province, boasting the largest proved CBM geological reserves among basins in the PRC. AAG Energy's Panzhuang concession, which is in partnership with China United Coalbed Methane Corporation Ltd. (“**CUCBM**”), is the first Sino-foreign CBM cooperative project with full-scale commercial development and production and also the most commercially advanced Sino-foreign CBM asset in the PRC. The Overall Development Plan for the southern area in Mabi concession, which is in partnership with China National Petroleum Corporation (“**CNPC**”), was approved by the National Development and Reform Commission (“**NDRC**”) of the PRC in September 2018. The designed annual production capacity for commercial development is 1 billion cubic meters. Leveraging its successful experience in the commercialization of CBM and high-calibre management team, with the progress made in the commercialization of southern area in Mabi concession, the Company will continue to produce and supply more clean energy to the society and create higher return for investors.

### 願景

勵志成為國際領先的永續發展的清潔能源偉大企業。

### 使命

為社會創造最佳價值，為員工創造最好平台，為股東創造最大效益。

### 關於亞美能源控股有限公司

亞美能源控股有限公司(「**亞美能源**」或「**本公司**」，與其附屬公司一起，統稱「**本集團**」)是一家在中國煤層氣勘探開發領域處於領先地位的國際能源公司，致力於非常規天然氣資源的開發及價值優化，為中國經濟發展供應清潔能源。亞美能源的主要運營資產潘莊及馬必區塊位於山西省沁水盆地西南部，其煤層氣探明地質儲量居中國各盆地之首。亞美能源與中聯煤層氣有限責任公司(「**中聯煤**」)合作的潘莊區塊是中國首個進入全面商業開發和生產的中外合作煤層氣區塊，同時也是中國商業化程度最高的中外合作煤層氣資產。亞美能源與中國石油天然氣集團有限公司(「**中國石油**」)合作的山西沁水盆地馬必區塊南區煤層氣對外合作項目總體開發方案於2018年9月獲得中華人民共和國國家發展和改革委員會(「**國家發改委**」)的批復，商業開發年設計產能為10億立方米。憑藉其在煤層氣商業化進程中成功的經驗以及優秀的管理團隊，伴隨著馬必區塊南區商業化進程的推進，本公司將繼續為社會奉獻更多的清潔能源，為投資者帶來更優的回報。



# 2020 Performance Highlights of AAG Energy 亞美能源2020年業績亮點

Safety is always our top priority  
安全永遠是我們的第一要務

**Zero** injury and No Lost Time Injury for **6** years and **118** days  
**0** 傷害記錄，累計**6**年零**118**天無損失工時事故

We always focus on increasing production capacity and market sales  
我們一直致力於提高產能和市場銷售

Gross Production  
總產量

**11.06%\*** ↑

2019 931  
2020 1,034

Unit: MMCM  
單位: 百萬立方米

Gross Sales  
總銷量

**10.06%** ↑

2019 913  
2020 1,004

Unit: MMCM  
單位: 百萬立方米

Total Number of Wells Drilled  
總鑽井數

**23.02%** ↑

2019 126  
2020 155

Unit: Wells  
單位: 口

Total Number of Wells Fracked  
總壓裂井數

**310.34%** ↑

2019 29  
2020 119

Unit: Wells  
單位: 口

\* Due to the difference in unit of expression and decimal places reserved of data, there may be slight deviation in the percentage of increase or decrease; the percentage of increase or decrease is based on the calculation of the minimum units of expression and decimal places reserved available in the report.

由於數據的表達單位及保留位數不同，可能會使增減的百分比比例略有偏差；增減的百分比比例以報告內能獲取的最小表達單位及保留位數的計算結果為準。

# Chairman's Statement

## 主席報告

To create best value for society,  
optimized platform for employees  
and highest return for shareholders.

為社會創造最佳價值，  
為員工創造最好平台，  
為股東創造最大效益。

**Mr. Ming Zaiyuan**  
Chairman  
明再遠先生  
主席



Dear Shareholders,

On behalf of the board (the “**Board**”) of directors (the “**Directors**”) of AAG Energy Holdings Limited (“**AAG Energy**” or the “**Company**”, together with its subsidiaries, collectively the “**Group**”), I am pleased to present the annual report of the Group for the year ended 31 December 2020.

### OVERVIEW

2020 is a year full of challenges for AAG Energy. Novel Coronavirus Disease 2019 (the “**COVID-19 Pandemic**”) that is still wreaking havoc across the globe has contributed to a general economic downturn, once a standstill in economic activities at home and the enormous headwind against the Group’s production operations. Further, the performance of the natural gas market was not as good as expected due to the impact of multiple events such as the sharp drop in international oil prices for the first quarter and the early implementation of the off-season pricing mechanism for natural gas under the domestic regulation policy. Under the strong leadership of the Board, the Group managed to overcome the difficulties, exercised scientific prevention and control, actively addressed the “Black Swan” incident and implemented the “three kinds of stimulation” production strategy of “production stimulation, sales stimulation and efficiency stimulation”, ensuring uninterrupted production operations throughout the year and achieving a steady increase in overall production capacity. Financial performance of the Group in 2020 was as follows:

各位股東：

本人謹代表亞美能源控股有限公司（「**亞美能源**」或「**本公司**」，連同其附屬公司統稱「**本集團**」）董事（「**董事**」）會（「**董事會**」）欣然提呈本集團截至2020年12月31日止之年度報告書。

### 概覽

2020年對於亞美能源是極具挑戰的一年。新型冠狀病毒肺炎疫情（「**新冠疫情**」）席捲全球導致整體經濟萎縮，國內經濟活動一度處於停滯狀態，為本集團生產經營帶來了極大的阻力，第一季度國際油價大幅下挫、國內政策調控提前執行天然氣淡季價格等多重事件影響，天然氣市場表現不及預期。本集團在董事會的有力領導下攻堅克難，科學防控，積極應對「黑天鵝」事件，貫徹執行「增產、增銷、增效」的「三增」生產戰略，保證了全年無間斷生產作業，實現了總體產能的穩步提升。2020年本集團財務表現如下：



# Chairman's Statement

## 主席報告

### OVERVIEW (Continued)

Gross production in 2020 increased by 11.06% to 1,034 million cubic meters ("MMCM") (or 36.6 billion cubic feet ("bcf")) as compared to that of 2019, and sales utilization rate remained relatively high. The annual production-to-sales ratio of Panzhuang concession was 97.52%, while that of Mabi concession was 91.49%. The Group's revenue and other income for the year (including government subsidies and VAT refunds) was RMB1.279 billion, a decrease compared to the same period last year, mainly due to the severe setback in the market price of natural gas under the impact of the pandemic, with a realized average selling price ("ASP") in Panzhuang concession of RMB1.42 per cubic meter in 2020, lower than that of RMB1.69 per cubic meter in 2019, the realized ASP in Mabi concession for 2020 decrease by 0.72% to RMB1.38 per cubic meter compared to that of RMB1.39 per cubic meter for 2019. The Group effectively reduced costs of production and management through organizational reform and upgrade, continuous scientific innovation and strict cost control measures. It realized operating profit of RMB724 million, profit for the year of RMB510 million, EBITDA of RMB995 million and earnings per share of RMB0.15.

Through the year's complex and volatile market environment and the enormous pressure brought by the pandemic, the Group has strictly followed the strategic development policy of its controlling shareholder, Xinjiang Xintai Natural Gas Co., Ltd. (新疆鑫泰天然氣股份有限公司) ("XTRQ"), (a company listed on the Shanghai Stock Exchange, Stock Code: 603393), i.e. "full industry chain of natural gas energy", "high-tech", "internationalization" and "financialization" as Four Transformations. In 2020, the Group made relentless efforts to realize the "Four Transformations": strengthening investment in the upstream, finding access in the midstream, and expanding markets in the downstream. Against the backdrop of the establishment of Natural Petroleum and Natural Gas Pipeline Network Group Co., Ltd. (the "PipeChina"), the Group strived to seize the opportunities arising from industry changes, explored valuable assets deep in the industry chain, identified specific partners, and gradually built a small ecosystem covering the entire industry chain under the guidance of an integrated investment and management strategy encompassing upstream, midstream and downstream natural gas operations. At the same time, on the basis of strengthening the existing business in the concessions, the Group continued to seek breakthroughs in technological innovation, and intended to effect industry extension, planned and deployed deep coal and CBM thermal mining projects, and actively explored the synergistic development of natural gas, hydrogen energy and carbon dioxide sealing and utilization by leveraging on its advantages in the CBM exploration and development industry, laying the foundation for AAG Energy to become a developer of multi-gas resources.

### 概覽(續)

2020年總產量相比2019年增長11.06%至10.34億立方米(即366億立方英尺)，銷售利用率仍保持較高水準，潘莊區塊全年產銷比為97.52%，馬必區塊全年產銷比為91.49%。本集團全年實現收入及其他收入(包括政府補貼和增值稅退稅)人民幣12.79億元，較去年同期有所下降，主要源自疫情影響下的天然氣市場價格嚴重受挫，潘莊區塊2020年平均實現銷售價格為每立方米人民幣1.42元，低於2019年的每立方米人民幣1.69元；馬必區塊2020年平均實現銷售價格較2019年每立方米人民幣1.39元下降了0.72%至每立方米人民幣1.38元。本集團通過組織機構改革升級，持續的科學創新及強有力的成本管控措施，有效降低生產及管理成本。實現經營利潤人民幣7.24億元，實現年度利潤人民幣5.10億元，EBITDA人民幣9.95億元，每股收益人民幣0.15元。

經歷這一年複雜多變的市場環境及疫情帶來巨大壓力，本集團更加堅定了控股股東新疆鑫泰天然氣股份有限公司(「新天然氣」)(一間於上海交易所上市之公司，股份代號：603393)「天然氣能源全產業鏈化」、「高新科技化」、「國際化」與「金融化」的四化戰略發展方針。2020年，本集團為實現「四化」做出不懈努力：上游強投資、中游尋通路、下游拓市場。在國家管網公司成立的大背景下，力爭抓住行業變革機遇，深挖產業鏈有價值資產，針對性尋求合作夥伴，以天然氣上中下游一體化經營投資經營策略為指導，逐步打造全產業鏈小生態圈。與此同時，在夯實現有區塊存量業務的基礎上，本集團持續尋求科技創新突破，擬借助自身在煤層氣勘探開發產業上的優勢進行產業延伸，規劃和佈局深部煤與煤層氣熱採項目，積極探索天然氣與氫能、二氧化碳封存利用協同發展，為實現亞美能源成為多氣源開發商奠定基礎。

# Chairman's Statement

## 主席報告

### MAJOR RESULTS REVIEW FOR 2020

#### — Health, Safety and Environment (“HSE”): Target Zero on HSE Performance Indicators

AAG Energy placed great value on HSE and makes efforts on assuming its social responsibilities, further perfecting a standardized management system for safe production, persistently strengthening the HSE awareness of its employees and enhancing HSE performance. In 2020, AAG Energy has maintained zero for lost time injury rate (“LTIR”) and total recordable incident rate (“TRIR”) in respect of its safety and environmental protection performance.

#### — Panzhuang Concession: Efficient Operation and Activation of Capacity in Thin Coal Seams

Through scientific and effective cost control management and upgrading of the entire production process, Panzhuang concession continued to operate efficiently, with gross production from Panzhuang concession reaching 967 MMCM (34.2 bcf) in 2020, exceeding the original target of 945 MMCM (33.4 bcf) and increasing by 12.57% compared to that of 2019. 90 wells were drilled in 2020, a record high in terms of total number of wells drilled. The successful drilling of a SLH test well in the 9# coal seam for the first time of the Panzhuang concession provided favorable technical support and development basis for activating the potential capacity of thin coal seams.

#### — Mabi Concession: Accurate Identification of Sweet Spot, and Consolidation of Main Development Technology

Mabi concession has reinforced the main development technology and optimized the Overall Development Plan (“ODP”) of the CBM Foreign Cooperation Project in the Southern Area of Mabi concession. The exploration and development practice has proved that the Mabi sweet spot was accurately identified, the engineering process was highly adaptable, the technical targets were well accomplished and the production results met expectations. The new wells drilled in 2020 will make good contribution to production in 2021.

### 2020年主要業績回顧

#### — 健康、安全及環境(「HSE」)：關鍵績效指標記錄為零

亞美能源高度重視HSE工作及履行社會責任的義務，進一步完善了先進性安全生產標準化管理體系，持續強化員工健康安全環保意識，提升健康安全環保業績。2020年亞美能源一如既往保持損失工時事故(「LTIR」)為零、總可記錄事故(「TRIR」)為零的安全環保績效。

#### — 潘莊區塊：高效運營，激活薄煤層產能

通過科學有效的成本控制管理及生產全流程升級，潘莊區塊持續高效運營，2020年潘莊區塊總產量達到了9.67億立方米(342億立方英尺)，超出了原定的9.45億立方米(334億立方英尺)目標，同比2019年增長了12.57%。2020年共完成鑽井90口，鑽井總數在歷史中處於高位。潘莊區塊首次嘗試並成功實施了一口9#煤層SLH鑽井試驗，為潘莊區塊激活薄煤層產能潛力提供有利的技術支持及開發依據。

#### — 馬必區塊：準確識別富集區，夯實主體開發技術

馬必區塊夯實了主體開發技術，優化了馬必南區煤層氣對外合作項目總體開發實施方案(「ODP」)。勘探開發實踐證明，馬必富集區識別準確、工程工藝適應性強、技術指標完成優良、產量結果到達預期。2020年新鑽井將在2021年貢獻較大的產量。

# Chairman's Statement

## 主席報告

### MAJOR RESULTS REVIEW FOR 2020 (Continued) — Corporate Management: Combating the Pandemic, Reinforcing Foundation, Seeking High Quality Sustainable Development

The outbreak of COVID-19 since the beginning of the year posed a continuous impact on the domestic economy and the natural gas market. Through the most stringent pandemic prevention and control measures, the Group achieved the “three zeros” goal of “zero confirmed, zero suspected and zero infections”, effectively enhancing its capabilities to address and control major public health emergencies and fundamentally ensuring the Group's production and operation.

In the first half of 2020, the Group strived to accomplish the deepening reform of the organization, simplifying the hierarchy and further emphasizing the management concept of functional departments under the headquarters serving the project department. The Group integrated the technical department with the project department, gathered professional technical strengths, and continuously pursued innovation in technology and equipment. There were a total of 27 micro-innovations completed throughout the year. The whole process operation reached its optimal level in history, investments in the existing business achieved high efficiency and the gas cost per cubic meter in mature concessions was reduced to a historic low. On the other hand, the Group took proactive measures in response to the severe market environment by integrating the advantageous resources of AAG Energy and XTRQ, making early deployment of investment in the integrated operation from Shanxi to Henan, stepping up the construction of strong transmission and distribution capacity of CBM, continuously optimizing and improving the customer structure in the downstream market, so as to accumulate positive elements for further enhancement of the products' bargaining power, and gradually transform itself into a primary gas resources provider from a secondary one.

### 2020年主要業績回顧(續)

#### — 企業管理：抗擊疫情，夯實基礎，尋求高質量可持續發展

新年伊始爆發的新冠疫情對國內經濟及天然氣市場產生持續影響。本集團通過最嚴格的疫情防控措施，實現「零確診、零疑似、零感染」的「三零」防疫成果，有效提升突發重大公共衛生事件的應對能力和管控水準，從根本上確保本集團生產運營。

2020年上半年，本集團砥礪完成組織機構深化改革，簡化層級，進一步強調總部職能部門服務於項目部的管理理念。將總部技術部與項目部進行整合，集中專業技術力量，不斷追求技術創新和裝備創新，全年共計完成27項小微創新，全流程作業達到歷史最優水準，實現存量業務的高效投資，成熟區塊單方氣成本降至歷史最低。另一方面，本集團積極應對嚴峻的市場環境，整合亞美能源、新天然氣優勢資源，提前佈局山西到河南的一體化經營投資，加強煤層氣強輸配能力建設，持續優化和改善下游市場客戶結構，為進一步提升產品議價能力，逐步從補充氣源供應商的角色轉化為主力氣源提供商積聚積極要素。



# Chairman's Statement

## 主席報告

### MAJOR RESULTS REVIEW FOR 2020 (Continued) — Corporate Management: Combating the Pandemic, Reinforcing Foundation, Seeking Quality Sustainable Development (Continued)

Based on the outcome of the “2019–2021 Three-Year Strategic Development Plan”, the Group had taken advantage of the combined effects of the upgrading of an advanced standardized internal control system and the construction of a merit-based performance management system to accomplish the “2020-2024 Five-Year Strategic Development Plan”, establish the strategic goal of transforming and upgrading AAG Energy as a new resource developer and decide the direction for the Company's sustainable development. In terms of corporate governance, the Board has also established an environmental, social and governance (“ESG”) working group (“ESG Working Group”), which consists of five members, including an independent non-executive director serving as the head of the Working Group, an executive Director, a member of the senior management, the head of the Department of HSE and a staff member from the Risk Control and Compliance Department, to review the Company's corporate governance. Internally, the Group has put together an ESG Execution Team responsible for such functions as execution and administration, data analysis and management, community relations and report review, for the purpose of ensuring the fulfillment of environment-friendly practice and social responsibility through a well-regulated and high standard corporate governance practice, and promoting the speed and quality of the Group's sustainable development.

### PROPOSED DIVIDEND

The Board recommended a final dividend of RMB0.1031 per share (equivalent to approximately HK\$0.1228 per share) for the year ended 31 December 2020 subject to the approval by the shareholders of the Company at the annual general meeting of the Company (“AGM”).

### 2020 年主要業績回顧(續)

#### — 企業管理：抗擊疫情，夯實基礎，尋求高質量可持續發展(續)

本集團在《2019–2021 三年戰略發展規劃》的基礎上，結合先進性標準化內控制度體系升級、價值加減分績效管理體系構建，完成了《2020–2024 年五年戰略發展規劃》，確立了亞美能源作為新型資源開發商轉型升級的戰略目標，為公司的可持續發展指明方向。企業管治方面，董事會同步設立環境、社會及管治(「ESG」)工作組(「ESG 工作組」)，由五名成員組成，包括一名獨立非執行董事為工作組負責人，一名執行董事、一名高級管理人員、HSE 負責人及一名風控合規部人員。集團內部設立包括執行管理組、資料分析與管理組、社區關係組及報告審核組的 ESG 執行組。旨在以規範的、高水準的公司治理來保障公司對環境友好、社會責任的履行，推動本集團高速、高品質可持續發展。

### 建議股息

董事會建議派付截至2020年12月31日止年度末期股息每股人民幣0.1031元(相當於每股約港幣0.1228元)供本公司股東於股東週年大會(「股東週年大會」)批准。

# Chairman's Statement

## 主席報告

### BUSINESS OUTLOOK

Although the impact of COVID-19 Pandemic still remains, the approach of measures taken by the Chinese authorities has been shifted from extremely stringent control to precise control, and the macro economy is expected to recover gradually in 2021. As China's carbon neutrality target has been further specified, and both the demand for "a shift from coal to gas" in urban industrial zones and "guaranteed supply of gas in winter" for civilian use keep rising, there is huge potential in the consumer market of natural gas. AAG Energy will ensure the normal production and operation of the Group by continuing the most stringent preventive and control measures, further strengthen the foundation of the existing business, invest in an efficient manner and maintain effective cost control. We will materialize breakthroughs in overall capacity by promoting a full-scale commercialization in the Southern Area of Mabi concession and stepping up investments. We will also continue to promote the development of a full industry chain, lengthen the industry chain, seize market opportunities and further explore advantages in the industry based on our own advantages of CBM resources, insist on making innovations and breakthroughs on a scientific foundation and achieving competitive technology in the field of deep CBM thermal mining and multi-gas co-production.

Looking ahead, based on the Group's "2020-2024 Five-Year Strategic Development Plan", AAG Energy will construct and build a full industry chain, gradually transform itself into a new type of resource developer, continuously improve its position in the industry and competitiveness in the international markets, promote the healthy and sustainable development of its energy business, provide green protection for the economic development of the nation, and strive to create the best value for society, the best platform for employees and the greatest benefits for shareholders.

Finally, on behalf of the Company, I would like to express my heartfelt thanks to the shareholders and investors for their years of trust and support. I would also like to express my sincere gratitude to all the employees. The Company will continue to make unremitting efforts in ensuring stable development for bringing a better return to the shareholders.

**Ming Zaiyuan**  
Chairman of the Board

### 業務前景展望

新冠疫情的影響仍在持續，但國內的管控已從極度嚴格到目前的精確防控，2021年宏觀經濟有望逐步復蘇。隨著我國碳中和目標的進一步明確，城市工業區「煤改氣」需求及「冬季保供」民用氣需求均不斷增長，天然氣消費市場存在巨大潛力。2021年，亞美能源將持續執行最嚴格的疫情防控措施，全力保障本集團正常生產運營；進一步夯實存量業務基礎，高效投資，持續有效的成本控制管理。全面開展馬必南區商業開發，加大投資力度，實現總體產能再突破；持續推進全產業鏈發展，做長產業鏈條，抓住市場機遇，在自身煤層氣資源優勢的基礎上向產業優勢上進一步探索；堅持以科學為基礎，尋求創新突破，在深部煤層氣熱採及多氣共採領域鑄建競爭性技術成果。

放眼未來，亞美能源將根據本集團《2020-2024五年戰略發展規劃》，立足全產業鏈的構建和打造，逐步向新型的資源開發商轉型，不斷提升產業地位和國際競爭力，推動能源業務健康和持續發展，為國家經濟發展提供綠色保障，力求為社會創造最佳價值，為員工創造最好平台，為股東創造最大效益。

最後，本人謹代表公司，向多年來信任和支持本公司的各位股東、業務夥伴及投資者致以衷心的謝意，亦向全體員工表達誠摯的感激。本公司將一如既往，繼續不懈努力確保穩定發展，以保障為股東帶來更優的回報。

**明再遠**  
董事會主席

# Management Discussion and Analysis

管理層討論及分析





# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW

In 2020, we experienced dramatic changes in the external environment and market challenges.

Firstly, the outbreak of COVID-19 Pandemic since early 2020 has spread rapidly around the world. As of 31 December 2020, the COVID-19 Pandemic has taken a toll of over 80 million confirmed cases and over 1.7 million lives around the globe, and continues to hit the global economy and financial system. In its World Economic Outlook released in January 2021, the International Monetary Fund (the "IMF") estimated that the global economy might shrink by 3.5% in 2020. International energy prices plummeted in the first four months of 2020 as a result of COVID-19 Pandemic. Towards the end of 2020, price of U.S. light crude oil rebounded to the level of US\$50 but has not yet recovered to the level seen at the beginning of the year.

Secondly, in China, the outbreak of COVID-19 Pandemic and the corresponding preventive and control measures caused greater impact on the nation's economy. In particular, all economic activities have come to a standstill in the first quarter of the year. While the market demand for natural gas was shrinking, domestic production and imports of natural gas still maintained a relatively rapid growth. Upstream enterprises were compelled to dump their products at lower prices amid the oversupply of natural gas in the market during the first half of the year. On 22 February 2020, the NDRC issued a policy requiring earlier implementation of the off-season pricing mechanism by non-residential gas gateway stations. The combined effects of these negative factors have resulted in a significant decrease in the selling price of natural gas throughout the year compared to that of 2019, presenting significant challenges and impact on the production, sales and investment plan of our CBM operations.

As estimated, in 2020, the Group's production was cut in phases by approximately 50 MMCM in response to the COVID-19 Pandemic. The impact of reduced production on revenue (including government subsidies and VAT refunds) is estimated to be approximately RMB60 million. The Group's realized ASP in 2020 was not as high as expected due to the impact of COVID-19 Pandemic and the sluggish demand for natural gas in the domestic market. The impact on revenue (including VAT refunds) is expected to be approximately RMB60 million, and the impact on profit from operations is expected to drop by approximately RMB90 million to RMB110 million, taking into account the expected increase in operating expenses and depreciation and other operating costs associated with the reduction in gas production.

### 業務回顧

2020年，我們經歷了外部環境的劇烈變化及市場挑戰：

第一，自2020年初爆發的新冠疫情迅速在全球蔓延，截至2020年12月31日，全球累計確診病例已突破8,000萬人，累計死亡病例超過170萬人，新冠疫情持續衝擊著全球經濟及金融體系。國際貨幣基金組織（「IMF」）在2021年1月發佈的《世界經濟展望報告》中估計，2020年全球經濟或萎縮3.5%。受全球新冠疫情影響，國際能源價格於2020年前四個月大幅下挫。至2020年末，美國輕質原油價格回升至50美元一線，仍未能恢復至年初水平。

第二，在中國國內，因新冠疫情及疫情防控給中國經濟造成了較大沖擊，尤其是第一季度所有經濟活動均處於停滯狀態，天然氣市場需求萎縮，而國內天然氣生產及進口仍保持了較快增長，上半年天然氣市場供過於求，迫使上游企業低價傾銷。2020年2月22日，國家發改委於出台政策，要求非居民用氣門站提前執行淡季價格政策。以上多重不利影響導致全年天然氣銷售價格與2019年相比有較大幅度下降，給我們的煤層氣生產銷售及投資計劃帶來了巨大的挑戰和影響。

經評估，2020年，本集團應對新冠疫情採取階段性壓產對策，壓產產量約為5,000萬立方米，壓產產量預計對收入（包括政府補貼和增值稅退稅）的影響金額約為人民幣6,000萬元，本集團受新冠疫情、國內天然氣市場需求不振等影響，2020年平均實現銷售價格不及公司預期，預計對收入（包括增值稅退稅）的影響金額約為人民幣6,000萬元，同時考慮壓產氣量預計增加的運營支出及折舊等營業成本因素，預計對營業利潤的影響金額約為人民幣0.9–1.1億元。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (Continued)

In terms of production, braving the aforementioned drastic changes in the environment and market challenges, the Group managed to achieve a gross production of 1,034 MMCM (or 36.6 bcf), of which 967 MMCM (or 34.2 bcf) from Panzhuang concession and 67 MMCM (or 2.4 bcf) from Mabi concession, representing an 11.06% growth in 2020 by high-quality investment control, refined market research and a balance between production and sales, as well as continuous technological innovation.

In terms of investment in drilling and fracturing activities, in order to ensure the Group's quality and rapid development in the future, notwithstanding the delay in commencement of the Group's drilling and fracturing activities for 1 to 2 months later than as originally intended due to the prevention and control of COVID-19 Pandemic in early 2020, the Group's investment in drilling and fracturing activities in 2020 still increased by 23.02% and 310.34% to 155 wells and 119 wells respectively compared to that of 2019 through the Group's excellent management and meticulous organization. While stepping up investment efforts, the Company continued to optimize cost control and outperformed the industry average. Compared with the budgeted capital expenditure of RMB714 million for the full year, the actual capital expenditure this year was RMB526 million. The average drilling cost of a single lateral horizontal well ("SLH") in 15# coal seam of Panzhuang concession was RMB2.85 million, representing a decrease of 3.72% from RMB2.96 million in 2019, while the average drilling cost of a pad drilling well ("PDW") in Panzhuang concession was RMB0.87 million, representing a decrease of 3.33% from RMB0.9 million in 2019. We are committed to lowering costs in order to enhance profitability.

In terms of sales price, the realized ASP of the Group in 2020 was RMB1.42 per cubic meter, of which the realized ASP of Panzhuang concession was RMB1.42 per cubic meter (a decrease of 15.98% from RMB1.69 per cubic meter in 2019) and the realized ASP of Mabi concession was RMB1.38 per cubic meter (a decrease of 0.72% from RMB1.39 per cubic meter in 2019).

### 業務回顧(續)

在生產方面，面對上述環境劇變和市場挑戰，本集團不畏艱險、迎難而上，通過高質量的投資管控、精細化的市場研究及產銷平衡部署、以及持續不斷的技術創新，於2020年實現總產量增長11.06%至10.34億立方米(即366億立方英尺)，其中包括潘莊區塊的總產量9.67億立方米(即342億立方英尺)和馬必區塊的總產量0.67億立方米(即24億立方英尺)。

在鑽井和壓裂工程投資方面，為確保本集團在未來的優質快速發展，即使因為2020年初新冠疫情封控的原因，本集團2020年鑽井及壓裂工程的開工時間較原定計劃延遲了1至2個月，但經過本集團的卓越管理和精心組織，2020年鑽井及壓裂工程投資工作量與2019年相比仍分別增長23.02%、310.34%至155口、119口。在加大投資力度的同時，公司持續優化成本管控，領先於行業內平均水平。相比全年預算人民幣7.14億元的資本性支出，今年實際的資本性支出為人民幣5.26億元。潘莊區塊15#煤層單支水平井(「SLH」)的平均鑽井成本為人民幣285萬元，較2019年的人人民幣296萬元下降3.72%，潘莊區塊叢式井(「PDW」)的平均鑽井成本為人民幣87萬元，較2019年的人人民幣90萬元下降3.33%。我們持續致力於降低成本，提升利潤空間。

在銷售價格方面，2020年本集團平均實現銷售價格為每立方米人民幣1.42元，其中潘莊區塊的平均實現銷售價格為每立方米人民幣1.42元(相比2019年的每立方米人民幣1.69元下降了15.98%)，馬必區塊的平均實現銷售價格為每立方米人民幣1.38元(相比2019年的每立方米人民幣1.39元下降了0.72%)。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (Continued)

Mainly due to the impact of CBM sales prices, as compared to 2019, the Group's revenue and other income (including government subsidies and VAT refunds) in 2020 decreased by 15.20% to RMB1.279 billion, profit from operations decreased by 19.77% to RMB724 million, profit for the year decreased by 27.86% to RMB510 million and EBITDA decreased by 15.30% to RMB995 million and earnings per share decreased by 28.23% to RMB0.15.

Key financial indicators for the last 5 years are as follows:

### 業務回顧(續)

主要受煤層氣銷售價格影響，本集團2020年的收入及其他收入(包括政府補貼和增值稅退稅)相比2019年下降了15.20%至人民幣12.79億元，經營利潤下降了19.77%至人民幣7.24億元，年度利潤下降了27.86%至人民幣5.10億元，EBITDA下降了15.30%至人民幣9.95億元，每股收益下降了28.23%至人民幣0.15元。

最近五年財務關鍵指標列示如下：

		As of or for the year ended 31 December 截至或截止各年度 12月 31日				
Items	項目	2020	2019	2018	2017	2016
		2020年	2019年	2018年	2017年	2016年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Current assets	流動資產	2,893,611	2,871,068	2,260,490	2,537,341	2,699,512
Non-current assets	非流動資產	4,144,770	3,877,092	3,746,617	3,595,348	3,238,962
Total assets	總資產	7,038,381	6,748,160	6,007,107	6,132,689	5,938,474
Current liabilities	流動負債	579,450	462,958	306,191	422,062	443,775
Non-current liabilities	非流動負債	498,089	441,560	324,063	760,282	657,765
Total liabilities	總負債	1,077,539	904,518	630,254	1,182,344	1,101,540
Revenue	收入	1,038,524	1,161,246	978,671	541,598	411,278
Other income	其他收入	240,368	346,805	279,169	193,913	149,276
Profit before income tax	除所得稅前利潤	742,573	940,765	596,260	310,941	178,980
Profit for the year	年度利潤	510,296	707,368	412,937	183,198	106,635
Net cash generated from operating activities	經營活動所得現金淨額	534,266	948,210	404,933	438,301	257,418
Net cash used in investing activities	投資活動所用現金淨額	(431,034)	(272,421)	(419,593)	(455,556)	(337,742)
Net cash (used in)/ generated from financing activities	融資活動(所用)/所得現金淨額	(367,656)	(263,492)	(635,140)	26,392	12,874

We have achieved significant progress towards certain principal operational objectives for the two key assets operated by the Company's two subsidiaries, namely Panzhuang concession operated by Sino-American Energy, Inc. ("SAEI") and Mabi concession operated by Asian American Gas, Inc. ("AAGI").

本公司兩間附屬公司經營的兩項重大資產(美中能源有限公司(「SAEI」)經營的潘莊區塊及亞美大陸煤層氣有限公司(「AAGI」)經營的馬必區塊)的若干重大經營目標取得顯著進展。



# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (Continued)

#### Panzhuang Concession

Our Panzhuang concession, which is in partnership with CUCBM, continued to be the CBM project with the highest output in China, and was listed as China's key CBM project in production under the "13th Five-Year Plan" for the development and utilization of CBM (coal mine gas) prepared by the National Energy Administration (the "NEA") and issued by the NDRC of the PRC.

#### — Production Update

In 2020, the gross production of Panzhuang concession reached 967 MMCM (34.2 bcf), which was 2.35% higher than the original target of 945 MMCM (33.4 bcf), with a 12.57% year-on-year ("YoY") increase compared to that of 859 MMCM (30.3 bcf) in 2019. The average daily gas production was 2.64 MMCM, representing an increase of 12.34% compared to that of 2.35 MMCM in 2019. By the end of 2020, there were a total of 424 wells in production, including 120 PDWs, 49 multi-lateral drilling wells ("MLD") and 255 SLHs in Panzhuang concession. There were 119 new wells commencing operation in 2020, representing a 91.94% growth over 62 new wells commencing operation in 2019. Further details on production and well count are set out below in Table 1.

#### — Drilling and Surface Facilities Update

In 2020, a total of 90 wells were drilled (including 65 SLHs and 25 PDWs) in Panzhuang concession, average drilling time for each SLH was just 15.18 days. At the beginning of the year, due to the preventive and control measures combating the COVID-19 Pandemic, the drilling work in Panzhuang concession took place 1 to 2 months later than planned. By rationalizing the drilling rigs and strengthening the construction progress management, we achieved not only the annual investment target for 88 wells, but also outfulfilled the annual drilling task. With the addition of more new wells and the improvement of operational efficiency, a solid foundation has been laid for the increase of production in 2020 and the years to come.

### 業務回顧(續)

#### 潘莊區塊

我們與中聯煤合作的潘莊區塊仍然是中國最高產的煤層氣項目，在由國家能源局制定、國家發改委發佈的煤層氣(煤礦瓦斯)開發利用「十三五」規劃中，被列為國家在產煤層氣重點項目。

#### — 生產進展

2020年潘莊區塊的總產量達到了9.67億立方米(即342億立方英尺)，較原定9.45億立方米(即334億立方英尺)的目標超產2.35%，同比2019年8.59億立方米(即303億立方英尺)增長了12.57%。平均日產氣量達264萬立方米，較2019年平均日產氣量235萬立方米增長12.34%。截至2020年底，潘莊區塊共有在產生產井424口，其中包括120口PDW，49口多分支水平井(「MLD」)和255口SLH。2020年投產新井119口，較2019年投產新井62口同比增長91.94%。更多的產量資料以及井數統計請詳見下列表1。

#### — 鑽井及地面設施進展

2020年潘莊區塊共完成鑽井90口(其中包括65口SLH和25口PDW)，SLH井平均鑽井時間僅為15.18天。年初受新冠疫情疫情防控影響，潘莊區塊鑽井復工晚於計劃1至2個月，通過合理組織鑽機、強化施工進度管理，不僅完成了88口鑽井的年度投資目標，更超額完成年度鑽井任務。新井的投入和運營效率的提高，為2020及後續年度產量的提升奠定了堅實的基礎。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (Continued)

#### Panzhuang Concession (Continued)

##### — Drilling and Surface Facilities Update (Continued)

A test well for SLH drilling in the 9# coal seam was successfully implemented for the first time in Panzhuang concession. As an innovative test well for the exploration and development of thin coal seams, the analysis and study of applicable well types and drilling and completion methods provided favorable technical support and development basis for activating the production potential of thin coal seams in Panzhuang concession, while new fracturing process was successfully applied in the fracturing of the PDWs in Panzhuang concession, which improved the fracturing effect and reduced the probability of pump inspection during the drainage process.

Currently, the surface facilities of our Panzhuang concession include 6 gas gathering stations, 32 wellhead compressors, 66 km of trunk lines and 116 km of single well pipelines. The central gas gathering station has a secondary processing capacity of 1.20 MMCM per day, and compressors at remaining stations and wellheads have a processing capacity of 4.30 MMCM per day. A double circuited 35 kilovolt power line has been constructed and commenced operation, satisfying the electricity demand of Panzhuang concession and favourably securing the increase in our production and sales.

### 業務回顧(續)

#### 潘莊區塊(續)

##### — 鑽井及地面設施進展(續)

潘莊區塊首次嘗試並成功實施了一口9#煤層SLH鑽井試驗井。作為薄煤層勘探開發的創新型試驗井，分析研究適用性井型及鑽完井方式，為潘莊區塊激活薄煤層產能潛力提供了有利的技術支持及開發依據。潘莊區塊在PDW井壓裂過程中成功推廣了新的壓裂工藝，在提高壓裂效果的同時又降低了排採生產時的檢泵機率。

目前，潘莊區塊地面設施包括6座集氣站，32臺井口壓縮機，66千米集輸管線和116千米單井管線。中央集氣站二次加壓處理能力為120萬立方米／天，其餘各站及井口壓縮機處理能力為430萬立方米／天。一條雙迴路的35千伏電力線路已經建設完成並投運，滿足了潘莊區塊的電量需求，為提高潘莊區塊的煤層氣輸配能力，提升產量和銷量提供了有利保障。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (Continued)

#### Mabi Concession

Our Mabi concession, which is in partnership with CNPC, was listed as China's key CBM project under construction under the "13th Five-Year Plan" for the development and utilization of CBM (coal mine gas) prepared by the NEA and issued by the NDRC, and was also one of the key CBM construction projects in Shanxi Province in 2020.

#### — Production Update

In 2020, the gross production of Mabi concession was 67 MMCM (2.4 bcf) with an average daily gas production of 0.1827 MMCM. By the end of 2020, there were a total of 220 wells in production, including 194 PDWs, 1 MLD and 25 SLHs in Mabi concession. Further details on production and well count are set out below in Table 1.

In 2020, a total of 65 wells were drilled (including 31 SLHs and 34 PDWs) in Mabi concession, making it a year boasting the largest drilling investment in the Mabi concession's history. Due to the introduction of the advanced two-section well type and near-bore directional technology to SLHs, the average drilling time was only 14 days, a decrease of 30% compared with the 20 days in 2019.

In 2020, a total of 81 wells were fractured in Mabi concession. The introduction of fracturing technology of common tubing with bottom seal dragging greatly reduced the fracturing cost.

We adopted a continuous, stable and reasonable concept and quantified intelligent drainage technology in high coal rank and low permeability coal reservoirs so as to achieve long-term, stable and high production per CBM well.

Due to the lower permeability of the coal seams in Mabi concession, newly drilled CBM wells must be fractured in order to effectively increase production per well. Therefore, all newly drilled CBM wells on the same well site must be fractured before being put into production. As a result, commencement of operation for new wells in Mabi concession is generally 3 to 6 months later than those in Panzhuang concession, and the 65 wells completed in 2020 will not commence production until 2021.

### 業務回顧(續)

#### 馬必區塊

我們與中石油合作的馬必區塊，在由國家能源局制定、國家發改委發佈的煤層氣(煤礦瓦斯)開發利用「十三五」規劃中被列為國家在建煤層氣重點項目，也是山西省2020年煤層氣重點建設項目之一。

#### — 生產進展

2020年馬必區塊的總產量為0.67億立方米(即24億立方英尺)，平均日產氣量18.27萬立方米。截至2020年底，馬必區塊共有在產生產井220口，其中包括194口PDW，1口MLD和25口SLH。更多的產量資料以及井數統計請詳見下列表1。

2020年馬必區塊共完成煤層氣鑽井65口(其中包括31口SLH和34口PDW)，是馬必區塊歷史上鑽井投資最大的1年。因SLH井引進了先進的二開井型和近鑽頭導向技術，平均鑽井時間僅為14天，較2019年的鑽井時間20天下降了30%。

2020年馬必區塊共完成了81口井壓裂施工。因引進了普通油管帶底封拖動壓裂工藝，大幅降低了壓裂成本。

針對高煤階低滲透煤儲層，採用了連續、穩定、合理的理念和定量化智能化排採技術，實現了煤層氣井單井產量長期穩產高產。

因馬必區塊煤層滲透率較低，新鑽探的煤層氣井須經過壓裂改造有效提高單井產量。因此，同一座井場上的所有新鑽探煤層氣井須全部完成壓裂施工後方可投入排採生產。基於此，馬必區塊新井投產時間較潘莊區塊普遍延後3至6個月。2020年完井的65口井，將於2021年貢獻產量。



# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (Continued)

#### Mabi Concession (Continued)

##### — Implementation Progress of the ODP of Southern Area of Mabi Concession

In light of the dramatic changes in the external environment and uncertainties in 2020, many oil and gas companies significantly downsized their annual investment expansion plans and strived to reduce expenses one way or the other. Nevertheless, there were oil and gas companies around the world declaring bankruptcy under the adverse environment of persistently low energy prices and sluggish demand in the global market.

In spite of the various negative external factors, the Group clearly defined the key areas for the development of Mabi concession in the next five years through continuous improvement of the resource evaluation method, engineering and technology innovation in 2018 and 2019, and will follow the principle of step-by-step implementation and rolling development to push forward the development of Mabi concession through strong organizational leadership, high quality investment control and high standard quality requirements. In 2020, the drilling of 63 wells and fracturing of 73 wells were completed in the southern area of Mabi concession.

In 2020, we also initiated the construction of the No. 2 gas gathering station, outbound transmission pipeline, 35 kilovolt electricity and other major surface facilities to lay a solid foundation for increasing the volume of natural gas output and improving the production and sales ratio.

In 2020, Mabi concession has established the main drilling technology with SLHs as the primary and PDWs as the secondary, the low-cost and high-efficiency fracturing technology with common tubing and bottom seal, and the quantitative and intelligent pumping technology. During the implementation course of Mabi concession, we have continuously innovated and improved the subject technology and optimized the ODP, and will deepen our understanding, continue to optimize the technologies and promote efficiency in the subsequent project development process.

### 業務回顧(續)

#### 馬必區塊(續)

##### — 馬必南區ODP實施進展

2020年面臨諸多的外部劇烈變化及不確定性，眾多油氣公司大幅下調了年度投資擴張計劃，並通過各種方式努力削減費用支出，即便如此，全球仍然有多家油氣公司在能源價格的持續低迷及全球市場需求不振的惡劣環境下宣布破產。

在此眾多外部不利因素下，本集團經過2018年、2019年對馬必區塊持續不斷地改進資源評價方法、工程工藝技術創新等，明確了未來5年馬必區塊開發的重點區域，按照分步實施、滾動開發的原則，通過有力的組織領導、高質量的投資管控、高標準的質量要求推進馬必區塊開發。其中，2020年馬必南區順利完成了63口井鑽井和73口井壓裂任務。

2020年還啟動了2號集氣站、外輸管線、35千伏電力等重大項目建設，為提高天然氣商品量、提高產銷比打下堅實基礎。

2020年馬必區塊確立了以水平井為主、叢式井為輔的主體鑽井技術，輔以普通油管帶底封的低成本高效壓裂技術及定量化智能化的排採技術。同時，馬必區塊在實施工程中不斷創新、不斷改進，夯實了主體技術，優化了ODP，並將在後續的項目開發過程中加深認識、持續優化、促進效益提升。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (Continued)

#### Mabi Concession (Continued)

Table 1 — Operation Update\* of Panzhuang ("PZ") and Mabi ("MB") Concessions

### 業務回顧(續)

#### 馬必區塊(續)

表1 — 潘莊區塊(「潘莊」)和馬必區塊(「馬必」)的運營進展\*

		2020 2020年	2019 2019年	% Change 變動百分比
Gross production (MMCM)	總產量(百萬立方米)	<b>1,034.05</b>	931.09	11.06%
Total average daily production (MMCMD)	總平均日產量 (百萬立方米每天)	<b>2.83</b>	2.55	10.98%
Gross production of PZ (MMCM)	潘莊總產量(百萬立方米)	<b>967.19</b>	859.17	12.57%
PZ MLD	潘莊MLD	<b>156.95</b>	205.46	-23.61%
PZ SLH	潘莊SLH	<b>697.81</b>	559.88	24.64%
PZ PDW	潘莊PDW	<b>112.43</b>	93.83	19.82%
Total producing wells of PZ**	潘莊總生產井數**	<b>424</b>	305	39.02%
PZ MLD	潘莊MLD	<b>49</b>	49	0.00%
PZ SLH	潘莊SLH	<b>255</b>	175	45.71%
PZ PDW	潘莊PDW	<b>120</b>	81	48.15%
PZ wells drilled	潘莊鑽井完成	<b>90</b>	99	-9.09%
PZ wells fracked	潘莊壓裂增產措施井數	<b>38</b>	16	137.50%
Gross production of MB (MMCM)	馬必總產量(百萬立方米)	<b>66.86</b>	71.92	-7.04%
MB MLD	馬必MLD	<b>0.17</b>	0.07	142.86%
MB SLH	馬必SLH	<b>17.40</b>	17.93	-2.96%
MB PDW	馬必PDW	<b>49.29</b>	53.92	-8.59%
Total producing wells of Mabi**	馬必總生產井數**	<b>220</b>	183	20.22%
MB MLD	馬必MLD	<b>1</b>	1	0.00%
MB SLH	馬必SLH	<b>25</b>	10	150.00%
MB PDW	馬必PDW	<b>194</b>	172	12.79%
MB wells drilled	馬必鑽井完成	<b>65</b>	27	140.74%
MB wells fracked	馬必壓裂增產措施井數	<b>81</b>	13	523.08%

Notes:

\* Operations update as of 31 December 2020, 08:00 CST.

\*\* Well count is calculated from pumping start date.

附註：

\* 運營進展情況截至2020年12月31日止，08：00中央標準時區。

\*\* 井數統計自排採之日起計算。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (Continued)

#### Reserve Upgrade

Based on reports issued by Netherland Sewell & Associates Inc. (“NSAI”), an independent reserve certification company, the Group’s 1P and 2P natural gas reserves as at the end of 2020 (“2020YE”) were 179.9 bcf and 640.6 bcf respectively, representing a 9% decrease from the 1P reserve of 197.7 bcf as at the end of 2019 (“2019YE”) and a 2% decrease from the 2P reserve of 654.6 bcf as at 2019YE. After deducting net gas production of 27.8 bcf for 2020, the 1P and 2P reserves increased by 6% and 2% respectively.

The 1P reserve and 2P reserve of Panzhuang concession were 150.2 bcf and 179.4 bcf as at 2020YE, representing a decrease of 6% and 9% respectively from the 1P reserve of 160.3 bcf and the 2P reserve of 196.3 bcf as at 2019YE. After deducting net gas production of 26.3 bcf for 2020, 1P and 2P reserves increased by 12% and 6% respectively. Both the 1P and 2P reserves increased significantly after deducting net gas production for 2020 due to the good performance of existing wells and the improved efficiency of drilling program in 2020. The increased 1P and 2P reserves will keep contributing to the production of Panzhuang concession in the future.

The 1P reserve and 2P reserve of Mabi concession were 29.7 bcf and 461.2 bcf as at 2020YE, representing a decrease of 21% and an increase of 1% respectively from the 1P reserve of 37.4 bcf and the 2P reserve of 458.3 bcf as at 2019YE. After deducting net gas production of 1.5 bcf for 2020, the 1P reserve decreased by 17% and the 2P reserve increased by 1%. Since there was a delay in commencement of operation and, in turn, capacity contribution from new wells in Mabi concession in 2020 due to COVID-19 Pandemic, the 1P reserve therefore decreased. However, due to the technical innovation implemented by the Group, the production decline in old wells was significantly suppressed and meanwhile, the long-range plan (“LRP”) was optimized to increase the estimated 2P reserves.

### 業務回顧(續)

#### 儲量升級

根據獨立儲量認證公司Netherland Sewell & Associates Inc. (「NSAI」) 發佈的報告，截至2020年底，本集團的1P和2P天然氣儲量分別約為1,799億立方英尺和6,406億立方英尺，較2019年底的1P儲量1,977億立方英尺降低了9%，較2019年底的2P儲量6,546億立方英尺降低了2%。扣除2020年淨產氣量278億立方英尺後，1P儲量增長了6%，2P儲量增長了2%。

潘莊區塊2020年底的1P和2P儲量分別為1,502億立方英尺和1,794億立方英尺，較2019年底的1P儲量1,603億立方英尺降低了6%，較2019年底的2P儲量1,963億立方英尺降低了9%。扣除2020年淨產氣量263億立方英尺後，1P儲量增長了12%，2P儲量增長了6%。由於2020年現有井的良好表現和鑽井效率的提高，1P和2P儲量扣除2020年淨產量後都有大幅增加，增加的1P、2P儲量也將繼續為潘莊區塊產量做貢獻。

馬必區塊2020年底的1P和2P儲量分別為297億立方英尺和4,612億立方英尺，較2019年底的1P儲量374億立方英尺降低了21%，較2019年底的2P儲量4,583億立方英尺增長了1%。扣除2020年淨產氣量15億立方英尺後，1P儲量降低了17%，2P儲量增長了1%。由於受到新冠疫情影響馬必區塊2020年的新井投產推遲，導致新井產能貢獻延遲，致使1P儲量下降，但本集團實施的技術創新使老井產量遞減率明顯得到抑制，同時優化了長期規劃 (「LRP」)，使評估的2P儲量有所增加。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW (Continued)

#### Reserve Upgrade (Continued)

Table 2 — Reserve Data\*\*

### 業務回顧(續)

#### 儲量升級(續)

表 2 — 儲量數據\*\*

Reserve Data** 儲量數據**		2020 Gross 2020年總量 (bcf) 十億立方英尺	2020 Net* 2020年淨量* (bcf) 十億立方英尺	2019 Net* 2019年淨量* (bcf) 十億立方英尺
<b>Total</b>	<b>合計</b>			
Proved (1P)	證實儲量 (1P)	231.3	179.9	197.7
Proved + probable (2P)	證實 + 概算儲量 (2P)	893.0	640.6	654.6
Proved + probable + possible (3P)	證實 + 概算 + 可能儲量 (3P)	1,213.7	860.4	952.5
<b>Panzhuang concession</b>	<b>潘莊區塊</b>			
Proved (1P)	證實儲量 (1P)	194.2	150.2	160.3
Proved + probable (2P)	證實 + 概算儲量 (2P)	232.6	179.4	196.3
Proved + probable + possible (3P)	證實 + 概算 + 可能儲量 (3P)	292.6	224.7	227.7
<b>Mabi concession</b>	<b>馬必區塊</b>			
Proved (1P)	證實儲量 (1P)	37.1	29.7	37.4
Proved + probable (2P)	證實 + 概算儲量 (2P)	660.4	461.2	458.3
Proved + probable + possible (3P)	證實 + 概算 + 可能儲量 (3P)	921.1	635.7	724.8

Notes:

\* Net gas reserves are the Company's share of the gas reserves according to the terms of each production sharing contract and after adjustment for fuel and shrinkage.

\*\* Our reserve estimates and the future net revenue have been prepared by NSAI in accordance with generally accepted petroleum engineering and evaluation principles set forth in the Standards Pertaining to the Estimating and Auditing of Oil and Gas Reserves Information promulgated by the Society of Petroleum Engineers. NSAI applied standard engineering and geosciences methods or a combination of both methods, including performance analysis, volumetric analysis, and analogy, which are considered to be appropriate and necessary to classify, categorize, and estimate reserves, according to the definitions and guidelines of the 2018 PRMS (the Petroleum Resources Management System published by the Society of Petroleum Engineers (the "SPE"), the World Petroleum Council (the "WPC"), the American Association of Petroleum Geologists (the "AAPG"), the Society of Petroleum Evaluation Engineers (the "SPEE"), the Society of Exploration Geophysicists (the "SEG"), the Society of Petrophysicists and Well Log Analysts (the "SPWLA") and the European Association of Geoscientists and Engineers (the "EAGE") in June 2018). Our reserve is an estimate only and should not be construed as exact quantities.

附註：

\* 淨儲量為根據產品分成合同條款以及氣損調整後的本公司的天然氣儲量。

\*\* 我們的儲量估計及未來淨收益乃由NSAI根據石油工程協會頒佈的石油和天然氣儲量估算及審計所普遍認可的石油工程及估值原則編製。根據2018年石油資源管理系統(石油資源管理系統由石油工程師協會(SPE)、世界石油理事會(WPC)、美國石油地質學家協會(AAPG)、石油評估工程師協會(SPEE)、地球物理勘探協會(SEG)、石油物理學家和測井分析師協會(SPWLA)及歐洲地質學家和工程師協會(EAGE)於2018年6月發佈)的定義及指引，NSAI採用了標準工程和地球科學或兩者相結合的方法，其中(生產)動態法、容積法和模擬法等分析方法被視為分類、歸類及估算儲量所試用而必要的方法。我們的儲量僅屬估算，不作為精確計算。



# Management Discussion and Analysis

## 管理層討論及分析

### MARKET OPERATION REVIEW

In light of the drastic changes in the external environment and market challenges, the Group maintained close communication with its partners, adjusted sales prices under a flexible sales strategy, uploaded gas onto the PipeChina throughout the year without interruption, continued to identify new customers, effectively secured gas sales and achieved record high ratio in production and sales. However, negative factors such as the market contraction as a result of the pandemic, the impact of early implementation of off-season pricing mechanism and the dumping sales by the peers in the industry at low prices prompted a fall in the Group's realized ASP in 2020 compared to the same period last year. Specific performance is set out as follows:

The annual gross sales volume of Panzhuang concession reached 943 MMCM (33.3 bcf) in 2020, representing a YoY increase of 11.82%, including 312 MMCM (11.0 bcf) from LNG customers, 623 MMCM (22.0 bcf) from pipeline gas customers and 8 MMCM (0.3 bcf) from CNG customers. The annual realized ASP of Panzhuang concession was RMB1.42 per cubic meter, representing a YoY decrease of 15.98%. The annual production-to-sale ratio of Panzhuang concession was 97.52%.

The annual gross sales volume of Mabi concession reached 61 MMCM (2.2 bcf) in 2020, representing a YoY decrease of 11.45%, including 57 MMCM (2.0 bcf) from pipeline gas customers and 4 MMCM (0.2 bcf) from CNG customers. The annual realized ASP of Mabi concession was RMB1.38 per cubic meter, representing a slight decrease over 2019. The annual production-to-sale ratio of Mabi concession was 91.49%.

Three new downstream customers were added during the year.

### 市場經營回顧

面對外部環境劇烈變化及市場挑戰，本集團與合作方保持緊密溝通，執行靈活的銷售策略調整銷售價格，全年不中斷氣量上載國家管網，不斷拓展新客戶，有效保障氣量銷售，產銷量創歷史新高，但疫情引起的市場萎縮、提前執行淡季價格的政策影響及同行業低價傾銷等不利因素導致本集團2020年平均實現銷售價格較去年同期仍有所下滑，具體表現如下：

2020年，潘莊區塊全年總銷售氣量達到9.43億立方米（即333億立方英尺），同比增長11.82%，其中LNG客戶3.12億立方米（110億立方英尺）、管道氣客戶6.23億立方米（220億立方英尺）、CNG客戶0.08億立方米（3億立方英尺），潘莊區塊項目全年平均實現銷售價格為人民幣1.42元每立方米，同比下降15.98%，潘莊區塊全年產銷比為97.52%。

2020年，馬必區塊全年總銷售氣量達到0.61億立方米（即22億立方英尺），同比下降11.45%，其中管道氣客戶0.57億立方米（20億立方英尺）、CNG客戶0.04億立方米（2億立方英尺），馬必區塊全年平均實現銷售價格為人民幣1.38元每立方米，較2019年略有下降，馬必區塊全年產銷比為91.49%。

全年新增下游用戶3家。

# Management Discussion and Analysis

## 管理層討論及分析

### MANAGEMENT REVIEW

#### 1. Outstanding Management of Health, Safety and Environment (“HSE”)

AAG Energy placed great value on HSE and made efforts on assuming its social responsibilities. In 2020, AAG Energy maintained zero on LTIR and TRIR in respect of its safety and environmental protection performance. As of 31 December 2020, the excellent safety performance record of zero lost time injury of AAG Energy has accumulated 6 years and 118 days. AAG Energy disclosed the ESG report as scheduled in June 2020. The report showed the Company’s outstanding performance in terms of environmental protection and community relations, and also provided a strong guarantee for AAG Energy’s sustainability.

#### 2. Adopting Stringent Pandemic Prevention and Control Measures and Enhancing the Capabilities to Address and Control Major Public Health Emergencies

Through strict closed prevention and control in the early stage and differentiated prevention and control after returning to work, the Company strictly complied with the prevention and control requirements laid down by the local governments and the relevant administrative departments in the areas where its operations are located, made full use of various platforms of the Company to vigorously promote the knowledge of pandemic prevention and took effective measures to achieve the “three zeros” goal of “zero confirmed, zero suspected and zero infected” in the pandemic prevention and control without the occurrence of any safety production accident or the pandemic going out of control. The Company has accumulated valuable experience in emergency management, information support, production adjustment, external liaison and protection services, and further enhanced its capability to address and control major public health emergencies.

### 管理回顧

#### 1. 卓越的健康、安全、環境管理水平

亞美能源高度重視HSE工作及履行社會責任的義務。2020年亞美能源一如既往地保持LTIR為零、TRIR為零的安全環保業績。截至2020年12月31日，亞美能源取得了累計6年零118天無損失工時事故的優秀安全業績。亞美能源於2020年6月如期披露ESG報告，展現了本公司在環境保護及社區關係治理方面卓越的業績，為亞美能源可持續發展提供有力的保障。

#### 2. 嚴格防控新冠疫情，提升突發重大公共衛生事件應對能力和管控水平

通過前期嚴格的封閉式防控和返崗後的差異化防控，貫徹落實屬地各級政府和行業管理部門的防控要求，充分利用公司各類平台，大力宣傳防疫知識，採取有力措施，實現「零確診、零疑似、零感染」的「三零」防疫成果，未發生安全生產事故和疫情不可控事件。公司在應急管理、資訊支援、生產調度、對外聯絡、保障服務等方面積累了寶貴經驗，進一步提升了對突發重大公共衛生事件的應對能力和管控水平。

# Management Discussion and Analysis

## 管理層討論及分析

### MANAGEMENT REVIEW (Continued)

#### 3. Focus on Promotion and Application of Technological Innovation

Based on a number of technological innovations in 2019, we focused on promoting the application of new technologies in 2020 and achieved good economic benefits.

The scientific research on geotectonic evolution and lithosphere characteristics of the Earth has provided theoretical guidance for the technological innovation aspects of efficient and cost-effective development of CBM. In the area of geological reservoir research, we have established a multi-parameter production prediction model and an evaluation preference system, and processed and calculated a large amount of data on geological characteristics, reservoir description, engineering technologies and production dynamics, providing important theoretical and practical guidance for the selection of favorable zones and the deployment of development wells. In terms of drilling, we further improved and promoted the drilling technology for horizontal wells with two-section structures, which not only saved drilling time and cost, but also provided a favorable well structure for reservoir transformation and CBM production. In terms of fracturing, multi-stage fracturing technology with common tubing and bottom seal dragging was adopted, which has not only further improved the effect of reservoir transformation, but also significantly reduced operating costs. In the area of drainage, we have improved the dynamic discrimination model and established a "one-well-one-policy" differential drainage system, resulting in more refined and efficient drainage control; extended the pumping inspection cycle with non-stop well washing and tubing column optimization technologies; and upgraded the drainage automation monitoring system. In terms of production enhancement technology, we have tested a new process of backwashing wells and successfully solved the problem of borehole clogging. A number of new drainage technologies designed for special geological conditions or special well types and conditions of wells have produced significant results in production enhancement.

### 管理回顧(續)

#### 3. 著力推進新技術推廣應用

在2019年多項技術創新的基礎上，2020年著力新技術的推廣應用，取得了良好的經濟效益。

全球大地構造演化和巖石圈特徵的科學研究，為煤層氣高效經濟開發的技術創新方向提供了理論指引。在地質油藏研究方面，建立了多參數產量預測模型和評價優選體系，對地質特徵、氣藏描述、工程工藝技術及生產動態等大量數據進行處理運算，為有利區選擇及開發井部署提供了重要的理論和實踐指導。在鑽井方面，進一步完善和推廣二開結構水平井鑽井技術，不僅節約了鑽井時間和成本，而且為儲層改造和煤層氣產出提供了有利的井身結構。在壓裂方面，採用了普通油管帶底封拖動的多級壓裂技術，不僅進一步提高了儲層改造效果，而且大幅也大大降低了作業成本。在排採方面，完善了動態判別模型，建立了「一井一策」差異化排採制度，排採管控更加精細高效；利用不停產洗井和管柱優化技術延長了檢泵周期；升級了排採自動化監控系統。在增產技術方面，試驗了反洗井新工藝，成功解決了井眼堵塞問題；適應特殊地質條件或特殊井型、井況的多項新型排採工藝的增產效果顯著。

# Management Discussion and Analysis

## 管理層討論及分析

### MANAGEMENT REVIEW (Continued)

#### 3. Focus on Promotion and Application of Technological Innovation (Continued)

Meanwhile, the Group is actively conducting the underground coal-to-gas (CBM thermal mining) related work and identifying opportunity for pilot work on site to study deep coal seam gasification (CBM thermal mining) technology.

#### 4. Sustainable Development

AAG Energy always adheres to the core value of its sustainable development by perfecting the management system for sustainable development. In 2020, AAG Energy established an ESG Working Group under the Board responsible for such functions as execution and administration, data analysis and management, community relations and report reviewing. Through optimization of ESG management, support for and procurement of active participation from the stakeholders, an environment for sustainable development featuring safe production, co-creation of green environment, win-win cooperation with partners, common growth with employees and good interaction with the community was gradually created over time, and the management foundation for ESG reporting was strengthened.

### 管理回顧(續)

#### 3. 著力推進新技術推廣應用(續)

與此同時，本集團正在積極推進地下煤制氣(煤層氣熱採)的相關工作，擇機進行試驗性的現場工作，以研究深層煤層氣化(煤層氣熱採)技術。

#### 4. 可持續發展

亞美能源始終堅守可持續發展的核心價值理念，積極完善可持續發展管理體系。2020年，亞美能源成立了直接隸屬於董事會的ESG工作組，其下設四個執行組(即執行管理組、數據分析與管理組、社區關係組及報告審核組)，通過優化ESG管理、支持和引導利益相關方的廣泛參與，逐步形成了持續安全生產、共創綠色環境、與合作伙伴合作共贏、與員工共同成長、與社區良好互動的可持續發展環境，亦為ESG報告工作夯實管理基礎。



# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW

### 財務回顧

		Year Ended 31 December	
		截至12月31日止年度	
		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>Revenue</b>	<b>收入</b>	<b>1,038,524</b>	1,161,246
— Panzhuang	— 潘莊	973,540	1,064,012
— Mabi	— 馬必	64,984	97,234
<b>Subsidy income</b>	<b>補貼收入</b>	<b>155,025</b>	219,430
— Panzhuang	— 潘莊	156,043	204,181
— Mabi	— 馬必	(1,018)	15,249
<b>VAT refund</b>	<b>增值稅退稅</b>	<b>85,343</b>	127,375
— Panzhuang	— 潘莊	79,463	118,004
— Mabi	— 馬必	5,880	9,371
<b>Other gains, net</b>	<b>其他利得 — 淨額</b>	<b>2,095</b>	822
<b>Operating expenses</b>	<b>經營開支</b>	<b>(557,358)</b>	(606,965)
Depreciation and amortization	折舊及攤銷	(271,368)	(272,867)
Employee benefit expenses	僱員福利開支	(73,372)	(105,821)
Materials, services and logistics	材料、服務及物流	(190,831)	(209,692)
Net impairment losses on financial assets	金融資產減值淨損失	(7,600)	—
Others	其他	(14,187)	(18,585)
<b>Panzhuang</b>	<b>潘莊</b>	<b>(444,118)</b>	(466,202)
Depreciation and amortization	折舊及攤銷	(228,421)	(226,464)
Employee benefit expenses	僱員福利開支	(54,196)	(66,993)
Materials, services and logistics	材料、服務及物流	(142,643)	(158,173)
Net impairment losses on financial assets	金融資產減值淨損失	(7,600)	—
Others	其他	(11,258)	(14,572)
<b>Mabi</b>	<b>馬必</b>	<b>(94,222)</b>	(115,591)
Depreciation and amortization	折舊及攤銷	(38,021)	(41,560)
Employee benefit expenses	僱員福利開支	(14,932)	(31,674)
Materials, services and logistics	材料、服務及物流	(39,009)	(39,034)
Others	其他	(2,260)	(3,323)
<b>Headquarters</b>	<b>總部</b>	<b>(19,018)</b>	(25,172)
Depreciation and amortization	折舊及攤銷	(4,926)	(4,843)
Employee benefit expenses	僱員福利開支	(4,244)	(7,154)
Materials, services and logistics	材料、服務及物流	(9,179)	(12,485)
Others	其他	(669)	(690)

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW (Continued)

### 財務回顧(續)

		Year Ended 31 December	
		截至12月31日止年度	
		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>EBITDA</b>	<b>EBITDA</b>	<b>994,997</b>	1,174,775
— Panzhuang	— 潘莊	<b>993,353</b>	1,146,550
— Mabi	— 馬必	<b>14,159</b>	47,548
<b>Profit from operations</b>	<b>經營利潤</b>	<b>723,629</b>	901,908
Finance income	財務收益	<b>33,237</b>	37,065
Finance costs	財務費用	<b>(4,834)</b>	(4,287)
Exchange (losses)/gains	匯兌(損失)/收益	<b>(9,459)</b>	6,079
<b>Finance income – net</b>	<b>財務收益 – 淨額</b>	<b>18,944</b>	38,857
<b>Profit before income tax</b>	<b>除所得稅前利潤</b>	<b>742,573</b>	940,765
Income tax expense	所得稅費用	<b>(232,277)</b>	(233,397)
<b>Profit for the year</b>	<b>年度利潤</b>	<b>510,296</b>	707,368

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW (Continued)

Production, sales, realized ASP and revenue are set out below:

### 財務回顧(續)

產量、銷量、平均實現銷售價格及收入排列如下：

		Year ended 31 December 截至12月31日止年度	
		2020 2020年	2019 2019年
Gross production volume (bcf) <sup>1</sup>	總產量(十億立方英尺) <sup>1</sup>	<b>36.52</b>	32.88
Panzhuang	潘莊	<b>34.16</b>	30.34
Mabi	馬必	<b>2.36</b>	2.54
Gross production volume (MMCM) <sup>1</sup>	總產量(百萬立方米) <sup>1</sup>	<b>1,034.05</b>	931.09
Panzhuang	潘莊	<b>967.19</b>	859.17
Mabi	馬必	<b>66.86</b>	71.92
Gross sales volume (bcf) <sup>2</sup>	總銷量(十億立方英尺) <sup>2</sup>	<b>35.47</b>	32.23
Panzhuang	潘莊	<b>33.31</b>	29.79
Mabi	馬必	<b>2.16</b>	2.44
Gross sales volume (MMCM) <sup>2</sup>	總銷量(百萬立方米) <sup>2</sup>	<b>1,004.33</b>	912.56
Panzhuang	潘莊	<b>943.16</b>	843.48
Mabi	馬必	<b>61.17</b>	69.08
Net sales volume (bcf) <sup>3</sup>	淨銷量(十億立方英尺) <sup>3</sup>	<b>25.25</b>	23.36
Panzhuang	潘莊	<b>23.89</b>	21.35
Mabi	馬必	<b>1.36</b>	2.01
Net sales volume (MMCM) <sup>3</sup>	淨銷量(百萬立方米) <sup>3</sup>	<b>714.95</b>	661.41
Panzhuang	潘莊	<b>676.47</b>	604.55
Mabi	馬必	<b>38.48</b>	56.86
Realized ASP (RMB per cubic meter) <sup>4</sup>	平均實現銷售價格 (人民幣元/立方米) <sup>4</sup>	<b>1.42</b>	1.67
Panzhuang	潘莊	<b>1.42</b>	1.69
Mabi	馬必	<b>1.38</b>	1.39
Revenue (RMB'000)	收入(人民幣千元)	<b>1,038,524</b>	1,161,246
Panzhuang	潘莊	<b>973,540</b>	1,064,012
Mabi	馬必	<b>64,984</b>	97,234

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW (Continued)

Notes:

1. Gross production volume is the total amount of CBM produced.
2. Gross sales volume is gross production volume less utilization loss.
3. Net sales volume is the portion of gross sales volume allocated to us under the production sharing contract, after the deduction of amount sold to pay applicable VAT and local taxes.
4. Realized ASP excludes the directly attributable pass through cost, thus reflecting the realized wellhead price.

*Revenue.* Our revenue decreased from RMB1.161 billion in 2019 to RMB1.038 billion in 2020, representing a decrease of RMB123 million or 10.57%. The decrease was mainly attributable to the increase in gross sales volume as a result of the increase in gross production volume in Panzhuang concession, offset by the decrease in realized ASP. Panzhuang concession's gross production increased by 12.57% from 859 MMCM in 2019 to 967 MMCM in 2020. Realized ASP for 2020 decreased to RMB1.42 per cubic meter compared to RMB1.69 per cubic meter for 2019.

*Subsidy income.* Our subsidy income decreased from RMB219 million in 2019 to RMB155 million in 2020, representing a decrease of RMB64 million or 29.35%, mainly due to the lower criteria set by the subsidizing authorities.

*VAT refund.* Our VAT refund decreased from RMB127 million in 2019 to RMB85 million in 2020, representing a decrease of RMB42 million or 33.00%, mainly due to the decrease in the realized ASP.

*Other gains, net.* Our other gains increased from RMB0.82 million in 2019 to RMB2.09 million in 2020, representing an increase of RMB1.27 million or 154.87%, mainly due to the overhead for income of other businesses.

*Operating expenses.* Our operating expenses decreased from RMB607 million in 2019 to RMB557 million in 2020, representing a decrease of RMB50 million or 8.17%, mainly due to the strict cost-control measures, the optimization of organizational structure and position settings and the decrease in termination benefits for staff.

### 財務回顧(續)

附註：

1. 總產量為已生產煤層氣總量。
2. 總銷量為總產量減去使用損失。
3. 淨銷量為我們根據產品分成合同獲得的總銷量減去為支付適用增值稅及當地稅項的所售數量的我們的部分。
4. 平均實現銷售價格不包括直接歸屬的過渡成本，反映的是我們實現的井口價格。

*收入。*我們的收入由2019年的人民幣11.61億元減少了人民幣1.23億元或10.57%至2020年的人民幣10.38億元。該減少主要是由於2020年潘莊區塊的總產量增加引起的總銷量增加，惟被平均實現銷售價格下降抵銷所致。潘莊區塊的總產量由2019年的8.59億立方米增長了12.57%至2020年的9.67億立方米；平均實現銷售價格從2019年的每立方米人民幣1.69元下降至2020年的每立方米人民幣1.42元。

*補貼收入。*我們的補貼收入由2019年的人民幣2.19億元減少了0.64億元或29.35%至2020年的人民幣1.55億元，主要是由於補貼單位標準下降所致。

*增值稅退稅。*我們的增值稅退稅由2019年的人民幣1.27億元減少了0.42億元或33.00%至2020年的人民幣0.85億元，主要是由於平均實現銷售價格的下降。

*其他利得 — 淨額。*我們的其他利得由2019年的人民幣82萬元增加了人民幣127萬元或154.87%至2020年的人民幣209萬元，主要是由於其他業務收入的上級管理費所致。

*經營開支。*我們的經營開支由2019年的人民幣6.07億元減少了人民幣0.50億元或8.17%至2020年的人民幣5.57億元，主要是由於採用嚴格的成本控制措施，組織架構和崗位設置優化，及員工離職補償減少所致。



# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW (Continued)

- *Depreciation and amortization.* Our depreciation and amortization in 2019 and 2020 were RMB273 million and RMB271 million respectively.
- *Employee benefit expenses.* Our employee benefit expenses decreased from RMB106 million in 2019 to RMB73 million in 2020, representing a decrease of RMB33 million or 30.66%, mainly due to the optimization of organizational structure and position settings, and the decrease in termination benefits for staff.
- *Materials, services and logistics.* Our materials, services and logistics expenses decreased from RMB210 million in 2019 to RMB191 million in 2020, representing a decrease of RMB19 million or 8.99%, mainly due to the strict cost-control measures as well as the decrease in pipeline transportation costs and coordination services costs.
- *Net impairment losses on financial assets.* Our net impairment losses on financial assets of RMB7.6 million was primarily attributable to an increase in expected credit losses on trade receivables.
- *Others.* Our other expenses were RMB18.59 million and RMB14.19 million in 2019 and 2020 respectively. The decrease was mainly due to the saving in office rentals and expenses for day-to-day administration.

### 財務回顧(續)

- *折舊及攤銷。*我們2019年和2020年的折舊及攤銷分別為人民幣2.73億元和人民幣2.71億元。
- *僱員福利開支。*我們的僱員福利開支由2019年的人民幣1.06億元減少了人民幣0.33億元或30.66%至2020年的人民幣0.73億元，主要由於組織架構和崗位設置優化，及員工離職補償減少所致。
- *材料、服務及物流。*我們的材料、服務及物流開支由2019年的人民幣2.10億元減少了人民幣0.19億元或8.99%至2020年的人民幣1.91億元，主要由於採用嚴格的成本控制措施，同時管輸費和協調服務費減少所致。
- *金融資產減值淨損失。*我們的金融資產減值淨損失為人民幣760萬元，主要是由於應收賬款的預期信用損失增加所致。
- *其他。*我們2019年和2020年的其他開支分別為人民幣1,859萬元和人民幣1,419萬元，該下降主要由於辦公室租賃費及日常行政管理費用節省所致。

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW (Continued)

**EBITDA.** Our EBITDA decreased from RMB1.175 billion in 2019 to RMB995 million in 2020, representing a decrease of RMB180 million or 15.30%. The decrease was mainly attributable to the decrease in realized ASP of Panzhuang concession, as well as the decrease in subsidy income and VAT refund, partly offset by the decrease in employee benefit expenses due to the optimization of organizational structure and position settings and the decrease in materials, services and logistics expenses due to strict cost-control measures. In conclusion, lower realized ASP led to a decrease in EBITDA, the magnitude of which could be even greater than that of income. The EBITDA for 2019 amounted to RMB1.175 billion, including termination benefits for staff of RMB20.57 million and non-operation related business development and legal consulting service expenses of RMB3.22 million. The EBITDA for 2020 amounted to RMB995 million, including non-operation related business development and legal consulting service expenses of RMB1.07 million. Panzhuang concession's EBITDA decreased from RMB1.147 billion in 2019 to RMB993 million in 2020, representing a decrease of RMB154 million or 13.36%. The decrease in EBITDA of Panzhuang concession in 2020 was mainly due to the decrease in realized ASP and the decrease in subsidy income and VAT refund, partly offset by the adoption of strict cost-control measures and the decrease in pipeline transportation costs and coordination service costs. Mabi concession's EBITDA decreased from RMB47.55 million in 2019 to RMB14.16 million in 2020, representing a decrease of RMB33.39 million or 70.22%. The decrease in Mabi concession's EBITDA in 2020 was mainly attributable to the decrease in production volume and realized ASP, partly offset by the adoption of strict cost-control measures and the decrease in employee benefit expenses due to the optimization of organizational structure and position settings.

**Profit from operations.** As a result of the foregoing, our profit from operations decreased from RMB902 million in 2019 to RMB724 million in 2020, representing a decrease of RMB178 million or 19.77%.

**Finance income.** Our finance income decreased from RMB37.07 million in 2019 to RMB33.24 million in 2020, representing a decrease of RMB3.83 million or 10.33%, mainly due to the decrease in cash and bank balances.

**Finance costs.** Our finance costs for 2019 and 2020 were RMB4.29 million and RMB4.83 million respectively.

### 財務回顧(續)

**EBITDA。**我們的EBITDA由2019年的人民幣11.75億元減少了人民幣1.80億元或15.30%至2020年的人民幣9.95億元。該減少主要是由於潘莊區塊的平均實現銷售價格下降，同時，補貼收入和增值稅退稅減少，惟部分被組織架構和崗位設置優化致使僱員福利開支減少，採用嚴格的成本控制措施導致材料、服務及物流開支減少所抵銷。概括而言，較低的平均實現銷售價格導致EBITDA的減少，且幅度大於收入的減少幅度。2019年的EBITDA人民幣11.75億元包括員工離職補償人民幣2,057萬元及非營運相關的業務發展和法律諮詢服務費開支人民幣322萬元。2020年的EBITDA人民幣9.95億元包括非營運相關的業務發展和法律諮詢服務費開支人民幣107萬元。潘莊區塊的EBITDA由2019年的人民幣11.47億元減少了人民幣1.54億元或13.36%至2020年的人民幣9.93億元。潘莊區塊2020年的EBITDA減少主要是由於平均實現銷售價格下降及補貼收入和增值稅退稅的減少，惟部分被採用嚴格的成本控制措施，同時管輸費和協調服務費減少所抵銷。馬必區塊的EBITDA由2019年的人民幣4,755萬元減少了人民幣3,339萬元或70.22%至2020年的人民幣1,416萬元。馬必區塊2020年的EBITDA減少主要是由於產量和平均實現銷售價格下降，惟部分被採用嚴格的成本控制措施，同時組織架構和崗位設置優化致使僱員福利開支減少所抵銷。

**經營利潤。**基於上文所述，我們的經營利潤由2019年的人民幣9.02億元減少了人民幣1.78億元或19.77%至2020年的人民幣7.24億元。

**財務收益。**我們的財務收益由2019年的人民幣3,707萬元減少了人民幣383萬元或10.33%至2020年的人民幣3,324萬元，主要是由於現金及銀行結餘減少所致。

**財務費用。**我們2019年和2020年的財務費用分別為人民幣429萬元和人民幣483萬元。

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW (Continued)

*Exchange (losses)/gains.* Our exchange (losses)/gains switched from exchange gains of RMB6.08 million in 2019 to exchange losses of RMB9.46 million in 2020. It is mainly attributable to the foreign exchange losses of monetary items in foreign currency arising from the exchange rate fluctuation for foreign currency against RMB.

*Profit before income tax.* Our profit before income tax decreased from RMB941 million in 2019 to RMB743 million in 2020, representing a decrease of RMB198 million or 21.07%, mainly due to the factors affecting EBITDA stated above as well as the decrease in finance income, the increase in finance costs and exchange losses incurred.

*Income tax expense.* Our income tax expense decreased from RMB233 million in 2019 to RMB232 million in 2020, representing a decrease of RMB1.12 million or 0.48%, mainly due to the decrease in profit before income tax of Panzhuang concession in 2020, partly offset by the increase in deferred taxation expense of Mabi concession.

*Profit for the year.* Our profit for the year decreased from RMB707 million in 2019 to RMB510 million in 2020, representing a decrease of RMB197 million or 27.86%, mainly due to the factors affecting profit before income tax stated above.

### EBITDA AND ADJUSTED EBITDA

We provide a reconciliation of EBITDA and adjusted EBITDA to profit for the year, which is the most directly comparable financial performance calculated and presented in accordance with HKFRS. EBITDA refers to earnings before finance income, finance costs, exchange gains/losses, income tax and depreciation and amortization. Adjusted EBITDA refers to EBITDA adjusted to exclude non-cash expenses, non-recurring items or non-operation-related expenses to demonstrate the EBITDA of the Group's core operations.

### 財務回顧(續)

*匯兌(損失)/收益。*我們的外匯匯兌(損失)/收益由2019年的匯兌收益人民幣608萬元變化至2020年的匯兌損失人民幣946萬元，主要是由於外幣貨幣性項目因外幣對人民幣匯率波動而形成的外幣折算損失所致。

*除所得稅前利潤。*我們的除所得稅前利潤由2019年的人幣9.41億元減少了人民幣1.98億元或21.07%至2020年的人幣7.43億元，主要是因為上述影響EBITDA的因素及財務收益減少、財務費用增加、外匯匯兌損失所致。

*所得稅費用。*我們的所得稅費用由2019年的人幣2.33億元減少了人民幣112萬元或0.48%至2020年的人幣2.32億元，主要是由於2020年潘莊區塊的除所得稅前利潤減少所致，惟部分被馬必區塊的遞延所得稅費用增加所抵銷。

*年度利潤。*我們的年度利潤由2019年人民幣7.07億元減少了人民幣1.97億元或27.86%至2020年人民幣5.10億元，主要是由於上述影響除所得稅前利潤的因素所致。

### EBITDA及經調整EBITDA

我們提供年內EBITDA及經調整EBITDA與利潤的對賬，該利潤為根據香港財務報告準則計算及呈列的最直接的可比較財務表現。EBITDA指除財務收益、財務費用、匯兌收益或損失、所得稅、折舊及攤銷前的收益。經調整EBITDA指EBITDA調整至不包括非現金開支、非經常性項目或非營運相關開支，以說明本集團核心業務的EBITDA。

# Management Discussion and Analysis

## 管理層討論及分析

### EBITDA AND ADJUSTED EBITDA (Continued)

We have included EBITDA and adjusted EBITDA as we believe they are financial measures commonly used in the oil and gas industry. We consider that EBITDA and adjusted EBITDA are used as supplemental financial measures by our management, investors, research analysts, bankers and others to assess our operating performance, cash flow and return on capital as compared to those of other companies in our industry, and our financing ability. However, EBITDA and adjusted EBITDA should not be considered in isolation or construed as alternatives to operating profit or any other measure of performance or as indicators of our operating performance or profitability. EBITDA and adjusted EBITDA are unable to account for income tax, exchange gains/losses, finance income, finance costs and depreciation and amortization.

The following table sets forth a reconciliation of EBITDA and adjusted EBITDA to profit for the year.

### EBITDA及經調整EBITDA(續)

我們已計入EBITDA及經調整EBITDA，是由於我們認為它們是油氣行業常用的財務計量。我們認為EBITDA及經調整EBITDA由我們的管理層、投資者、研究分析師、銀行家及其他人士用作補充財務計量，以評估我們相較於業內其他公司的經營表現、現金流量及資本回報率以及我們承擔融資的能力。然而，EBITDA及經調整EBITDA不可被認定獨立於經營利潤或任何其他表現計量，亦不可詮釋為經營利潤或任何其他表現計量的替代項目，或視為我們經營表現或收益能力的指標。EBITDA及經調整EBITDA未能對所得稅、匯兌收益或損失、財務收益、財務費用及折舊及攤銷做出記賬。

下表載列年度EBITDA及經調整EBITDA與利潤的對賬。

		Year ended 31 December	
		截至12月31日止年度	
		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>Reconciliation of profit for the year to EBITDA:</b>	<b>年度利潤與EBITDA的對賬：</b>		
<b>Profit for the year</b>	<b>年度利潤</b>	<b>510,296</b>	707,368
Income tax expense	所得稅費用	232,277	233,397
Finance income	財務收益	(33,237)	(37,065)
Finance costs	財務費用	4,834	4,287
Exchange losses/(gains)	匯兌損失/(收益)	9,459	(6,079)
Depreciation and amortization	折舊及攤銷	271,368	272,867
<b>EBITDA</b>	<b>EBITDA</b>	<b>994,997</b>	1,174,775
Non-operation-related business development and legal consulting service expenses	非營運相關的業務發展和法律諮詢服務費開支	1,065	3,216
Termination benefits for staff	員工離職補償	-	20,573
<b>Adjusted EBITDA</b>	<b>經調整EBITDA</b>	<b>996,062</b>	1,198,564



# Management Discussion and Analysis

## 管理層討論及分析

### EBITDA AND ADJUSTED EBITDA (Continued)

Our EBITDA decreased from RMB1.175 billion in 2019 to RMB995 million in 2020, representing a decrease of RMB180 million or 15.30%. The decrease was mainly due to the decrease in realized ASP of Panzhuang concession as well as the decrease in subsidy income and VAT refund, partly offset by the decrease in employee benefit expenses due to the optimization of organizational structure and position settings and the decrease in materials, services and logistics expenses due to strict cost-control measures. In conclusion, lower realized ASP led to a decrease in EBITDA, the magnitude of which even greater than that of income.

Our adjusted EBITDA decreased from RMB1.198 billion in 2019 to RMB996 million in 2020, representing a decrease of RMB202 million or 16.90%. In addition to the factors described above, the decrease was also due to the absence of termination benefits for staff and the decrease in non-operation-related business development and legal consulting service expenses in 2020.

### LIQUIDITY AND CAPITAL RESOURCES

The Group's financial management department is responsible for the financing and fund management policies related to the overall operations of the Group. Our primary sources of funding for investment include cash generated from operating activities and proceeds from the Company's initial public offering ("IPO") in 2015.

As at 31 December 2020, we had cash and bank balances of RMB1.846 billion (31 December 2019: RMB2.184 billion).

Save for the information disclosed above or otherwise in this report, the Group had no outstanding mortgage, pledge, debentures or other loan capital issued or agreed to be issued, bank overdrafts, borrowings, liabilities under acceptance or other similar liabilities, hire purchase and finance lease commitments, or any guarantee or other material contingent liabilities as at 31 December 2020.

### EBITDA 及經調整 EBITDA (續)

我們的 EBITDA 由 2019 年的人民幣 11.75 億元減少了人民幣 1.80 億元或 15.30% 至 2020 年的人民幣 9.95 億元。該減少主要是由於潘莊區塊的平均實現銷售價格下降，同時，補貼收入和增值稅退稅減少，惟部分被組織架構和崗位設置優化致使僱員福利開支減少，採用嚴格的成本控制措施導致材料、服務及物流開支減少所抵銷。概括而言，較低的平均實現銷售價格導致 EBITDA 的減少，且幅度大於收入的減少幅度。

我們的經調整 EBITDA 由 2019 年的人民幣 11.98 億元減少了人民幣 2.02 億元或 16.90% 至 2020 年的人民幣 9.96 億元。該減少是由於上文說明的 EBITDA 減少的原因加上 2020 年未發生員工離職補償以及非營運相關的業務發展和法律諮詢服務開支減少所致。

### 流動資金及資本資源

本集團的財務管理部負責與本集團總體運營相關的融資及資金管理政策。我們的投資資金主要來源於經營活動所產生的現金及本公司於 2015 年的首次公開發行上市 ("IPO") 募集資金。

於 2020 年 12 月 31 日，我們的現金及銀行結餘為人民幣 18.46 億元 (2019 年 12 月 31 日：人民幣 21.84 億元)。

除上文或本年報其他部分所披露之資料外，於 2020 年 12 月 31 日，本集團並無任何未償還按揭、抵押、債券或其他貸款資本 (已發行或同意發行)、銀行透支、借款、承兌負債或其他同類負債、租購及財務租賃承擔或任何擔保或其他重大或然負債。

# Management Discussion and Analysis

## 管理層討論及分析

### LIQUIDITY AND CAPITAL RESOURCES (Continued)

Due to the impact of COVID-19 Pandemic, the sales price of CBM was lower than expected, which had a negative impact on the Group's revenue in 2020. However, given the good performance in cash flow from the Group's operating activities in 2020 and the relatively sufficient retained surplus in previous years, the Group has sufficient funds to realize the investment plan in the "Outlook and Guidance for 2021" and the Company's operation plan in the coming years.

#### Cash Flow

The table below sets forth our cash flow for each of the years indicated.

		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Net cash generated from operating activities	經營活動所得現金淨額	534,266	948,210
Net cash used in investing activities	投資活動所用現金淨額	(431,034)	(272,421)
Net cash used in financing activities	融資活動所用現金淨額	(367,656)	(263,492)
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加淨額	(264,424)	412,297
Cash and cash equivalents at beginning of the year	年初現金及現金等價物	2,083,931	1,656,523
Exchange (losses)/gains on cash and cash equivalents	現金及現金等價物匯兌(損失)/收益	(29,002)	15,111
Cash and cash equivalents at end of the year	年末現金及現金等價物	1,790,505	2,083,931

#### Operating Activities

Net cash generated from operating activities in 2020 was RMB534 million, mainly due to profit before income tax of RMB743 million and depreciation and amortization of RMB271 million. These items were offset by income tax paid of RMB124 million, the increase in trade and other receivables of RMB375 million.

Net cash generated from operating activities in 2019 was RMB948 million, mainly due to profit before income tax of RMB941 million and depreciation and amortization of RMB272 million. These items were offset by income tax paid of RMB167 million, the increase in trade and other receivables of RMB66.98 million, finance income of RMB24.27 million and the decrease in trade and other payables of RMB5.39 million.

### 流動資金及資本資源(續)

受新冠疫情影響，煤層氣銷售價格低於預期，對本集團2020年度收入造成一定負面影響。但是基於本集團2020年度良好的經營活動現金流量表現，以及以前年度較充足的留存盈餘，本集團有充裕的資金來實現《2021年展望及指引》內投資計劃及公司未來年度運營計劃。

#### 現金流量

下表載列於各所示年度我們的現金流量：

#### 經營活動

於2020年，經營活動所得現金淨額為人民幣5.34億元，主要是由於除所得稅前利潤人民幣7.43億元和折舊及攤銷人民幣2.71億元。該等項目被已付所得稅人民幣1.24億元、應收賬款及其他應收款增加人民幣3.75億元所抵銷。

於2019年，經營活動所得現金淨額為人民幣9.48億元，主要由於除所得稅前利潤人民幣9.41億元和折舊及攤銷人民幣2.72億元。該等項目被已付所得稅人民幣1.67億元、應收賬款及其他應收款增加人民幣6,698萬元、財務收益人民幣2,427萬元及應付賬款及其他應付款減少人民幣539萬元所抵銷。

# Management Discussion and Analysis

## 管理層討論及分析

### LIQUIDITY AND CAPITAL RESOURCES (Continued)

#### Investing Activities

Net cash used in investing activities in 2020 was RMB431 million, mainly comprised of purchases of property, plant and equipment of RMB504 million, offset by the decrease in term deposits with maturity over 3 months of RMB47.31 million and the interest received of RMB29.27 million. The purchase of property, plant and equipment mainly comprised of payment for more wells drilled, additional well head compressors and construction of gas gathering stations and power facilities.

Net cash used in investing activities in 2019 was RMB272 million, mainly comprised of purchases of property, plant and equipment of RMB242 million, increase in term deposits with maturity over 3 months of RMB50.00 million, offset by interest received of RMB25.22 million. The purchase of property, plant and equipment mainly comprised of payment for more wells drilled, additional well head compressors and construction of gas gathering stations and power facilities.

#### Financing Activities

Net cash used in financing activities in 2020 was RMB368 million, mainly due to the payment of dividend of RMB359 million for 2019YE and the repayment of lease liabilities of RMB8.90 million.

Net cash used in financing activities in 2019 was RMB263 million, mainly due to the payment of dividend of RMB256 million for 2018YE.

#### Cash and Bank Balances

We had cash and bank balances of RMB2.184 billion and RMB1.846 billion as at 31 December 2019 and 2020, respectively. Our cash and bank balances consist of cash on hand, cash at banks and restricted bank deposits. The decrease in our cash is mainly due to inadequate sales return. As at 31 December 2019 and 2020, approximately 39.52% and 30.30% of our cash and bank balances were held in Hong Kong dollar or US dollar.

### 流動資金及資本資源(續)

#### 投資活動

於2020年，投資活動所用現金淨額為4.31億元，主要包括購買人民幣5.04億元的不動產、工廠及設備，被三個月以上定期存款減少人民幣4,731萬元、已收利息人民幣2,927萬元所抵銷。購買不動產、工廠及設備主要包括支付更多已鑽探的井、添置井口增壓機及興建集氣站和電力設施。

於2019年，投資活動所用現金淨額為人民幣2.72億元，主要包括購買人民幣2.42億元的不動產、工廠及設備，三個月以上定期存款增加人民幣5,000萬元，惟被已收利息人民幣2,522萬元所抵銷。購買不動產、工廠及設備主要包括支付更多已鑽探的井、添置井口增壓機及興建集氣站和電力設施。

#### 融資活動

於2020年，融資活動所用的現金淨額為人民幣3.68億元，主要用於支付2019年末的股息人民幣3.59億元及償還租賃負債人民幣890萬元。

於2019年，融資活動所用的現金淨額為人民幣2.63億元，主要用於支付2018年末的股息人民幣2.56億元。

#### 現金及銀行結餘

於2019年及2020年12月31日，我們的現金及銀行結餘分別為人民幣21.84億元及人民幣18.46億元。我們的現金及銀行結餘包括結存現金、銀行存款及受限制銀行存款。現金減少主要是由於銷售回款不足所致。於2019年及2020年12月31日，我們有約39.52%及30.30%的現金及銀行結餘分別以港元或美元持有。

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL RISK FACTORS

The operating activities of the Group expose to a variety of financial risks: credit risk, market risk (includes foreign exchange risk), liquidity risk and concentration risk. The overall risk management program of the Group focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on our financial performance.

#### Credit Risk

As the majority of cash at banks are placed with state-owned and international banks and financial institutions in the PRC and Hong Kong, and there has been no recent history of default in relation to these banks and financial institutions, the corresponding credit risk is relatively low. Therefore, our credit risk arises mainly from trade and other receivables.

#### Foreign Exchange Risk

The Group is exposed to foreign exchange risk arising from various currency exposures, particularly with respect to US dollar. Foreign exchange risk arises when future commercial transactions or recognized assets or liabilities are denominated in a currency other than the entity's functional currency.

Prior to 30 April 2016, we were exposed to non-cash foreign exchange risks arising from retranslation of inter-company loans denominated in US dollar. To manage the foreign exchange risk, the management decided to execute a debt restructuring on 30 April 2016 by converting the inter-company loans into perpetual loans through entering into perpetual loan agreements between respective group companies such that the perpetual loans do not bear interest and the lenders cannot request repayment. Upon completion of this debt restructuring, any foreign exchange difference arising from the retranslation of these US dollar denominated perpetual loans was recognized in equity in the consolidated financial statements.

The Group manages its foreign exchange risk by closely monitoring the movement of the foreign exchange rates and companies' internal accounts denominated in US dollar.

### 財務風險因素

本集團的經營活動面臨各種財務風險：信用風險、市場風險（包括外匯風險）、流動性風險及集中風險。本集團的整體風險管理計劃專注於金融市場的不可預測性，並致力減低對本集團財務表現的潛在不利影響。

#### 信用風險

由於大部分銀行存款存放於中國及香港的國有及國際銀行及金融機構，且該類銀行及金融機構近期並無違約記錄，相應信用風險相對較低。因此，本集團信用風險主要來自應收賬款及其他應收款。

#### 外匯風險

本集團須承受各種貨幣所產生外匯風險，尤以美元為甚。當未來商業交易或已確認資產或負債以實體功能貨幣以外的貨幣計值，則會產生外匯風險。

2016年4月30日之前，本集團承受的非現金外匯風險來自重新折算的以美元計價的公司間貸款。為了管理外匯風險，管理層決定於2016年4月30日執行債務重組，通過將公司間貸款轉為永久性貸款。所屬的集團公司各自簽訂永久貸款協定，永續貸款不承計利息並且貸款方不得要求償還。在此次債務重組完成時，由這些美元永續貸款轉換產生的任何匯兌差異在合併財務報表確認為權益。

本集團密切監控匯率變動及美元公司內部往來款賬戶，以管理外匯風險。

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL RISK FACTORS (Continued)

#### Foreign Exchange Risk (Continued)

As at 31 December 2020, if RMB had weakened/strengthened by 1% against US dollar, with all other variables being held constant, profit before income tax for the year would have been RMB1,649,000 (31 December 2019: RMB3,954,000) higher/lower, respectively, mainly as a result of foreign exchange gains/losses on translation of US\$ denominated receivables and payables held by our entities with their functional currency as RMB.

### SIGNIFICANT INVESTMENT

The Group did not hold any significant investment for the year ended 31 December 2020.

### ACQUISITION AND DISPOSAL OF SUBSIDIARIES

The Group had no material acquisition or disposal of subsidiaries or associated companies for the year ended 31 December 2020.

### IMPACT OF 2020 POLICY

On 27 February, 2020, the People's Government of Shanxi Province issued the "Three-Year Action Plan for Increasing Reserves and Production of Coal-Formed Gas in Shanxi Province (2020-2022)" (《山西省煤成氣增儲上產三年行動計劃(2020-2022年)》), requiring the province's CBM production to reach 20,000 MMCM by 2022. It is clearly stipulated in the plan that the government will promote the development of concessions jointly explored with the foreign parties, and focus on ensuring the stable increase in production of developed concessions, such as Panzhuang concession. The policy will drive the Group's rapid development in the natural gas energy sector. The Group will take advantage of the favourable policy to identify new development opportunities while fully exploiting the maximum value of the existing concessions.

### 財務風險因素(續)

#### 外匯風險(續)

於2020年12月31日，如人民幣兌美元貶值／升值1%，而所有其他可變因素保持不變，則除所得稅前年度利潤將分別增加／減少人民幣1,649,000元(2019年12月31日：人民幣3,954,000元)，主要原因是將本集團實體所持以美元計值的往來款換算為其功能貨幣人民幣所產生的匯兌收益／損失。

### 重大投資

截至2020年12月31日止年度，本集團並未有任何重大投資。

### 收購及出售附屬公司

截至2020年12月31日止年度，本集團並未收購或出售附屬公司或聯營公司之重大事項。

### 2020年政策影響

2020年2月27日，山西省政府出台了《山西省煤成氣增儲上產三年行動計劃(2020-2022年)》，要求2022年全省煤層氣產量達到200億立方米。其中明確規定，推進對外合作區塊加快開發，重點保障潘莊等已開發區塊穩定增產。該政策將驅動本集團在天然氣能源領域快速發展，本集團將利用政策利好，在尋求新的發展機會的同時，充分挖掘現有區塊的最大價值。



# Management Discussion and Analysis

## 管理層討論及分析

### IMPACT OF 2020 POLICY (Continued)

On 1 May 2020, the People's Government of Shanxi Province issued the "Shanxi Coalbed Methane Exploration and Exploitation Management Measures", which is an objective requirement for Shanxi Province to implement the country's "four revolutions, one cooperation" new energy security strategy. The so-called "four revolutions, one cooperation" aims at promoting revolutions in energy consumption, energy supply, energy technology, energy system, and to strengthen international cooperation in energy in all aspects. These measures aim to encourage enterprises to increase investment in CBM exploration and exploitation, to strengthen the protection of mining areas, to specify policies and measures in respect of joint approval of projects, occupation of land and forest land, interconnection and interoperability of pipeline networks, gas storage and peak-shaving, to encourage the integrated evaluation and utilization of CBM, tight gas and shale gas, to materialize multi-gas co-exploitation and common transmission, to deepen reform in mechanism and system prior to carrying and trying these measures, and to promote quality and rapid development of CBM exploration and exploitation in Shanxi Province. These measures have provided policy support for "three-gas co-exploitation", which will boost the Group's efforts in the pursuit of "three-gas co-exploitation" mechanism, co-exploitation technology and development mode, so as to further enrich the upstream gas sources of the entire natural gas energy industry chain.

### OUTLOOK AND GUIDANCE FOR 2021

With the approval of several COVID-19 vaccines and the vaccinated population growing steadily, the public has high expectations for the pandemic to subside in 2021. In addition, the economic data released by various countries suggested a better-than-expected performance of the global economy in the second half of 2020. Based on the above, the IMF forecasted in its World Economic Outlook released in January 2021 that the global economy will grow by 5.5% in 2021, a significant growth from the estimated 3.5% contraction in 2020. Looking back at China, as the Chinese government further clarifies its goal of achieving carbon neutrality by 2060, natural gas, a clean, low-carbon energy source, will play an increasingly important role in China's energy mix, and demand for natural gas will continue to grow.

### 2020 年政策影響(續)

2020年5月1日，山西省政府出台了《山西省煤層氣勘查開採管理辦法》，該辦法是山西省落實國家「四個革命、一個合作」能源安全新戰略的客觀要求。所謂「四個革命、一個合作」，是指推動能源消費革命、能源供給革命、能源技術革命、能源體制革命，全方位加強能源國際合作。該辦法旨在鼓勵企業加大煤層氣勘查與開採的投資，強化礦區保障，明確了項目並聯審批、佔用土地林地、管網互聯互通、儲氣調峰等政策措施，鼓勵煤層氣、緻密氣、頁巖氣等三氣綜合評價、綜合利用，實現多氣同採共輸，通過在能源革命中的先行先試，深化機制體制改革，推動山西省煤層氣勘查與開採優質快速發展。該辦法讓「三氣共採」有了政策支撐，將驅動本集團積極在「三氣共採」機理、共採技術、開發模式等方面展開攻關，以求進一步豐富天然氣能源全產業鏈上游氣源。

### 2021 年展望及指引

伴隨著多支新冠疫苗獲准上市及接種人群的穩步上行，公眾對2021年疫情出現改善抱有很大預期，此外，根據各國陸續公佈的經濟數據表明，2020年下半年全球經濟總體表現好於預期，基於上述情況，IMF在2021年1月發佈的《世界經濟展望報告》中預測，全球經濟在2021年增長5.5%，較2020年的估計萎縮3.5%有較大幅度的增長。回望國內，隨著中國政府進一步明確2060年前實現碳中和的目標，作為清潔低碳能源的天然氣將在中國能源結構中的作用愈發重要，天然氣需求將不斷增長。

# Management Discussion and Analysis

## 管理層討論及分析

### OUTLOOK AND GUIDANCE FOR 2021 (Continued)

While consolidating its existing foundation on CBM as its principal operation, the Group will actively pursue expansion in the upstream of the natural gas energy industry chain, further enriching the gas resources, and intends to leverage its advantages in the industry of CBM exploration and development for industrial extension, actively planning and deploying the thermal mining of deep coal and CBM, a brand new technological innovation project, which can be co-developed with natural gas, hydrogen energy and carbon capture, storage and utilization, in line with the national direction for development of low-carbon energy. In order to study and master the key technologies for thermal mining of deep coal and CBM, the Company plans to conduct a pilot test project and is now actively pursuing the related preparatory work. Furthermore, the Group has strengthened the establishment of strong CBM transmission and distribution capabilities and the materialization of market channels interconnection. After the year ended 31 December 2020, Xinhe Investment Holding Company Limited (“Xinhe”), the Company’s indirectly wholly-owned subsidiary, paid RMB80 million deposit (the “Deposit”) to an administrator appointed by the PRC court in relation to the reorganisation and acquisition of the entire equity interests in a company in liquidation (the “Target Company”). The Deposit will be fully refunded if Xinhe had not been selected by the PRC court to be the investor of the Target Company. The Target Company owns CBM long-distance transmission pipe projects in China and such projects would contribute to the business development of the Group.

Obviously, it takes time to effectively control the COVID-19 Pandemic, and 2021 will still be a challenging year for the world, for China, and for AAG Energy. The Group will continue to fully capitalize on the valuable experience accumulated in the fight against the pandemic and to set the “three zeros” record of “zero confirmed, zero suspected and zero infections”, while focusing on strengthening investment and development of traditional CBM projects led by technological innovation, building competitive technological achievements in thermal mining of deep coal and CBM and multi-gas co-exploitation fields, continuing to strengthen the construction of the entire natural gas industry chain, and making relentless efforts to promote cost reduction and efficiency improvement, thus laying a solid foundation for the continuous growth of production volume and net profit.

### 2021 年展望及指引 (續)

本集團將在鞏固現有以煤層氣為主業的基礎上，積極擴展天然氣能源產業鏈上游，進一步豐富氣源，擬借助自身在煤層氣勘探開發產業上的優勢進行產業延伸，積極規劃和佈局深部煤與煤層氣熱採這一全新科技創新項目，深部煤與煤層氣熱採可與天然氣、氫能、碳捕集、封存與利用協同發展，符合國家能源低碳化發展方向。為了研究並掌握深部煤與煤層氣熱採關鍵技術，公司計劃進行先導性試驗項目，目前正在積極推進相關準備工作。此外，本集團將進一步加強煤層氣強輸配能力建設與市場通道互聯互通的打造，本公司間接全資子公司新合投資控股有限責任公司（「新合」）於2020年12月31日後向中國法院委任的管理人就重整及收購一家正在清盤的公司（「標的公司」）的全部股權，支付了人民幣8,000萬元的保證金（「保證金」）。如新合沒有被中國法院選定為標的公司之投資人，保證金將會全數被退回。標的公司於中國擁有煤層氣輸管項目，有關項目有助本集團業務發展。

同時，我們也應該看到，新冠疫情得到有效改善尚需時日，2021年對於全球、對於中國、對於亞美仍將是充滿挑戰的一年。本集團將充分利用防疫積累的寶貴經驗，持續書寫「零確診、零疑似、零感染」的「三零」記錄的同時，聚焦於以科技創新為引領的傳統煤層氣項目強化投資及開發、深部煤與煤層氣熱採及多氣共採領域鑄建競爭性技術成果、持續補強天然氣全產業鏈建設、並堅持不懈地努力推動公司降本增效，為保持產量、淨利潤持續增長奠定良好基礎。

# Management Discussion and Analysis

## 管理層討論及分析

### OUTLOOK AND GUIDANCE FOR 2021 (Continued)

For 2021, we are pleased to present the latest goals as follows:

#### Panzhuang Concession

The Group will continue to invest in Panzhuang concession in 2021. Details are as follows:

- The Group will implement the full year plan upon the related government approvals on Panzhuang concession, including the plans of completing pre-drilling construction of 20 well sites, the drilling and pumping equipment purchase of 65 new wells, commencing production of 88 new wells, as well as implementing related ancillary surface facilities engineering.
- With the scheduled project implementation and related government approvals, the anticipated gross production of Panzhuang concession is 1,080 MMCM (38.1 bcf).
- Due to the frequent coal mining activities in the surrounding coal mines adjoin Panzhuang concession, the Company will continue to strengthen communication and cooperation with these coal mines in 2021, to optimize mutual guarantee agreements and continue to identify new development opportunities and cooperation channels.

#### Mabi Concession

- The Group will continue to invest in Mabi concession in 2021, details are as follows:
- In Mabi concession, the Group will continue to enhance and optimize the investment and construction of the ODP in southern area of Mabi concession. In 2021, we plan to implement drilling of 134 CBM wells in southern area of Mabi concession, and will also focus on the development and construction in the area around No. 2 gas gathering station.
- With the scheduled project implementation and related government approvals, the gross production of Mabi concession is expected to be 120 MMCM (4.2 bcf).

According to the development plan of Panzhuang concession and Mabi concession mentioned above, the Group estimates to incur capital expenditures of approximately RMB817 million in 2021, which will be financed by its own cash flow. The Group will assess the capital investment plan for 2021 from time to time, and will make necessary disclosure in the interim results for 2021 for any change.

### 2021 年展望及指引(續)

對於 2021 年，我們欣然呈報更新目標如下：

#### 潘莊區塊

2021 年，本集團將在潘莊區塊繼續投資如下：

- 在潘莊區塊政府相關審批基礎上，開始實施全年計劃，計劃完成 20 座井場的鑽前工程、65 口新井的鑽井作業、排採設備採購及 88 口新井投產，以及實施相應的地面配套設施工程。
- 基於預期的項目執行和相關的政府審批，潘莊區塊總產量的預期為 10.8 億立方米(即 381 億立方英尺)。
- 由於潘莊區塊的週邊煤礦採煤活動頻繁，2021 年公司會繼續加強與週邊煤礦的溝通合作，完善互保協議及繼續尋求新的發展機會及合作途徑。

#### 馬必區塊

- 2021 年，本集團將在馬必區塊繼續加大投資，具體如下：
- 在馬必區塊，本集團將繼續堅定不移地強化和優化馬必南區 ODP 投資建設，2021 年計劃在馬必南區新鑽探 134 口煤層氣井，同時重點圍繞 2 號集氣站區域進行開發建設。
- 基於預期的項目執行和相關的政府審批，馬必區塊 2021 年總產量的預期為 1.2 億立方米(即 42 億立方英尺)。

根據上述潘莊區塊和馬必區塊的開發計劃，本集團預計將在 2021 年投入資本性支出約人民幣 8.17 億元，這些資金將由自身的現金流來解決。本集團將不時評估 2021 年的資本性投資計劃，並且一旦有必要將在 2021 年中期業績中披露任何變化。

# Management Discussion and Analysis

## 管理層討論及分析

### OUTLOOK AND GUIDANCE FOR 2021 (Continued)

#### Mabi Concession (Continued)

The Group is highly confident in focusing on and dealing with uncertainties, as well as continuously committed to cost reduction and efficiency enhancement to deliver promising operating results. Meanwhile, we will continue to enhance technological innovation, thereby laying a solid foundation for the stable production and development of Panzhuang concession and the large-scale development of Mabi concession. Besides, the Group will base on its groundbreaking technological advantages to identify new development opportunities mainly in China's market as planned to expand our business, so as to provide clean energy for more clients and relevant communities and create higher return for our shareholders.

### 2021 年展望及指引 (續)

#### 馬必區塊 (續)

本集團非常有信心繼續聚焦和應對不確定性，致力於可持續性降本增效，取得更好的經營業績。同時我們將持續推進技術創新，為潘莊區塊的穩產與發展，馬必區塊的大規模開發奠定良好基礎。本集團還將依據規劃，著重聚焦中國市場，以突破性技術優勢為基礎，尋求新的發展機遇，拓展我們的業務，為更多的客戶和相關社區提供清潔能源，為股東帶來更好的回報。

# Directors and Senior Management

## 董事及高級管理層

### DIRECTORS

#### Executive Directors

**Mr. Ming Zaiyuan (明再遠)**, aged 57, is an executive Director of the Company, chairman of the Board and chairman of the Nomination Committee of the Company. Mr. Ming is primarily responsible for the Group's overall development and growth strategies, investor and public relations, board governance and supervision of key management issues. Mr. Ming was appointed as an executive Director of the Company, chairman of the Board and chairman of the Nomination Committee of the Company on 24 August 2018.

Mr. Ming has been the chairman of the board of Xinjiang Xintai Natural Gas Co., Ltd. (新疆鑫泰天然氣股份有限公司), a company listed on the Shanghai Stock Exchange (Stock Code: 603393), since January 2013. From June 2010 to December 2012, Mr. Ming was a director of Xinjiang Xintai Natural Gas Co., Ltd. (formerly known as Xinjiang Xintai Investment (Group) Co., Ltd. (新疆鑫泰投資(集團)有限公司)). From March 1985 to May 1998, Mr. Ming served as the head of the supervision and audit department, the head of the personnel department, the chief audit officer and the deputy governor of the Agricultural Bank of China Limited (Deyang Central District Branch) (中國農業銀行(德陽市中區支行)), and as the director and the secretary of the Party committee of the credit cooperative union, respectively.

Mr. Ming graduated from the correspondence college of Party College of Sichuan Province Committee of the Communist Party of China (中共四川省委黨校函授學院) in 1987, majoring in law.

### 董事

#### 執行董事

**明再遠先生**，57歲，本公司執行董事、董事會主席及提名委員會主席。明先生主要負責本集團整體發展及增長策略、投資者及公共關係、董事會監管及主要管理層監督等方面事宜。明先生於2018年8月24日獲委任為本公司執行董事、董事會主席及本公司提名委員會主席。

明先生自2013年1月起擔任於上海證券交易所上市的新疆鑫泰天然氣股份有限公司(股份代號：603393)的董事長。於2010年6月至2012年12月，明先生曾擔任新疆鑫泰天然氣股份有限公司(前稱新疆鑫泰投資(集團)有限公司)董事。於1985年3月至1998年5月，明先生先後任職於中國農業銀行(德陽市中區支行)，歷任監察科長、審計科長、人事科長、總稽核及副行長，以及於信用聯社擔任聯社主任兼黨委書記。

明先生於1987年畢業於中共四川省委黨校函授學院，主修法律。



## Directors and Senior Management 董事及高級管理層

### DIRECTORS (Continued)

#### Executive Directors (Continued)

**Mr. Yan Danhua (嚴丹華)**, aged 53, is an executive Director and the president of the Company. Mr. Yan is primarily responsible for the Group's overall operation management. Mr. Yan was appointed as an executive Director of the Company on 24 August 2018, the President of the Company on 7 September 2018, a member of the ESG Working Group of the Company on 27 March 2020 and a member of the Strategic Development Committee of the Company on 26 March 2021.

Mr. Yan has more than 10 years of strategic investment and operation management experience in the energy industry. He was responsible for managing the energy investment projects of China AVIC Trust Co., Ltd. (中航信託股份有限公司) from 2016 to 2018. In 2015, Mr. Yan was the deputy general manager of Guangzheng Group Co., Ltd. (光正集團股份有限公司), a company listed on the Shenzhen Stock Exchange (Stock Code: 002524), and was responsible for the business of natural gas and new energy development. From 2007 to 2013, he worked as the office director of balanced scorecard department for Xinjiang Guanghui Industry Investment Group Co., Ltd. (新疆廣匯實業投資(集團)有限責任公司) and as the deputy general manager for Guanghui Energy Co., Ltd. (廣匯能源股份有限公司), a company listed on the Shanghai Stock Exchange (Stock Code: 600256), respectively. In Guanghui Energy Co., Ltd., he was responsible for strategic planning, operation management, natural gas project management and the development of conventional gas and oil. From 1999 to 2006, Mr. Yan worked as the general manager at the department of fruit business of Xinjiang Tunhe Co., Ltd. (新疆屯河股份有限公司) (currently known as Cofco Tunhe Sugar Co., Ltd. (中糧屯河糖業股份有限公司), a company listed on the Shanghai Stock Exchange (Stock Code: 600737)).

Mr. Yan obtained a bachelor's degree in economics from Shaanxi Institute of Finance and Economics (陝西財經學院), currently known as Xi'an Jiao Tong University of China (中國西安交通大學), in 1990.

### 董事(續)

#### 執行董事(續)

**嚴丹華先生**，53歲，本公司執行董事及總裁。嚴先生主要負責本集團的全面經營管理。嚴先生於2018年8月24日獲委任為本公司執行董事，於2018年9月7日獲委任為本公司總裁，於2020年3月27日獲委任為本公司ESG工作組成員及於2021年3月26日獲委任為本公司戰略發展委員委員。

嚴先生於能源業累積超過10年戰略投資及經營管理經驗。彼於2016年至2018年負責管理中航信託股份有限公司能源投資項目。於2015年，嚴先生擔任深圳證券交易所上市公司光正集團股份有限公司(股份代號：002524)副總經理，負責天然氣及新能源開發業務。於2007年至2013年，彼分別出任新疆廣匯實業投資(集團)有限責任公司平衡計分卡部的辦公室主任，以及上海證券交易所上市公司廣匯能源股份有限公司(股份代號：600256)的副總經理。於廣匯能源股份有限公司，彼負責策略規劃、營運管理、天然氣項目管理以及傳統燃氣及石油的開發。於1999年至2006年，嚴先生擔任上海證券交易所上市公司新疆屯河股份有限公司(現稱中糧屯河糖業股份有限公司)(股份代號：600737)的果業事業部總經理。

嚴先生於1990年取得陝西財經學院(現稱中國西安交通大學)經濟學學士學位。

## Directors and Senior Management 董事及高級管理層

### DIRECTORS (Continued)

#### Executive Directors (Continued)

**Mr. Zhang Jianbing (張艦兵)**, aged 57, is an executive Director, authorized representative, vice president and a member of the Remuneration Committee of the Company. Mr. Zhang is primarily responsible for the Company's market operations and human resources matters. Mr. Zhang was appointed as an executive Director of the Company on 24 August 2018 and an authorized representative of the Company on 25 August 2018, respectively. He was appointed as the vice president of the Company on 7 September 2018 and a member of the Remuneration Committee of the Company on 21 March 2019, respectively.

Mr. Zhang has worked in various government departments and enterprises for over 35 years. Mr. Zhang has management experience in industrial economy, finance, safety production management and other aspects. Since April 2015, Mr. Zhang has worked as a director of the general manager's office of Xinjiang Xintai Natural Gas Co., Ltd., the general manager of Fukang Xintai Gas Co., Ltd. (阜康市鑫泰燃氣有限責任公司), the head of investment management department and an assistant to the general manager of Xinjiang Xintai Natural Gas Co., Ltd., respectively. From 2010 to 2015, Mr. Zhang served as a deputy director of Deyang Municipal Committee of Economic and Information Technology (德陽市經信委). From 2006 to 2010, he was a director of Deyang Information & Technology Office (德陽市信息化辦公室). From 1999 to 2006, Mr. Zhang worked in Deyang Municipal Government Office (德陽市政府辦) as a deputy chief of the administrative department and the deputy director of the supervision and inspection office. From 1990 to 1999, Mr. Zhang served as a deputy chief of the industrial transport department in Deyang Economic Restructuring Committee (德陽市經濟體制改革委員會).

Mr. Zhang graduated from the correspondence college of Party College of Sichuan Province Committee of the Communist Party of China (中共四川省委黨校函授學院) in 2000, majoring in law. Mr. Zhang obtained the Certificate of Secretary from the Shanghai Stock Exchange in 2018.

### 董事 (續)

#### 執行董事 (續)

**張艦兵先生**，57歲，本公司執行董事、授權代表、副總裁及薪酬委員會委員。張先生主要負責本公司市場經營及人力資源事務。張先生於2018年8月24日獲委任為本公司執行董事，於2018年8月25日獲委任為本公司授權代表，於2018年9月7日獲委任為本公司副總裁，並於2019年3月21日獲委任為本公司薪酬委員會委員。

張先生曾於政府部門及企業工作逾35年，在工業經濟、金融、安全生產管理及其他方面具備管理經驗。自2015年4月起，張先生分別擔任新疆鑫泰天然氣股份有限公司總經理辦公室主任、阜康市鑫泰燃氣有限責任公司總經理、新疆鑫泰天然氣股份有限公司投資管理部主管及總經理助理。於2010年至2015年，張先生擔任德陽市經信委副主任。於2006年至2010年，彼擔任德陽市信息化辦公室主任。於1999年至2006年，張先生在德陽市政府辦工作，歷任行政處副處長及督查辦副主任。於1990年至1999年，張先生擔任德陽市經濟體制改革委員會工交處副處長。

張先生於2000年畢業於中共四川省委黨校函授學院，主修法律。張先生於2018年自上海證券交易所取得董事會秘書證書。

## Directors and Senior Management 董事及高級管理層

### DIRECTORS (Continued)

#### Non-executive Director

**Mr. Huang Min (黃敏)**, aged 57, is a non-executive Director and a member of the Audit Committee of the Company. Mr. Huang is primarily responsible for advising on accounting, internal control and financial matters. Mr. Huang joined the Company and was appointed as a non-executive Director of the Company on 27 March 2020. He was appointed as a member of the Audit Committee of the Company on 27 August 2020.

Mr. Huang has been focusing on the natural gas sector for over 20 years with extensive experience in the industry. He is currently the chairman of the supervisory committee of Xinjiang Xintai Natural Gas Co., Ltd. (新疆鑫泰天然氣股份有限公司), a company listed on the Shanghai Stock Exchange (Stock Code: 603393). Prior to that, he served as an accountant, teller, credit and subsequently deposits officer and credit card business officer of the Agricultural Bank of China Limited (Deyang City Jingyang District Branch) (中國農業銀行(德陽市旌陽區支行)) from December 1979 to March 2000. He served as a manager in Miqian LPG Co., Ltd., (米泉液化氣公司) from March 2000 to March 2002, a chief officer of the Planning and Construction Office of the Urban Natural Gas Transmission Project in Yanqi County from March 2002 to February 2003, and a manager of Business Operations Department in Xinjiang Xintai Investment (Group) Co., Ltd. (新疆鑫泰投資(集團)有限公司) from March 2004 to December 2012. He has been the chairman of the supervisory committee of Xinjiang Xintai Natural Gas Co., Ltd. (新疆鑫泰天然氣股份有限公司) since January 2013.

### 董事(續)

#### 非執行董事

**黃敏先生**，57歲，本公司非執行董事及審核委員會委員。黃先生主要負責就會計、內部監控及財務事宜提供建議。黃先生於2020年3月27日加入本公司及獲委任為本公司非執行董事，於2020年8月27日獲委任為本公司審核委員會委員。

黃先生專注天然氣領域逾20年，具有豐富的行業經驗，現任上海證券交易所上市的新疆鑫泰天然氣股份有限公司(股份代號：603393)監事會主席。在此之前，彼於1979年12月至2000年3月任中國農業銀行德陽市旌陽區支行會計、出納、信貸及後續從事存款和信用卡業務。於2000年3月至2002年3月，任米泉液化氣公司經理。於2002年3月至2003年2月任焉耆縣城市天然氣輸配項目籌建處處長。於2004年3月至2012年12月任新疆鑫泰投資(集團)有限公司經營業務部經理，及自2013年1月起至今任新疆鑫泰天然氣股份有限公司監事會主席。

# Directors and Senior Management

## 董事及高級管理層

### DIRECTORS (Continued)

#### Independent Non-executive Directors

**Mr. Tai Kwok Leung Alexander (戴國良)**, aged 63, is an independent non-executive Director and a member of each of the Nomination Committee, Remuneration Committee and Strategic Development Committee of the Company and the chairman of the Audit Committee of the Company. Mr. Tai is primarily responsible for independently overseeing the management. Mr. Tai joined the Company on 24 August 2018, and was appointed as an independent non-executive Director and a member of each of the Audit Committee and Remuneration Committee of the Company. He was appointed as the chairman of Audit Committee and a member of each of the Nomination Committee and Strategic Development Committee of the Company on 7 September 2018.

Mr. Tai is currently a partner and officer in charge of corporate finance department of VMS Securities Limited. Mr. Tai currently also serves as an independent non-executive director for each of Jiayuan International Group Limited (Stock Code: 2768), G&M Holdings Limited (Stock Code: 6038) and Shengjing Bank Co., Ltd. (Stock Code: 2066), all being companies listed on the Main Board of the Stock Exchange. He was appointed as an independent director of Qingdao Eoroom Smart Home Technology Company Limited (青島有屋智能家居科技股份有限公司) on 29 June 2020 and ceased to be an independent non-executive director of Anhui Conch Cement Company Limited (Stock Code: 914) and Luk Fook Holdings (International) Limited (Stock Code: 0590), both being companies listed on the Main Board of the Stock Exchange, on 30 May 2019 and 20 August 2020, respectively. Mr. Tai was elected as a member of the 12th session of Shandong Committee of Chinese People's Political Consultative Conference in January 2018.

Mr. Tai is a member of the Hong Kong Institute of Certified Public Accountants, CPA Australia and New Zealand Institute of Chartered Accountants. He has extensive experience in accounting, corporate finance and investment in Hong Kong and overseas.

Mr. Tai obtained a bachelor's degree in commerce and administration from Victoria University of Wellington, New Zealand in 1982.

### 董事(續)

#### 獨立非執行董事

**戴國良先生**，63歲，本公司獨立非執行董事、提名委員會、薪酬委員會、戰略發展委員會委員及審核委員會主席。戴先生主要負責獨立監督管理。戴先生於2018年8月24日加入本公司獲委任為獨立非執行董事、本公司審核委員會及薪酬委員會委員，於2018年9月7日獲委任為本公司審核委員會主席及獲委任為提名委員會及戰略發展委員會委員。

戴先生現為鼎佩證券有限公司合夥人兼企業融資部主管。戴先生目前亦於聯交所主板上市公司佳源國際控股有限公司(股份代號：2768)、信越控股有限公司(股份代號：6038)、盛京銀行股份有限公司(股份代號：2066)擔任獨立非執行董事。彼於2020年6月29日獲委任為青島有屋智能家居科技股份有限公司之獨立董事。並分別於2019年5月30日及2020年8月20日不再擔任聯交所主板上市公司安徽海螺水泥股份有限公司(股份代號：914)及六福集團(國際)有限公司(股份代號：0590)之獨立非執行董事。戴先生於2018年1月當選中國人民政治協商會議第十二屆山東省委員會委員。

戴先生為香港會計師公會會員、澳洲會計師公會會員及紐西蘭會計師公會會員，在香港及海外擁有豐富的會計、企業融資及投資經驗。

戴先生於1982年取得紐西蘭威靈頓維多利亞大學(Victoria University of Wellington)商業及行政學士學位。

# Directors and Senior Management

## 董事及高級管理層

### DIRECTORS (Continued)

#### Independent Non-executive Directors (Continued)

**Dr. Liu Xiaofeng (劉曉峰)**, aged 58, is an independent non-executive Director and a member of the Audit Committee, Nomination Committee of the Company and the chairman of the Remuneration Committee of the Company. Dr. Liu is primarily responsible for independently overseeing the management. Dr. Liu joined the Company on 24 August 2018 and was appointed as an independent non-executive Director and a member of the Audit Committee, Nomination Committee and Remuneration Committee of the Company. He was appointed as the chairman of the Remuneration Committee and the Strategic Development Committee of the Company on 7 September 2018. He ceased to be the chairman of the Strategic Development Committee of the Company on 9 November 2018.

Dr. Liu has been an independent non-executive director of Kunlun Energy Company Limited (Stock Code: 0135) since 2004, Honghua Group Limited (Stock Code: 0196) since 2008, Cinda International Holdings Limited (Stock Code: 0111) since 2016, and Sunfonda Group Holdings Limited (Stock Code: 1771) since 2017, all being companies listed on the Main Board of the Stock Exchange. Dr. Liu is also the independent director of the board of UBS Securities Company Limited, an unlisted company. Dr. Liu has more than 20 years of experience in corporate finance. He has served in a number of international financial institutions since 1993, including N.M. Rothschild & Sons Limited, J.P. Morgan Securities (Asia Pacific) Limited, N.M. Rothschild & Sons (HK) Limited, DBS Asia Capital Limited and China Resources Capital Holdings Company Limited.

Dr. Liu obtained a master's degree and a PhD from the Faculty of Economics, University of Cambridge, United Kingdom in 1988 and 1994, respectively. He obtained a master's degree in development studies from the University of Bath, United Kingdom in 1987, and a bachelor's degree in political economics from the Southwestern University of Finance and Economics (西南財經大學) (formerly known as Sichuan Economic College (四川財經學院)) in the PRC in 1983, respectively.

### 董事 (續)

#### 獨立非執行董事 (續)

**劉曉峰博士**，58歲，本公司獨立非執行董事，審核委員會、提名委員會委員及薪酬委員會主席。劉博士主要負責獨立監督管理。劉博士於2018年8月24日加入本公司獲委任為獨立非執行董事與本公司審核委員會、薪酬委員會及提名委員會委員，於2018年9月7日獲委任為本公司薪酬委員會主席及戰略發展委員會主席，於2018年11月9日不再為本公司戰略發展委員會主席。

劉博士自2004年起於聯交所主板上市公司昆侖能源有限公司(股份代號：0135)、自2008年起於聯交所主板上市公司宏華集團有限公司(股份代號：0196)、自2016年起於聯交所主板上市公司信達國際控股有限公司(股份代號：0111)及自2017年起於聯交所主板上市公司新豐泰集團控股有限公司(股份代號：1771)擔任獨立非執行董事。劉博士亦為非上市公司瑞銀證券有限責任公司董事會的獨立董事。劉博士具備逾20年企業融資經驗，自1993年以來效力多家國際金融機構，包括洛希爾父子有限公司、摩根大通(證券)(亞太)有限公司、洛希爾父子(香港)有限公司、星展亞洲融資有限公司及華潤金融控股有限公司。

劉博士分別於1988年及1994年於英國劍橋大學經濟系取得碩士及博士學位，並分別於1987年及1983年取得英國巴斯大學發展研究學碩士學位及中國西南財經大學(前稱四川財經學院)政治經濟學學士學位。



## Directors and Senior Management 董事及高級管理層

### DIRECTORS (Continued)

#### Independent Non-executive Directors (Continued)

**Dr. Yang Ruizhao (楊瑞召)**, aged 55, is an independent non-executive Director and the chairman of the Strategic Development Committee of the Company. Dr. Yang is primarily responsible for independently overseeing the management. Dr. Yang was appointed as an independent non-executive Director and the chairman of the Strategic Development Committee of the Company on 9 November 2018. He was appointed as the head of the ESG Working Group of the Company on 27 March 2020.

Dr. Yang worked as a geological engineer in the Institute of Petroleum Geology at the Department of Geology and Minerals (地礦部石油地質研究所) from July 1986 to April 1995. Dr. Yang then served as a senior geological engineer in the Institute of Petroleum at China New Star Petroleum Co. (新星石油公司研究院) from April 1995 to July 1996. From May 2000 to July 2002, Dr. Yang joined the post-doctoral program and conducted research work in areas of geological resources and geological engineering at the China University of Mining and Technology (Beijing branch). In December 2002, Dr. Yang started working as a senior geological engineer and an associate professor at the China University of Mining and Technology (Beijing branch) and was later promoted as a professor in July 2017. He has been working as a senior geological engineer and a professor at the China University of Mining and Technology (Beijing branch) since then. Dr. Yang has received several awards including a special award from the China Coal Industry Association (中國煤炭工業協會) and a second prize award from the State Council of the PRC. Dr. Yang was also appointed as a member of the Mine Geophysical Committee of the Chinese Geophysical Society (中國地球物理學會礦山地球物理專業委員會) for a term of 4 years from 2013 to 2017.

Dr. Yang obtained a bachelor's degree of petroleum geology from the Chengdu College of Geology (成都地質學院) in the PRC in July 1986 and a doctoral degree in earth exploration and information technology from the China University of Geosciences (中國地質大學) in December 1999, respectively.

### 董事 (續)

#### 獨立非執行董事 (續)

**楊瑞召博士**，55歲，本公司獨立非執行董事、戰略發展委員會主席。楊博士主要負責獨立監督管理。楊博士於2018年11月9日獲委任為本公司獨立非執行董事、戰略發展委員會主席，並於2020年3月27日獲委任為本公司ESG工作組負責人。

楊博士於1986年7月至1995年4月，擔任地礦部石油地質研究所地質工程師。於1995年4月至1996年7月，楊博士在新星石油公司研究院擔任高級地質工程師。於2000年5月至2002年7月，楊博士在中國礦業大學(北京分校)參加博士後研究，並進行了地質資源及地質工程領域的研究工作。於2002年12月，楊博士開始在中國礦業大學(北京分校)擔任高級地質工程師及副教授，之後於2017年7月晉升為教授。彼自此一直在中國礦業大學(北京分校)擔任高級地質工程師及教授。楊博士獲有多份獎項，包括中國煤炭工業協會頒發的特等獎以及中國國務院頒發的二等獎。楊博士亦被委任為中國地球物理學會礦山地球物理專業委員會成員，任期自2013年起至2017年止為期四年。

楊博士於1986年7月於中國成都地質學院取得石油地質學學士學位，並於1999年12月於中國地質大學獲得地球探測與信息技術學博士學位。

# Directors and Senior Management

## 董事及高級管理層

### SENIOR MANAGEMENT

**Mr. Wei Jiangtao (衛江濤)**, aged 53, vice president and financial controller of the Company.

Mr. Wei has served as the vice president and financial controller of the Company since September 2018 and is primarily responsible for the Group's financial compliance management and corporate financing activities. He has over 20 years of experience in auditing, corporate finance, corporate governance and financial management.

From 2016 to 2018, Mr. Wei served as a post-investment manager for energy projects of China AVIC Trust Co., Ltd. (中航信託股份有限公司). From 2008 to 2015, he was a financial controller of each of Jiangsu Yangkou Port Development and Investment Co., Ltd. and Jiangsu Yangtong Investment and Development Co., Ltd., both are the subsidiaries of PYI Corporation Limited (Stock Code: 0498), a company listed on the Main Board of the Stock Exchange. From 2006 to 2007, he was a founding partner and general manager of Xi'an Junchung Finance Consulting Limited (西安君創財務諮詢有限公司). From 1999 to 2005, he successively served as a project manager, department manager and business director in Shaanxi Yiyou Accounting Firm Limited Liability Company (陝西益友會計師事務所有限公司).

Mr. Wei obtained a bachelor's degree in industrial economics from Shaanxi Institute of Finance and Economics (陝西財經學院), currently known as Xi'an Jiaotong University of China (中國西安交通大學), in 1990 and was admitted as a member of the Chinese Institute of Certified Public Accountants in 1999.

### 高級管理層

衛江濤先生，53歲，本公司副總裁及財務總監。

衛先生自2018年9月擔任公司副總裁及財務總監，主要負責本集團財務合規管理及企業融資活動。彼於審計、企業融資、企業管治及財務管理方面擁有逾20年經驗。

衛先生於2016年至2018年，擔任中航信託股份有限公司能源項目投後經理。於2008年至2015年，擔任聯交所主板上市公司保華集團有限公司(股份代號：0498)附屬江蘇洋口港投資開發有限公司及江蘇洋通開發投資有限公司財務總監。於2006年至2007年，為西安君創財務諮詢有限公司創始合夥人並擔任公司總經理。於1999年至2005年，於陝西益友會計師事務所有限公司先後擔任項目經理、部門經理及業務總監等職務。

衛先生於1990年取得陝西財經學院(現稱中國西安交通大學)工業經濟學學士學位。於1999年成為中國註冊會計師協會會員。

## Directors and Senior Management 董事及高級管理層

### SENIOR MANAGEMENT (Continued)

**Mr. Wang Bing (王冰)**, aged 51, vice president of the Company.

Mr. Wang has been the vice president of the Company since November 2013 and is primarily responsible for the Group's government relations, executive management and information management matters. Mr. Wang was appointed as a member of the ESG Working Group of the Company on 27 March 2020.

Mr. Wang has over 14 years of experience in project management, public relations, sales and marketing in the CBM business. Mr. Wang has held various positions in the Group since joining the Group in June 2005. Mr. Wang served as a director of operation from February 2012 to November 2013 and as a general manager of Panzhuang Project from September 2008 to February 2012. He was a business development and sales manager of Mabi Project from 2005 to 2007.

Before joining the Company, he was the deputy general manager of Shanxi Kotel Micro Technique Co., Ltd. (山西科泰微技術有限公司) from September 2001 to May 2005 and the marketing manager of the Beijing branch of American ATMEL Company from July 1997 to September 2001.

Mr. Wang obtained a bachelor's degree in metallic material engineering from Northeast Heavy Machinery Institute (東北重型機械學院), currently known as Yanshan University (燕山大學), in the PRC in September 1992 and his master's degree in business administration from the Open University of Hong Kong in December 2000.

### 高級管理層 (續)

王冰先生，51歲，本公司副總裁。

王先生於2013年11月起擔任本公司副總裁，其主要負責本集團政府關係及行政管理、信息化管理等事務。王先生於2020年3月27日獲委任為本公司ESG工作組成員。

王先生在煤層氣業務領域積累了超過14年的項目管理、公共關係、銷售及市場推廣經驗。彼於2005年6月加入本集團以來擔任過多個職位。於2012年2月至2013年11月期間擔任運營總監，並在2008年9月至2012年2月期間擔任潘莊項目總經理。於2005年至2007年任馬必項目業務、銷售經理。

加入本公司之前，彼於2001年9月至2005年5月期間任山西科泰微技術有限公司副總經理。於1997年7月至2001年9月，任American ATMEL Company北京分公司市場推廣經理。

王先生於1992年9月取得中國東北重型機械學院(現稱中國燕山大學)金屬材料工程學學士學位，並於2000年12月取得香港公開大學工商管理碩士學位。

# Directors and Senior Management

## 董事及高級管理層

### SENIOR MANAGEMENT (Continued)

**Mr. Li Jun (李軍)**, aged 56, vice president of the Company.

Mr. Li has been a vice president of the Company since December 2020 and is primarily responsible for the Group's safety, production, technical, engineering and project management matters.

Mr. Li has over 25 years of experience in project management, supply chain management, public relations and crisis management in the oil and gas industry. He has held various positions since joining the Group in September 2014. From April 2020 to December 2020, he was an assistant to the President and the Head of Investment Development Department. From September 2014 to September 2020, he was the general manager of each of Panzhuang Project and Mabi Project respectively.

Prior to joining the Company, he was the Panyu asset manager of ConocoPhillips China Inc. from January 2013 to June 2014. From November 2009 to December 2012, he was the general manager of supply chain in the PRC for ConocoPhillips China Inc., During his tenure, Mr. Li, as a representative of ConocoPhillips China Inc., coordinated the crisis management and communication with the authorities in respect of the Bohai Bay oil spill from July 2011 to January 2012. From October 1995 to October 2009, he was the chief operation officer of logistics, liaison officer in charge of communication with government authorities and joint venturers, and the head of procurement and logistics management for ConocoPhillips China Inc., overseeing the operations in Bohai Rim Region. Prior to that, he was a diplomatic, political and press attaché at the embassy of the People's Republic of China in Yemen from February 1991 to April 1994, when he was stationed in Sana'a, the capital of the Republic of Yemen.

Mr. Li obtained a bachelor's degree in English Language and Literature from Tianjin Foreign Studies University in 1986 and an MBA degree from the State University of New York, USA in June 2004.

### 高級管理層 (續)

**李軍先生**，56歲，本公司副總裁。

李先生於2020年12月起擔任本公司副總裁，其主要負責本集團安全、生產、技術、工程和項目管理事務。

李先生在油氣行業業務領域積累了超過25年的項目管理、供應鏈管理、公共關係及危機管控等經驗。彼於2014年9月加入本集團以來擔任過多個職位。於2020年4月至2020年12月期間任總裁助理兼投資發展部部長。於2014年9月至2020年9月期間分別擔任潘莊項目總經理、馬必項目總經理。

加入本公司之前，彼於2013年1月至2014年06月期間任康菲石油中國有限公司番禺資產經理。於2009年11月至2012年12月期間任康菲石油中國有限公司中國區供應鏈總經理，期間於2011年7月至2012年1月彼作為康菲石油中國有限公司代表協調了渤海灣溢油事件危機處置和相關政府事務溝通。於1995年10月至2009年10月期間任康菲石油中國有限公司渤海區後勤運營總監，政府關係和合作方聯絡主管、採購及物流管理主管。在此之前，彼於1991年2月至1994年4月期間任中華人民共和國駐也門大使館外交政治和新聞事務隨員，派駐也門共和國首都沙那市。

李先生於1986年取得天津外國語大學英語語言文學學士學位，並於2004年6月取得美國紐約州立大學工商管理碩士學位。

## Directors and Senior Management 董事及高級管理層

### SENIOR MANAGEMENT (Continued)

**Mr. Wei Jinmin (魏進民)**, aged 53, vice president of the Company.

Mr. Wei has served as a vice president of the Company since September 2018 and is primarily responsible for the Group's legal and audit monitoring issues.

Mr. Wei has over 20 years of experience in providing legal advice. Before joining the Company, Mr. Wei served as an assistant to general manager and a director of legal department in Xinjiang Xintai Natural Gas Co., Ltd. (新疆鑫泰天然氣股份有限公司), a company listed on the Shanghai Stock Exchange (Stock Code: 603393) from May 2014 to August 2018. From 2006 to 2014, Mr. Wei was a partner of Sichuan Huanfeng Law Firm (四川環峰律師事務所) and Sichuan Liankun Law Firm (四川聯坤律師事務所), respectively.

**Mr. Fan Mingzhu (樊明珠)**, aged 62, chief engineer of the Company.

Mr. Fan has served as the chief engineer of the Company since September 2018. He is primarily responsible for the finalization of the Group's technical projects, research and development of new technology and technical assessment of new projects.

Mr. Fan has over 38 years of experience in CBM well drilling, exploration and development. He was a chief geologist of the Company from June 2008 to June 2017. From May 2002 to May 2008, Mr. Fan was a senior engineer in Petroleum Exploration and Development Research Institute of Sinopec and engaged in geological evaluation and exploration deployment of CBM concessions. From December 1989 to April 2002, Mr. Fan was a senior engineer in Planning and Design Institute of North China Petroleum Bureau of Sinopec. From February 1982 to November 1989, Mr. Fan worked as an engineer in the Ninth and Fifth Brigade of Petroleum Prospecting and Exploration of North China Petroleum Bureau and participated in on-site geological logging work at various CBM wells.

Mr. Fan obtained a bachelor's degree in petroleum and natural gas geology from Northwest University (西北大學) in the PRC in January 1982.

### 高級管理層 (續)

**魏進民先生**，53歲，本公司副總裁。

魏先生自2018年9月起擔任本公司副總裁。其主要負責本集團法務與審計監察事務。

魏先生在提供法律意見方面擁有超過20年的經驗。加入本公司之前，彼於2014年5月至2018年8月在上海證券交易所上市公司新疆鑫泰天然氣股份有限公司(股份代號：603393)擔任總經理助理兼法務部部長。於2006年至2014年，魏先生分別在四川環峰律師事務所、四川聯坤律師事務所任合夥人律師。

**樊明珠先生**，62歲，本公司總工程師。

樊先生於2018年9月起擔任本公司總工程師。彼主要負責本集團技術方案審定、新技術研發及新項目技術評估。

樊先生於煤層氣井鑽探、勘探及開發方面擁有逾38年經驗。彼於2008年6月至2017年6月為本公司首席地質專家。於2002年5月至2008年5月，樊先生為中石油石油勘探及開發研究院高級工程師，從事地質評估及煤層氣區塊的勘探部署。於1989年12月至2002年4月，樊先生為中石油華北石油局規劃設計研究院高級工程師。於1982年2月至1989年11月，樊先生曾任中石油華北石油局第九及第五普查勘探大隊工程師，並參與各種煤層氣井現場的地質錄井工作。

樊先生於1982年1月取得中國西北大學石油與天然氣地質學學士學位。



## Directors and Senior Management 董事及高級管理層

### SENIOR MANAGEMENT (Continued)

**Ms. Su Xiaohang (蘇曉航)**, aged 34, joint company secretary of the Company.

Ms. Su has served as the manager of the board of Directors' office (董事會辦公室主任) of the Company since September 2018 and was appointed as a joint company secretary and the Board secretary of the Company in April 2019. She is primarily responsible for implementing good corporate governance and the Group's compliance matters, investors' and public relations management.

Ms. Su has over seven years of experience in the financial services and investment industry. Before joining the Company, she worked as an investment manager in the investment department at Chinastone Capital Management Limited from November 2016 to August 2018. She served as a branch finance manager in the finance department at the Beijing Branch of the Standard Chartered Bank (China) Limited from February 2014 to November 2016. From January 2011 to January 2014, she worked as a senior auditor at the Beijing office of Deloitte Touche Tohmatsu CPA Ltd. under the audit group of global financial service industry.

Ms. Su obtained a master's degree of science in International Accounting and Finance at the University of Birmingham, United Kingdom, in 2010. She obtained the Securities Qualification Certificate (基金業從業證書) from the Asset Management Association of China (中國證券投資基金業協會) in June 2017. She is a member of the Association of Chartered Certified Accountants.

### 高級管理層 (續)

**蘇曉航女士**，34歲，本公司聯席公司秘書。

蘇女士自2018年9月起擔任本公司董事會辦公室主任，於2019年4月獲委任為本公司聯席公司秘書及董事會秘書，其主要負責執行良好的企業管治工作、本集團合規事務、投資者關係及公共關係管理。

蘇女士於金融服務及投資行業擁有超過七年的經驗。加入本公司之前，彼於2016年11月至2018年8月在濤石股權投資管理(上海)股份有限公司投資部擔任投資經理；於2014年2月至2016年11月，擔任渣打銀行(中國)有限公司北京分行財務主管；於2011年1月起至2014年1月，擔任德勤·華永會計師事務所北京分所全球金融服務業審計組的高級審計師。

蘇女士於2010年取得英國伯明翰大學國際會計與金融理學碩士學位。於2017年6月獲得中國證券投資基金業協會頒發的基金業從業證書。彼為英國特許公認會計師公會會員。

# Report of the Directors

## 董事會報告

The Board is pleased to present its report and the audited consolidated financial statements of the Group for the year ended 31 December 2020.

### PRINCIPAL ACTIVITIES AND SUBSIDIARIES

The Company is a leading independent CBM producer in China. It focuses on developing and optimizing value of unconventional gas resources to supply clean energy to the Chinese economy. Details of the principal activities of the principal subsidiaries of the Group are set out in note 1 and note 29 to the section headed "Consolidated Financial Statements" of this annual report. There were no significant changes in the nature of the Group's principal activities during the year ended 31 December 2020.

### BUSINESS REVIEW

A review of the business of the Group during the year ended 31 December 2020 and a discussion on the Group's future business development are provided in the section headed "Chairman's Statement" of this annual report. Description of possible risks and uncertainties that the Group may be facing can be found in the section headed "Chairman's Statement" of this annual report. In addition, the financial risk management objectives and policies of the Group can be found in note 3 to the section headed "Consolidated Financial Statements" of this annual report. An analysis of the Group's performance during the year ended 31 December 2020 using financial key performance indicators is provided in the section headed "Management Discussion and Analysis" of this annual report. Further, discussions on the Group's environmental policies, relationships with its key stakeholders and compliance with relevant laws and regulations which have a significant impact on the Group are contained in the sections headed "Chairman's Statement", "Report of the Directors", and "Corporate Governance Report" of this annual report, respectively. Discussions and information therein form part of this Report of the Directors.

### RESULTS

The results of the Group for the year ended 31 December 2020 are set out in the section headed "Consolidated Financial Statements" of this annual report.

董事會欣然提呈本報告以及本集團截至2020年12月31日止年度經審核合併財務報表。

### 主要業務及附屬公司

本公司是中國領先的獨立煤層氣生產商，專注於非常規天然氣資源的開發及價值優化，為中國經濟供應清潔能源。本集團主要附屬公司的主要業務詳情載於本年報「合併財務報表」一節附註1和附註29。截至2020年12月31日止年度，本集團主要業務性質並無重大變化。

### 業務回顧

本集團截至2020年12月31日止年度的業務回顧及有關本集團未來業務發展的探討，載於本年報「主席報告」一節。本集團可能面臨的風險和不確定因素詳述於本年報「主席報告」一節。此外，本集團財務風險管理目標及政策載於本年報「合併財務報表」一節附註3。本集團截至2020年12月31日止年度運用關鍵財務業績指標的業績分析，載於本年報「管理層討論及分析」一節。此外，有關本集團環境政策、與主要權益持有人之關係以及對本集團有重大影響的相關法律及法規合規情況探討，請分別參見本年報「主席報告」、「董事會報告」及「企業管治報告」各節。該類章節的討論和資料屬於董事會報告一部分。

### 業績

本集團截至2020年12月31日止年度的業績載於本年報「合併財務報表」一節。

# Report of the Directors

## 董事會報告

### DIVIDEND

The Board has recommended the payment of a final dividend of RMB0.1031 per share (equivalent to approximately HK\$0.1228 per share) for the year ended 31 December 2020, subject to the approval of the Shareholders of the Company at the AGM to be held on 13 May 2021. The proposed dividends is expected to be paid on 3 June 2021 to the Shareholders whose names appear on the register of members on 24 May 2021. The dividends payable to the Shareholders will be distributed in HK Dollar at an average exchange rate of the central parity of RMB against HK Dollar as announced by The People's Bank of China for the five business days prior to the dividend declaration date.

### USE OF PROCEEDS FROM THE LISTING OF THE COMPANY

The shares of the Company were listed on the Main Board of the Stock Exchange on 23 June 2015 with net proceeds from the IPO of approximately RMB1.5069 billion, after deduction of the underwriting commission and other expenses. The Company intends to apply the proceeds from the Listing in accordance with the proposed applications as set out in the section headed "Future Plans and Use of Proceeds — Use of Proceeds" in the prospectus of the Company dated 11 June 2015.

As at 31 December 2020, the following table sets out the breakdown of the use of proceeds from the IPO:

### 股息

董事會已建議派付截至2020年12月31日止年度之末期股息每股人民幣0.1031元，相當於每股港幣0.1228元，惟須待股東於2021年5月13日股東周年大會上批准。建議股息預計將於2021年6月3日向截至於2021年5月24日股東名冊所列股東派付。應付予股東的股息將以港元派發。本公司派息所採用的匯率為宣布派息日前五個營業日中國人民銀行公告的人民幣兌換港元匯率之中間價的平均值。

### 本公司上市所得款項用途

本公司股份於2015年6月23日在聯交所主板上市，經扣除包銷佣金及其他開支後，IPO所得款項約為人民幣15.069億元。本公司擬根據本公司於2015年6月11日披露的招股章程「未來計劃及所得款項用途 — 所得款項用途」一節所載的建議用途使用上市所得款項。

於2020年12月31日，IPO所得款項用途大致如下表列示：

Use of net proceeds	所得款項淨額用途	Percentage of net proceeds	Net proceeds allocated	Net proceeds utilized as at	Net proceeds utilized during the year ended	Remaining amount
				31 December 2019	31 December 2020	
		佔所得款項淨額百分比	分配的所得款項淨額	於2019年12月31日已使用所得款項淨額	截至2020年12月31日止年度已使用所得款項淨額	剩餘金額
			(RMB hundred million)	(RMB hundred million)	(RMB hundred million)	(RMB hundred million)
			(人民幣億元)	(人民幣億元)	(人民幣億元)	(人民幣億元)
For the exploration and development of CBM in Panzhuang and Mabi concessions	用於在潘莊及馬必區塊勘探及開發煤層氣	60%	9.041	7.790	1.251	-
For the expansion of operations by acquiring interests in other CBM or other unconventional gas concessions or participating in cooperation or joint venture projects	收購其他煤層氣或其他非常規天然氣區塊的權益或參與合作或合營項目，藉以拓展我們的業務	35%	5.274	3.172	0.035	2.067
For working capital and general corporate purposes	用作營運資金及一般企業用途	5%	0.754	0.538	0.113	0.103
<b>Total</b>	<b>總計</b>	<b>100%</b>	<b>15.069</b>	<b>11.500</b>	<b>1.399</b>	<b>2.170</b>

# Report of the Directors

## 董事會報告

### USE OF PROCEEDS FROM THE LISTING OF THE COMPANY (Continued)

The remaining portion of the net proceeds is expected to be used on or before 31 December 2021. Depending on the identification progress of possible acquisition targets or opportunities to participate in cooperation or joint venture projects, the Company will disclose the information in its annual reports and interim reports and in accordance with the relevant Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”).

### PROPERTY, PLANT AND EQUIPMENT AND REVENUE GENERATING ASSETS

Details of movements in the property, plant and equipment, and revenue generating assets of the Group during the year ended 31 December 2020 are set out in note 6 to the section headed “Consolidated Financial Statements” of this annual report, respectively.

### BANK LOANS AND OTHER BORROWINGS

The Group did not have any bank loans and other borrowings during the year ended 31 December 2020.

### SHARE CAPITAL AND SHARE INCENTIVE SCHEMES

Details of movements in the Company’s share capital and share incentive schemes are set out in note 12 to the section headed “Consolidated Financial Statements” of this annual report and the paragraph headed “Share Incentive Schemes” below, respectively.

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company’s articles of association (the “Articles”) or the laws of the Cayman Islands which would oblige the Company to offer new Shares on a pro rata basis to its existing Shareholders.

### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor its subsidiaries has purchased, sold or redeemed any of the Company’s listed securities for the year ended 31 December 2020.

### 本公司上市所得款項用途(續)

剩餘金額預計於2021年12月31日或以前使用，本公司根據確定可能的收購目標或參與合作或合營項目機會的情況，將在其年度報告和中期報告和根據聯交所相關證券上市規則(「上市規則」)披露信息。

### 物業、廠房及設備與創收資產

本集團截至2020年12月31日止年度物業、廠房及設備與創收資產的變動詳情分別載於本年報「合併財務報表」一節附註6。

### 銀行貸款及其他借款

本集團截至2020年12月31日止年度無銀行貸款及其他借款。

### 股本及股權激勵計劃

本公司股本及股權激勵計劃的變動詳情分別載於本年報「合併財務報表」一節附註12，以及下文「股權激勵計劃」一段。

### 優先購買權

本公司組織章程細則(「細則」)或開曼群島法例並無優先購買權的相關條款規定本公司須向現有股東按比例發售新股。

### 購買、出售或贖回上市證券

截至2020年12月31日止年度，本公司或其附屬公司概無購買、出售或贖回本公司任何上市證券。

# Report of the Directors

## 董事會報告

### CLOSURE OF REGISTER OF MEMBERS

The AGM is scheduled to be held on Thursday, 13 May 2021. The AGM circular will be published and issued to the Shareholders in due course. For the purposes of determining the Shareholders' eligibility to attend and vote at the AGM, the register of members of the Company (the "Register of Members") will be closed from 10 May 2021 to 13 May 2021, both days inclusive, during which period no transfer of shares of the Company will be registered. To be eligible to attend and vote at the AGM, all properly completed transfer forms, accompanied by the relevant share certificates, must be lodged for registration with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 7 May 2021 (being the business day prior to the first day of closure of the register of members).

The record date for determining the entitlements to the proposed dividend is 24 May 2021. In order to determine the Shareholders' entitlements to the proposed final dividend, which is subject to the approval by the Shareholders at the AGM to be convened, the Register of Members of the Company will be closed from 20 May 2021 to 24 May 2021, both days inclusive, during which period the registration of transfer of shares will be suspended. All properly completed transfers accompanied by the relevant share certificates, must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 18 May 2021.

### RESERVES

Details of reserve movement of the Company during the year ended 31 December 2020 are set out in note 28 to the section headed "Consolidated Financial Statements" of this annual report.

### DISTRIBUTABLE RESERVES

As of 31 December 2020, the distributable reserves of the Company was approximately RMB4,194 million.

### CHARITABLE CONTRIBUTIONS

During the year ended 31 December 2020, the Group made charitable contributions of RMB550 thousand.

### 暫停辦理股東登記

本公司股東週年大會計劃於2021年5月13日星期四召開。股東週年大會通知函將適時刊載並寄發予股東。為決定出席股東週年大會並在會上投票的權利，本公司將於2021年5月10日至2021年5月13日(包括首尾兩日)暫停辦理股東登記(「股東登記」)手續，在此期間，本公司將不會受理任何股份過戶登記。為符合資格參加股東週年大會並在會上投票，股東須不晚於2021年5月7日(即暫停辦理股東登記首日前的營業日)下午四時三十分，將本公司所有股份過戶表格連同有關股票送達本公司香港證券登記處香港中央證券登記有限公司(地址：香港灣仔皇后大道東183號合和中心17樓1712-1716室)，以辦理登記。

釐定是否符合資格獲派擬派發的股息之登記日為2021年5月24日。為決定股東獲取建議股息的權利，本公司之股東名冊將於2021年5月20日至2021年5月24日期間(包含首尾兩日)暫停辦理股份過戶登記手續，該等末期股息派發建議需經即將召開的股東週年大會審批。所有股份過戶檔連同相關股票須不遲於2021年5月18日下午四時三十分前送交本公司之香港股份過戶登記分處香港中央證券登記有限公司(地址：香港灣仔皇后大道東183號合和中心17樓1712-1716室)，辦理股份過戶登記手續。

### 儲備

有關本公司截至2020年12月31日止年度儲備的變動詳情載於本年報「合併財務報表」一節附註28。

### 可分派儲備

截至2020年12月31日，本公司可分配儲備約為人民幣41.94億元。

### 慈善捐款

截至2020年12月31日止年度，本集團做出人民幣55萬元的慈善捐款。



# Report of the Directors

## 董事會報告

### MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2020, the sales to the Group's five largest customers accounted for 61.12% of the total sales for the year, with the sales to the largest customer representing 17.65%. For the year ended 31 December 2020, the Group's five largest customers were principally engaged in the exploration and exploitation of CBM, liquefaction and processing of CBM, and sales of town gas. The Group and its five largest customers have maintained a relationship for 1 to 2 years and even longer. The credit term granted to the Group's major customers for trade receivables is generally 30 to 90 days, which is consistent with that granted to other customers. The Group has mitigated its risk of relying on major customers in peak-shaving of natural gas by adding other customers for peak-shaving and establishing a long-term and stable relationship with its customers.

For the year ended 31 December 2020, the purchases from the Group's five largest suppliers accounted for 29.88% of the total purchases for the year in which the purchases from the largest supplier represented 7.95%.

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

For the year ended 31 December 2020, there was no material and significant dispute between the Group and its suppliers and/or customers.

### DIRECTORS

The Directors of the Company during the year ended 31 December 2020 and up to the date of this annual report were:

#### Executive Directors

Mr. Ming Zaiyuan (*Chairman*)  
Mr. Yan Danhua (*President*)  
Mr. Zhang Jianbing (*Vice President*)

#### Non-executive Directors

Mr. Huang Min (appointed on 27 March 2020)  
Dr. Cui Guiyong (resigned on 26 March 2021)  
Ms. Gu Ren (resigned on 27 August 2020)

#### Independent non-executive Directors

Mr. Tai Kwok Leung Alexander  
Dr. Liu Xiaofeng  
Dr. Yang Ruizhao

### 主要客戶及供應商

本年度截至2020年12月31日，面向本集團五大客戶的銷售額佔該年度銷售總額的61.12%，其中對最大客戶銷售額佔17.65%。截至2020年12月31日止年度，本集團的五大客戶主要從事煤層氣的勘探開發、煤層氣的液化加工、城市燃氣銷售。本集團與前五大客戶的關係年限約為1至2年以及長期。本集團授予主要客戶的貿易應收款項信用期通常為30天至90天，與授予其他客戶的信用期一致。針對本集團對主要客戶在天然氣調峰的依賴性風險，本集團已採取新增其他調峰客戶，建立新的長期穩定的客戶關係的針對性措施。

截至2020年12月31日止年度，來自本集團五大供應商的採購額佔該年度採購總額的29.88%，其中來自最大供應商的採購額佔7.95%。

本公司董事或其他任何緊密聯繫人或任何主要股東（含其他根據董事所知範圍持有本公司股本5%以上股東）均未在本集團五大客戶及供應商處擁有任何實益權益。

截至2020年12月31日止年度，本集團與供應商和／或客戶之間均無嚴重或重大糾紛。

### 董事

截至2020年12月31日止年度及至本年報日期，本公司董事名單如下：

#### 執行董事

明再遠先生（主席）  
嚴丹華先生（總裁）  
張艦兵先生（副總裁）

#### 非執行董事

黃敏先生（於2020年3月27日獲委任）  
崔桂勇博士（於2021年3月26日辭任）  
顧韜女士（於2020年8月27日辭任）

#### 獨立非執行董事

戴國良先生  
劉曉峰博士  
楊瑞召博士

# Report of the Directors

## 董事會報告

### DIRECTORS (Continued)

Mr. Huang Min was appointed as a non-executive Director with effect from 27 March 2020 and a member of the Audit Committee of the Company with effect from 27 August 2020. Ms. Gu Ren resigned as a non-executive Director and a member of the Audit Committee of the Company with effect from 27 August 2020 due to her other personal and work commitments. Dr. Cui Guiyong resigned as a non-executive Director and a member of the Strategic Development Committee of the Company with effect from 26 March 2021 due to his other personal and business commitments. Mr. Yan Danhua, an executive Director and the President of the Company, was appointed as a member of the Strategic Development Committee of the Company with effect from 26 March 2021.

Save as disclosed above, as of 31 December 2020 and up to the date of this annual report, there have been no changes to the composition of each of the Board, the Audit Committee, the Remuneration Committee, the Nomination Committee and the Strategic Development Committee of the Company.

### DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the current Directors and the senior management of the Group are set out in the section headed "Directors and Senior Management" of this annual report. Save as disclosed therein, there was no other matter with respect to the appointment of the Directors that needs to be brought to the attention of the Shareholders and there was no information relating to the Directors that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules as of the date of this annual report.

### DIRECTORS' SERVICE CONTRACTS

Each executive Director has entered into a service agreement with the Company for a term of three years commencing from the date of appointment subject to the relevant provisions of retirement by rotation and re-election at the AGMs of the Company in accordance with the Articles. Each of the non-executive Directors (including independent non-executive Directors), Mr. Huang Min, Mr. Tai Kwok Leung Alexander, Dr. Liu Xiaofeng and Dr. Yang Ruizhao, have signed a letter of appointment with the Company for a term of three years commencing from the date of appointment/renewal subject to the relevant provisions of retirement by rotation and re-election at the AGMs of the Company in accordance with the Articles.

In accordance with the Articles, Mr. Ming Zaiyuan, Mr. Yan Danhua and Dr. Liu Xiaofeng will retire and being eligible, offer themselves for re-election at the forthcoming AGM.

None of the Directors has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

### 董事(續)

黃敏先生分別於2020年3月27日、2020年8月27日獲委任為本公司非執行董事、審核委員會委員，並分別於獲委任日生效；顧韜女士因其他個人及工作承擔於2020年8月27日辭任本公司非執行董事及審核委員會委員，並於同日生效；崔桂勇博士因其他個人及工作承擔於2021年3月26日辭任本公司非執行董事及戰略發展委員會委員，並於同日生效；執行董事及總裁嚴丹華先生於2021年3月26日獲委任為戰略發展委員會委員，並於同日生效。

除上文披露者外，截至2020年12月31日及本年報披露日，本公司董事會、審核委員會、薪酬委員會、提名委員會及戰略發展委員會的成員組成概無變動。

### 董事及高級管理層履歷

本集團現任董事及高級管理層履歷詳情載於本年報「董事及高級管理層」一節。截至本年報日期，除本年報所披露者外，均無涉及委任董事之其他事項須提請股東注意，也無涉及董事的任何資料須根據上市規則第13.51(2)(h)至(v)條進行披露。

### 董事服務合約

每位執行董事已與本公司訂立服務協定，自獲委任日期起為期三年，須遵守根據細則於本公司股東週年大會輪值退任及膺選連任的相關條款。各非執行董事(包括獨立非執行董事)已與本公司簽署委任函件，黃敏先生、戴國良先生、劉曉峰博士及楊瑞召博士自獲委任／續任日期起為期三年，須遵守根據細則於本公司股東週年大會輪值退任及膺選連任的相關條款。

根據細則，在即將到來的股東週年大會上，明再遠先生、嚴丹華先生及劉曉峰博士退任並符合資格申請膺選連任。

概無董事訂立於一年內不可由本集團終止而毋須支付賠償(法定賠償除外)的服務合同。

# Report of the Directors

## 董事會報告

### DIRECTORS' INTERESTS IN CONTRACTS, TRANSACTIONS AND ARRANGEMENTS OF SIGNIFICANCE

Save as disclosed in this annual report, no contracts, transactions and arrangements 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 had a material interest, whether directly or indirectly, subsisted during the year ended 31 December 2020 or at any time of this period.

### DIRECTORS' EMOLUMENTS

Details of the remuneration of the Directors and the five highest paid individuals of the Group are set out in note 30 and note 19 to the section headed "Consolidated Financial Statements" of this annual report. The remunerations of the Directors are determined based on the market price and contribution made by such Directors to the Company. There has been no arrangement under which any Director has waived or agreed to waive any emoluments.

### CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received annual confirmations of independence from each of the independent non-executive Directors and considered them to be independent in accordance with Rule 3.13 of the Listing Rules.

### MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or existed during the year ended 31 December 2020.

### PERMITTED INDEMNITY

The Articles provides that each Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her officer or otherwise in relation thereto. Provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of such directors or officers. In addition, the Company has maintained appropriate directors and officers liability insurance in respect of relevant legal actions against the Directors.

### 董事在重大合約、交易及安排方面的權益

除本年報所披露者外，董事均未在本公司或其任何附屬公司訂立與本集團業務有重大關係、並且在本年度截至2020年12月31日或在此期間任何時間仍然有效的合約、交易及安排中，直接或間接擁有重大權益。

### 董事酬金

董事及本集團五位享受最高薪酬人士的酬金詳情載於本年報「合併財務報表」一節附註30和附註19。董事薪酬根據市價及相關董事對本公司的貢獻而決定。無任何董事放棄或同意放棄任何酬金的安排。

### 確認獨立非執行董事的獨立性

本公司已收到各獨立非執行董事就獨立性發出的年度確認函，並認為他們均為根據上市規則第3.13條說明的獨立人士。

### 管理合約

截至2020年12月31日止年度均未訂立或存在任何有關本集團全部或任何重大部分業務的管理和行政合約。

### 准許補償

細則規定，本公司各董事或其他高級職員可從本公司的資產中獲取補償，以補償他們履行職責時或就此在其他方面蒙受或產生的所有損失或責任。惟此項彌償保證並不包括與該董事或高級職員欺詐或不誠實有關的任何事宜。此外，本公司就董事可能面對的法律訴訟適當購買董事及高級職員責任險。

# Report of the Directors

## 董事會報告

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS

As at 31 December 2020, the interests and short positions of the Directors and the chief executives of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they have taken, or are deemed to have taken, under such provisions of the SFO); or (b) were required, pursuant to section 352 of the SFO, to be recorded in the register required to be kept by the Company; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the "Model Code"), to be notified to the Company and the Stock Exchange were as follows:

### 董事及主要行政人員在本公司或其關聯公司股份、相關股份及債券中擁有的權益和淡倉

於2020年12月31日，本公司董事及主要行政人員在本公司或其關聯公司(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債券中擁有(a)根據證券及期貨條例第XV部第7及8部分，須知會本公司及聯交所的權益和淡倉(包括根據證券及期貨條例有關條款被當作或視作擁有的權益和淡倉)；或(b)根據證券及期貨條例第352條須記錄於本公司備置登記冊內的權益和淡倉；或(c)根據上市規則附錄10所載上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所的權益和淡倉如下：

Name	Position	Company/Name of associated corporation	Capacity	Number of shares held (Note 1)	Approximate percentage of shareholding (Note 2)
姓名	職位	本公司／相關法團名稱	身份	所持股份數目 (附註1)	持股概約百分比 (附註2)
Ming Zaiyuan (Note 3) 明再遠(附註3)	Chairman and Executive Director 主席兼執行董事	Company 本公司	Interest in a controlled corporation 受控法團權益	1,752,871,886 (L)	51.65% (L)
			Interest in spouse 配偶權益	2,024,000 (L)	0.060% (L)
Cui Guiyong (resigned on 26 March 2021) 崔桂勇 (於2021年3月26日辭任)	Non-executive Director 非執行董事	Company 本公司	Beneficial owner 實益擁有人	106,360 (L)	0.003% (L)
Huang Min 黃敏	Non-executive Director 非執行董事	Xinjiang Xintai Natural Gas Co., Ltd. 新疆鑫泰天然氣股份有限公司	Beneficial owner 實益擁有人	4,288,880 (L)	1.37% (L)
			Interest in spouse 配偶權益	82,733 (L)	0.026% (L)

#### Notes:

- The letter "L" denotes long position in such shares.
- Approximate percentage of shareholding as at 31 December 2020. As at 31 December 2020, the total number of issued Shares was 3,393,582,395.
- Liming Holding Limited beneficially owned 1,752,871,886 Shares of the Company. Liming Holding Limited is entirely controlled by Sichuan Liming Energy Development Co., Ltd., which in turn is entirely controlled by Xinjiang Xintai Natural Gas Co., Ltd. Mr. Ming beneficially owned 1,752,871,886 Shares of the Company through his holding of 112,209,124 shares in Xinjiang Xintai Natural Gas Co., Ltd, representing 35.78% of the total issued share capital of Xinjiang Xintai Natural Gas Co., Ltd. In addition, Mr. Ming is deemed to be interested in 2,024,000 Shares held by his spouse for the purposes of the SFO.

#### 附註：

- 字母「L」指該人士在這些股份中的好倉。
- 截至2020年12月31日止的持股百分比。於2020年12月31日，已發行股份總數為3,393,582,395股。
- 香港利明控股有限公司實益擁有本公司1,752,871,886股股份。香港利明控股有限公司由四川利明能源開發有限責任公司全權控制；四川利明能源開發有限責任公司由新疆鑫泰天然氣股份有限公司全權控制。明先生通過其持有的新疆鑫泰天然氣股份有限公司112,209,124股股份，佔新疆鑫泰天然氣股份有限公司總發行股本的35.78%，擁有本公司1,752,871,886股股份。此外，就證券及期貨條例而言，明先生視為於2,024,000股股份中擁有權益，該等權益由明先生的配偶實際擁有。

# Report of the Directors

## 董事會報告

### SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 31 December 2020, the following persons (other than the Directors or the chief executives of the Company) have interests or short positions in the Shares or underlying shares or debentures as recorded in the register required to be kept by the Company under section 336 of the SFO:

### 主要股東在本公司股份、相關股份及債券中擁有的權益和淡倉

於2020年12月31日，下列人士（本公司董事或主要行政人員除外）在本公司根據證券及期貨條例第336條存置登記冊所載的股份，相關股份及債券中擁有權益或淡倉如下：

Name of shareholder 股東名稱	Capacity 身份	Number of shares held (Note 1) 所持股份數目 (附註1)	Approximate percentage of shareholding (Note 2) 持股概約百分比 (附註2)
Liming Holding Ltd. (Note 3) 香港利明控股有限公司(附註3)	Beneficial owner 實益擁有人	1,752,871,886 (L)	51.65% (L)
Sichuan Liming Energy Development Co., Ltd. (Note 3) 四川利明能源開發有限責任公司(附註3)	Interest in a controlled corporation 受控法團權益	1,752,871,886 (L)	51.65% (L)
Xinjiang Xintai Natural Gas Co., Ltd. (Note 3) 新疆鑫泰天然氣股份有限公司(附註3)	Interest in a controlled corporation 受控法團權益	1,752,871,886 (L)	51.65% (L)
Wisdom Treasure Holdings Inc. (Note 4) (附註4)	Beneficial owner 實益擁有人	601,628,379 (L)	17.73% (L)
Weng Ming (Note 4) 翁鳴(附註4)	Interest in a controlled corporation 受控法團權益	601,628,379 (L)	17.73% (L)
	Beneficial owner 實益擁有人	3,361,000 (L)	0.10% (L)
Shenzhen Tongyu Energy Investment Co. Ltd. (Note 5) 深圳通豫能源投資有限公司(附註5)	Beneficial owner 實益擁有人	180,833,000 (L)	5.33% (L)
Avic Trust Co., Ltd. (Note 5) 中航信託股份有限公司(附註5)	Interest in a controlled corporation 受控法團權益	180,833,000 (L)	5.33% (L)
Avic Investment Co., Ltd. (Note 5) 中航投資控股有限公司(附註5)	Interest in a controlled corporation 受控法團權益	180,833,000 (L)	5.33% (L)
Avic Capital Co., Ltd. (Note 5) 中航資本控股股份有限公司(附註5)	Interest in a controlled corporation 受控法團權益	180,833,000 (L)	5.33% (L)



# Report of the Directors

## 董事會報告

### SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES AND DEBENTURES OF THE COMPANY (Continued)

Notes:

1. The letter "L" denotes long position in such shares.
2. Approximate percentage of shareholding as at 31 December 2020.
3. Liming Holding Limited beneficially owned 1,752,871,886 Shares (long position) of the Company. Liming Holding Limited is entirely controlled by Sichuan Liming Energy Development Co., Ltd., which in turn is entirely controlled by Xinjiang Xintai Natural Gas Co., Ltd.
4. Wisdom Treasure Holdings Inc. beneficially owned 601,628,379 Shares (long position). Wisdom Treasure Holdings Inc. is entirely controlled by Mr. Weng Ming, who beneficially owned 3,361,000 Shares (long position).
5. Shenzhen Tong Yu Energy Investment Co., Ltd. beneficially owned 180,833,000 Shares (long position). Shenzhen Tong Yu Energy Investment Co., Ltd. is entirely controlled by China AVIC Trust Co., Ltd.; Avic Trust Co., Ltd. is 82.73% controlled by AVIC Investment Holding Co., Ltd.; AVIC Investment Holding Co., Ltd. is 73.56% controlled by Avic Capital Co., Ltd..

Save as disclosed above, as at 31 December 2020, none of the Directors and chief executives of the Company are aware of any other person (other than the Directors or chief executives of the Company) who had an interest or short position in the shares or underlying shares as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

### SHARE INCENTIVE SCHEMES

In order to incentivize the Directors, senior management and other employees of the Group for their contribution to the Group and to attract and retain suitable personnel of our Group, the Company adopted the Pre-IPO Share Option Scheme and the Post-IPO RSU Scheme (as defined below).

### 主要股東在本公司股份、相關股份及債券中擁有的權益和淡倉(續)

附註：

1. 字母「L」指在這些證券中的好倉。
2. 截至2020年12月31日止的持股百分比。
3. 香港利明控股有限公司實益擁有1,752,871,886股股份(好倉)。香港利明控股有限公司由四川利明能源開發有限責任公司全權控制；四川利明能源開發有限責任公司由新疆鑫泰天然氣股份有限公司全權控制。
4. Wisdom Treasure Holdings Inc.實益擁有601,628,379股股份(好倉)。Wisdom Treasure Holdings Inc.由翁鳴先生全權控制，及翁鳴先生實益擁有本公司3,361,000股股份(好倉)。
5. 深圳通豫能源投資有限公司實益擁有180,833,000股股份(好倉)。深圳通豫能源投資有限公司由中航信託股份有限公司全權控制；中航信託股份有限公司由中航投資控股有限公司擁有82.73%權益；中航投資控股有限公司由中航資本控股股份有限公司擁有73.56%權益。

除上文所披露者外，於2020年12月31日，本公司董事及主要行政人員均不知悉任何其他人士(本公司董事及主要行政人員除外)在根據證券及期貨條例第336條本公司備存登記冊所載的股份或相關股份中擁有權益或淡倉。

### 股權激勵計劃

本公司採納首次公開發售前購股權計劃和首次公開發售後受限制股份單位計劃(定義見下文)，旨在鼓勵本集團董事、高級管理人員及其他僱員對本集團作出貢獻，並吸引和挽留本集團的適用人才。

# Report of the Directors

## 董事會報告

### PRE-IPO SHARE OPTION SCHEME

The Company adopted a pre-IPO share option scheme (the “**Pre-IPO Share Option Scheme**”) on 31 March 2015, the principal terms (such as the purpose, participants and consideration for accepting any options) of which are set out in the section headed “Statutory and General Information — Pre-IPO Share Option Scheme” in Appendix V to the prospectus of the Company dated 11 June 2015 (the “**Prospectus**”).

The Pre-IPO Share Option Scheme is valid from its effective date to the earlier of the Listing Date or the date of completion of the Pre-IPO Change of Control and no further options will be granted under it thereafter. Options granted during the term of the Pre-IPO Share Option Scheme may be terminated in accordance with any of the provisions described in the Pre-IPO Share Option Scheme. Each option will lapse on the date specified under the Pre-IPO Share Option Scheme, but in any event the exercise period of the options shall not exceed five years from the date of vesting of the relevant options.

The maximum number of Shares issued and to be issued upon exercise of the options granted under the Pre-IPO Share Option Scheme to any person (including exercised and outstanding options) pursuant to the Pre-IPO Share Option Scheme and any other share compensation arrangements adopted by the Company shall not exceed 3.0% of the Shares in issue from time to time.

### Outstanding Options

For the year ended 31 December 2020, three options were cancelled and no option was lapsed or exercised. There was no change in the share options of the Directors, chief executives or substantial shareholders of the Company or their respective associates during the year. As at 31 December 2020, there were 1,734,437 options outstanding. None of the Directors, chief executives or substantial shareholders of the Company or their respective associates held outstanding options.

As at the date of this annual report, total outstanding options under the Pre-IPO Share Option Scheme were 1,734,437, representing approximately 0.051% of the issued shares of the Company.

Save as disclosed above, no further options have been or would be granted by the Company after the Listing Date pursuant to the Pre-IPO Share Option Scheme.

### 首次公開發售前購股權計劃

本公司於2015年3月31日採用首次公開發售前購股權計劃(「**首次公開發售前購股權計劃**」)，其主要條款(包括目的、參與者、接受任何購股權的代價)載於本公司於2015年6月11日發佈的招股章程(「**招股章程**」)附錄五「法定及一般資訊 — 首次公開發售前購股權計劃」一節。

首次公開發售前購股權計劃自生效日期起至上市日或首次公開發行前控制權變更完成日兩者孰早日止，此後不再根據其授予期權。首次公開發售前購股權計劃有效期內授出的期權，可根據首次公開發售前購股權計劃所述的任何提前終止，各份購股權將於首次公開發售前購股權計劃項下指定的日期屆滿，但無論如何購股權的行使期均不得超過相關購股權歸屬當日起五年以內。

根據首次公開發售前購股權計劃及本公司採納的任何其他股份薪酬安排授予任何一名人士的首次公開發售前購股權計劃的購股權(包括已行使及未行使購股權)行使時已發行或將發行的最高股份數目不得超過不時的已發行股份的3.0%。

### 未行使購股權

截至2020年12月31日止年度，有3份購股權已註銷，並無購股權失效或獲行使，其中本公司董事、最高行政人員或主要股東又或其各自的聯繫人年度期間無任何購股權變動。於2020年12月31日，共有1,734,437份購股權尚未行使，其中本公司董事、最高行政人員或主要股東又或其各自聯繫人未持有尚未行使之購股權。

截至本年報披露日，根據公開發售前購股權計劃尚未行使之購股權總數為1,734,437份，佔本公司已發行股份約為0.051%。

除上文所披露者外，本公司於上市日期後並無根據首次公開發售前購股權計劃授出或將授出其他購股權。

# Report of the Directors

## 董事會報告

### PRE-IPO SHARE OPTION SCHEME (Continued)

For the year ended 31 December 2020, movements of the share options under the Pre-IPO Share Option Scheme are as follows:

### 首次公開發售前購股權計劃(續)

截至2020年12月31日止年度，首次公開發售前購股權計劃項下的購股權變動具體如下：

Name of Share Option Grantees <sup>(1)</sup>	Date of Grant	Exercise Price (US\$)	Number of Shares represented by Options at 1 January 2020 購股權於2020年1月1日所代表的股份數目	Exercised during the period <sup>(5)</sup>	Lapsed during the period	Cancelled during the period	Number of Shares represented by options as at 31 December 2020 購股權於2020年12月31日所代表的股份數目	Approximate percentage of issued shares of the Company <sup>(4)</sup>	Vesting Period <sup>(2)</sup>	Exercise Period <sup>(3)</sup>
購股權承授人名稱 <sup>(1)</sup>	授出日期	行使價(美元)	股份數目	期內已行使 <sup>(5)</sup>	期內已失效	期內已註銷	股份數目	佔本公司已發行股份的概約百分比 <sup>(4)</sup>	歸屬期 <sup>(2)</sup>	行使期 <sup>(3)</sup>
Other employees of the Company 本公司其他僱員	31 March 2015 and 5 June 2015 2015年3月31日及2015年6月5日	0.151 0.151	1,734,440	-	-	3	1,734,437	0.051%	Please see note 2 below 請參閱下文附註2	Please see note 3 below 請參閱下文附註3
<b>Total</b>			<b>1,734,440</b>	<b>-</b>	<b>-</b>	<b>3</b>	<b>1,734,437</b>	<b>0.051%</b>		

Notes:

- Prior to the Listing, certain of the grantees have transferred their options to companies wholly-owned by them, in accordance with the Pre-IPO Share Option Scheme. During 2020, there were 2 employees (not being a director, chief executive or substantial shareholder of the Company or their respective associates) holding share options under the Pre-IPO Share Option Scheme and as at 31 December 2020, one of them ceased to be an employee.

附註：

- 於上市前，一些購股權承授人已根據首次公開發售前購股權計劃向他們全資擁有的公司轉讓其購股權。2020年度，根據首次公開發售前購股權計劃持有購股權人數為兩名僱員（均非本公司董事、最高行政人員或主要股東又或其各自的聯繫人），及截至2020年12月31日其中一名僱員已離職。

# Report of the Directors

## 董事會報告

### PRE-IPO SHARE OPTION SCHEME (Continued)

Notes: (Continued)

2. Unvested options granted to the grantees pursuant to the Pre-IPO Share Option Scheme vested as follows:

(a) 50% of the Share Options shall be time-based and shall vest at the rate of (i) one half (1/2) for each 12-month period commencing from 1 January 2015 if the relevant date on which the employment relationship between the Company (the “**Employment Date**”) is on or prior to 1 January 2014; or (ii) one third (1/3) for each 12-month period commencing from the relevant Employment Date if such date is after 1 January 2014; and

(b) 50% of the Share Options shall be KPI-linked (the “**KPI-linked Options**”) and shall be divided into three equal instalments, with each instalment being linked with one of the three KPIs (as defined below) and vested at the rate of one (i) half (1/2) for each 12-month period commencing from 1 January 2015 if the relevant Employment Date is on or prior to 1 January 2014; or (ii) one third (1/3) for each 12-month period commencing from the relevant Employment Date if such date is after 1 January 2014 pursuant to the following payout schedule:

(1) 100% of the KPI-linked Options shall vest if 100% of the relevant KPI Target is met; or

(2) if the relevant KPI Target is not met at 100%, 50% of the KPI-linked Options shall vest if 80% of the Relevant KPI Target is met and an additional 2.5% of the KPI-linked Options shall vest for each 1% further improvement in such KPI Target; provided that if the performance rate of any KPI Target exceeds 100%, then up to 10% of the improvement of that KPI Target can be added to the performance rate of other KPI Target(s) that is not 100% accomplished.

For the purposes of above, “KPIs” refer to (i) EBITDA; (ii) Reserves; and (iii) All-in Unit Cost. “KPI Target” shall mean 95% (in the case of EBITDA and Reserves) or 105% (in the case of All-in-Unit Cost) of the estimated number of that relevant KPI presented in (i) the annual work plan and budget of the relevant year approved by the Board; or (ii) the revised annual work plan and budget for the relevant year, which is subsequently presented to and approved by the Board. The treatment for any unvested KPI-linked Options shall be determined by the Board or the Committee as delegated by the Board.

3. Subject to any accelerated termination as set forth in the Pre-IPO Share Option Scheme, each option shall expire on the date specified under the Pre-IPO Share Option, provided that in no event, shall the Exercise Period of an Option exceed five years from the date upon which the relevant option has vested.

4. Approximate percentage of issued Shares of the Company is calculated by dividing the options held by the relevant grantees by the issued and outstanding Shares of the Company as at 31 December 2020.

Further details of the Pre-IPO Share Option Scheme are set out in the Prospectus.

### 首次公開發售前購股權計劃(續)

附註：(續)

2. 根據首次公開發售前購股權計劃，授予購股權承授人的未歸屬購股權按以下方式歸屬：

(a) 50%的購股權(i)自2015年1月1日(如果與本公司確定僱傭關係的相關日期(「**僱傭日期**」)為2014年1月1日或之前)起計每12個月期間根據時間按二分之一(1/2)的比例歸屬；或(ii)自相關僱傭日期(如果該日期在2014年1月1日之後)起計每12個月期間根據時間按三分之一(1/3)的比例歸屬；以及

(b) 50%的購股權須與關鍵業績指標掛鉤(「**關鍵業績指標掛鉤購股權**」)並且須分為三等份，每份與三個關鍵業績指標(定義見下文)之一掛鉤，並根據以下支付進度自(i)2015年1月1日(如相關僱傭日期在2014年1月1日或之前)起每12個月期間按二分之一(1/2)的比例歸屬；或(ii)相關僱傭日期(如相關僱傭日期在2014年1月1日之後)起計每12個月期間按三分之一(1/3)比例歸屬：

(1) 如完全達成相關關鍵業績指標目標，則關鍵業績指標掛鉤購股權全部獲歸屬；或者

(2) 如未完全達成相關關鍵業績指標目標但達成80%，則關鍵業績指標掛鉤購股權的一半獲歸屬，而該關鍵業績指標目標每改善1%，則每次增加歸屬2.5%的關鍵業績指標掛鉤購股權；但如果任何關鍵業績指標目標的任何表現速度超過100%，則最多有10%的該項關鍵業績指標目標改善可計入未完全達成的其他關鍵業績指標目標的表現速度。

就上文而言，關鍵業績指標指(i)EBITDA；(ii)儲量；以及(iii)整個單位成本。「關鍵業績指標目標」指(i)經董事會批准相關年度的年度工作計劃及預算；或(ii)相關年度經修訂年度工作計劃及預算中所示相關關鍵業績指標估計數目的95%(如為EBITDA及儲量)或105%(如為整個單位成本)，並隨後呈遞董事會批准。任何未獲歸屬關鍵業績指標掛鉤購股權的處理，須由董事會或董事會指定的委員會決定。

3. 根據首次公開發售前購股權計劃所述的任何提前終止，各份購股權將於首次公開發售前購股權計劃項下指定的日期屆滿，但無論如何購股權的行使期均不得超過相關購股權歸屬當日起五年以內。

4. 佔本公司已發行股份的大約百分比，按相關購股權承授人持有的購股權除以2020年12月31日已發行和未發行的股份計算。

首次公開發售前購股權計劃的其他詳情載於招股章程。

# Report of the Directors

## 董事會報告

### POST-IPO RSU SCHEME

The Company adopted a post-IPO restricted share unit scheme (the “**Post-IPO RSU Scheme**”) on 5 June 2015, which took effect on the Listing Date, a summary of the principal terms (such as the purpose, participants) of which is set out in the section headed “Statutory and General Information — Post-IPO RSU Scheme” in Appendix V to the Prospectus.

The Post-IPO RSU Scheme is valid and effective for a term of 10 years from 5 June 2015 (the “**Scheme Period**”), after which period no further RSUs shall be granted or accepted, but the provisions of such scheme shall remain in full force and effect in order to give effect to the vesting of RSUs granted and accepted prior to the expiration of the Scheme Period.

The Post-IPO RSU Scheme Limit may be refreshed from time to time subject to prior Shareholders’ approval, but in any event, the total number of Shares that may underlie the RSUs granted following the date of approval of the refreshed limit (the “**New Approval Date**”) under the limit as refreshed from time to time must not exceed 2% of the number of Shares in issue as at the New Approval Date.

On 18 December 2015, the Company granted an aggregate of 41,234,696 restricted share units (“**RSUs**”) to certain connected grantees and non-connected grantees of the Group pursuant to the Post-IPO RSU Scheme. Subsequently the grant of RSUs to three connected grantees was approved by the independent shareholders at the extraordinary general meeting held on 22 January 2016. On 31 January 2016, an aggregate of 19,865,199 RSUs were accepted by the connected grantees and an aggregate of 21,199,297 RSUs were accepted by the non-connected grantees, respectively.

On 24 March 2017, the Board granted an aggregate of 26,333,182 RSUs to certain connected grantees and non-connected grantees of the Group pursuant to the Post-IPO RSU Scheme. Subsequently the grant of RSUs to six connected grantees was approved by the independent shareholders at the extraordinary general meeting held on 9 May 2017. On 31 May 2017, an aggregate of 26,333,182 RSUs were accepted by the relevant grantees.

### 首次公開發售後受限制股份單位計劃

本公司於2015年6月5日採納首次公開發售後受限制股份單位計劃(「**首次公開發售後受限制股份單位計劃**」)，已於上市日期生效，其主要條款(其中包括目的、參與人)概要載於招股章程附錄五「法定及一般資料 — 首次公開發售後受限制股份單位計劃」一節。

首次公開發售後受限制股份單位計劃自2015年6月5日起計十年內(「**計劃期間**」)有效及具效力，此後不再授出或接受任何受限制股份單位，唯該等計劃條款應具十足效力以使於計劃期間屆滿前授出及接受的受限制股份單位歸屬生效。

首次公開發售後受限制股份單位計劃限額於取得股東事先批准後可予不時更新，惟根據經不時更新的限額於經更新限額批准日期(「**新批准日期**」)後授出的受限制股份單位涉及的股份總數，無論如何不得超過新批准日期已發行股份的2%。

於2015年12月18日，本公司根據首次公開發售後受限制股份單位計劃授予本集團部份關連承授人及非關連承授人合共41,234,696份受限制股份單位。獨立股東其後於2016年1月22日召開的股東特別大會上批准授予三位關聯承授人受限制股份單位。於2016年1月31日，共計19,865,199份受限制股份單位由關聯承授人接納，共計21,199,297份受限制股份單位由非關聯承授人接納。

於2017年3月24日，董事會根據首次公開發售後受限制股份單位計劃向本集團若干關聯承授人及非關聯承授人授出合共26,333,182份受限制股份單位。獨立股東其後於2017年5月9日召開的股東特別大會上批准授予六位關聯承授人受限制股份單位。於2017年5月31日，相關承授人接納合共26,333,182份受限制股份單位。



# Report of the Directors

## 董事會報告

### POST-IPO RSU SCHEME (Continued)

At the 2019 AGM, a specific mandate was granted to the Directors to exercise all the powers of the Company to grant RSUs pursuant to the Post-IPO RSU Scheme in respect of the underlying Shares not exceeding 2% (i.e. the Directors were authorized to exercise the powers of the Company to grant the RSUs involving a maximum number of 67,871,647 underlying Shares) of the Shares in issue as at the date of the 2019 AGM (without taking into account any Shares to be allotted and issued upon exercise of the share options granted under the Pre-IPO Share Option Scheme) during the period from the date of approving the Mandate at that meeting up to the conclusion of the next AGM.

### OUTSTANDING RSUs AS AT 31 DECEMBER 2020

For the year ended 31 December 2020, no RSUs have been granted, vested, lapsed or cancelled. As at 31 December 2020, there were no outstanding RSUs.

As at the date of this annual report, pursuant to the specific mandate obtained by the Board, the total number of securities available for issue under the Scheme were 67,871,647, representing approximately 2.0% of the issued shares. However, this specific mandate will expire at the conclusion of the 2020 AGM.

### EQUITY-LINKED AGREEMENTS

Other than the Pre-IPO Share Option Scheme and the Post-IPO RSU Scheme disclosed above, no equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreement that will or may result in the Company issuing shares were entered into by the Company during the year or subsisted at the end of the year.

### 首次公開發售後受限制股份單位計劃(續)

於2019年度股東週年大會，董事獲授特別授權，以於此股東大會批准授權當日至下屆股東周年大會結束止期間，行使本公司一切權力根據首次公開發售後受限制股份單位計劃授出受限制股份單位，所涉及相關股份不得超過2019年度股東週年大會日期已發行股份2%即董事獲授權行使本公司權力授出涉及最多約67,871,647股相關股份之受限制股份單位(未計及根據首次公開發售前購股權計劃所授出購股權獲行使後將予配發及發行之任何股份)。

### 於2020年12月31日未行使受限制股份單位

截至2020年12月31日止年度，並未涉及任何受限制股份單位的授出、歸屬、失效以及註銷等。於2020年12月31日，尚無未行使之受限制股份單位。

截至本年報披露日，根據董事會獲得的特別授權，計劃中可予發行的證券總數為67,871,647份，佔已發行股份約為2.0%，惟此特別授權至2020年度股東周年大會結束。

### 與股權掛鈎的協議

除上文披露的首次公開發售前購股權計劃和首次公開發售後受限制股份單位計劃外，本公司在年內並未訂立且截至年底也不存在與股權掛鈎的協議將會或可能導致本公司發行股份，或規定本公司須訂立任何協議以導致本公司將會或可能發行股份。

# Report of the Directors

## 董事會報告

### DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above under the paragraph "Share Incentive Schemes", no rights to acquire benefits by means of the acquisition of Shares in or debentures of the Company were granted to any of the Directors or their respective associates (as defined in the Listing Rules), or were any such rights exercised by them; or was the Company and any of its subsidiaries a party to any arrangement to enable the Directors, or their respective associates (as defined in the Listing Rules), to acquire such rights in acquisition of any other body corporate for the year ended 31 December 2020.

### CONNECTED TRANSACTIONS

The Group had entered into connected transactions and continuing connected transactions which are exempt from the relevant disclosure requirements under Chapter 14A of the Listing Rules during the year ended 31 December 2020. The transactions were entered into in the ordinary course of business and on normal commercial terms. Details are set out in note 26 to the Section headed "Consolidated Financial Statements" of this annual report.

### RELATED PARTY TRANSACTIONS

Details of related party transactions during the year ended 31 December 2020 are set out in note 26 to the section headed "Consolidated Financial Statements" of this annual report.

The related party transactions as set out in note 26 to the section head "Consolidated Financial Statements" of this annual report is fall under the definition of fully exempt "connected transactions" or "continuing connected transactions" under Chapter 14A of the Listing Rules during the year ended 31 December 2020.

### SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of its Directors, the Board confirms that the Company has maintained the sufficiency of public float as required under the Listing Rules at all times for the year ended 31 December 2020 and as of the date of this annual report.

### DIRECTORS' INTERESTS IN A COMPETING BUSINESS

As at 31 December 2020, none of the Directors or their respective associates had engaged in or had any interest in any business which competes or likely to compete with the business of the Group.

### 董事收購股份或債券的權利

除上文「股權激勵計劃」一段所披露者外，截至2020年12月31日止年度，任何董事及其各自聯繫人(定義見上市規則)均未被授予任何權利從認購本公司股份、債券或行使任何有關權利中獲取利益；本公司或其任何附屬公司均未作為訂約方訂立任何安排，從而使得董事及其各自聯繫人(定義見上市規則)從收購任何其他公司的有關權利中獲取利益。

### 關聯交易

截至2020年12月31日止年度，本集團已達成豁免上市規則第14A章中有關於關聯交易及持續性關聯交易。交易是在常規業務過程和一般商業條款下進行的。詳情載於本年報「合併財務報表」一節附註26。

### 關聯方交易

截至2020年12月31日止年度的關聯方交易詳情載於本年報「合併財務報表」一節附註26。

截至2020年12月31日止年度，本年報「合併財務報表」一節附註26所載關聯方交易為上市規則第14A章中所指的完全豁免「關聯交易」或「持續性關聯交易」。

### 充足的公眾持股量

基於本公司公開可獲取資料以及根據董事所知，董事會確認，截至2020年12月31日止年度，以及截至本年報日期，本公司的公眾持股量一直維持在上市規則規定的水平。

### 董事對於競爭業務的權益

截至2020年12月31日，董事及其各自聯繫人沒有從事與本集團業務競爭或可能競爭的任何業務或在當中擁有權益。

# Report of the Directors

## 董事會報告

### SIGNIFICANT LEGAL PROCEEDINGS AND COMPLIANCE MATTERS

For the year ended 31 December 2020, the Company was not engaged in any litigation or arbitration of material importance and no litigation or claim of material importance is known to the Directors to be pending or threatened against the Company.

For the year ended 31 December 2020, the Company obtained all the material licenses, permits and approvals necessary for the development stage of Panzhuang concession; and for the Southern area of Mabi concession (131 sq km), except for the mining license which is still pending, all material licenses have been obtained. Application for material licenses in respect of the Northern area of Mabi concession, such as the submission of "3 in 1" proposal and environmental assessment report, has commenced in 2020 and has been progressing well.

For the year ended 31 December 2020 and up to the date of this report, to the best knowledge of the Directors, the Group complied with applicable laws and regulations in all material respects.

### HUMAN RESOURCES MANAGEMENT

The management believes that talent is the basis for corporate development. Through the echelon building of talents and the development of employee training system, the Group provides a platform and assistance for the development of employees' personal potential and career path. In addition, the Group provides its employees with competitive remuneration packages and various benefits in line with industry practice. At the same time, the Group creates a good working environment, and establishes teamwork spirit among employees. The Group regularly reviews human resources policies to ensure that the policies align with market practice and comply with regulatory requirements. As at 31 December 2020, the Group employed 487 employees (including five disabled persons), with one of them based in Hong Kong. The total employee benefit expenses (excluding termination compensation) for 2020 was approximately RMB73 million. Details are set out in note 19 to the section headed "Notes to Consolidated Financial Statements" of this annual report.

### EVENTS AFTER THE YEAR ENDED 31 DECEMBER 2020

Saved as disclosed in the section headed "Management Discussion and Analysis" of this annual report, there were no subsequent events between the end of the reporting period and the date of this annual report that would have a material impact on the Group.

### 重大法律訴訟及合規事宜

截至2020年12月31日止年度，本公司並未涉及任何重大訴訟或仲裁，且根據董事所知，本公司也無任何尚未了結或面臨的重大訴訟或索賠。

截至2020年12月31日止年度，本公司獲得了潘莊區塊發展階段所需的主要牌照、許可證和批文；馬必區塊南部區域(131平方公里)除採礦證未取得外，其他主要牌照均已獲取。馬必區塊北部區域「三合一」方案、環境影響評價報告批復等主要牌照已於2020年辦理，目前各項工作正在有序進行中。

截至2020年12月31日止年度，以及截至本報告日期，根據董事所知，本集團在所有重大方面均遵守相關法律法規。

### 人力資源管理

管理層相信人才是企業發展的基礎。通過人才梯隊體系的搭建和員工培養體系的開發，本集團為員工個人潛力的挖掘和職業發展規劃提供平台和幫助。此外，本集團向其僱員提供具有競爭力的薪酬組合及符合行業慣例的各種福利。同時，本集團創造良好的工作環境及建立僱員間的團隊精神。本集團定期檢討人力資源政策以確保政策與市場慣例一致及符合監管規定。於2020年12月31日，本集團聘用487名僱員(包含5名殘疾人)，其中1名位於香港。2020年的僱員福利開支總額(不包括離職補償)約人民幣0.73億元。有關詳情載於本年報「合併財務報表附註」一節附註19。

### 截至2020年12月31日止年度後之事項

除於本年報「管理層討論及分析」一節所披露外，報告期末至本年報披露日期內，無後續事件會對本集團造成重大影響。

# Report of the Directors

## 董事會報告

### CORPORATE GOVERNANCE

Information on the corporate governance practices adopted by the Company is set out in the section headed "Corporate Governance Report" of this annual report.

### ENVIRONMENTAL, SOCIAL AND GOVERNANCE

Information on the environmental, social and governance aspects of the Company will be prepared based on the Environmental, Social, and Governance Reporting Guide contained in Appendix 27 to the Listing Rules. The environmental, social and governance report of the Group will be published no later than 5 months after the financial year ended 31 December 2020. The Group has established an ESG working group under the Board. The working group consists of five members, of which the leader (or person in charge) is served by an independent non-executive director. The working group reports to the Board and is accountable to the Board, it is mainly responsible for formulating ESG strategies for the Company and monitoring the enforcement; reviewing the progress of ESG objectives; implementing quarterly examinations; supervising the operating system to ensure its continued effectiveness; and reviewing and auditing the ESG report, etc.

### REVIEW BY THE AUDIT COMMITTEE

The Audit Committee has reviewed the accounting principles and policies adopted by the Group and discussed the Group's risk management, internal controls and financial reporting matters with the management. The Audit Committee has reviewed the audited consolidated financial statements of the Group for the year ended 31 December 2020.

### PROFESSIONAL TAX ADVICE RECOMMENDED

If the Shareholders are unsure about the taxation implications of purchasing, holdings, disposing of, dealing in, or the exercise of any rights in relation to the Shares, they are advised to consult an expert.

### DIVIDEND POLICY

The dividend policy of the Company (the "Policy") aims to set out the principles and guidelines that the Company intends to apply in relation to the declaration, payment or distribution of its net profits as dividends to the shareholders of the Company.

### Principles and Guidelines

The Board adopts the policy that, in recommending or declaring dividends, the Company shall maintain adequate cash reserves for meeting its working capital requirements and future growth as well as its shareholder value.

### 企業管治

有關本公司採用企業管治常規的資料載於本年報「企業管治報告」一節。

### 環境、社會及管治

本公司有關環境、社會及管治方面的資料將根據上市規則附錄27所載的《環境、社會及管治報告指引》編制。本集團的環境、社會及管治報告將不遲於截至2020年12月31日止財務年度結束後5個月內刊發。本集團已專門成立隸屬於公司董事會的ESG工作組，工作組由五名成員組成，其中組長或稱負責人由一名獨立非執行董事擔任。工作組履行向董事會匯報並對董事會負責，主要負責制定公司ESG戰略及監察其執行情況，檢討ESG目標進度，實施季度考核；監察運行體系以確保其持續有效；審閱及核定ESG報告等。

### 審核委員會的審閱

審核委員會已審閱本集團所採用的會計原則及政策，並與管理層討論了本集團的風險管理、內部監控及財務報告事宜。審核委員會也已審閱本集團截至2020年12月31日止年度的經審核合併財務報表。

### 專業稅務意見建議

如果股東對購買、持有、處置及買賣股份或行使其任何有關權利的稅務影響有任何疑問，建議諮詢專家。

### 股息政策

本公司之股息政策（「政策」）旨在載列本公司擬向本公司股東宣派、派付或分派純利作為股息時所應用的原則及指引。

### 原則及指引

在建議或宣派股息時，董事會採納之政策為本公司應維持充裕現金儲備以符合其營運資金要求及未來增長和其股東價值。

# Report of the Directors

## 董事會報告

### DIVIDEND POLICY (Continued)

#### Principles and Guidelines (Continued)

The Company intends to distribute no less than 25% of its annual net profits as dividends to its shareholders, subject to the conditions and factors as set out below.

The Board has the discretion to declare and distribute dividends to the shareholders of the Company, subject to the articles of association of the Company and all applicable laws and regulations and the factors set out below.

The Board shall also take into account the following factors of the Group when considering the declaration and payment of dividends:

- financial results;
- cash flow situation;
- business conditions and strategies;
- future operations and earnings;
- capital requirements and expenditure plans;
- interests of Shareholders;
- any restrictions on payment of dividends; and
- any other factors that the Board may consider relevant.

Depending on the financial conditions of the Group and the conditions and factors as set out above, dividends may be proposed and/or declared by the Board for a financial year or period:

- interim dividend;
- final dividend;
- special dividend; and
- any distribution of net profits that the Board may deem appropriate.

### 股息政策(續)

#### 原則及指引(續)

本公司擬分派不少於其年度淨利潤的25%作為派發予股東的股息，惟須視乎下文所載的條件及因素。

董事會可根據本公司之組織章程細則及所有適用法律及法規以及下列因素酌情向本公司股東宣派及分派股息。

在考慮宣派及派發股息時，董事會亦須考慮下列有關本集團的因素：

- 財務業績；
- 現金流量情況；
- 業務狀況及策略；
- 日後營運及盈利；
- 資本規定及開支計劃；
- 股東權益；
- 支付股息的任何限制；及
- 董事會可能認為相關的任何其他因素。

因應本集團的財務狀況及上文所載條件及因素，董事會可就一個財政年度或期間建議及／或宣派股息：

- 中期股息；
- 末期股息；
- 特別股息；及
- 董事會可能視作合適的任何純利分派。



# Report of the Directors

## 董事會報告

### DIVIDEND POLICY (Continued)

#### Principles and Guidelines (Continued)

Any final dividend for a financial year will be subject to Shareholders' approval.

The Company may declare and pay dividends by way of cash or scrip or by other means that the Board considers appropriate.

Any dividend unclaimed shall be forfeited and shall revert to the Company in accordance with the Articles.

#### Review of the Policy

The Board will review the Policy as appropriate from time to time.

### AUDITORS

There have been no changes of auditors in the past three years.

### APPRECIATION

The Group would like to express its appreciation to all the staff for their outstanding contribution towards the Group's development. The Board wishes to sincerely thank the management for their dedication and diligence, and they are the key factors for the Group to continue its success in future. Also, the Group wishes to extend its gratitude for the continued support from its Shareholders, customers, and business partners. The Group will continue to deliver sustainable business development, so as to meet its business objectives for 2021 and realize higher values for its Shareholders and other stakeholders.

ON BEHALF OF THE BOARD

#### Ming Zaiyuan

*Chairman and Executive Director*

Hong Kong  
26 March 2021

### 股息政策(續)

#### 原則及指引(續)

就任何財政年度派付的末期股息將須待股東批准。

本公司可以董事會認為合適的方式宣派及派付股息，如現金或以股代息或其他方式。

任何未領取的股息應被沒收及應根據本公司細則復歸本公司。

#### 檢討政策

董事會將在適當情況下不時檢討股息政策。

### 核數師

在過去三年中，核數師無變動。

### 致謝

本集團衷心感謝所有員工對本集團發展所作出的傑出貢獻。董事會對管理層的盡職勤勉表示誠摯的謝意，管理層是本集團日後繼續走向成功的關鍵因素。本集團也非常感謝股東、客戶及業務夥伴一如既往的支持。本集團將繼續進行可持續業務發展，旨在實現2021年的業務目標，為股東及其他權益持有人創造更高價值。

代表董事會

#### 主席及執行董事

明再遠

香港  
2021年3月26日

# Corporate Governance Report

## 企業管治報告

The Board is pleased to present this corporate governance report for the year ended 31 December 2020 (the “Review Period”).

### CORPORATE GOVERNANCE

The Company is committed to maintaining high standards of corporate governance to safeguard the interests of the Shareholders and to enhance our corporate value and accountability. The Company has adopted the Corporate Governance Code (the “CG Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) as its own code of corporate governance. The Company has complied with all applicable provisions under the CG Code during the year ended 31 December 2020. The Company will continue to review and monitor its corporate governance practices to ensure compliance with the CG Code.

### THE BOARD

#### Responsibilities of the Board

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

The Board’s composition is in compliance with the requirements under Rule 3.10A of the Listing Rules that the number of independent non-executive directors must represent at least one-third of the Board. The Board believes that the balance between executive Directors and the non-executive Directors is reasonable and adequate to provide sufficient checks and balances that safeguard the interests of the Shareholders and the Group.

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

董事會欣然提呈截至2020年12月31日止年度(「回顧期」)的企業管治報告。

### 企業管治

本集團致力於維持高標準的企業管治以保障股東利益並提升企業價值及問責文化。本公司已採納香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十四載有的企業管治守則(「企業管治守則」)作為其自身的企業管治守則。本公司截至2020年12月31日止年度已遵守企業管治守則的所有適用條文。本公司將繼續檢討並監察企業管治常規以確保遵守企業管治守則。

### 董事會

#### 董事會職責

董事會負責本集團的整體領導工作，監督本集團的策略決定、業務與表現。董事會授權本集團高級管理層負責本集團日常管理及營運。為監督本公司特定範疇的情況，董事會成立了四個董事委員會和一個隸屬於董事會的工作組，包括審核委員會(「審核委員會」)、薪酬委員會(「薪酬委員會」)、提名委員會(「提名委員會」)和戰略發展委員會(「戰略發展委員會」)(合稱「董事委員會」)以及ESG工作組。董事會已向董事委員會授予了各自職權範圍內所列的職責。

董事會組成符合上市規則第3.10A條項下的規定，即獨立非執行董事的人數須達董事會成員人數最少三分之一。董事會認為執行董事及非執行董事之間的比例屬合理及適當，並充分發揮制衡作用，以保障股東及本集團的利益。

所有董事須確保其在任何時候均真誠履行職責，遵守相關法律及法規，並符合本公司及股東的利益。

# Corporate Governance Report

## 企業管治報告

### THE BOARD (Continued)

#### Board Composition

As at the date of this report, the Board comprised seven Directors, including one executive director and chairman of the Board, two executive Directors, one non-executive Director and three independent non-executive Directors as follows:

#### Executive Director and Chairman of the Board

Mr. Ming Zaiyuan

#### Executive Directors

Mr. Yan Danhua (*President*)

Mr. Zhang Jianbing (*Vice President*)

#### Non-executive Directors

Mr. Huang Min (appointed on 27 March 2020)

Dr. Cui Guiyong (resigned on 26 March 2021)

Ms. Gu Ren (resigned on 27 August 2020)

#### Independent Non-executive Directors

Mr. Tai Kwok Leung Alexander

Dr. Liu Xiaofeng

Dr. Yang Ruizhao

The biographies of the current Directors are set out under the section headed "Directors and Senior Management" of this annual report. Saved as disclosed in this annual report (if any), to the knowledge of the Directors, the Board members have no financial, business, family or other material relationship with each other.

Each of the independent non-executive Directors has confirmed his independence pursuant to Rule 3.13 of the Listing Rules and the Company considers each of them to be independent.

All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. Independent non-executive Directors are invited to serve on the Audit Committee, the Remuneration Committee, the Nomination Committee, the Strategic Development Committee and the ESG Working Group.

### 董事會 (續)

#### 董事會組成

於本報告日期，董事會由七名董事組成，包括一名執行董事兼董事會主席、兩名執行董事、一名非執行董事和三名獨立非執行董事，具體如下：

#### 執行董事及董事會主席

明再遠先生

#### 執行董事

嚴丹華先生 (總裁)

張艦兵先生 (副總裁)

#### 非執行董事

黃敏先生 (於2020年3月27日獲委任)

崔桂勇博士 (於2021年3月26日辭任)

顧韜女士 (於2020年8月27日辭任)

#### 獨立非執行董事

戴國良先生

劉曉峰博士

楊瑞召博士

本公司現有董事的履歷簡介載於本年報「董事及高級管理層」一節。除本年報所披露的情形 (如有) 外，根據董事所知，董事會成員相互之間無任何財務、業務、家屬或其他重大關係。

各獨立非執行董事已根據上市規則第3.13條確認其獨立性，而本公司認為他們均為獨立人士。

所有董事 (包括獨立非執行董事) 為董事會帶來了寶貴而廣泛的商業經驗、知識及專業技能，協助董事會有效地運作。獨立非執行董事更獲邀加入審核委員會、薪酬委員會、提名委員會、戰略發展委員會及ESG工作組。

# Corporate Governance Report

## 企業管治報告

### THE BOARD (Continued)

#### Board Composition (Continued)

As regards the CG Code provision requiring directors to disclose the number and nature of offices held in public companies or organizations and other significant commitments as well as their identity and the time involved to the issuer, Directors have agreed to disclose their commitments to the Company in a timely manner.

#### Induction and Continuous Professional Development for Directors

Each newly appointed Director is provided with necessary induction and information to ensure that he has a proper understanding of the Company's operations and businesses as well as his responsibilities under relevant status, laws, rules and regulations. The Company also provides Directors with regular updates on latest development and changes in the Listing Rules and other relevant legal and regulatory requirements from time to time. The Directors are also provided with regular updates on the Company's performance, position and prospects to enable the Board as a whole and each Director to perform their duties.

Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The company secretary of the Company and the lawyers engaged by the Company have from time to time updated and provided written training materials relating to the roles, functions and duties of a Director.

### 董事會 (續)

#### 董事會組成 (續)

對於企業管治守則規定董事須向發行人披露自身在上市公司或組織中擔任的職務數量與性質、其他重大承擔、自身身份以及投入時間，董事同意及時向本公司披露各自的承擔情況。

#### 董事的就職和持續專業發展

每名新委任的董事均會被提供相關就職講解及資訊，以確保其充分瞭解本公司的運作及業務，以及自身在相關法律地位、法律法規下的責任。本公司也會不時向董事提供關於上市規則及其他相關法律法規規定最新發展及變更的定期更新資料。董事還會被提供關於本公司營運表現、狀況及前景的定期更新資料，以便董事會全體及每名董事履行職責。

本公司鼓勵董事繼續致力於發展自身專業以拓展並鞏固知識及技能。本公司的公司秘書及公司聘用律師會不時更新並提供有關董事職務、職能及職責的書面培訓資料。

# Corporate Governance Report

## 企業管治報告

### THE BOARD (Continued)

#### Induction and Continuous Professional Development for Directors (Continued)

During the Review Period, all Directors have participated in continuous professional development by attending training courses and/or referring materials on the topics related to the Group's business, corporate governance and regulations on the roles, functions and duties of a Director of a listed company:

### 董事會 (續)

#### 董事的就職和持續專業發展 (續)

在回顧期內，全體董事均通過參加和／或學習有關本集團業務、上市公司董事角色、功能及職責相關的企業管治和監管的培訓課程和／或材料，以參與持續專業發展：

Name of Director		Reading regulatory update	Attending expert briefings/seminars/conferences/on-line courses relevant to the business of the Group or directors' duties
董事姓名		閱讀最新監管資料	參加有關本集團業務或董事職責之專家簡報會／研討會／會議／線上課程
<b>Executive Directors</b>			
<b>執行董事</b>			
Mr. Ming Zaiyuan (Chairman)	明再遠先生 (主席)	✓	✓
Mr. Yan Danhua	嚴丹華先生	✓	✓
Mr. Zhang Jianbing	張艦兵先生	✓	✓
<b>Non-executive Directors</b>			
<b>非執行董事</b>			
Mr. Huang Min (appointed on 27 March 2020)	黃敏先生 (於2020年3月27日獲委任)	✓	✓
Dr. Cui Guiyong (resigned on 26 March 2021)	崔桂勇博士 (於2021年3月26日辭任)	✓	✓
Ms. Gu Ren (resigned on 27 August 2020)	顧韜女士 (於2020年8月27日辭任)	✓	-
<b>Independent non-executive Directors</b>			
<b>獨立非執行董事</b>			
Mr. Tai Kwok Leung Alexander	戴國良先生	✓	✓
Dr. Liu Xiaofeng	劉曉峰博士	✓	✓
Dr. Yang Ruizhao	楊瑞召博士	✓	✓



# Corporate Governance Report

## 企業管治報告

### THE BOARD (Continued)

#### Appointment, Re-election and Removal of Directors

The procedures and process of appointment, re-election and removal of directors are set out in the Articles. The Nomination Committee is responsible for reviewing the Board composition, monitoring the appointment, re-election and succession planning of Directors.

Each of the executive Directors, non-executive Directors and independent non-executive Directors has entered into a service agreement or a letter of appointment with the Company. There are currently seven members in the Board, the term of service for each of them is three years from the date of appointment or re-appointment. Such term is subject to re-election by the Company at an annual general meeting upon retirement. The Articles provide that any Director appointed by the Board to fill a casual vacancy in the Board shall hold office until the first general meeting of the Company after his appointment and shall then be eligible for re-election at such meeting. Besides, any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. In accordance with the Articles, at every annual general meeting of the Company, one third of the Directors for the time being or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years and being eligible offer themselves for re-election.

The Board's composition is in compliance with the requirements under Rule 3.10 A of the Listing Rules that the number of independent non-executive Directors must represent at least one-third of the Board. The Board believes that the balance between the executive Directors and the non-executive Directors is reasonable and adequate to provide sufficient checks and balance that safeguard the interests of the Shareholders and the Group.

In accordance with the Articles, Mr. Ming Zaiyuan, Mr. Yan Danhua and Dr. Liu Xiaofeng shall retire by rotation and being eligible, have offered themselves for re-election at the forthcoming annual general meeting.

### 董事會 (續)

#### 委任、重選及罷免董事

關於委任、重選及罷免董事的程式及過程載於細則。提名委員會負責審核董事會的組成，並監察董事的委任、重選及更替計劃。

執行董事、非執行董事及獨立非執行董事各自與本公司訂立服務協定或委任書，年限自聘任或續聘日期起計算，目前董事會共有七名成員，為期均為三年但該年限可在其任滿退任時由本公司在股東周年大會重選而延長。細則規定，董事會為填補董事會臨時空缺而委任的董事，其任期須在其獲委任後的本公司首屆股東大會屆滿，屆時將符合資格並在該屆大會上應選連任。此外，董事會為增加現有董事會人數而委任的董事，其任期須在本公司下一屆股東周年大會屆滿，屆時將符合資格並在該大會上應選連任。根據細則，在本公司每屆股東周年大會上，當時三分之一的董事（若其人數並非三的倍數，則最接近但不少於三分之一的人數）將輪值退任，但每位董事（包括獲指定特定任期的董事）應至少每三年在股東周年大會上退任一次並應選連任。

董事會組成符合上市規則第3.10A條項下的規定，即獨立非執行董事的人數須達董事會成員人數最少三分之一。董事會認為執行董事及非執行董事之間的比例屬合理及適當，並充分發揮制衡作用，以保障股東及本集團的利益。

根據細則，在即將到來的股東周年大會上，明再遠先生、嚴丹華先生以及劉曉峰博士將輪值退任並符合資格申請應選連任。

# Corporate Governance Report

## 企業管治報告

### THE BOARD (Continued)

#### General Meetings

During the Review Period, a general meeting, being the 2019 AGM, was held and the attendance of the individual Directors at the meeting is set out in the table below:

### 董事會 (續)

#### 股東大會會議

在回顧期內，舉行了一次股東大會會議即2019年度股東周年大會，各董事出席此次會議的情況見下表：

Name of Director 董事姓名		Attended/ Eligible to attend 實際出席／可出席次數
<b>Executive Directors</b>		
<b>執行董事</b>		
Mr. Ming Zaiyuan ( <i>Chairman</i> )	明再遠先生 (主席)	1/1
Mr. Yan Danhua	嚴丹華先生	1/1
Mr. Zhang Jianbing	張艦兵先生	1/1
<b>Non-executive Directors</b>		
<b>非執行董事</b>		
Mr. Huang Min (appointed on 27 March 2020)	黃敏先生 (於2020年3月27日獲委任)	1/1
Dr. Cui Guiyong (resigned on 26 March 2021)	崔桂勇先生 (於2021年3月26日辭任)	1/1
Ms. Gu Ren (resigned on 27 August 2020)	顧韜女士 (於2020年8月27日辭任)	0/1
<b>Independent non-executive Directors</b>		
<b>獨立非執行董事</b>		
Mr. Tai Kwok Leung Alexander	戴國良先生	1/1
Dr. Liu Xiaofeng	劉曉峰博士	1/1
Dr. Yang Ruizhao	楊瑞召博士	1/1

# Corporate Governance Report

## 企業管治報告

### THE BOARD (Continued)

#### Board Meetings

The Company adopts the practice of holding board meetings regularly, at least four times a year, and at approximately quarterly intervals. Notices of not less than 14 days will be given for all regular board meetings to provide all Directors with an opportunity to attend and include matters in the agenda for a regular meeting.

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

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

### 董事會 (續)

#### 董事會會議

本公司採取定期舉行董事會會議(每年最少四次,約每季度舉行一次)的規定。所有定期董事會會議須至少提前14日發出通知,以便所有董事均可參與並在議程中提出討論事項。

其他董事會及委員會會議一般也會提供合理的通知期。議程及相關董事會文件會在會議舉行前三天派發董事或委員會成員,以確保他們有足夠時間審閱有關文件並為會議做出妥善準備。如果董事或委員會成員未能出席會議,則會在會議前獲得事先通知討論事項並可就這些事項向董事會主席發表意見。

董事會會議及董事委員會會議的會議記錄將詳細記載董事會及董事委員會審議的事項及決定,包括所有董事關注事項。各董事會會議及董事委員會會議的會議記錄草案將在會議日期後的合理時間內發送給各位董事以供發表意見。

# Corporate Governance Report

## 企業管治報告

### THE BOARD (Continued)

#### Board Meetings (Continued)

During the Review Period, four board meetings were held and the attendance of the individual Directors at these meetings is set out in the table below:

### 董事會 (續)

#### 董事會會議 (續)

在回顧期內，董事會舉行了四次會議，各董事出席這些會議的情況見下表：

Name of Director 董事姓名		Attended/ Eligible to attend 實際出席／可出席次數
<b>Executive Directors</b>		
Mr. Ming Zaiyuan (Chairman)	執行董事 明再遠先生(主席)	4/4
Mr. Yan Danhua	嚴丹華先生	4/4
Mr. Zhang Jianbing	張艦兵先生	4/4
<b>Non-executive Directors</b>		
Mr. Huang Min (appointed on 27 March 2020)	非執行董事 黃敏先生(於2020年3月27日獲委任)	3/3
Dr. Cui Guiyong (resigned on 26 March 2021)	崔桂勇先生(於2021年3月26日辭任)	4/4
Ms. Gu Ren (resigned on 27 August 2020)	顧韜女士(於2020年8月27日辭任)	3/3
<b>Independent non-executive Directors</b>		
Mr. Tai Kwok Leung Alexander	獨立非執行董事 戴國良先生	4/4
Dr. Liu Xiaofeng	劉曉峰博士	4/4
Dr. Yang Ruizhao	楊瑞召博士	4/4

Our Company held a meeting attended by the chairman of the Board and independent non-executive Directors during the Review Period in compliance with requirements under Rule A.2.7 of Appendix 14 to the Listing Rules to discuss and consider duties and roles of the Board and its relevant members as well as their performance during the Reporting Period.

本公司已遵守香港上市規則附錄十四第A.2.7條之規定，回顧期內召開了董事會主席與獨立非執行董事會議，以探討及評議在報告期內董事會及相關成員職責角色及履行情況。

# Corporate Governance Report

## 企業管治報告

### THE BOARD (Continued)

#### Chairman and Chief Executive

Under code provision A.2.1 of the CG Code, the roles of chairman and chief executive should be separate and performed by different individuals.

The chairman of the Board and the president of the Company are currently two separate positions held by Mr. Ming Zaiyuan as the chairman of the Board and Mr. Yan Danhua as the president, with clear distinction in responsibilities. The chairman of the Board is responsible for providing strategic advice and guidance on the business development of the Group, while the president is responsible for the day-to-day operations of the Group.

#### Model Code for Securities Transactions

The Company has adopted the "Model Code for Securities Transactions by Directors of Listed Issuers" (the "Model Code") as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding Directors' securities transactions. Having made specific enquiries of all Directors, each of the Directors has confirmed that they have complied with the required standards as set out in the Model Code for the year ended 31 December 2020.

The Company also established written guidelines on terms no less exacting than the Model Code (the "Employees Written Guidelines") for securities transactions by relevant employees who are likely to possess inside information of the Company in respect of their dealings in the Company's securities. No incident of non-compliance of the Employees Written Guidelines by the relevant employees was noted by the Company during the Review Period.

#### Delegation by the Board

The Board reserves for its decision-making authorities on all major matters of the Company, including: approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant financial and operational matters. Directors could have recourse to seek independent professional advice in performing their duties at the Company's expense and are encouraged to access and to consult with the Company's senior management independently.

### 董事會 (續)

#### 主席及行政總裁

根據企業管治守則條款第A.2.1條規定，主席與行政總裁的職務必須分開，並由不同人士擔任。

本公司董事會主席及公司總裁現為兩個獨立職位，分別由明再遠先生擔任董事會主席，由嚴丹華先生擔任公司總裁，分工清晰明確。董事會主席負責就本集團業務發展提供策略意見和指導，而公司總裁則負責集團日常運營。

#### 證券交易的標準守則

本公司已採取了上市規則附錄十所載之「上市發行人董事進行證券交易標準守則」（「標準守則」）作為其董事進行證券交易操守守則。經向全體董事做出特定查詢後，所有董事確認彼等於截至2020年12月31日止年度已遵守標準守則所載的規定標準。

本公司還就買賣本公司證券且可能持有本公司內幕消息的相關員工進行的證券交易，制定了一套不低於標準守則的書面指引（「員工書面指引」）。在回顧期內本公司未發現相關僱員違反員工書面指引的事件發生。

#### 董事會授權

董事會保留對本公司所有重要事項的決定權，包括批准和監督所有政策事宜、整體策略及預算、內部監控及風險管理系統、重大交易（尤其是涉及利益衝突）、財務資料、委任董事及其他重大財務和運營事宜。董事可在履行職責時徵求獨立專業意見，相關費用由本公司承擔。本公司也鼓勵董事單獨約見本公司高級管理人員並向其進行徵詢。



# Corporate Governance Report

## 企業管治報告

### THE BOARD (Continued)

#### Delegation by the Board (Continued)

The daily management, administration and operation of the Group are delegated to the senior management. The delegated functions and responsibilities are periodically reviewed by the Board. Approval has to be obtained from the Board prior to any significant transactions entered into by the management.

#### Corporate Governance Function

The Board recognizes that corporate governance should be the collective responsibility of Directors and the corporate governance duties include:

- (a) to develop and review the Company's policies and practices on corporate governance;
- (b) to review and monitor the training and continuous professional development of Directors and senior management of the Company;
- (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees of the Company and Directors; and
- (e) to review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

### 董事會 (續)

#### 董事會授權 (續)

高級管理人員獲授權處理本集團的日常管理、行政及營運而所獲職能及職責均由董事會定期審核。管理層的任何重大交易必須事先獲得董事會批准。

#### 企業管治功能

董事會認同企業管治為董事共同承擔的責任，而企業管治職責包括：

- (a) 制定並審核本公司的企業管治政策及常規情況；
- (b) 審核並監察本公司董事和高級管理人員的培訓及持續專業發展；
- (c) 審核並監察本公司遵守法律法規規定的政策及常規情況；
- (d) 制定、審核並監察適用於本公司僱員及董事的操守守則及合規手冊(如有)；以及
- (e) 審核本公司遵守企業管治守則及企業管治報告披露事宜的情況。

# Corporate Governance Report

## 企業管治報告

### THE BOARD (Continued)

#### Remuneration of Directors and Senior Management

The Company has established a formal and transparent procedure for formulating policies on remuneration of Directors and senior management of the Group. Details of the remuneration of each of the Directors for the year ended 31 December 2020 are set out in note 30 to the section headed "Notes to Consolidated Financial Statements" of this annual report.

The remuneration of the senior management who were senior management of the Group as at 31 December 2020 is within the following bands:

		Number of Individuals 人數
Emolument bands	薪酬範圍	
HK\$1,000,001 to HK\$1,500,000	1,000,001 港元至 1,500,000 港元	6
HK\$1,500,001 to HK\$2,000,000	1,500,001 港元至 2,000,000 港元	1
HK\$2,000,001 to HK\$2,500,000	2,000,001 港元至 2,500,000 港元	1
HK\$3,500,001 to HK\$4,000,000	3,500,001 港元至 4,000,000 港元	1
		9

#### Directors' Liability Insurance

The Company has arranged appropriate insurance cover in respect of legal action against its Directors.

### 董事會 (續)

#### 董事及高級管理人員薪酬

本公司為制定本集團董事及高級管理人員薪酬的政策建立了一套正規而具有透明度的程式。各董事本年度截至2020年12月31日的薪酬詳情載於本年報「合併財務報表附註」一節附註30。

於2020年12月31日作為本集團高級管理層的高級管理人員的薪酬範圍如下：

#### 董事責任險

本公司已就董事可能面對的法律訴訟購買了合適的保險。

# Corporate Governance Report

## 企業管治報告

### BOARD COMMITTEES

#### Audit Committee

As at the date of this annual report, the Audit Committee comprises three members, namely Mr. Tai Kwok Leung Alexander and Dr. Liu Xiaofeng, the independent non-executive Directors, and Mr. Huang Min, the non-executive Director. The chairman is Mr. Tai Kwok Leung Alexander, who confirmed that he possesses appropriate professional qualifications as required under Rules 3.10(2) and 3.21 of the Listing Rules. The main duties of the Audit Committee include the following:

1. to review the financial statements and reports and consider any significant or unusual items raised by the Company's staff responsible for the accounting and financial reporting function, compliance officer or the auditor before submission to the Board;
2. to review and monitor the external auditor's independence and objectivity and effectiveness of the audit process in accordance with applicable standard and discuss with external auditor the nature and scope of the audit and reporting obligations before the audit commences; and
3. to review the appropriateness and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures, including the adequacy of the resources, staff qualifications and experience, training programs and budget of the Company's accounting and financial reporting function.

The Audit Committee oversees the risk management and internal control systems of the Group, reports to the Board on any material issues, and makes recommendations to the Board.

The written terms of reference of the Audit Committee are available on the websites of the Stock Exchange and the Company.

### 董事委員會

#### 審核委員會

於本年報日期，審核委員會共有三名成員，即獨立非執行董事戴國良先生、劉曉峰博士，及非執行董事黃敏先生，其中戴國良先生為審核委員會主席。戴國良先生確認自身具備上市規則第3.10(2)及3.21條規定的合適專業資格。審核委員會的主要職責如下：

1. 審閱財務報表和報告、並在遞交董事會前考量任何本公司會計及財務申報員工、合規主任或核數師提出的重大或不尋常事項；
2. 按相關準則審核並監督外聘核數師的獨立性、客觀性以及審核流程的有效性，並在審核工作開始前與外聘核數師討論審核性質、範圍、有關申報責任；以及
3. 評估本公司的財務申報機制、內部監控系統、風險管理系統及相關程式的適當性和有效性，包括資源的充足率、員工資格及經驗、培訓計劃，以及本公司會計及財務申報功能的預算。

審核委員會監督本集團的風險管理和內部監控系統，向董事會彙報所有重大事件並提出建議。

審核委員會的書面職權範圍在聯交所及本公司網站可供查閱。

# Corporate Governance Report

## 企業管治報告

### BOARD COMMITTEES (Continued)

#### Audit Committee (Continued)

During the Review Period, six meetings of the Audit Committee were held to discuss and consider the following matters:

- reviewed audit plan of the Company and its subsidiaries for the year of 2019;
- reviewed annual results, internal audit report, auditors' remuneration, engagement conditions, independence and terms of reference of the Audit Committee of the Company and its subsidiaries for the period ended 31 December 2019;
- reviewed the unaudited financial information of the Company and its subsidiaries for the three months ended 31 March 2020;
- reviewed interim results of the Company and its subsidiaries for the period ended 30 June 2020, execution of their risk management and internal control system for the first half of 2020 and considered "Risk Management Procedures" etc.;
- reviewed the unaudited financial information of the Company and its subsidiaries for the nine months ended 30 September 2020; and
- reviewed the 2020 audit plan, 2020 internal review and the remedy for deficiencies in internal control of the Company and its subsidiaries in 2019.

The attendance record of the Audit Committee members is set out in the table below:

### 董事委員會(續)

#### 審核委員會(續)

在回顧期內，審核委員會舉行了六次會議，討論並審議了一下事項：

- 審閱本公司及其附屬公司2019年度審計計劃；
- 審閱本公司及其附屬公司截至2019年12月31日期間的年度業績，內部審核報告，核數師酬金、聘用條件、獨立性，及審核委員會職權範圍等；
- 審閱本公司及其附屬公司截至2020年3月31日止三個月的未審計財務資訊；
- 審閱本公司及其附屬公司截至2020年6月30日期間的中期業績，及2020年上半年風險管理及內部監控系統執行情況及審定《風險管理辦法》等；
- 審閱本公司及其附屬公司截至2020年9月30日止九個月的未審計財務資訊；以及
- 審閱本公司及其附屬公司2020年度審計計劃，2020年內審工作回顧及2019年內控缺陷整改情況。

各審核委員會成員的出席記錄見下表：

Members of the Audit Committee		Attended/ Eligible to attend
審核委員會成員		實際出席／可出席次數
Mr. Tai Kwok Leung Alexander (Chairman)	戴國良先生(主席)	6/6
Dr. Liu Xiaofeng	劉曉峰博士	6/6
Mr. Huang Min (appointed on 27 August 2020)	黃敏先生(於2020年8月27日獲委任)	2/2
Ms. Gu Ren (resigned on 27 August 2020)	顧韜女士(於2020年8月27日辭任)	4/4

Pursuant to the code provision C.3.3 of the CG Code, the Audit Committee should meet with the Company's auditors at least twice a year. During the Review Period, the Company had met the auditors twice.

根據企業管治守則條款第C.3.3條規定，審核委員會應每年至少與本公司核數師會面兩次。在回顧期內，本公司已於核數師會面兩次。

# Corporate Governance Report

## 企業管治報告

### BOARD COMMITTEES (Continued)

#### Remuneration Committee

As at the date of this annual report, the Remuneration Committee comprises three members, namely Dr. Liu Xiaofeng and Mr. Tai Kwok Leung Alexander, the independent non-executive Directors, and Mr. Zhang Jianbing, the executive Director. Dr. Liu Xiaofeng is the chairman of the Remuneration Committee.

The principal duties of the Remuneration Committee include the following:

1. to make recommendations to the Board on the Company's policy and structure for the remuneration of the Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policies;
2. to review and approve the management's remuneration proposals with reference to the corporate goals and objectives determined by the Board;
3. to adopt the code provision B.1.2(ii) by making recommendations to the Board on the remuneration packages of individual executive Directors and senior management. These include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
4. to make recommendations to the Board on the remuneration of non-executive Directors;
5. to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions of the Group;
6. to review and approve compensation payable to executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
7. to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; and
8. to ensure that no Director or any of his associates (as defined in the Listing Rules) is involved in deciding his own remuneration.

### 董事委員會 (續)

#### 薪酬委員會

於本年報日期，薪酬委員會共有三名成員，即獨立非執行董事劉曉峰博士、戴國良先生，及執行董事張艦兵先生，其中劉曉峰博士為薪酬委員會主席。

薪酬委員會的主要職責如下：

1. 就本公司全體董事及高級管理人員的薪酬政策、架構，以及制訂此等薪酬政策而設立正規而具透明度的程式，向董事會提出建議；
2. 參考董事會的企業目標及目的，審核並批准管理層的薪酬建議；
3. 採納守則條文B.1.2(ii)條項下之向董事會建議個別執行董事及高級管理人員的薪酬待遇，包括實物福利、退休金、賠償金(包括任何喪失或終止職務或委任而應支付的賠償)；
4. 就非執行董事的薪酬向董事會提出推薦建議；
5. 考量同類公司支付的薪酬、須付出的時間及職責，以及本集團職位的僱傭條件；
6. 審核並批准向執行董事及高級管理人員就其喪失或終止職務或委任而須支付的賠償，以確保這些賠償與合約條款一致；若未能與合約條款一致，賠償也應公平合理，不應過多；
7. 審核並批准因行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保這些安排與合約條款一致；若未能與合約條款一致，有關賠償也應合理適當；以及
8. 確保任何董事或其任何連系人(定義見上市規則)均不得參與決定其自身薪酬。



# Corporate Governance Report

## 企業管治報告

### BOARD COMMITTEES (Continued)

#### Remuneration Committee (Continued)

The written terms of reference of the Remuneration Committee are available on the websites of the Stock Exchange and the Company.

During the Review Period, a meeting of the Remuneration Committee was held to discuss and consider the following matters:

- reviewed and discussed the performance evaluation and an analysis of bonus distribution and staff cost for the year 2019;
- reviewed remuneration policy and structure of all Directors and senior management;
- reviewed and discussed the suspension of granting of share option incentive; and
- reviewed the terms of reference of the Remuneration Committee.

The attendance record of the Remuneration Committee members is set out in the table below:

### 董事委員會(續)

#### 薪酬委員會(續)

薪酬委員會的書面職權範圍在聯交所及本公司網站可供查詢。

在回顧期內，薪酬委員會舉行了一次會議，以討論並審議以下事項：

- 審核及討論2019年度公司績效考核及獎金發放、人工成本分析；
- 審核全體董事及高級管理人員的薪酬政策及架構；
- 審核及討論暫緩授予新的股權激勵；及
- 審核薪酬委員會書面職權範圍。

各薪酬委員會成員的出席記錄見下表：

Members of the Remuneration Committee 薪酬委員會成員		Attended/ Eligible to attend 實際出席／可出席次數
Dr. Liu Xiaofeng (Chairman)	劉曉峰博士(主席)	1/1
Mr. Tai Kwok Leung Alexander	戴國良先生	1/1
Mr. Zhang Jianbing	張艦兵先生	1/1

# Corporate Governance Report

## 企業管治報告

### BOARD COMMITTEES (Continued)

#### Nomination Committee

As at the date of this annual report, the Nomination Committee consists of three members, being Dr. Liu Xiaofeng and Mr. Tai Kwok Leung Alexander, the independent non-executive Directors, and Mr. Ming Zaiyuan, the executive Director and chairman of the Board. Mr. Ming Zaiyuan is the chairman of the Nomination Committee.

The principal duties of the Nomination Committee include the following:

1. to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
2. to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
3. to assess the independence of independent non-executive Directors;
4. to make recommendations to the Board on the appointment or re-appointment of Directors and the succession planning for Directors, in particular the chairman and the chief executive officer; and
5. to review the Board diversity policy and the Nomination Policy.

The Nomination Committee assesses the candidate or incumbent on criteria such as integrity, experience, skill and ability to commit time and effort to assume the duties and responsibilities. The recommendations of the Nomination Committee will then be put to the Board for decision. The written terms of reference of the Nomination Committee are available on the websites of the Stock Exchange and the Company.

### 董事委員會(續)

#### 提名委員會

於本年報日期，提名委員會共有三名成員，即獨立非執行董事劉曉峰博士、戴國良先生，及執行董事、董事會主席明再遠先生，明再遠先生為提名委員會主席。

提名委員會的主要職責如下：

1. 至少每年審核董事會的結構、規模及組成(包括技能、知識及經驗)，並就董事會的任何變動提供建議，以補充本公司企業策略；
2. 物色符合適當資格成為董事會成員的人士，甄選或向董事會建議甄選獲提名的董事候選人；
3. 評估獨立非執行董事的獨立性；
4. 就董事的委任或重新委任以及董事(尤其是主席及行政總裁)的繼任計劃向董事會提出建議；以及
5. 審核董事會成員多元化政策及提名政策。

提名委員會根據誠信、經驗、技能及是否能夠付出時間及精力履行職務及職責等範疇，評估候選人或現任成員。提名委員會的建議會交由董事會決定。提名委員會的書面職權範圍在聯交所及本公司網站可供查閱。

# Corporate Governance Report

## 企業管治報告

### BOARD COMMITTEES (Continued)

#### Nomination Committee (Continued)

During the Review Period, a meeting of the Nomination Committee was held to discuss and consider the following matters:

- reviewed the structure, size, composition and the Board diversity policy and its implementation;
- reviewed and considered election, retirement and re-election of Directors;
- reviewed the terms of reference of the Nomination Committee;
- reviewed the independence of independent non-executive Directors; and
- reviewed the resignation and appointment of Directors.

The written terms of reference of the Nomination Committee are available on the websites of the Stock Exchange and the Company.

The attendance record of the Nomination Committee members is set out in the table below:

### 董事委員會(續)

#### 提名委員會(續)

在回顧期內，提名委員會舉行了一次會議，以討論及審議以下事項：

- 審核董事會的架構、人數、組成和多元化政策及其執行情況；
- 審核並考慮董事的選舉、退任和重選；
- 審核提名委員會的書面職權範圍；
- 審核獨立非執行董事的獨立性；以及
- 審核董事辭任及董事委任。

提名委員會的書面職權範圍在聯交所及本公司網站可供查閱。

各提名委員會成員的出席記錄見下表：

Members of the Nomination Committee 提名委員會成員		Attended/ Eligible to attend 實際出席／可出席次數
Mr. Ming Zaiyuan (Chairman)	明再遠先生(主席)	1/1
Dr. Liu Xiaofeng	劉曉峰博士	1/1
Mr. Tai Kwok Leung Alexander	戴國良先生	1/1

# Corporate Governance Report

## 企業管治報告

### BOARD COMMITTEES (Continued)

#### Strategic Development Committee

As at the date of this annual report, the Strategic Development Committee consists of three members, being Dr. Yang Ruizhao and Mr. Tai Kwok Leung Alexander, the independent non-executive Directors, and Mr. Yan Danhua, the executive Director. Dr. Yang Ruizhao is the chairman of the Strategic Development Committee.

The principal duties of the Strategic Development Committee include the following:

1. to review and evaluate the investment strategies, annual investment plan(s) and the relevant risk management policy of the Company and make recommendations to the Board;
2. to review and evaluate the investment opportunities of the Company and issue opinion for long-term development plan (including mergers and acquisition, joint venture and equity investments) and make recommendations to the Board;
3. to review and evaluate significant investment projects pursued under the Company's investment strategy and annual investment plan, review and approve the issue of non-binding indicative offers or letter of intent, and make recommendations to the Board on final proposals of significant investment projects;
4. to review and assess, in addition to new opportunities, the ongoing investment strategy, technical merits and risks associated with existing development and exploration projects, including the annual reserve and resource assessments and make recommendations to the Board;
5. to supervise the implementation of the above-mentioned matters duly approved by the Board and assess periodically the Company's capacity to conduct technical work and the Company's approach in managing technical risk associated with above matters;
6. to advise management from time to time on the engagement of appropriate external financial and technical advisors in connection with material acquisitions or divestitures, including a review of the terms of their proposed compensation; and
7. other matters as delegated by the Board.

### 董事委員會 (續)

#### 戰略發展委員會

於本年報日期，戰略發展委員會共有三名成員，即獨立非執行董事楊瑞召博士、戴國良先生，及執行董事嚴丹華先生。楊瑞召博士為戰略發展委員會主席。

戰略發展委員會的主要職責包括以下方面：

1. 審閱、評估公司的投資策略、年度投資計劃(由高級管理層及董事會主席提議)及公司的相關風險管理政策並給予意見，向董事會提出建議；
2. 審閱、評估公司的投資機會並給予意見，對高級管理層及董事會主席提議的長期發展計劃(包括並購、合資及股權投資)給予意見，向董事會提出建議；
3. 審閱、評估根據公司的投資策略及年度投資計劃推行的重大投資專案並給予意見，審批發出非約束性的指示性要約或意向書，就重大投資專案的最終方案向董事會提出建議；
4. 審閱、評估除新機會以外的持續投資策略、現有開發勘探專案的技術優勢和風險，包括公司編寫的年度儲量和資源量評估，向董事會提出建議；
5. 監督董事會正式批准的上述事務的落實情況，定期評估公司開展技術工作的能力以及公司管理上述事務相關技術風險的方法；
6. 在重大收購或剝離事務的外部財務顧問和技術顧問聘請方面，不時給予管理層建議，包括審核相關報酬條款；以及
7. 董事會指定的其他事務。

# Corporate Governance Report

## 企業管治報告

### BOARD COMMITTEES (Continued)

#### Strategic Development Committee (Continued)

The written terms of reference of the Strategic Development Committee are available on the websites of the Stock Exchange and the Company.

During the Review Period, a meeting of Strategic Development Committee was held to discuss and consider the following matters:

- reviewed the reports relating to reserve estimation, technical challenges and development direction of the Company;
- reviewed the reports relating to strategic consideration and development; and
- reviewed the terms of reference of the Strategic Development Committee.

The attendance record of the Strategic Development Committee members is set out in the table below:

### 董事委員會(續)

#### 戰略發展委員會(續)

戰略發展委員會的書面職權範圍在聯交所及本公司網站可供查閱。

於回顧期內，戰略發展委員會舉行一次會議。該次會議討論並審議以下事項：

- 審閱有關本公司儲量評估情況及面臨的技術挑戰和發展方向的報告；
- 審閱有關本公司戰略考慮及發展的彙報；以及
- 審閱戰略發展委員會的職權範圍。

各戰略發展委員會成員的出席記錄見下表：

Members of the Strategic Development Committee		Attended/ Eligible to attend
戰略發展委員會成員		實際出席／可出席次數
Dr. Yang Ruizhao (Chairman)	楊瑞召博士(主席)	1/1
Dr. Cui Guiyong (resigned on 26 March 2021)	崔桂勇博士(於2021年3月26日辭任)	1/1
Mr. Tai Kwok Leung Alexander	戴國良先生	1/1
Mr. Yan Danhua (appointed on 26 March 2021)	嚴丹華先生(於2021年3月26日獲委任)	0/0

### BOARD DIVERSITY POLICY

The Board has adopted a Board Diversity Policy which sets out the approach to achieve a sustainable and balanced development of the Company and also to enhance the quality of performance of the Company.

The Company seeks to achieve board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

### 董事會多元化政策

董事會已採用了成員多元化政策，該政策列出了本公司取得持續平衡發展以及提升表現素質的方針。

本公司考慮多項因素以保證董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識和服務期限。



# Corporate Governance Report

## 企業管治報告

### BOARD DIVERSITY POLICY (Continued)

All board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

Selection of candidates will be based on a range of diversity perspectives as stated in the above. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

The composition of the Board (includes gender, age, cultural and educational background, profession, experience, skills and knowledge), which is characterized by significant diversity, is disclosed in the section headed "Directors and Senior Management".

### Directors' Responsibilities for Financial Reporting in respect of Financial Statements

The Directors acknowledge their responsibility for preparing the financial statements for the year ended 31 December 2020 which give a true and fair view of the affairs of the Company and the Group and of the Group's results and cash flows.

Pursuant to the code provision C.1.1 of the CG Code, the management has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are put to the Board for approval. The Company provides all members of the Board with monthly updates on Company's performance, positions and prospects.

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

The statement by the Auditor regarding their reporting responsibilities on the consolidated financial statements of the Company is set out in the section headed "Independent Auditor's Report" of this annual report.

### 董事會多元化政策 (續)

董事會所有委任均堅持用人唯才原則，並兼顧董事會成員多元化的益處根據客觀條款考慮人選。

董事會根據上述各種多元化因素選定候選人。最終決定取決於所選候選人的長處以及可能為董事會帶來的貢獻。

董事會組成(包括性別、年齡、文化及教育背景、專業經驗、技能和知識)披露於「董事及高級管理人員」中。從其可以看出，董事會屬於多元化狀態。

### 董事有關財務報表的財務申報責任

董事知曉自身須準備本年度截至2020年12月31日財務報表的責任，而該財務報表真實而公平地反映本公司及本集團的狀況，以及本集團的業績和現金流量。

根據企業管治守則條款第C.1.1條，管理層已向董事會提供了所需的解釋和資料，以使董事會能夠有根據地評估並審批本公司的財務報表。本公司每月向董事會全體成員提供本公司營運表現、狀況及前景的最新資料。

根據董事所知，並無可能導致本集團持續經營能力受到嚴重質疑的重大不確定時間或情況。

核數師關於本公司合併財務報表申報責任的聲明載於本年報「獨立核數師報告」章節。

# Corporate Governance Report

## 企業管治報告

### RISK MANAGEMENT AND INTERNAL CONTROL

#### Responsibility of the Board

The Board acknowledges that it is the responsibility of the Board for ensuring that the Company establishes and maintains appropriate and effective risk management and internal control systems and reviewing the effectiveness of such systems on an annual basis. The Board is also aware of the fact that such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable assurance and not absolute assurance against material misstatement or loss.

#### The Risk Management and Internal Control Systems

The Company adopted the three lines of defence model in the management of risk. Operational management form the core of the first line of defence as they contact with the risk sources in the first place. They are responsible for identifying, reporting and preliminarily managing risks in their daily operations. Our second line of defence is the risk management function, comprised of Legal, HSE departments etc., aiming to facilitate and monitor the implementation of effective risk management practices by operational management throughout the Company. Our internal audit function is the core of the third line of defence and mainly responsible for checking, auditing and monitoring the work performed by the first and second lines of defence.

The Company's risks are identified from business processes in our established enterprise-wide risk assessment methodologies. Key responsible personnel for the management of risk in each of the business process are selected as interviewees to identify the risks to form our risk universe. Each risk within the risk universe is assessed in terms of likelihood of occurrence and the significance of impact, taken into account the current internal controls in place to mitigate these risks. The risk assessment results are reported to senior management and the Board for them to evaluate whether risks have been appropriately managed and decide on our priorities in risk management, based on the Company's risk appetite, and in particular how much risks the Company is willing to take for the achievement of its strategy and business objectives, the availability of resources for risk mitigation, and the effectiveness of current internal control system.

### 風險管理及內部監控

#### 董事會責任

董事會明白本身有責任確保本公司建立及維持恰當且有效的風險管理及內部監控系統，並每年檢討該系統的有效性。董事會亦明白該等系統旨在管理而非消除未能達成業務目標的風險，且盡可作出合理而非絕對保證不會有重大失實陳述或損失。

#### 風險管理及內部監控系統

風險管理及內部監控系統本公司採取三道防線模式管理風險。營運管理人員是第一道防線的核心，因為一旦出現風險，彼等首當其衝。營運管理人員負責識別、報告及初步管理日常營運中存在的風險。第二道防線是由法務、HSE等部門承擔的風險管理職能，旨在推動及監察營運管理人員在本公司高效實施風險管理措施。內部審核功能是第三道防線，主要負責檢查、審核及監察第一及第二道防線的工作。

根據我們建立的全面風險評估辦法，本公司從業務流程出發，推進風險識別。各個業務流程中的主要負責人被選作受訪者，識別流程中的風險，並匯總形成最終風險清單。風險清單中的各風險按發生的可能性及影響的程度評價，並列入目前降低該等風險所採用的內部監控。風險評估結果向高級管理層及董事會彙報，以根據公司的風險偏好，尤其公司願意為其戰略和經營目標的實現承擔多少風險，降低風險的資源利用和現行內部控制系統的有效性等因素來評估風險是否被適當管理和決定風險管理的優先次序。

# Corporate Governance Report

## 企業管治報告

### RISK MANAGEMENT AND INTERNAL CONTROL

(Continued)

#### The Risk Management and Internal Control Systems

(Continued)

The Company's internal control system is based on Internal Control — Integrated Framework of the Committee of Sponsoring Organisations of the Treadway Commission, and has five components, namely Control Environment, Risk Assessment, Control Activities, Information and Communication, and Monitoring Activities. The system intends to facilitate the design and functioning of good control practices and reduce the likelihood and impact of risks to an acceptably low level, in order for us to achieve our objectives in operations, reporting, and compliance.

Any material internal control defects identified are timely communicated and carefully evaluated for their potential impacts. The departments or functions who are owners of these controls, are required to propose corrective measures and obtain approval from management before implementation. The implementation statuses are monitored by both management and the internal audit function to ensure these control defects are properly resolved in a timely manner. The Company has also established policies and procedures for the handling and dissemination of inside information. The information to be disclosed should be properly reviewed and approved by our compliance functions and management to ensure its appropriateness and accuracy, and is closely monitored after disclosure.

During the Review Period, the Company upgraded its internal control system starting from corporate governance, organisation structure and business process through risk identification and assessment, thereby reducing operational risk while further enhancing operational efficiency of the Company at the same time.

### 風險管理及內部監控(續)

#### 風險管理及內部監控系統(續)

本公司的內部監控系統是基於特雷德韋委員會贊助組織委員會的內部監控整合框架，包括監控環境、風險評估、監控活動、資訊及溝通和監督活動五個部分。該系統旨在推動良好監控實踐的設計及實施，降低風險發生的可能性，並將風險影響降低到可接受水準，以便實現我們的營運、申報及合規目標。

我們及時就所識別的重大內部監控瑕疵進行溝通，並審慎評價潛在影響。身為監控責任人的部門須提出糾正措施，並於實施前獲得管理層批准。管理層及內部審核部門監察實施情況，確保及時妥善解決監控瑕疵。本公司亦制定處理及傳播內幕消息的政策及程式。將予披露的資料由合規部及管理層妥為審閱及批准，確保合適準確，並於披露後密切監察。

在回顧期內，公司從公司治理、組織結構、業務流程出發，通過風險識別、風險評估等途徑，對公司的內控制度進行了升級，在降低了公司運營風險的同時也進一步提升了公司的運營效率。

# Corporate Governance Report

## 企業管治報告

### RISK MANAGEMENT AND INTERNAL CONTROL

(Continued)

#### Internal Audit Function

In order to enhance the Company's adaptability to the business environment, The Company established the Risk Control and Compliance Department, which is responsible for providing effective legal professional support for various legal matters of the Company, handling corporate information disclosure and legal compliance management, as well as providing value-added internal audit and consulting services for independent review, in January 2021 by merging the functions of the former Legal Affairs Department, the Board of Directors' Office and the Audit and Supervision Department. The internal audit function reports to the Company Secretary in respect of administration and directly to the Board and the Audit Committee in respect of operation. The internal audit function still has the independence required to conduct audit business.

The Company's internal audit function plays a major role in the monitoring of the Company's internal governance processes, i.e., to provide independent assurance that the Company's risk management, governance and internal control processes are operating effectively. The major tasks of this function include providing assurance on the effectiveness of the Company's governance, risk management and internal controls in areas of operations, safeguarding of assets, reporting, and compliance, and conducting risk-based audits of the Company and its subsidiaries on a regular basis with recommended action plans to audit findings. This function also provides consulting services in risk management and internal control related issues within the Company.

During the review period, The Company's internal audit function conducted annual independent full scope risk assessment update and internal audit for selected areas, and reported to the management and the Board.

### 風險管理及內部監控(續)

#### 內部審計職能

為提升公司對經營環境的適應性，本公司將原法律事務部、董事會辦公室、審計監察部職能合併，於2021年1月新成立了風控合規部，負責對公司各項法律事務提供有效的法律專業支援，處理公司資訊披露及合法合規管理，以及提供獨立審議的內部審計及諮詢增值服務等。其中內部審計職能行政上向公司秘書報告，業務上直接向董事會及審核委員會報告。內部審計職能在其功能上仍具備開展審計業務所需要的獨立性。

本公司內部審計職能在監察本公司內部管治流程方面舉足輕重，為本公司的風險管理、治理和內部監控流程有效運行提供獨立性保證。該職能的主要任務包括對本公司在營運、資產保護、申報及合規領域的管治、風險管理及內部監控有效提供保證，並定期對本公司及附屬公司開展風險導向的審計，並就審計結果建議應採取的措施。該職能亦就本公司風險管理及內部監控事宜提供諮詢服務。

在回顧期內，本公司內部審計職能開展年度獨立性全面風險評估更新，針對選定的領域推進內部審計，並向管理層和董事會彙報。

# Corporate Governance Report

## 企業管治報告

### RISK MANAGEMENT AND INTERNAL CONTROL

(Continued)

#### Review of the Effectiveness and Adequacy of Our Systems

The Company prepares and submits reports to the Board in relation to risk and control at least annually, detailing how risks have been managed and internal controls been designed and implemented in accordance with the established risk and control frameworks, to keep our overall risk exposures within risk appetite and achieve our business objectives. The Board reviews the reasonableness of these reports and representations from management and makes sufficient enquiries whenever they feel necessary, before reaching their conclusions.

During the Review Period, the Board has conducted a review of the effectiveness of the Company's risk management and internal control systems with the application of the above review process, and considered our risk management and internal control systems effective and adequate in both design and operations.

### EXTERNAL AUDITORS AND AUDITOR'S REMUNERATION

The statement by the external auditor of the Company regarding their reporting responsibilities on the consolidated financial statements of the Company is set out in the section headed "Independent Auditor's Report" of this annual report.

For the year ended 31 December 2020, the total remuneration paid or payable to the Company's external auditors, PricewaterhouseCoopers ("PwC"), for audit and other services totaled RMB3,150,000.

An analysis of the remuneration paid or payable to PwC is set out below:

### 風險管理及內部監控(續)

#### 審核系統是否有效及充足

本公司至少每年就風險控制事宜編制報告並遞交予董事會，詳述如何按照已建立的風險和控制框架管理風險和設計實施內部控制，以保持我們的全部風險敞口在風險偏好中，並實現我們的業務目標。董事會審閱這些管理層報告及聲明是否合理，並於得出結論前在必要時進行充分詢問。

回顧期內，董事會應用上述審核流程審核本公司風險管理及內部監控系統是否有效後認為我們風險管理及內部監控系統的設計及實施方面有效且充分。

#### 外聘核數師及其酬金

本公司外部核數師關於本公司合併財務報表申報責任的聲明載於本年報「獨立核數師報告」一節。

本年度截至2020年12月31日，本公司就審核及相關服務已付或應付給外聘核數師羅兵咸永道會計師事務所（「羅兵咸永道」）的酬金總額為人民幣3,150,000元。

已付或應付給羅兵咸永道的酬金分析如下：

		Year ended 31 December 截至12月31日止年度 2020 2020年 RMB'000 人民幣千元
Auditors' remunerations	核數師費用	
— Audit Service	— 審計服務	3,150
— The Company	— 本公司	2,900
— Subsidiaries	— 附屬公司	250
— Non-audit services	— 非審計服務	—



# Corporate Governance Report

## 企業管治報告

### COMPANY SECRETARY

Mr. Chiu Ming King from Vistra Hong Kong, an external service provider, has been engaged by the Company as its company secretary. The primary corporate contact persons at the Company are Mr. Zhang Jianbing, an executive Director and Ms. Su Xiaohang, a joint company secretary. Please refer to the section headed "Directors and Senior Management" for details of both Mr. Zhang and Ms. Su.

During the Review Period, Mr. Chiu and Ms. Su undertook at least 15 hours of relevant professional training in compliance with Rule 3.29 of the Listing Rules.

### COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

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

The AGM provides opportunity for Shareholders to communicate directly with the Directors. The chairman of the Board and the chairmen of the Board Committees of the Company will attend the AGMs to answer Shareholders' questions. The external auditor of the Company will also attend the AGMs to answer questions about the conduct of the audit, the preparation and contents of the auditor's report, the accounting policies and auditor independence.

To promote effective communication, the Company adopts a shareholders' communication policy which aims at establishing a two-way relationship and communication between the Company and its Shareholders and maintains a website at <http://www.aagenergy.com/>, where up-to-date information on the Company's business operations and developments, financial information, corporate governance practices and other information are available for public access.

### 公司秘書

本公司聘用了瑞致達香港(外聘服務機構)的趙明璟先生擔任公司秘書。公司內部的主要聯絡人為執行董事張艦兵先生和聯席公司秘書蘇曉航女士。張先生及蘇女士詳細資料見「董事及高級管理人員」一節。

回顧期內，根據上市規則第3.29條，趙先生和蘇女士接受了不少於15個小時的相關專業訓練。

### 與股東的溝通及投資者關係

本公司認為，與股東的有效溝通對加強投資者關係和讓投資者瞭解本集團業務、表現及策略至關重要。本公司也深知，及時且非選擇性的資訊披露對於股東和投資者能夠作出知情投資決定的重要性。

本公司股東周年大會為股東提供了與董事直接溝通的機會。本公司董事會主席及董事委員會主席會出席股東周年大會，並回答股東的提問。本公司的外聘核數師也會出席股東周年大會以解答有關審計工作、核數師報告及其內容、會計政策及核數師獨立性等方面的提問。

為加強有效溝通，本公司採用了旨在建立本公司與股東之間雙向關係及溝通的股東通訊政策，並開設了網站<http://www.aagenergy.com/>用於刊載本公司業務營運和發展、財務資料、企業管治常規情況及其他資料等最新資訊以供公眾人士查閱。

# Corporate Governance Report

## 企業管治報告

### SHAREHOLDERS' RIGHTS

#### Convening of Extraordinary General Meetings ("EGM") by Shareholders

Pursuant to the Articles, the Board may, whenever it thinks fit, convene an EGM. An EGM shall also be convened on the requisition of one or more shareholders of the Company holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the company secretary of the Company for the purpose of requiring an EGM to be called by the Board for the transaction of any business specified in such requisition. The Directors shall within two (2) months after the deposit of such requisition proceed duly to convene such meeting. If within 21 days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

#### Putting Forward Proposals at General Meetings

The Board is not aware of any provisions allowing the shareholders of the Company to put forward proposals at general meetings of the Company under the Articles and the Cayman Islands Law (2016 Revision). Shareholders who wish to put forward proposals at general meeting may refer to the preceding paragraph to make a written requisition to require the convening of an extraordinary general meeting of the Company.

Detailed procedures for shareholders to propose a person for election as a Director are published on the website of the Company.

#### Enquiries to the Board and Contact Details

For putting forward any enquiries to the Board, Shareholders may send written enquiries to the Company. The Company will not normally deal with verbal or anonymous enquiries. Shareholders may send their enquiries or requests as mentioned above to the following:

Address: Unit 2506, 25/F  
Cosco Tower  
183 Queen's Road Central, Sheung Wan  
Hong Kong  
(For the attention of the Board of Directors)

Email: xiaohang.su@aagenergy.com

### CHANGE IN CONSTITUTIONAL DOCUMENTS

The Company has not made any other significant changes to its constitutional documents during the year ended 31 December 2020.

### 股東權利

#### 股東召開股東特別大會(「股東特別大會」)

根據細則，董事會可在其認為適當時召開股東特別大會。在遞呈申請當日持有不少於可在股東大會投票的本公司已繳股本十分之一的一名或以上本公司股東，也有權向董事會或本公司的公司秘書提出書面申請，要求董事會召開股東特別大會，以處理上述要求中列明的任何事項。董事須在提交有關要求後兩(2)個月內召開有關大會。如果董事會未能在提交有關要求後的21日內召開有關大會，則申請人可自行以相同形式召開會議，而因董事會未能召開會議導致申請人產生的一切合理開支，須由本公司償付給申請人。

#### 於股東大會上提呈議案

董事會並不知悉細則及開曼群島法例(2016年修訂本)有任何條文允許本公司股東於本公司之股東大會上提呈議案。股東擬於股東大會上提呈議案，可參照前段所述遞呈請求書以要求召開本公司股東特別大會。

有關股東提名候選董事的議程詳情已刊載於本公司網站。

#### 向董事會提出查詢及聯絡資訊

股東可將其向董事會提出的任何查詢以書面形式發送至本公司。口頭或匿名查詢本公司一般不予處理。股東可發送上述查詢或要求至以下地址：

地址：香港  
上環皇后大道中183號  
中遠大廈  
25樓2506室  
(送交董事會)

郵箱：xiaohang.su@aagenergy.com

### 章程文件的變更

截至2020年12月31日止年度，本公司章程文件並無任何重大變更。

# Independent Auditor's Report

## 獨立核數師報告



羅兵咸永道

INDEPENDENT AUDITOR'S REPORT  
TO THE SHAREHOLDERS OF  
AAG ENERGY HOLDINGS LIMITED  
(incorporated in the Cayman Islands with limited liability)

獨立核數師報告  
致亞美能源控股有限公司股東  
(於開曼群島註冊成立的有限公司)

### OPINION

#### What we have audited

The consolidated financial statements of AAG Energy Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 110 to 181, which comprise:

- the consolidated balance sheet as at 31 December 2020;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

### 意見

#### 我們已審計的內容

亞美能源控股有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)列載於第110至181頁的合併財務報表，包括：

- 於2020年12月31日的合併資產負債表；
- 截至該日止年度的合併綜合收益表；
- 截至該日止年度的合併權益變動表；
- 截至該日止年度的合併現金流量表；及
- 合併財務報表附註，包括主要會計政策概要。

### Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2020, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### 我們的意見

我們認為，該等合併財務報表已根據香港會計師公會頒布的《香港財務報告準則》真實而中肯地反映了貴集團於2020年12月31日的合併財務狀況及其截至該日止年度的合併財務表現及合併現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

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# Independent Auditor's Report

## 獨立核數師報告



羅兵咸永道

**INDEPENDENT AUDITOR'S REPORT  
TO THE SHAREHOLDERS OF  
AAG ENERGY HOLDINGS LIMITED (Continued)**  
*(incorporated in the Cayman Islands with limited liability)*

獨立核數師報告  
致亞美能源控股有限公司股東(續)  
*(於開曼群島註冊成立的有限公司)*

### BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAAs") 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.

### 意見的基礎

我們已根據香港會計師公會頒布的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計合併財務報表承擔的責任」部分中作進一步闡述。

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

我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

### Independence

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.

### 獨立性

根據香港會計師公會頒布的《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。

# Independent Auditor's Report

## 獨立核數師報告



羅兵咸永道

**INDEPENDENT AUDITOR'S REPORT  
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AAG ENERGY HOLDINGS LIMITED (Continued)**  
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### 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.

### 關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期合併財務報表的審計最為重要的事項。這些事項是在我們審計整體合併財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

Key audit matter identified in our audit is related to:

我們在審計中識別的關鍵審計事項是關於：

- Impairment of exploration and evaluation assets and gas properties, gas gathering stations and relating facilities and constructions in progress.

- 勘探及評估資產和天然氣資產、集氣站及相關設施和在建工程的減值評估

Key Audit Matter 關鍵審計事項	How our audit addressed the Key Audit Matter 我們的審計如何處理關鍵審計事項
<b>Impairment of exploration and evaluation assets ("E&amp;E Assets") and gas properties, gas gathering stations and relating facilities and constructions in progress (collectively the "Relevant Gas Assets")</b> 勘探及評估資產和天然氣資產、集氣站及相關設施和在建工程(合稱「天然氣相關資產」)的減值評估	
Refer to note 6 to the consolidated financial statements. 請參閱合併財務報表附註6。	In addressing this matter, we have performed the following procedures: 在處理關鍵審計事項中，我們執行了以下程序：
As at 31 December 2020, the carrying amount of E&E Assets and Relevant Gas Assets of the Group amounted to 683.0 million and 3,305.0 million (31 December 2019: 646.3 million and 3,070.4 million), respectively. 於2020年12月31日，本集團的勘探及評估資產和天然氣相關資產賬面價值分別為683.0百萬人民幣和3,305.0百萬人民幣(2019年12月31日：646.3百萬人民幣和3,070.4百萬人民幣)。	<ul style="list-style-type: none"><li>• Understood and assessed the design, implementation effectiveness of key process and controls relating to the identification of impairment indicator, determination of cash generating units and the assessment of the recoverable amount.</li><li>• 了解並評估與識別潛在減值跡象、確定現金產出單元及評估可收回金額有關的關鍵流程和相關控制的設計及執行的有效性。</li></ul>



# Independent Auditor's Report

## 獨立核數師報告



羅兵咸永道

INDEPENDENT AUDITOR'S REPORT  
TO THE SHAREHOLDERS OF  
AAG ENERGY HOLDINGS LIMITED (Continued)  
(incorporated in the Cayman Islands with limited liability)

獨立核數師報告  
致亞美能源控股有限公司股東(續)  
(於開曼群島註冊成立的有限公司)

### KEY AUDIT MATTERS (Continued)

### 關鍵審計事項(續)

Key Audit Matter 關鍵審計事項	How our audit addressed the Key Audit Matter 我們的審計如何處理關鍵審計事項
<p><b>Impairment of exploration and evaluation assets ("E&amp;E Assets") and gas properties, gas gathering stations and relating facilities and constructions in progress (collectively the "Relevant Gas Assets") (Continued)</b> 勘探及評估資產和天然氣資產、集氣站及相關設施和在建工程(合稱「天然氣相關資產」)的減值評估(續)</p> <p>Management assessed E&amp;E Assets and Relevant Gas Assets for impairment whenever there are events or changes in circumstance which indicate that the carrying amounts of these assets may exceed their recoverable amounts. 當存在事件或環境變化顯示勘探及評估資產和天然氣相關資產的賬面價值可能超過其可收回金額時，管理層將對勘探及評估資產和天然氣相關資產進行減值評估。</p> <p>When indicators of impairment of E&amp;E Assets or Relevant Gas Assets were identified, management assessed the recoverable amounts of the cash generating units based on their value in use as estimated using discounted cash flow models. In performing such assessment, management adopted key assumptions, including: 當勘探及評估資產和天然氣相關資產的減值跡象被識別時，管理層以基於折現現金流模型估算得出的可使用價值為基礎對現金產生單元的可收回金額進行評估。在實施該項評估時，管理層採用了以下關鍵假設：</p> <ul style="list-style-type: none"><li>— Forecast gas prices;</li><li>— 預測的天然氣價格；</li></ul>	<ul style="list-style-type: none"><li>• Evaluated management's assessment of whether events or circumstances existed at 31 December 2020, which would indicate that E&amp;E Assets or Relevant Gas Assets are impaired.</li><li>• 評估管理層對於2020年12月31日是否存在可能顯示勘探及評估資產和天然氣相關資產減值的事項或環境變化進行的評估。</li><li>• Where an impairment indicator was identified by management, procedures were performed on their impairment assessment, as below:</li><li>• 當管理層識別出存在資產減值跡象時，則對其實施如下的減值評估程序：<ul style="list-style-type: none"><li>— Compared the forecast gas prices used in the determination of the recoverable amount of respective cash generating unit against historical actual gas prices;</li><li>— 將管理層在評估相應的現金產生單元的可收回金額時採用的預測的天然氣價格與歷史實際天然氣價格進行比較；</li></ul></li></ul>

# Independent Auditor's Report

## 獨立核數師報告



羅兵咸永道

INDEPENDENT AUDITOR'S REPORT  
TO THE SHAREHOLDERS OF  
AAG ENERGY HOLDINGS LIMITED (Continued)  
(incorporated in the Cayman Islands with limited liability)

獨立核數師報告  
致亞美能源控股有限公司股東(續)  
(於開曼群島註冊成立的有限公司)

### KEY AUDIT MATTERS (Continued)

### 關鍵審計事項(續)

Key Audit Matter 關鍵審計事項	How our audit addressed the Key Audit Matter 我們的審計如何處理關鍵審計事項
<p><b>Impairment of exploration and evaluation assets ("E&amp;E Assets") and gas properties, gas gathering stations and relating facilities and constructions in progress (collectively the "Relevant Gas Assets") (Continued)</b> 勘探及評估資產和天然氣資產、集氣站及相關設施和在建工程(合稱「天然氣相關資產」)的減值評估(續)</p>	
<ul style="list-style-type: none"><li>Forecast production volumes; 預測的產量；</li><li>Forecast operating costs and capital expenditures; and 預測的經營性支出和資本性支出；及</li><li>Discount rates. 折現率。</li></ul>	<ul style="list-style-type: none"><li>Assessed the forecast production volume by comparing it against (i) the approved production plan for the year ending 31 December 2021; (ii) forecast production volume for the remaining concession period prepared by the management, which is consistent to the information set out in the reserve report; and (iii) historical actual production volume. We also performed procedures to evaluate the competence, capability and objectivity of external reserve experts engaged by management for preparing the reserve report;</li><li>將預測的產量與(i)經批准的截至2021年12月31日止年度的生產計劃；(ii)管理層準備的剩餘合同期限內的預測產量，該產量與列示於儲量報告中的信息一致；及(iii)歷史實際產量進行比較，以評估預測的產量。此外，我們還實施程序對管理層聘用的編製儲量報告的外部專家的資質、勝任能力及客觀性進行評估；</li></ul>

# Independent Auditor's Report

## 獨立核數師報告



羅兵咸永道

INDEPENDENT AUDITOR'S REPORT  
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### KEY AUDIT MATTERS (Continued)

### 關鍵審計事項(續)

Key Audit Matter 關鍵審計事項	How our audit addressed the Key Audit Matter 我們的審計如何處理關鍵審計事項
<b>Impairment of exploration and evaluation assets ("E&amp;E Assets") and gas properties, gas gathering stations and relating facilities and constructions in progress (collectively the "Relevant Gas Assets") (Continued)</b> 勘探及評估資產和天然氣資產、集氣站及相關設施和在建工程(合稱「天然氣相關資產」)的減值評估(續)	<ul style="list-style-type: none"><li>— Assessed the forecast operating costs against (i) the approved budget; and (ii) the historical actual costs;</li><li>— 將預測的經營性支出與(i)經批准的預算；及(ii)歷史實際支出進行比較；</li><li>— Compared the forecast capital expenditures against (i) the approved budget; and (ii) the historical actual costs;</li><li>— 將預測的資本性支出與(i)經批准的預算；及(ii)歷史實際支出進行比較；</li><li>— Compared the discount rate with external market data and published information of comparable companies;</li><li>— 將折現率與外部市場資料和可比公司的公開信息進行比較；</li><li>— Tested mathematical accuracy of the discounted cash flow projections.</li><li>— 測算折現現金流量預測計算的準確性。</li></ul> <p>Based on our work, no significant exception has been noticed. 基於我們的工作，未發現重大異常。</p>

# Independent Auditor's Report

## 獨立核數師報告



羅兵咸永道

**INDEPENDENT AUDITOR'S REPORT  
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AAG ENERGY HOLDINGS LIMITED (Continued)**  
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獨立核數師報告  
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### OTHER INFORMATION

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

### 其他信息

貴公司董事須對其他信息負責。其他信息包括年報內的所有信息，但不包括合併財務報表及我們的核數師報告。

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

我們對合併財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

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

結合我們對合併財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與合併財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

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

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

### RESPONSIBILITIES OF DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with 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.

### 董事及審核委員會就合併財務報表 須承擔的責任

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

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.

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

The Audit Committee is responsible for overseeing the Group's financial reporting process.

審核委員會須負責監督貴集團的財務報告過程。

# Independent Auditor's Report

## 獨立核數師報告



**INDEPENDENT AUDITOR'S REPORT**  
**TO THE SHAREHOLDERS OF**  
**AAG ENERGY HOLDINGS LIMITED** (Continued)  
*(incorporated in the Cayman Islands with limited liability)*

### 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 HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

羅兵咸永道

獨立核數師報告  
致亞美能源控股有限公司股東(續)  
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### 核數師就審計合併財務報表承擔的責任

我們的目標，是對合併財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下(作為整體)報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響合併財務報表使用者依賴合併財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致合併財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。

# Independent Auditor's Report

## 獨立核數師報告



羅兵咸永道

**INDEPENDENT AUDITOR'S REPORT  
TO THE SHAREHOLDERS OF  
AAG ENERGY HOLDINGS LIMITED (Continued)**  
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致亞美能源控股有限公司股東(續)  
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### **AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

### **核數師就審計合併財務報表承擔的 責任(續)**

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意合併財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價合併財務報表的整體列報方式、結構和內容，包括披露，以及合併財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對合併財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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

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



# Independent Auditor's Report

## 獨立核數師報告



羅兵咸永道

**INDEPENDENT AUDITOR'S REPORT  
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### **AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

### **核數師就審計合併財務報表承擔的 責任(續)**

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

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Chong Heng Hon.

出具本獨立核數師報告的審計項目合夥人是韓宗慶。

**PricewaterhouseCoopers**  
*Certified Public Accountants*

羅兵咸永道會計師事務所  
執業會計師

Hong Kong, 26 March 2021

香港，2021年3月26日

*(If there is any inconsistency between the English and Chinese version of the independent auditor's report, the English version shall prevail.)*

*(本獨立核數師報告的中英文版本如有任何歧義，概以英文版為準。)*

# Consolidated Balance Sheet

## 合併資產負債表

		As at 31 December		
		於 12 月 31 日		
		2020	2019	
		2020年	2019年	
		RMB'000	RMB'000	
		人民幣千元	人民幣千元	
	Note			
	附註			
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	不動產、工廠及設備	6	3,994,259	3,721,688
Right-of-use assets	使用權資產	7	65,579	56,662
Intangible assets	無形資產	8	29,742	35,077
Restricted bank deposits	受限制銀行存款	11	55,048	49,895
Other non-current assets	其他非流動資產		142	13,770
			<b>4,144,770</b>	3,877,092
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨		9,822	11,201
Other current assets	其他流動資產		21,873	10,967
Trade and other receivables	應收賬款及其他應收款	9	1,071,411	714,969
Term deposits with initial terms of over three months	初始期限超過三個月的定期存款	11	–	50,000
Cash and cash equivalents	現金及現金等價物	11	1,790,505	2,083,931
			<b>2,893,611</b>	2,871,068
<b>Total assets</b>	<b>總資產</b>		<b>7,038,381</b>	6,748,160
<b>EQUITY</b>	<b>權益</b>			
<b>Equity attributable to owners of the Company</b>	<b>歸屬於本公司所有者的權益</b>			
Share capital	股本	12	2,079	2,079
Share premium	股本溢價		3,869,806	4,231,210
Other reserves	其他儲備	13	279,392	311,084
Retained earnings	留存收益		1,809,565	1,299,269
<b>Total equity</b>	<b>總權益</b>		<b>5,960,842</b>	5,843,642

## Consolidated Balance Sheet

### 合併資產負債表

		As at 31 December	
		於 12 月 31 日	
		2020	2019
		2020 年	2019 年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
	Note		
	附註		
<b>LIABILITIES</b>	<b>負債</b>		
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Asset retirement obligations	資產棄置義務	14	20,120
Non-current lease liabilities	非流動租賃負債	7	40,357
Deferred income tax liabilities	遞延所得稅負債	15	437,612
			498,089
<b>Current liabilities</b>	<b>流動負債</b>		
Trade and other payables	應付賬款及其他應付款	16	468,169
Current income tax liabilities	當期所得稅負債		94,572
Current lease liabilities	流動租賃負債	7	16,709
			579,450
<b>Total liabilities</b>	<b>總負債</b>		1,077,539
<b>Total equity and liabilities</b>	<b>總權益及負債</b>		7,038,381
			441,560
			18,361
			43,395
			379,804
			404,190
			44,206
			14,562
			462,958
			904,518
			6,748,160

The notes on pages 115 to 181 are an integral part of these consolidated financial statements.

第 115 頁至 181 頁的附註是本合併財務報表的整體部分。

The consolidated financial statements on pages 110 to 181 were approved by the Board of Directors on 26 March 2021 and were signed on its behalf.

第 110 頁至 181 頁的財務報表由董事會於 2021 年 3 月 26 日批准，並由其代表簽署。

Director  
董事  
Yan Danhua  
嚴丹華

Director  
董事  
Zhang Jianbing  
張艦兵

# Consolidated Statement of Comprehensive Income

## 合併綜合收益表

		Year ended 31 December		
		截至12月31日止年度		
		2020	2019	
		2020年	2019年	
		RMB'000	RMB'000	
		人民幣千元	人民幣千元	
	Note			
	附註			
Revenue	收入	17	1,038,524	1,161,246
Other income	其他收入	18	240,368	346,805
Other gains, net	其他利得 — 淨額		2,095	822
<b>Operating expenses</b>	<b>經營開支</b>			
Depreciation and amortisation	折舊及攤銷		(271,368)	(272,867)
Employee benefit expenses	僱員福利開支	19	(73,372)	(105,821)
Materials, services and logistics	材料、服務及物流		(190,831)	(209,692)
Net impairment losses on financial assets	金融資產減值淨損失		(7,600)	—
Others	其他		(14,187)	(18,585)
<b>Total operating expenses</b>	<b>經營開支總額</b>		<b>(557,358)</b>	<b>(606,965)</b>
<b>Profit from operations</b>	<b>經營利潤</b>		<b>723,629</b>	<b>901,908</b>
Finance income	財務收益	20	33,237	37,065
Finance costs	財務費用	20	(4,834)	(4,287)
Exchange (losses)/gains	匯兌(損失)/收益	20	(9,459)	6,079
<b>Finance income, net</b>	<b>財務收益 — 淨額</b>		<b>18,944</b>	<b>38,857</b>
<b>Profit before income tax</b>	<b>除所得稅前利潤</b>	21	<b>742,573</b>	<b>940,765</b>
Income tax expense	所得稅費用	22	(232,277)	(233,397)
<b>Profit attributable to owners of the Company for the year</b>	<b>歸屬於本公司所有者的年度利潤</b>		<b>510,296</b>	<b>707,368</b>
<b>Other comprehensive income: Items that may be reclassified subsequently to profit or loss</b>	<b>其他綜合收益：其後可能重分類至損益的項目</b>			
Currency translation differences	外幣折算差額		(31,692)	6,315
<b>Total comprehensive income attributable to owners of the Company for the year</b>	<b>歸屬於本公司所有者的年度綜合收益總額</b>		<b>478,604</b>	<b>713,683</b>
<b>Earnings per share (RMB)</b>	<b>每股收益(人民幣元)</b>			
— Basic	— 基本	23	0.150	0.209
— Diluted	— 稀釋	23	0.150	0.209

The notes on pages 115 to 181 are an integral part of these consolidated financial statements.

第115頁至181頁的附註是本合併財務報表的整體部分。

## Consolidated Statement of Changes in Equity

### 合併權益變動表

		Attributable to owners of the Company 歸屬於本公司的所有者					
		Share capital 股本	Share premium 股本溢價	Other reserves 其他儲備	Retained earnings 留存收益	Total equity 總權益	
		Note 附註	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>As at 1 January 2019</b>	<b>於 2019 年 1 月 1 日</b>		2,077	4,475,667	307,208	591,901	5,376,853
<b>Comprehensive income</b>	<b>綜合收益</b>						
Profit for the year	年度利潤		-	-	-	707,368	707,368
Currency translation differences	外幣折算差額		-	-	6,315	-	6,315
			-	-	6,315	707,368	713,683
<b>Transactions with owners</b>	<b>與所有者的交易</b>						
Exercise of options	行使購股權	12	2	5,498	(2,439)	-	3,061
Dividends	股利分配	24	-	(249,955)	-	-	(249,955)
			2	(244,457)	(2,439)	-	(246,894)
<b>As at 31 December 2019</b>	<b>於 2019 年 12 月 31 日</b>		2,079	4,231,210	311,084	1,299,269	5,843,642
<b>As at 1 January 2020</b>	<b>於 2020 年 1 月 1 日</b>		<b>2,079</b>	<b>4,231,210</b>	<b>311,084</b>	<b>1,299,269</b>	<b>5,843,642</b>
<b>Comprehensive income</b>	<b>綜合收益</b>						
Profit for the year	年度利潤		-	-	-	510,296	510,296
Currency translation differences	外幣折算差額		-	-	(31,692)	-	(31,692)
			-	-	(31,692)	510,296	478,604
<b>Transactions with owners</b>	<b>與所有者的交易</b>						
Dividends	股利分配	24	-	(361,404)	-	-	(361,404)
			-	(361,404)	-	-	(361,404)
<b>As at 31 December 2020</b>	<b>於 2020 年 12 月 31 日</b>		<b>2,079</b>	<b>3,869,806</b>	<b>279,392</b>	<b>1,809,565</b>	<b>5,960,842</b>

The notes on pages 115 to 181 are an integral part of these consolidated financial statements.

第 115 頁至 181 頁的附註是本合併財務報表的整體部分。

# Consolidated Statement of Cash Flows

## 合併現金流量表

		Year ended 31 December 截至12月31日止年度	
		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
	Note 附註		
<b>Cash flows from operating activities</b>	<b>經營活動現金流量</b>		
Cash generated from operations	25	662,466	1,114,826
Interest paid		(4,096)	–
Income tax paid		(124,104)	(166,616)
Net cash generated from operating activities		534,266	948,210
<b>Cash flows from investing activities</b>	<b>投資活動現金流量</b>		
Purchases of property, plant and equipment and intangible assets		(504,085)	(242,318)
Increase in restricted bank deposits		(5,153)	(6,128)
Decrease/(increase) in term deposits with initial terms of over three months		47,308	(50,000)
Payments for financial assets at fair value through profit or loss		(155,900)	(51,800)
Proceeds from sale of financial assets at fair value through profit or loss		157,523	52,270
Proceeds from disposal of property, plant and equipment		1	334
Interest received		29,272	25,221
Net cash used in investing activities		(431,034)	(272,421)
<b>Cash flows from financing activities</b>	<b>融資活動現金流量</b>		
Proceeds from exercise of options		–	3,061
Payments of lease liabilities		(8,901)	(11,032)
Dividends paid to the Company's shareholders		(358,755)	(255,521)
Net cash used in financing activities		(367,656)	(263,492)
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>現金及現金等價物 (減少)/增加淨額</b>	<b>(264,424)</b>	<b>412,297</b>
Cash and cash equivalents at beginning of the year	11	2,083,931	1,656,523
Exchange (losses)/gains on cash and cash equivalents		(29,002)	15,111
<b>Cash and cash equivalents at end of the year</b>	<b>年末現金及現金等價物</b>	<b>1,790,505</b>	<b>2,083,931</b>

The notes on pages 115 to 181 are an integral part of these consolidated financial statements.

第115頁至181頁的附註是本合併財務報表的整體部分。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 1. GENERAL INFORMATION

AAG Energy Holdings Limited (the “Company”) and its subsidiaries (together, the “Group”) are principally engaged in exploration, development and production of coalbed methane (“CBM”) in the People’s Republic of China (the “PRC”). The Company is an exempted company incorporated in the Cayman Islands with limited liability on 23 December 2014. The address of the Company’s registered office is P.O. Box 31119, Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205, Cayman Islands.

The Group conducts its business through two Production Sharing Contracts (“PSC”) entered into with China United Coalbed Methane Corporation Ltd. (“CUCBM”) and China National Petroleum Corporation (“CNPC”) (authorizing its subsidiary PetroChina Company Limited (“PetroChina”)) for Panzhuang and Mabi concessions respectively in Qinshui Basin, Shanxi Province of the PRC.

The Overall Development Plan (“ODP”) of Panzhuang concession was approved by the National Development and Reform Commission (“NDRC”) of the PRC on 28 November 2011, which allowed Panzhuang concession to enter into commercial development phase. On 1 November 2016, Panzhuang concession entered into production phase after the Joint Management Committee (“JMC”) approved and announced based on the terms of Panzhuang PSC. On 8 October 2018, NDRC formally announced the Approval Regarding the ODP in respect of the Foreign Cooperation Project within the Southern Area in Mabi concession. According to the announcement, the approval was officially issued in September 2018. With this approval, the Southern Area of Mabi concession is eligible for commercial development. On 1 January 2020, the Southern Area of Mabi concession entered into production phase after the JMC approved and announced based on the terms of Mabi PSC. As at 31 December 2020, the Northern Area of Mabi concession was still in exploration phase.

The Company’s initial public offering (“IPO”) of its shares on the Main Board of the Stock Exchange of Hong Kong Limited was completed on 23 June 2015.

### 1. 一般資料

亞美能源控股有限公司(「本公司」)及其附屬公司(統稱「本集團」)主要在中華人民共和國(「中國」)從事煤層氣(「CBM」)的勘探、開發及生產。本公司於2014年12月23日在開曼群島註冊成立為獲豁免有限公司。本公司的註冊辦事處地址為P.O. Box 31119, Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205, Cayman Islands。

本集團通過與中聯煤層氣有限責任公司(「CUCBM」)及中國石油天然氣集團有限公司(「CNPC」)(授權其子公司中國石油天然氣股份有限公司(「中石油」))分別就中國山西省沁水盆地潘莊和馬必區塊訂立的兩份產品分成合同(「產品分成合同」)開展業務。

潘莊區塊的總體開發方案(「ODP」)於2011年11月28日獲中國國家發展和改革委員會(「國家發改委」)批准，允許潘莊區塊進入商業開發階段。於2016年11月1日，潘莊區塊在獲聯合管理委員會(「聯合管理委員會」)基於潘莊產品分成合同條款的批准和宣告之後，進入生產階段。國家發改委於2018年10月8日正式公告了關於馬必區塊南區煤層氣對外合作項目ODP的批復。根據其公告，該批復於2018年9月正式批出。自此，馬必區塊南區具備了商業開發的條件。於2020年1月1日，馬必區塊南區在獲聯合管理委員會基於馬必產品分成合同條款的批准和宣告之後，進入生產階段。於2020年12月31日，馬必區塊北區仍處於勘探階段。

本公司於2015年6月23日在香港聯合交易所有限公司主板完成首次公開發售(「首次公開發售」)。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 1. GENERAL INFORMATION (Continued)

In 2018, Liming Holding Limited ("Liming"), an indirect wholly owned subsidiary, controlled through Sichuan Liming Energy Development Co., Ltd. ("Sichuan Liming"), of Xinjiang Xintai Natural Gas Co., Ltd. ("XTRQ"), a company incorporated in the PRC and listed on the Shanghai Stock Exchange (stock code: 603393), acquired approximately 50.5% of issued shares of the Company.

The Directors regard Liming, Sichuan Liming and XTRQ as its immediate parent entity, intermediate parent entity and the ultimate parent entity of the Company respectively subsequent to the completion of the takeover ("Change of Control").

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

#### 2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRS") and requirements of the Hong Kong Companies ordinance Cap.622. The consolidated financial statements have been prepared under the historical cost convention.

The consolidated financial statements are presented in Renminbi ("RMB") unless otherwise stated.

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

### 1. 一般資料(續)

於2018年，新疆鑫泰天然氣股份有限公司(「新天然氣」，於中國註冊成立的公司，於上海證券交易所上市(股份代號：603393))通過四川利明能源開發有限責任公司(「四川利明」)持有的間接全資附屬公司香港利明控股有限公司(「利明」)收購本公司約50.5%已發行股份。

收購完成後，董事將利明、四川利明及新天然氣分別視為本公司的直接控股公司、中間控股公司及最終控股公司(「控制權變更」)。

### 2. 重要會計政策摘要

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

#### 2.1 編製基準

本集團的合併財務報表已根據所有適用香港財務報告準則(「香港財務報告準則」)及《香港公司條例》第622章的規定編製。合併財務報表根據歷史成本法編製。

除另有說明外，合併財務報表以人民幣(「人民幣」)列報。

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

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.1 Basis of preparation (Continued)

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

The Group has applied the following standards and amendments for the first time for their annual reporting period commencing 1 January 2020:

- Definition of Material — amendments to HKAS 1 and HKAS 8
- Definition of a Business — amendments to HKFRS 3
- Revised Conceptual Framework for Financial Reporting

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

##### (b) New standards and interpretations not yet adopted

Certain new accounting standards and interpretations have been published that are not mandatory for 31 December 2020 reporting periods and have not been early adopted by the Group.

- Property, Plant and Equipment: Proceeds before intended use — Amendments to HKAS 16
- Reference to the Conceptual Framework — Amendments to HKFRS 3
- Annual Improvements to HKFRS Standards 2018–2020

These standards and interpretations are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

### 2. 重要會計政策摘要(續)

#### 2.1 編製基準(續)

##### (a) 本集團已採納新訂及已修訂準則

本集團於2020年1月1日開始的年度報告期間首次採用以下準則及修訂：

- 「重要性」的定義 — 對《香港會計準則第1號》和《香港會計準則第8號》的修訂
- 「業務」的定義 — 對《香港財務報告準則第3號》的修訂
- 財務報告的概念框架(修訂版)

上述修訂並未對以前期間確認的金額造成任何影響，並且預計不會對當前或未來期間產生重大影響。

##### (b) 尚未採納的新準則及解釋

多項新會計準則及解釋已頒佈，惟毋須於2020年12月31日的報告期間強制應用，而本集團亦無提早採納。

- 物業、廠房及設備：預定用途前的收益 — 對《香港會計準則第16號》的修訂
- 參考概念框架 — 對《香港財務報告準則第3號》的修訂
- 2018–2020年香港財務報告準則的年度改進

此等準則及解釋預期將不會於當前或未來報告期間對實體以及可見將來交易造成重大影響。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.2 Subsidiaries

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

Intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

#### 2.3 Production Sharing Contract

The Group's exploration, development and production activities are primarily conducted through PSCs which establish joint control over the exploration, development and production activities. Each participant is entitled to a predetermined share of the related output and bears an agreed share of the costs.

The consolidated financial statements reflects:

- (i) The Group's assets used in joint operations;
- (ii) Any liabilities that the Group has incurred;
- (iii) Any income from the sale or use the Group's share of the output of the production, together with its share of any expenses incurred in the production; and
- (iv) Any expenses that the Group has incurred in respect of its interest in the production.

### 2. 重要會計政策摘要(續)

#### 2.2 附屬公司

附屬公司是指本集團對其有控制權的實體(包括結構性實體)。當本集團因參與該實體而接受或享有可變回報的權益，並有能力通過其權力指揮實體活動而影響該回報時，則本集團對該實體具有控制權。附屬公司自控制權轉移至本集團之日起合併入賬。子公司在控制權終止之日起停止合併入賬。

集團內部交易，集團公司間交易產生的結餘及未變現收益會相互抵銷。未變現虧損也會抵銷，除非此交易提供了轉移資產減值的證據。於必要時會對附屬公司所呈報金額作出調整以符合本集團的會計政策。

#### 2.3 產品分成合同

本集團的勘探、開發及生產活動主要通過產品分成合同進行，而產品分成合同確立了對勘探、開發及生產活動的共同控制權。各參與者均享有產量的預定份額及承擔協定的成本。

合併財務報表反映了：

- (i) 本集團用於共同業務的資產；
- (ii) 本集團產生的任何負債；
- (iii) 銷售或使用本集團應佔產量產生的任何收入，連同其生產過程中的產生的任何費用；及
- (iv) 本集團就其產品權益產生的任何費用。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.3 Production Sharing Contract (Continued)

The Group's PSCs comprise of three phases: the exploration phase, development phase and production phase. Costs incurred with respect to exploration activities within the PSC contract areas are solely borne by the Group. All costs incurred subsequent to the date of the approval of ODP are treated as development costs and provided by the Group and the PSC partners in the proportion of their respective participating interests. Operating costs incurred for the production operation shall be borne by the Group and the PSC partners in proportion to their share of the output of the CBM productions in each concession.

Pursuant to the Panzhuang and Mabi PSCs, the annual gross production of CBM, after payment of value-added tax ("VAT") and royalties, is allocated into Cost Recovery CBM and Remainder CBM.

#### (a) Cost Recovery CBM

Cost Recovery CBM is the CBM allocated to the Group and the PSC partners for recovery of the operating costs, as well as the exploration costs and development costs. 70% and 80% of annual gross production of CBM is deemed as Cost Recovery CBM under the Panzhuang and Mabi PSC, respectively. Cost Recovery CBM is allocated until all costs incurred by each party have been fully recovered. Cost Recovery CBM is allocated as follows:

- (i) Prior to the production phase, Cost Recovery CBM is firstly applied to recover costs incurred during the exploration phase of the PSC and once such costs have been fully recovered, Cost Recovery CBM is allocated to recover costs incurred during the development phase.

### 2. 重要會計政策摘要(續)

#### 2.3 產品分成合同(續)

本集團的產品分成合同包含三個階段：勘探階段、開發階段及生產階段。就產品分成合同區域的勘探活動所產生成本全部由本集團承擔。總體開發方案獲批日之後所產生全部成本視作開發成本並由本集團及產品分成合同合作方按其各自參與權益比例分擔。生產運營所產生的營運成本應由本集團及產品分成合同合作方按其應佔各區塊煤層氣產量的比例承擔。

根據潘莊和馬必的產品分成合同，煤層氣的年度總產量經扣減增值稅（「增值稅」）及礦區土地使用費後分配至費用回收氣及餘額氣。

#### (a) 費用回收氣

費用回收氣為分配於本集團和產品分成合同合作方以回收經營成本、勘探成本以及開發成本的煤層氣。潘莊及馬必產品分成合同下分別有70%和80%的煤層氣年度總產量被視為費用回收氣。費用回收氣獲分配直至各方產生的全部成本已收回為止。費用回收氣分配如下：

- (i) 生產階段前，費用回收氣首先用於收回產品分成合同勘探階段所產生成本，一旦有關成本全部回收，費用回收氣將分配至開發階段產生的成本。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.3 Production Sharing Contract (Continued)

##### (a) Cost Recovery CBM (Continued)

- (ii) After the PSC enters the production phase, Cost Recovery CBM is allocated according to the following mechanism:

Operating cost recovery: payment in kind for the operating costs actually incurred but not yet recovered by each party.

Exploration and development cost recovery: after operating costs have been fully recovered, the Cost Recovery CBM is allocated to the Group and the PSC partners for the recovery of exploration and development costs. Exploration costs, 100% of which are borne by the Group, are fully recovered before development costs can be recovered. Upon the full recovery of exploration costs, any remaining Cost Recovery CBM is allocated between the Group and the PSC partners for the recovery of development costs according to the respective participating interests in the CBM concessions.

For the purpose of recovery, exploration costs do not include any interest, while development costs include a deemed interest calculated at a fixed compound interest rate of 9% per annum.

### 2. 重要會計政策摘要(續)

#### 2.3 產品分成合同(續)

##### (a) 費用回收氣(續)

- (ii) 產品分成合同進入生產階段之後，費用回收氣根據以下機制分配：

經營成本回收：對實際發生但各方尚未收回的各類經營成本的支付。

勘探及開發成本回收：經營成本全部回收之後，費用回收氣將分配至本集團和產品分成合同合作方，以回收勘探和開發成本。勘探成本（100%由本集團承擔）於開發成本回收之前全部回收。回收全部勘探成本後，任何剩餘的費用回收氣根據本集團和產品分成合同合作方按其應佔各區塊參與權益在兩者之間分配以收回開發成本。

就回收目的而言，勘探成本不包括任何利息，而開發成本包括按9%的固定複合年利率計算的認定利息。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.3 Production Sharing Contract (Continued)

##### (b) Remainder CBM

Remainder CBM represents the remainder annual gross CBM production after payment of VAT, royalties and allocation to Cost Recovery CBM.

The Remainder CBM is further divided into allocable remainder CBM and share CBM. The allocable remainder CBM equals to the total remainder CBM multiplied by a factor (X) and the share CBM equals the Remainder CBM minus the allocable remainder CBM. The factor (X) is determined in accordance with a set of successive incremental tiers on the basis of the annual gross CBM production as set out in the PSCs. The allocable remainder CBM is allocated between the Group and the PSC partner according to the respective participating interest in the PSC. Share CBM is allocated 100% to the PSC partner.

#### 2.4 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the directors and chief executive of the Company.

#### 2.5 Foreign currency translation

##### (a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of primary economic environment in which the entity operates (the "functional currency"). The functional currency of the Company is US\$, whereas the functional currency of the production sharing projects in the PRC is RMB. The consolidated financial statements are presented in RMB.

### 2. 重要會計政策摘要(續)

#### 2.3 產品分成合同(續)

##### (b) 餘額氣

餘額氣為煤層氣總年產量扣除增值稅、礦區土地使用費及費用回收氣分配後的餘額。

餘額氣進一步分為分成氣和留成氣。分成氣等於總剩餘氣乘以一個係數(X)，而留成氣等於餘額氣減分成氣。係數(X)根據產品分成合同所載以煤層氣總年產量為基礎的一系列滑動階梯決定。分成氣根據本集團與產品分成合同合作方各自於產品分成合同的參與權益之間分配。留成氣100%分配於產品分成合同合作方。

#### 2.4 分部報告

經營分部的報告方式與向主要營運決策者提供的內部報告方式一致。董事和本公司首席執行官被認定為主要營運決策者，負責分配資源並評估經營分部的業績。

#### 2.5 外幣折算

##### (a) 功能及列報貨幣

本集團各主體的財務報表所列項目均以該主體營運所在主要經濟環境的貨幣(「功能貨幣」)計量。本公司的功能貨幣是美元，而在中國的產品分成合同項目的功能貨幣是人民幣。合併財務報表以人民幣列報。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.5 Foreign currency translation (Continued)

##### (b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statements of comprehensive income.

Foreign exchange gains and losses that relate to cash and cash equivalents are presented in the consolidated statements of comprehensive income within "exchange gains/losses".

##### (c) Group companies

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

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

### 2. 重要會計政策摘要(續)

#### 2.5 外幣折算(續)

##### (b) 交易及結餘

外幣交易採用交易日的適用匯率換算為功能貨幣。結算此類交易產生的匯兌利得和損失以及按年終匯率換算以外幣計價的貨幣資產及負債產生的匯兌利得和損失在合併綜合收益表確認。

有關現金及現金等價物的匯兌盈虧於合併綜合收益表以「匯兌收益／損失」列報。

##### (c) 集團公司

功能貨幣與列報貨幣不同的所有集團實體(當中無惡性通貨膨脹經濟下的貨幣)的業績及財務狀況按以下方式換算為列報貨幣：

- (i) 每份資產負債表中的資產和負債按資產負債表日的收市匯率換算；
- (ii) 每份綜合收益表的收入及費用按平均匯率換算(除非此匯率並非交易日匯率累計影響的合理近似值，在此情況下，收入和費用按交易日期的匯率折算)；及
- (iii) 所有由此產生的貨幣折算差額在其他綜合收益中確認。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.6 Property, plant and equipment

Property, plant and equipment, other than exploration and evaluation assets and construction in progress, are stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditures that are directly attributable to the acquisition of the items.

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

Other than gas properties, depreciation of each asset is calculated using the straight-line method to allocate its cost less its residual value over its estimated useful life. The estimated useful lives of property, plant and equipment are as follows:

	Estimated useful lives 估計可使用年期
Gas gathering station and relating facilities 集氣站及相關設施	Shorter of remaining PSC period or 20 years 產品分成合同剩餘年限或20年(以較短者為準)
Vehicles 車輛	4-5 years 4-5年
Furniture, fittings and others 傢俱、裝置及其他	3-5 years 3-5年

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.10).

### 2. 重要會計政策摘要(續)

#### 2.6 不動產、工廠及設備

不動產、工廠及設備(勘探和評估資產及在建工程除外)均以歷史成本減去累計折舊和減值列示。歷史成本包括直接歸屬於收購項目的所有開支。

後續成本僅會在與項目有關的未來經濟利益很可能流入本集團，而該項目的成本可以被可靠計量時，方會計入資產的賬面價值或確認為一項單獨資產(如適用)。已替換部分的賬面價值予以終止確認。所有其他維修和維護費在產生之財務期間計入合併綜合收益表。

除了天然氣資產，各資產的折舊按其成本減剩餘價值在其估計使用年期中以直線法計算。不動產、工廠及設備的估計使用年期如下：

資產的剩餘價值及使用年限於各資產負債表日進行覆核及調整(如適用)。

如果資產的賬面價值大於其估計可回收金額，其賬面價值須立即調減至資產的可回收金額(附註2.10)。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

Construction in progress represents development costs occurred after the technical feasibility and commercial viability of extracting a mineral resource are demonstrable and the buildings, machinery and equipment for which the construction work has not been completed. It is carried at cost which includes construction expenditures and other direct costs less any impairment losses. Upon completion, the development costs recorded in construction in progress are transferred to gas properties. No depreciation is provided for construction in progress until they are completed and available for use.

Spare parts are accounted for as property, plant and equipment when (a) they can be used only in connection with an item of property, plant and equipment; or (b) the Group expects to use them during more than one year. Other spare parts are classified as inventory.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount and are recognised within "other gains/losses" in the consolidated statements of comprehensive income.

#### 2.7 Exploration and evaluation assets

Exploration and evaluation expenditures mainly include acquisition of rights to explore, topographical, geological, geochemical and geophysical studies, exploratory drilling, sampling and activities in relation to evaluating the technical feasibility and commercial viability of extracting a mineral resource.

During initial stage of a project, exploration and evaluation expenditures are expensed as incurred. Expenditure on a project after it has reached a stage at which there is a high degree of confidence in its viability is capitalised as exploration and evaluation assets. If a project does not prove viable, all irrecoverable expenditures associated with the project are expensed in the consolidated statements of comprehensive income.

### 2. 重要會計政策摘要(續)

#### 2.6 不動產、工廠及設備(續)

在建工程指就開採礦產資源進行技術可行性及商業可行性之後所產生的開發成本以及建造工程尚未完工的樓宇、機器及設備。在建工程以成本列示，成本包括建造開支及其他直接成本扣除任何減值損失。於完工後，計入在建工程的開發成本轉入天然氣資產。在建工程在完工並投入使用之前不計提折舊。

當備件(a)僅用於一項不動產、工廠及設備；或(b)本集團預期該設備的使用年限超過一年時，作為不動產、工廠及設備列示。其他備件分類為存貨。

處置的收益和損失按所得款項與賬面價值的差額確定，並於合併綜合收益表中的「其他利得／損失」中確認。

#### 2.7 勘探及評估資產

勘探及評估開支主要包括勘探權的購買，地形、地質、地球化學和地球物理研究，勘探鑽井、取樣以及有關評估技術可行性和商業開採礦產資源的可行性的活動的支出。

在項目的最初階段，勘探和評估開支於產生時支銷。項目達到確信可行階段後，其開支作為勘探及評估資產撥充資本。若項目經證實不可行，與該項目有關的所有不可回收開支於合併綜合收益表中列示。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.7 Exploration and evaluation assets (Continued)

Costs of exploratory wells are capitalised and evaluated for economic viability within one year after completion of drilling. The related well costs are expensed as dry holes if it is determined that such economic viability is not attained.

Exploration and evaluation assets are measured at cost less impairment provisions. Exploration and evaluation assets are reclassified to gas properties when the technical feasibility and commercial viability of extracting a mineral resource are demonstrable.

Exploration and evaluation assets are assessed for impairment when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount, and also tested for impairment immediately prior to reclassification to gas properties.

#### 2.8 Gas properties

Gas properties include drilling costs, exploration and evaluation costs, development costs and other direct costs attributable to the gas production properties. Gas properties are depreciated based on the unit of production method. Unit of production rates are based on proved and probable gas reserves estimated to be recoverable from whole concessions based on the current terms of the respective PSC and taking into account estimated future development costs necessary to bring those reserves into production.

#### 2.9 Intangible assets

Intangible assets represent computer software. Acquired computer software are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised using the straight-line method over their estimated useful lives ranging from 3 to 10 years.

### 2. 重要會計政策摘要(續)

#### 2.7 勘探及評估資產(續)

勘探井成本於佔採完成後一年內予以資本化並評價其經濟可行性。如果被證實此經濟可行性無法達成，相關井成本作為乾井支銷。

勘探及評估資產以成本減減值撥備計量。當證實技術上可行和商業開採礦產資源可行後，勘探及評估資產會重分類至天然氣資產。

當事實及實際情況顯示勘探及評估資產的賬面價值可能超過其可回收金額時，將對勘探及評估資產進行減值評估，亦會於重分類至天然氣資產前進行減值測試。

#### 2.8 天然氣資產

天然氣資產包括鑽井成本，勘探及評估成本，開發成本和其他歸屬於天然氣生產資產的直接成本。天然氣資產基於單位生產法計提折舊。單位生產法下的折舊率根據各產品分成合同現行條款，按證實及概算天然氣儲量的估計可採量計算並考慮生產該等儲量所需的估計未來開發成本。

#### 2.9 無形資產

無形資產是指電腦軟件。購入的電腦軟件按購入該指定軟體並將其投入使用所產生的成本予以資本化。該成本按三至十年的估計可使用年限以直線法攤銷。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.10 Impairment of non-financial assets

Assets that are subject to depreciation or amortisation are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows which are largely independently of the cash flows from other assets or group of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each balance sheet date.

#### 2.11 Inventories

Inventories are mainly spare parts and consumables with low value and stated at the lower of cost and net realisable value. Cost is determined using the weighted average cost method. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

#### 2.12 Trade and other receivables

Trade receivables are amounts due from customers for gas sold in the ordinary course of business. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.

Other receivables are mainly government grants due from government and PSC partners and cash call due from PSC partners, which are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

See note 9 for further information about the Group's accounting for trade and other receivables and note 3.1(a) for a description of the Group's impairment policies.

### 2. 重要會計政策摘要(續)

#### 2.10 非金融資產減值

對於須做折舊或攤銷的資產，當有事件出現或情況改變預示賬面價值不能收回時要進行減值測試。減值虧損按照該資產的賬面價值超出其可回收金額的差額確認。可回收金額按照該資產的公允價值扣除出售成本或使用價值中較高者確認。就評估減值而言，資產將按可單獨識別並大致上獨立於其他資產或資產組別的現金流量的最低層級（現金產生單位）進行分組。除商譽外，已出現減值的非金融資產在各資產負債表日就是否可能轉回減值進行檢查。

#### 2.11 存貨

存貨主要為備件及低值易耗品，按成本及可變現淨值的較低者列示。成本按照加權平均法確認。可變現淨值是日常業務中的估計售價減適用的可變銷售開支所得。

#### 2.12 應收賬款及其他應收款

應收賬款為在日常經營活動中就煤層氣銷售而應收客戶的款項。應收賬款按可無條件獲得的對價金額進行初始確認，但當其包含重大融資成分時，按公允價值進行初始確認。本集團持有應收賬款的目的是收取合同現金流量，因此後續使用實際利率法按攤餘成本計量應收賬款。

其他應收款主要是應從政府及產品分成合同合作方收取的政府補助，以及應產品分成合同合作方收取的現金籌款。其他應收款初始按公允價值計量，隨後採用實際利率法按照攤餘成本扣除減值準備計量。

關於本集團應收賬款及其他應收款會計處理的更多信息，請參見附註9。關於本集團的減值政策，請參見附註3.1(a)。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.13 Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks and term deposits with original maturities of three months or less.

#### 2.14 Share capital

Ordinary shares are classified as equity (Note 12).

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

#### 2.15 Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

#### 2.16 Current and deferred income tax

The income tax expense for the period comprises current and deferred tax. Tax is recognised in the consolidated statements of comprehensive income, except to the extent that it relates to items recognised in OCI or directly in equity. In this case the tax is also recognised in OCI or directly in equity, respectively.

##### (a) Current income tax

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

### 2. 重要會計政策摘要(續)

#### 2.13 現金及現金等價物

現金及現金等價物包括現金，可隨時支取的銀行存款及原到期期限為三個月或以下的定期存款。

#### 2.14 股本

普通股分類為權益(附註12)。

直接歸屬於發行新股或購股權的新增成本從所得款項中扣減(已扣除稅款)。

#### 2.15 應付賬款

應付賬款是在日常經營活動中，因接受供應商提供的商品或服務而承擔的債務。如付款期限在一年以內(如為較長期間，應在正常運營週期中)，應付賬款列示為流動負債。否則應付賬款會列示為非流動負債。

應付賬款按照公允價值進行初始確認，其後使用實際利率法按攤銷成本計量。

#### 2.16 當期及遞延所得稅

所得稅開支包含當期稅項和遞延稅項。稅項在合併綜合收益表內確認，但與其他綜合收益或直接在權益確認的項目有關的稅項除外。在此情況下，稅項分別在其他綜合收益或者直接權益內確認。

##### (a) 當期所得稅

當期所得稅支出根據集團公司營運所在及產生應課稅收入的國家與結算日已頒佈或實質已頒佈的稅務法規計算。管理層就使用稅務法規所規定的情況定期評估稅務狀況，並在適用情況下根據需向稅務機關支付的稅款設定撥備。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.16 Current and deferred income tax (Continued)

##### (b) Deferred income tax

###### *Inside basis differences*

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

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

###### *Outside basis differences*

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

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

### 2. 重要會計政策摘要(續)

#### 2.16 當期及遞延所得稅(續)

##### (b) 遞延所得稅

###### *內在差異*

遞延所得稅利用負債法就資產和負債的稅基與資產和負債在合併財務報表中的賬面價值的差額所產生的暫時性差異而確認。然而倘遞延稅項負債因初始確認商譽而產生，則不會確認有關遞延稅項負債，若遞延所得稅來自交易(不包含業務合併)中對資產和負債的初始確認，而在交易中不影響會計損益或應課稅利潤或虧損，亦不進行確認。遞延所得稅採用在結算日前已頒佈或實質上已頒佈，並根據有關遞延所得稅資產變現或遞延所得稅負債結算時預期將會適用的稅率(及法例)予以確定。

遞延所得稅資產僅在可能有未來應課稅利潤並可就此使用暫時性差異的情況下予以確認。

###### *外在差異*

遞延所得稅負債按於附屬公司及合營安排的投資所產生應課稅暫時差額作依據，除非轉回的遞延所得稅負債暫時差異的時間由本集團控制，並在可見將來不大可能轉回暫時差異者除外。

遞延所得稅資產就與附屬公司及合營安排的投資所產生的可扣減暫時差異予以確認，僅在暫時差異很可能將於日後轉回，並有充足的應課稅利潤抵銷可用的暫時差異時方可確認。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.16 Current and deferred income tax (Continued)

##### (c) Offsetting

Deferred tax assets and tax liabilities are offset when there is a legally enforceable right to offset current tax assets and tax liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the Group has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

#### 2.17 Employee benefits

Liabilities for wages and salaries, including non-monetary benefits, that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

The Group participates in defined contribution plans operated by relevant government authorities. A defined contribution plan is a pension plan which the Group pays to the relevant government authorities contributions calculated according to the bases and percentage prescribed. When employees retire, the relevant government authorities are obliged to pay the pensions to them. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. The contributions are recognised and allocated to related cost of assets and expenses based on different beneficiaries.

All Chinese employees of the Group also participate in other social security plans, including medical, housing and other welfare benefits, organised and administered by the government authorities. According to the relevant regulations, the premiums and welfare benefit contributions that should be borne by the Group are calculated based on percentages of the total salary of employees, subject to a certain ceiling, and are paid to the labor and social welfare authorities.

### 2. 重要會計政策摘要(續)

#### 2.16 當期及遞延所得稅(續)

##### (c) 抵銷

當有法定可執行權力將當期稅項資產與稅項負債抵銷，且遞延稅項餘額涉及同一稅務機關時，則可將遞延稅項資產與稅項負債互相抵銷。當本集團有法定可執行的抵銷權且有意向以淨額基準結算，或實現資產並同時結算負債，則可將當期稅項資產與稅項負債互相抵銷。

#### 2.17 僱員福利

預期將在僱員提供相關服務的期間結束後12個月內完全結算的工資及薪金負債(包括非貨幣性福利)在僱員提供相關服務的期間確認，並按負債結算時預期支付的金額計量。

本集團參與由相關政府機關運營的設定提存計劃。設定提存計劃為本集團向相關政府機關支付根據規定的基數和百分比計算供款的退休金計劃。當僱員退休時，相關政府機關有義務向其支付退休金。如果該基金沒有足夠資產向所有僱員就其在當期及以往期間的僱員服務支付福利，本集團亦無法定或推定責任支付進一步供款。供款根據不同受益者確認並分配至資產的相關成本及費用。

本集團的所有中國員工亦參與政府機關組織及管理的其他社會保障計劃，包括醫療、住房及其他福利。根據有關規定，本集團須承擔的保險及福利計劃供款根據僱員薪金總額的比例且在不超過規定上限的基礎計算，並向勞動及社會福利機構繳納。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.17 Employee benefits (Continued)

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of HKAS 37 and involves the payment of terminations benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer.

#### 2.18 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods supplied, stated net of discounts and VAT.

##### Sales of gas

The Group produces and sells gas. Sales of gas are recognised when control of the gas has transferred, being when the gas is delivered to the customers. The amount of revenue is allocated based on the terms of the PSCs and gas sales agreements.

#### 2.19 Government grants

Grants from the government are recognised at their fair value where there is reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants that are receivable as compensation for expenses or losses already incurred with no future related costs, such as refund of VAT paid and subsidies granted according to CBM production, are recognised in profit or loss in the period in which they become receivable. Note 18 provides further information on how the Group accounts for government grants.

### 2. 重要會計政策摘要(續)

#### 2.17 僱員福利(續)

辭退福利在本集團於正常退休日期前終止僱用職工，或當職工接受自願遣散以換取此等福利時支付。本集團在以下較早日期發生時確認辭退福利：(a)當本集團不再能夠撤回此等福利要約時；及(b)當主體確認的重組成本屬於香港會計準則第37號的範圍並涉及支付辭退福利時。在鼓勵職工自動遣散的要約情況下，辭退福利按預期接受要約的職工數目計算。

#### 2.18 收入確認

收入按已收或者應收對價的公允價值計量並相當於供應商品的應收款項，扣除折扣和增值稅後列賬。

##### 煤層氣銷售

本集團生產及銷售煤層氣。當煤層氣控制權已轉移，即煤層氣已交付予客戶時，本集團確認煤層氣銷售收入。收入金額根據產品分成合同及煤層氣銷售協議的條款予以分配。

#### 2.19 政府補助

政府補助按公允價值合理確認將可收到補助，並且本集團符合所有附帶條件時方可確認。

政府補助為已產生的開支或虧損並且無日後相關成本的補償，如退回已付增值稅及按煤層氣生產授予的補貼，並於其成為應收款期間確認為損益。附註18提供有關本集團如何入賬政府補助的進一步資料。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.20 Share-based compensation

##### (a) Equity-settled share-based payment transactions

The Group operates two equity-settled share-based compensation plans, under which the Group receives services from employees as consideration for equity instruments (options and restricted share unit) of the Company. The fair value of the employee services received in exchange for the grant of the options and restricted share unit is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options and restricted share unit granted:

- including any market performance conditions (for example, an entity's share price);
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining as an employee of the Group over a specified time period); and
- including the impact of any non-vesting conditions (for example, the requirement for employees to save or to hold shares for a specified period of time).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each reporting period, the Group revises its estimates of the number of the equity instruments that are expected to vest based on the non-marketing performance and service conditions. It recognises the impact of the revision to original estimates, if any, in the consolidated statements of comprehensive income, with a corresponding adjustment to equity.

When the options are exercised, the Company issues new shares. The proceeds received from the exercise of options net of any directly attributable transaction costs are credited to share capital (and share premium).

### 2. 重要會計政策摘要(續)

#### 2.20 以股份為基礎的報酬

##### (a) 以權益結算以股份為基礎的交易

本集團運營兩種權益結算下以股份為基礎的報酬計劃，根據該計劃，將實際收取僱員的服務作為本集團權益工具(購股權和受限制股份單位)的代價。職工為換取授予購股權和受限制股份單位而提供服務的公允價值確認為費用。將作為費用的總金額參考授予購股權和受限制股份單位的公允價值釐定：

- 包括任何市場業績條件(例如主體的股價)；
- 不包括任何服務和非市場業績條件(例如盈利能力、銷售增長目標和在特定時期內僱員的留任率)的影響；及
- 包括任何非可行權條件的影響(例如僱員於特定期間存有或持有股份的規定)。

費用總額在授予期內確認，授予期指達成所有指定授予條件的期間。在各報告期末，本集團依據非市場業績和服務條件修訂其對預期授予的權益工具數目的估計。在合併綜合收益表確認對原估算的修訂(如有)的影響，並對權益做出相應調整。

在行使購股權時，本公司發行新股。行使購股權收取的所得款項扣除任何直接交易成本計入股本(和股本溢價)。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.20 Share-based compensation (Continued)

##### (a) Equity-settled share-based payment transactions (Continued)

If the terms of an equity-settled award are modified, at a minimum an expense is recognised as if the terms had not been modified. An additional expense is recognised for any modification that increases the total fair value of the equity instruments, or is otherwise beneficial to the employee, as measured at the date of modification.

If a grant of equity instruments is cancelled or settled during the vesting period, the Company shall account for the cancellation or settlement as an acceleration of vesting, and shall therefore recognise immediately the amount that otherwise would have been recognised for services received over the remainder of the vesting period.

##### (b) Share-based payment transactions among group entities

The grant by the Company of its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary undertakings, with a corresponding credit to equity in the parent company entity accounts.

#### 2.21 Interest income

Interest income is presented as finance income where it is earned from financial assets that are held for cash management purposes. Interest income is calculated by applying the effective interest rate.

### 2. 重要會計政策摘要(續)

#### 2.20 以股份為基礎的報酬(續)

##### (a) 以權益結算以股份為基礎的交易(續)

在修訂以權益結算的獎勵條件時，如果有關條款並無作出修訂，將會至少確認開支。亦會就增加權益工具的總公允價值的任何修訂，或於修訂當日計算時對僱員有利的任何修訂確認額外開支。

如果在歸屬期內取消授予的權益工具或對所授予的權益性工具進行結算，公司應將取消或結算作為加速歸屬處理，立即確認本應在剩餘歸屬期間確認的金額。

##### (b) 集團間以股份為基礎的支付交易

母公司向為本集團工作的附屬公司僱員所授出其權益工具視為注資。所獲得的僱員服務的公允價值參考授予日的公允價值計量，於授予期內確認為增加附屬公司的投資，並相應計入母公司實際賬目之權益。

#### 2.21 利息收入

出於現金管理目的而持有的金融資產的利息收入列示為財務收益。利息收入按實際利率計算。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.22 Provision-Asset retirement obligation

Asset retirement obligation for environmental restoration is recognised when: the Group has a present constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. Asset retirement obligation is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Asset retirement obligation are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

#### 2.23 Lease

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date;

### 2. 重要會計政策摘要(續)

#### 2.22 撥備 — 資產棄置義務

當本集團因過往事件而產生現有推定債務，並可能需要有資源流出以結清債務，且金額已經可靠估計，則須確認有關環境恢復的資產棄置義務。

如有多項類似責任，其需在結算中有資源流出的可能性，則可根據債務類別整體考慮。即使在同一債務類別所包含的任何一個項目相關的資源流出的可能性較低，仍需確認資產棄置義務。

資產棄置義務按照與其需用作結清債務稅前利率計算的開支現值計量，該利率反映當時市場對時間價值及該債務的特定風險評估。因時間的流逝而增加的撥備確認為利息開支。

#### 2.23 租賃

本集團在租賃資產可供其使用的當日將租賃確認為使用權資產和相應的負債。

合同可能同時包含租賃組成部分和非租賃組成部分。本集團基於各租賃組成部分與非租賃組成部分的單獨價格相對比例分攤合同對價。

租賃產生的資產和負債按現值進行初始計量。租賃負債包括以下租賃付款額的淨現值：

- 固定付款額(包括實質固定付款額)，扣除任何應收的租賃激勵；
- 基於指數或比率確定的可變租賃付款額，採用租賃期開始日的指數或比率進行初始計量；

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.23 Lease (Continued)

- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received;
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, which does not have recent third party financing; and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

### 2. 重要會計政策摘要(續)

#### 2.23 租賃(續)

- 本集團根據餘值擔保預計應付的金額；
- 本集團合理確定將行使的購買選擇權的行權價格；及
- 在租賃期反映出本集團將行使選擇權的情況下終止租賃的罰款金額。

當本集團合理確定將行使續租選擇權時，租賃付款額也納入負債的計量中。

租賃付款額按租賃內含利率折現。本集團的租賃內含利率通常無法直接確定，在此情況下，應採用承租人的增量借款利率，即承租人在類似經濟環境下獲得與使用權資產價值接近的資產，在類似期間以類似抵押條件借入資金而必須支付的利率。

為確定增量借款利率，本集團應：

- 在可能的情況下，以承租人最近收到的第三方融資為起點，並進行調整以反映融資條件自收到第三方融資後的變化；
- 對於近期末獲得第三方融資的本集團持有的租賃，採用以無風險利率為起點的累加法，並按照租賃的信用風險進行調整；及
- 針對租賃做出特定調整，如租賃期、國家、貨幣及抵押。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.23 Lease (Continued)

The Group is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

Lease payments are allocated between principal and finance cost. The finance cost is charged to consolidated statement of comprehensive income over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. While the Group revalues its land and buildings that are presented within property, plant and equipment, it has chosen not to do so for the right-of-use buildings held by the Group.

Payments associated with short-term leases of buildings and all leases of low-value assets are recognised on a straight-line basis as an expense in consolidated statement of comprehensive income. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT equipment and small items of office furniture.

### 2. 重要會計政策摘要(續)

#### 2.23 租賃(續)

本集團未來可能會面臨基於指數或利率確定的可變租賃付款額增加的風險，這部分可變租賃付款額在實際發生時納入租賃負債。當基於指數或利率對租賃付款額進行調整時，租賃負債應予以重估並根據使用權資產調整。

租賃付款額在本金和融資費用之間進行分攤。融資費用在租賃期內計入合併綜合收益表，以按照固定的週期性利率對各期間負債餘額計算利息。

使用權資產按成本計量，包括：

- 租賃負債的初始計量金額；
- 在租賃期開始日或之前支付的租賃付款額扣除收到的租賃激勵；
- 初始直接費用；及
- 復原成本。

使用權資產一般在資產的使用壽命與租賃期兩者孰短的期間內按直線法計提折舊。如本集團合理確定會行使購買權，則在標的資產的使用壽命期間內對使用權資產計提折舊。本集團對列報為不動產、廠房及設備的土地和建築物的價值進行重估，但未選擇重估所持有的使用權建築物的價值。

與短期樓宇租賃及所有低價值資產租賃相關的付款額按直線法確認為費用，計入合併綜合收益表。短期租賃是指租賃期為12個月或者小於12個月的租賃。低價值資產包括IT設備和小型辦公傢俱。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.24 Dividends

Dividends distribution to the Company's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders.

### 3. FINANCIAL RISK MANAGEMENT

#### 3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: credit risk, market risk (including foreign exchange risk), liquidity risk and concentration risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

##### (a) Credit risk

As the majority of the cash at bank balances are placed with state-owned and international banks and financial institutions in the PRC and Hong Kong, and there has been no recent history of default in relation to these banks and financial institutions, the corresponding credit risk is relatively low. Therefore, the Group's credit risk arises primarily from trade and other receivables. The Group has controls in place to assess the credit quality of its customers. The Group's sales were only made to the customers with good credit history. The utilisation of credit limits is regularly monitored.

The Group has financial assets subject to the expected credit loss model:

- trade receivables,
- notes receivables, and
- other receivables

While cash and cash equivalents are also subject to the impairment requirements of HKFRS 9, the identified impairment loss was immaterial.

### 2. 重要會計政策摘要(續)

#### 2.24 股利

向本公司股東分配的股利在股利獲本公司股東批准的期間內於本集團財務報表內列為負債。

### 3. 財務風險管理

#### 3.1 財務風險因素

本集團的經營活動面臨各種財務風險：信用風險、市場風險(包括外匯風險)、流動性風險及集中風險。本集團的整體風險管理計劃專注於金融市場的不可預測性，並致力減低對本集團財務表現的潛在不利影響。

##### (a) 信用風險

由於大部分銀行存款存放於中國及香港的國有及國際銀行及金融機構，且該類銀行及金融機構近期並無違約記錄，相應信用風險相對較低。因此，本集團信用風險主要來自應收賬款及其他應收款。本集團實施控制措施以評估客戶的信用資質。本集團只向具有良好信貸記錄的客戶進行銷售。信用限額的使用會受定期監控。

本集團的以下幾類金融資產適用於預期信用損失模型：

- 應收賬款，
- 應收票據，及
- 其他應收款

現金及現金等價物亦須遵循香港財務報告準則第9號的減值要求，但已確認的減值損失並不重大。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (a) Credit risk (Continued)

For trade and notes receivables, the Group applies the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance for all trade and notes receivables.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due.

The expected loss rates are based on the payment profiles of sales over a period of 36 month before 31 December 2020 or 1 January 2020 respectively and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified the consumer price index to be the most relevant factors and accordingly adjusts the historical loss rate based on expected changes in these factors.

The loss allowances for trade receivables as at 31 December reconcile to the opening loss allowances as follows:

		Year ended 31 December	
		截至12月31日止年度	
		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>Opening loss allowance</b>	期初損失撥備	–	–
Increase in loss allowance recognised in profit or loss during the year	本年內計入損益的損失撥備增加	(7,600)	–
<b>Closing loss allowance</b>	期末損失撥備	(7,600)	–

### 3. 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (a) 信用風險(續)

就應收賬款及應收票據而言，本集團採用簡化方法計量預期信用損失，即對所有應收賬款及應收票據確認整個存續期的預期損失撥備。

為計量預期信用損失，本集團按照相同的信用風險特徵和逾期天數對應收賬款分組。

預期信用損失率基於2020年12月31日或2020年1月1日前36個月內銷售的支付情況以及期間發生的相應歷史信用損失確定。本集團調整了歷史信用損失率，以反映影響客戶應收款結算能力的當前和前瞻性宏觀經濟因素信息。本集團已將消費者物價指數確定為最重要的因素，並基於這些因素的預期變化相應地調整歷史信用損失率。

本集團將應收賬款於2020年12月31日的期末損失撥備調整至期初損失撥備，具體如下：

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (a) Credit risk (Continued)

Impairment losses on trade receivables are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

To measure the expected credit losses of notes receivables, the Group calculates the expected credit loss based on the default risk exposure and the lifetime expected credit loss rate, with the consideration of the historical credit loss experience, the current situation and the forecast of future economic conditions. Considering all of the notes receivables are bank acceptance bills and there is no default experience in the past, the Group does not recognise any impairment.

For other receivables, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the other receivables since initial recognition or the other receivables is not determined to have low credit risk at the reporting date, in which cases the loss allowance is measured at an amount equal to lifetime ECLs.

The other receivables of the Group are considered to have low credit risks since the majority are due from government and PSC partners. Based on management assessment, no loss allowance is recognised.

### 3. 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (a) 信用風險(續)

應收賬款的減值損失在經營利潤中列報為減值損失淨額。後續收回的以前沖銷金額貸記入相同的項目中。

為計量應收票據的預期信用損失，本集團參考歷史信用損失經驗，結合當前狀況，以及對未來經濟狀況的預測，通過違約風險敞口和整個存續期間的預期信用損失率，計算其信用損失。由於本集團所有應收票據均為銀行承兌匯票，且歷史期間並無違約記錄，本集團未確認減值撥備。

就其他應收款而言，本集團按照相當於未來12個月內預期信用損失的金額計量其損失準備，除非該其他應收款的信用風險自初次確認以來顯著增加或在報告日不被認為具有較低的信用風險，此種情況下，損失準備按等同於整個存續期預期信用損失的金額計量。

本集團其他應收款的信用風險較低，原因是大部分為應收政府及產品分成合同合作方款項。根據管理層的評估，未確認減值撥備。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (b) Market risk

###### *Foreign exchange risk*

The Group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to US\$. Foreign exchange risk arises when future commercial transactions or recognised assets or liabilities are denominated in a currency other than the entity's functional currency.

Prior to 30 April 2016, the Group was exposed to non-cash foreign exchange risk arising from retranslation of US\$ denominated inter-company loans. To manage the foreign exchange risk, management decided to execute a debt restructuring on 30 April 2016 by converting the inter-company loans into perpetual loans through entering into perpetual loan agreements between respective group companies such that the perpetual loans do not bear interest and the lenders can not request repayment. Upon completion of this debt restructuring, any foreign exchange differences arising from retranslation of these US\$ denominated perpetual loans are recognised in equity in the consolidated financial statements.

The Group manages its foreign exchange risk by closely monitoring the movement of the foreign currency rates, and by monitoring the amount of the US\$ intracompany accounts.

As at 31 December 2020, if RMB had weakened/strengthened by 1% against the US\$ with all other variables held constant, profit before income tax for the year would have been RMB1,649,000 (31 December 2019: RMB3,954,000) higher/lower, respectively, mainly as a result of foreign exchange gains/losses on translation of US\$ denominated receivables and payables held by the Group entities with their functional currency as RMB.

### 3. 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (b) 市場風險

###### *外匯風險*

本集團須承受各種貨幣所產生外匯風險，尤以美元為甚。當未來商業交易或已確認資產或負債以實體功能貨幣以外的貨幣計值，則會產生外匯風險。

2016年4月30日之前，本集團承受的非現金外匯風險來自重新折算的以美元計價的公司間貸款。為了管理外匯風險，管理層決定於2016年4月30日執行債務重組，通過將公司間貸款轉為永久性貸款。所屬的集團公司各自簽訂永久貸款協定，永續貸款不承計利息並且貸款方不得要求償還。在此次債務重組完成時，由這些美元永續貸款轉換產生的任何匯兌差異在合併財務報表確認為權益。

本集團密切監控匯率變動及美元公司內部往來款賬戶，以管理外匯風險。

於2020年12月31日，如人民幣兌美元貶值／升值1%，而所有其他可變因素保持不變，則除所得稅前年度利潤將分別增加／減少人民幣1,649,000元（2019年12月31日：人民幣3,954,000元），主要原因是將本集團實體所持以美元計值的公司內部往來款換算為其功能貨幣人民幣所產生的匯兌收益／損失。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (c) Liquidity risk

The liquidity risk of the Group is mainly controlled by maintaining sufficient cash and cash equivalents through operations. The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date.

		Less than				Over	Total	Carrying
		1 year	1-2 years	2-5 years	5 years	contractual	amount	
		少於一年	一至兩年	兩至五年	五年以上	合同現金	賬面價值	
		RMB'000	RMB'000	RMB'000	RMB'000	流量總額	負債	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
<b>As at 31 December 2020</b>	<b>於2020年12月31日</b>							
Trade and other payables	應付賬款及其他應付款	448,773	-	-	-	448,773	448,773	
Lease liabilities	租賃負債	16,709	8,509	25,368	28,176	78,762	57,066	
		<b>465,482</b>	<b>8,509</b>	<b>25,368</b>	<b>28,176</b>	<b>527,535</b>	<b>505,839</b>	
<b>As at 31 December 2019</b>	<b>於2019年12月31日</b>							
Trade and other payables	應付賬款及其他應付款	375,118	-	-	-	375,118	375,118	
Lease liabilities	租賃負債	14,562	17,631	25,337	36,715	94,245	57,957	
		<b>389,680</b>	<b>17,631</b>	<b>25,337</b>	<b>36,715</b>	<b>469,363</b>	<b>433,075</b>	

##### (d) Concentration risk

Revenue of the Group is mainly derived from Panzhuang concession. Any disruption to the operation of the concession may have a material adverse impact to the result of operation and the financial position of the Group.

During the year, 61.1% of the Group's revenue was derived from sales made to the top five customers (2019: 62.4%). In the event that these customers terminate their business relationship with the Group and the Group fails to find new customers, it may have a material adverse impact on the Group's financial position and result of operations.

### 3. 財務風險管理(續)

#### 3.1 財務風險因素(續)

##### (c) 流動性風險

本集團的流動性風險主要是通過經營維持充裕的現金及現金等價物進行控制。下表顯示本集團的金融負債，按照相關的到期類別，根據由結算日至合同到期日的剩餘時間進行分析。

##### (d) 集中風險

本集團的收入主要來自潘莊區塊。該區塊營運的任何中斷，均可能對本集團的經營業績及財務狀況造成重大不利影響。

本年內，本集團61.1%的收入來自向前五名客戶作出的銷售(2019年：62.4%)。若該等客戶終止與本集團的業務關係，而本集團未能尋得新客戶，則本集團的財務狀況及經營業績會受到重大不利影響。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 3. FINANCIAL RISK MANAGEMENT (Continued)

#### 3.2 Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for the shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Group monitors capital by using debt-to-asset ratio analysis. This ratio is calculated as amount of total liabilities divided by total assets as shown in the consolidated balance sheet. The debt-to-asset ratio at 31 December 2020 and 2019 is 15.3% and 13.4%, respectively.

#### 3.3 Fair value estimation

The measurement of fair value uses different level of inputs to valuation technique. Such inputs are categorised into three levels within a fair value hierarchy as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

### 3. 財務風險管理(續)

#### 3.2 資本管理

本集團的資本管理目標旨在保障本集團能夠持續經營，為股東提供回報及為其他利益相關者提供利益，同時維持最佳的資本結構以減少資本成本。

為了維持或調整資本結構，本集團可能會調整支付給股東的股利金額、向股東返還資本或發行新股。

本集團利用資產負債率分析監控資本。該比率按合併資產負債表列示的負債總額除以資產總額計算。本集團在2020年12月31日及2019年12月31日的資產負債率分別為15.3%和13.4%。

#### 3.3 公允價值估計

公允價值的計量使用不同等級輸入數據的估值技術。該等輸入數據在公允價值等級內分為三個層次，如下所示：

- 相同資產或負債在活躍市場上的報價(未調整)(第1層)。
- 除了第1層所包括的報價外，該資產和負債的可觀察的其他輸入，可為直接(即例如價格)或間接(即源自價格)(第2層)。
- 資產和負債並非依據可觀察市場數據的輸入(即非可觀察輸入)(第3層)。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

#### 4.1 Estimation of proved and probable gas reserves

Proved gas reserves are those quantities of CBM that by analysis of geoscience and engineering data can be estimated with reasonable certainty to be commercially recoverable, from a given date forward and under defined economic conditions, operating methods, and government regulations. Probable gas reserves are those additional reserves of CBM that analysis of geoscience and engineering data indicate are less likely to be recovered than proved reserves but more certain to be recovered than possible reserves.

The Group's reserve estimates were prepared for each concession area and include only CBM that the Group believes can be reasonably produced within current economic and operating conditions. Reserves cannot be measured exactly. Reserve estimates are based on many factors that require evaluation by the engineers interpreting the available data, as well as price and other economic factors. The reliability of these estimates at any point in time depends on both the quality and quantity of the technical and economic data, and the production performance as well as engineering judgement. Consequently, reserve estimates are subject to revision as additional data become available. Well tests and engineering studies will likely improve the reliability of the reserve estimate. The evolution of technology may also result in the application of improved recovery techniques such as supplemental or enhanced recovery projects, or both, which have the potential to increase reserves beyond those envisioned during the early years of a reservoir's producing life.

### 4. 關鍵會計估計及判斷

估計及判斷是根據過往經驗及其他因素（包括在某些情況下對未來事件的合理預測）進行持續評估。本集團對未來作出評估及假設。顧名思義，會計估計極少與相關的實際結果相同。對下個財務年度的資產與負債的賬面價值造成重大調整的估計與假設討論如下。

#### 4.1 證實及概算煤層氣儲量的估計

證實煤層氣儲量是通過分析地質科學及工程資料，自某特定日期起在限定經濟條件、經營條件及政府監管下，可合理確定作為商業性開採的估計煤層氣數量。概算煤層氣儲量是地質科學及工程資料分析顯示其與證實儲量相比回收的可能性更低，但與可能儲量相比回收可能性更加確切的煤層氣儲量。

本集團的儲量估計按各區塊編製，僅包括本集團認為在現行經濟及經營條件下可合理生產的煤層氣。儲量無法精確計算。儲量估計基於工程師對可用數據的解釋以評估的諸多因素，同時考慮價格及其他經濟因素。任何時間點的估計可靠性取決於技術及經濟數據的質量和數量、生產表現以及工程判斷。因此，儲量估計在可獲得額外資料時進行修訂。井的測試及工程研究可能提高儲量估計的可靠性。技術發展也可能導致應用經改良的採氣技術，例如補充或經提升開採項目（或一併採用），該技術具有使儲量增至超過氣藏生產週期初期儲量的潛力。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

#### 4.1 Estimation of proved and probable gas reserves (Continued)

Proved and probable reserves are key elements in the Group's investment decision-making process. They are also an important element in testing for impairment. A reduction in proved and probable reserves will increase depreciation and amortisation charges (assuming constant production) and reduce net profit. Proved and probable reserve estimates are subject to revision, either upward or downward based on new information, such as from development drilling and production activities or from changes in economic factors, including gas prices, contract terms or development plans.

In general, changes in the technical maturity of gas reserves resulting from new information becoming available from exploration, development and production activities and change in gas price have tended to be the most significant cause of annual revisions.

#### 4.2 Impairment of exploration and evaluation assets

Exploration and evaluation assets are capitalised on a field-by-field basis and are assessed for impairment when circumstances suggest that the carrying amount may exceed its recoverable amount. This assessment involves judgment as to (i) the period for which the Group has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed; and (ii) substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned; and (iii) exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the Group has decided to discontinue such activities in the specific area; and (iv) 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. While conducting an impairment review of its assets, the Group makes certain judgments in making assumptions about the future gas prices, reserves and future development and production costs. Changes in these estimates could require a material change on the carrying amount of exploration and evaluation assets.

### 4. 關鍵會計估計及判斷(續)

#### 4.1 證實及概算煤層氣儲量的估計(續)

證實及概算儲量是本集團投資決策過程中的關鍵元素，也是減值測試的重要元素。證實及概算儲量減少將增加折舊及攤銷費用(假設產量不變)，並減少淨利潤。證實及概算儲量估計可根據新資料(例如來自開發鑽探和生產活動或者天然氣價格、合同條款以及開發方案等經濟因素變動)而向上或向下調整。

一般而言，因勘探、開發及生產活動取得最新資料而令煤層氣儲量的技術成熟度變動以及天然氣價格變動是導致每年作出修訂的最重要原因。

#### 4.2 勘探及評估資產減值

勘探及評估資產按氣田基準撥充資本，當發生賬面價值超過可收回金額的情況評估減值。相關評估涉及有關以下各項的判斷：(i)在特定區域的探礦權期內已經或將於近期屆滿，並預期不會續期；及(ii)對進一步勘探及評估特定區域礦產資源的大量開支既無預算亦無規劃；及(iii)在特定區域勘探及評估礦產資源未發現商業上有利的礦產資源數量，而本集團決定終止在該區域的活動；及(iv)有充分資料顯示，儘管可能在特定區域進行開發，但勘探及評估資產的賬面價值不可能在成功開發或銷售中全數收回。在進行資產減值討論時，本集團就有關煤層氣未來價格、儲量及未來開發和生產成本的假設進行若干判斷。該估計變動可能導致勘探及評估資產的賬面價值產生重大變動。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

#### 4.3 Impairment of gas properties, gas gathering stations and relating facilities and construction in progress

Gas properties, gas gathering stations and relating facilities and construction in progress are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell or value in use. In estimating the recoverable amounts of assets, various assumptions, including future cash flow to be associated with the assets and discounted rates, are made. If future events do not correspond to such assumptions, the recoverable amounts will be revised and this may have impacts on the Group's result of operation or financial position.

#### 4.4 Income taxes and deferred tax

The Group is subject to income taxes in several jurisdictions. Significant judgement is required in determining the worldwide provision for income taxes. There are certain transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will be reflected in the income tax expense and deferred tax provisions in the period in which such determination is made.

In addition, the realisation of future income tax assets is dependent on the Group's ability to generate sufficient taxable income in future years to utilise income tax benefits and tax loss carry-forwards. Deviations of future profitability from estimates or in the income tax rate would result in adjustments to the value of future income tax assets and liabilities that could have a significant effect on the income tax expenses.

### 4. 關鍵會計估計及判斷(續)

#### 4.3 天然氣資產、集氣站及相關設施和在建工程減值

天然氣資產、集氣站及相關設施和在建工程會在事項發生或情況出現變化而導致賬面價值可能不能收回時，評估是否減值。減值虧損按有關資產的賬面價值超過其可收回金額的數額確認。可收回金額為資產的公允價值減去銷售成本或使用價值中的較高值。評估資產的可回收金額時，會作出多項假設(包括與資產相關的未來現金流量及貼現率)。若將來情況與該假設不相符，將修訂可收回金額，而此舉可能會對本集團的經營業績或財務狀況造成影響。

#### 4.4 所得稅及遞延稅項

本集團須在多個司法權區繳納所得稅。對於所得稅的全球撥備須作出重大判斷。在正常業務過程中，若干交易及計算的最終稅務結果並不確定。本集團根據是否須繳納額外稅項的估計對預期稅項審核事宜確認負債。若該事宜的最終稅務結果與最初記錄的金額不符，該差額將在相關期間的所得稅開支和遞延稅項撥備中反映。

此外，未來所得稅資產的實現，取決於本集團未來年度是否產生足夠的應課稅收入，以使用所得稅收益及稅項虧損結轉的能力而定。若將來盈利能力偏離估計或所得稅率，則須對未來所得稅資產及負債的價值作出調整，此舉可能對所得稅開支構成重大影響。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

#### 4.5 Impairment of financial assets

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history existing market conditions as well as forward-looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in Note 3.1(a).

### 5. SEGMENT INFORMATION

The chief operating decision-maker ("CODM") has been identified as the directors and chief executive of the Company who review the Group's internal reporting in order to assess performance and allocate resources. The CODM has determined the operating segments based on these reports.

The Group's operating segments are defined by PSCs, which is the basis by which the CODM makes decisions about resources to be allocated and assesses their performance. The financial information of the two PSCs has been separated to present segment information to be reviewed by the CODM.

The measurement of results and assets of the operating segments are the same as those described in the summary of significant accounting policies. The CODM evaluates the performance of the operating segments of the PSCs based on profit before income tax, depreciation and amortisation, finance income, finance costs and exchange gains/(losses) ("EBITDA").

### 4. 關鍵會計估計及判斷(續)

#### 4.5 金融資產減值

金融資產的損失撥備是基於有關違約風險和預期損失率的假設。本集團在做出這些假設時運用判斷，並根據過去的歷史、現有的市場狀況以及每個報告期末的前瞻性估計選擇計算減值的輸入值。附註3.1(a)中披露了所使用的關鍵假設和輸入值的詳細信息。

### 5. 分部資料

主要營運決策者(「主要營運決策者」)為本公司的董事及總裁，負責審閱本集團的內部報告以評估表現和分配資源。主要營運決策者已根據該等報告確定經營分部。

本集團的經營分部按產品分成合同界定，這是主要營運決策者做出資源分配決定及評估其表現的基準。兩份產品分成合同的財務資料已分為不同的分部資料列示，以供主要營運決策者審閱。

經營分部的業績及資產的計量方法與重要會計政策摘要中所述相同。主要營運決策者根據除所得稅、折舊及攤銷、財務收益、財務費用及匯兌收益/(損失)前的利潤(「EBITDA」)評估產品分成合同經營分部的表現。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 5. SEGMENT INFORMATION (Continued)

The segment information provided to the CODM for the reportable segments for the year ended 31 December 2020 is as follows:

### 5. 分部資料(續)

截至2020年12月31日止年度，就可呈報分部提供給主要營運決策者的分部資料如下：

		Panzhuang concession 潘莊區塊 RMB'000 人民幣千元	Mabi concession 馬必區塊 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Year ended 31 December 2020</b>	<b>截至2020年12月31日止年度</b>			
Revenue from external customers	來自外部客戶的收入	973,540	64,984	1,038,524
EBITDA	EBITDA	993,353	14,159	1,007,512
Other income	其他收入	235,506	4,862	240,368
Operating expenses	經營開支	(444,118)	(94,222)	(538,340)
Depreciation and amortisation	折舊及攤銷	(228,421)	(38,021)	(266,442)
Net impairment losses on financial assets	金融資產減值淨損失	(7,600)	–	(7,600)
Finance income	財務收益	23,090	475	23,565
Finance costs	財務費用	(3,872)	(821)	(4,693)
Exchange gains/(losses)	匯兌收益/(損失)	(30,199)	21,820	(8,379)
Income tax expense	所得稅費用	(204,980)	(27,296)	(232,276)
<b>Year ended 31 December 2019</b>	<b>截至2019年12月31日止年度</b>			
Revenue from external customers	來自外部客戶的收入	1,064,012	97,234	1,161,246
EBITDA	EBITDA	1,146,550	47,548	1,194,098
Other income	其他收入	322,185	24,620	346,805
Operating expenses	經營開支	(466,202)	(115,591)	(581,793)
Depreciation and amortisation	折舊及攤銷	(226,464)	(41,560)	(268,024)
Finance income	財務收益	20,910	369	21,279
Finance costs	財務費用	(3,084)	(926)	(4,010)
Exchange gains/(losses)	匯兌收益/(損失)	9,049	(5,679)	3,370
Income tax expense	所得稅費用	(233,397)	–	(233,397)

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 5. SEGMENT INFORMATION (Continued)

### 5. 分部資料(續)

		Panzhuang concession 潘莊區塊 RMB'000 人民幣千元	Mabi concession 馬必區塊 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>As at 31 December 2020</b>	<b>於 2020 年 12 月 31 日</b>			
Total assets	總資產	3,690,541	2,661,475	6,352,016
Total liabilities	總負債	816,965	257,513	1,074,478
Additions to non-current assets (other than deferred income tax assets)	非流動資產增加 (遞延稅項資產除外)	285,762	235,782	521,544
<b>As at 31 December 2019</b>	<b>於 2019 年 12 月 31 日</b>			
Total assets	總資產	3,435,509	2,446,184	5,881,693
Total liabilities	總負債	775,413	121,629	897,042
Additions to non-current assets (other than deferred income tax assets)	非流動資產增加 (遞延稅項資產除外)	298,121	90,125	388,246

A reconciliation of EBITDA to total profit before income tax is provided as follows:

EBITDA 與除所得稅前利潤總額的調節如下：

		Year ended 31 December 截至 12 月 31 日止年度	
		2020 2020 年 RMB'000 人民幣千元	2019 2019 年 RMB'000 人民幣千元
<b>Total EBITDA for reportable segments</b>	<b>可呈報分部的 EBITDA 總額</b>	<b>1,007,512</b>	1,194,098
Headquarter overheads	總部日常開支	(12,515)	(19,323)
Depreciation and amortisation	折舊及攤銷	(271,368)	(272,867)
Finance income	財務收益	33,237	37,065
Finance costs	財務費用	(4,834)	(4,287)
Exchange (losses)/gains	匯兌(損失)/收益	(9,459)	6,079
Profit before income tax	除所得稅前利潤	742,573	940,765

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 5. SEGMENT INFORMATION (Continued)

Reportable segments' assets are reconciled to total assets as follows:

		As at 31 December 於 12 月 31 日	
		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Total segment assets	分部資產總額	6,352,016	5,881,693
<b>Unallocated</b>	<b>未分配</b>		
Unallocated cash and cash equivalents	未分配現金及現金等價物	661,101	862,640
Others	其他	25,264	3,827
Total assets per balance sheet	資產負債表所示資產總額	7,038,381	6,748,160

Reportable segments' liabilities are reconciled to total liabilities as follows:

		As at 31 December 於 12 月 31 日	
		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Total segment liabilities	分部負債總額	1,074,478	897,042
<b>Unallocated</b>	<b>未分配</b>		
Unallocated lease liabilities	未分配租賃負債	518	2,587
Others	其他	2,543	4,889
Total liabilities per balance sheet	資產負債表所示負債總額	1,077,539	904,518

### 5. 分部資料(續)

可呈報分部資產與總資產的調節如下：

可呈報分部負債與總負債的調節如下：

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 6. PROPERTY, PLANT AND EQUIPMENT

### 6. 不動產、工廠及設備

		Gas properties	Exploration and evaluation assets	Gas gathering station and relating facilities	Construction in progress	Vehicles	Furniture, fittings and others	Total
		天然氣資產	勘探及評估資產	集氣站及相關設施	在建工程	車輛	傢俱、裝置及其他	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Year ended 31 December 2019</b>	<b>截至2019年12月31日止年度</b>							
Opening net book value	年初賬面淨值	2,186,747	630,860	509,810	315,029	1,737	7,236	3,651,419
Additions	增加	306	14,960	4,523	301,277	-	1,604	322,670
Transferred in/(out)	轉入/(出)	112,363	-	6,498	(118,861)	-	-	-
Disposal — cost	處置 — 成本	-	-	(118)	-	(200)	(2,573)	(2,891)
— depreciation	— 折舊	-	-	39	-	200	2,546	2,785
Depreciation charge	折舊費用	(200,956)	-	(48,688)	-	(867)	(4,741)	(255,252)
Currency translation differences	外幣折算差額	2,004	486	-	461	-	6	2,957
Closing net book value	年末賬面淨值	2,100,464	646,306	472,064	497,906	870	4,078	3,721,688
<b>As at 31 December 2019</b>	<b>於2019年12月31日</b>							
Cost	成本	2,925,849	646,306	660,351	497,906	15,271	52,083	4,797,766
Accumulated depreciation	累計折舊	(825,385)	-	(188,287)	-	(14,401)	(48,005)	(1,076,078)
Net book value	賬面淨值	2,100,464	646,306	472,064	497,906	870	4,078	3,721,688
<b>Year ended 31 December 2020</b>	<b>截至2020年12月31日止年度</b>							
Opening net book value	年初賬面淨值	2,100,464	646,306	472,064	497,906	870	4,078	3,721,688
Additions	增加	8,164	38,659	1,921	484,170	1,651	2,358	536,923
Transferred in/(out)	轉入/(出)	320,656	-	97,754	(418,410)	-	-	-
Disposal — cost	處置 — 成本	-	-	-	-	-	(759)	(759)
— depreciation	— 折舊	-	-	-	-	-	759	759
Depreciation charge	折舊費用	(197,337)	-	(53,213)	-	(519)	(2,202)	(253,271)
Currency translation differences	外幣折算差額	(7,399)	(1,941)	-	(1,734)	-	(7)	(11,081)
Closing net book value	年末賬面淨值	2,224,548	683,024	518,526	561,932	2,002	4,227	3,994,259
<b>As at 31 December 2020</b>	<b>於2020年12月31日</b>							
Cost	成本	3,243,198	683,024	760,026	561,932	16,922	53,647	5,318,749
Accumulated depreciation	累計折舊	(1,018,650)	-	(241,500)	-	(14,920)	(49,420)	(1,324,490)
Net book value	賬面淨值	2,224,548	683,024	518,526	561,932	2,002	4,227	3,994,259

During the year ended 31 December 2020, the additions of property, plant and equipment include RMB652,509 (2019: RMB608,000) relating to the asset retirement obligations recognised during the year.

截至2020年12月31日止年度，不動產、工廠及設備增加人民幣652,509元（2019年：人民幣608,000元），與年內確認的資產棄置義務有關。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 7. LEASE

#### (a) Amounts recognised in the consolidated balance sheet

The consolidated balance sheet shows the following amounts relating to leases:

### 7. 租賃

#### (a) 合併資產負債表內確認的金額

合併資產負債表列示的下列金額與租賃有關：

		As at 31 December 2020 於2020年 12月31日 RMB'000 人民幣千元	As at 31 December 2019 於2019年 12月31日 RMB'000 人民幣千元
<b>Right-of-use assets</b>	<b>使用權資產</b>		
Land use rights	土地使用權	60,590	51,159
Buildings	樓宇	4,989	5,395
Equipment	設備	-	108
		<b>65,579</b>	56,662
<b>Lease liabilities</b>	<b>租賃負債</b>		
Current	流動	(16,709)	(14,562)
Non-current	非流動	(40,357)	(43,395)
		<b>(57,066)</b>	(57,957)

Additions to the right-of-use assets during 2020 were RMB8,002,000 (2019: RMB9,131,000).

2020年度，使用權資產增加人民幣8,002,000元(2019年：人民幣9,131,000元)。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 7. LEASE (Continued)

#### (b) Amounts recognised in the consolidated statement of comprehensive income

The consolidated statement of comprehensive income shows the following amounts relating to leases:

### 7. 租賃(續)

#### (b) 合併綜合收益表內確認的金額

合併綜合收益表列示的下列金額與租賃有關：

		Year ended 31 December	
		截至12月31日止年度	
		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>Depreciation charge of right-of-use assets</b>	<b>使用權資產的折舊費用</b>		
Land use rights	土地使用權	(6,015)	(9,150)
Buildings	樓宇	(6,307)	(2,716)
Equipment	設備	(10)	(73)
		<b>(12,332)</b>	<b>(11,939)</b>
Interest expense (included in finance cost) (Note 20)	利息費用(計入財務費用)(附註20)	(4,096)	(3,614)
Expense relating to short-term leases (included in administrative expenses)	與短期租賃相關的費用(計入管理費用)	(769)	(4,248)

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 8. INTANGIBLE ASSETS

### 8. 無形資產

		Computer software 電腦軟件 RMB'000 人民幣千元
<b>As at 1 January 2019</b>	<b>於 2019 年 1 月 1 日</b>	
Cost	成本	56,837
Accumulated amortisation	累計攤銷	(17,248)
Net book value	賬面淨值	39,589
<b>Year ended 31 December 2019</b>	<b>截至 2019 年 12 月 31 日止年度</b>	
Opening net book value	年初賬面淨值	39,589
Additions	增加	1,205
Amortisation charge	攤銷費用	(5,717)
Closing net book value	年末賬面淨值	35,077
<b>As at 31 December 2019</b>	<b>於 2019 年 12 月 31 日</b>	
Cost	成本	58,042
Accumulated amortisation	累計攤銷	(22,965)
Net book value	賬面淨值	35,077
<b>Year ended 31 December 2020</b>	<b>截至 2020 年 12 月 31 日止年度</b>	
Opening net book value	年初賬面淨值	35,077
Additions	增加	432
Amortisation charge	攤銷費用	(5,765)
Currency translation differences	外幣折算差額	(2)
Closing net book value	年末賬面淨值	29,742
<b>As at 31 December 2020</b>	<b>於 2020 年 12 月 31 日</b>	
Cost	成本	58,474
Accumulated amortisation	累計攤銷	(28,732)
Net book value	賬面淨值	29,742

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 9. TRADE AND OTHER RECEIVABLES

### 9. 應收賬款及其他應收款

		As at 31 December	
		於 12 月 31 日	
		2020	2019
		2020 年	2019 年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade receivables (a)	應收賬款 (a)		
— CUCBM	— CUCBM	193,194	97,619
— PetroChina	— 中石油	71,828	51,944
— External customers	— 外部客戶	123,064	94,438
		<b>388,086</b>	244,001
Loss allowance (Note 3.1(a))	損失撥備 (附註 3.1(a))	(7,600)	—
		<b>380,486</b>	244,001
Notes receivables (b)	應收票據 (b)	1,100	46,000
Government grants receivables (c)	應收政府補貼 (c)		
— Government	— 政府	405,641	176,222
— CUCBM	— CUCBM	—	84,692
— PetroChina	— 中石油	21,051	31,747
Due from PSC partners for cash calls and accrued expenses (d)	應收產品分成合同合作方現金籌款及預提費用 (d)		
— CUCBM	— CUCBM	122,656	78,001
— PetroChina	— 中石油	109,294	48,699
Deposits and others	押金和其他費用	31,183	5,607
		<b>1,071,411</b>	714,969

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 9. TRADE AND OTHER RECEIVABLES (Continued)

#### (a) Trade receivables

The ageing analysis of trade receivables is as follows:

		As at 31 December	
		於 12 月 31 日	
		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within 3 months	三個月內	251,468	201,224
3 months to 6 months	三個月至六個月	12,245	27,745
6 months to 1 year	六個月至一年	77,038	7,150
1 year to 2 years	一至兩年	42,288	7,882
2 years to 3 years	兩至三年	5,047	–
		<b>388,086</b>	244,001
Loss allowance	損失撥備	(7,600)	–
		<b>380,486</b>	244,001

Trade receivables due from CUCBM represent the cash collected from external customers attributable to Sino-American Energy, Inc. ("SAEI") and deposited into CUCBM's bank account on behalf of the Group, which is jointly managed by CUCBM and SAEI.

Trade receivables due from PetroChina represent the amount to be collected from PetroChina relating to the sale of the Group's share of CBM from Mabi and Panzhuang concessions.

Trade receivables due from external customers represent the amount to be collected from the independent customers relating to the sale of the Group's share of CBM from Panzhuang concession.

Details about the Group's impairment policies and detail of loss allowance are provided in Note 3.1(a).

### 9. 應收賬款及其他應收款 (續)

#### (a) 應收賬款

應收賬款的賬齡分析如下：

應收CUCBM的應收賬款指收取自外部客戶並存入由CUCBM與美中能源有限公司(「美中能源公司」)共同管理，並由CUCBM代表本集團開立的銀行賬戶的現金。

應收中石油的應收賬款指將收取自中石油有關本集團自馬必區塊及潘莊區塊所佔煤層氣的銷售款項。

應收外部客戶的應收賬款指將收取自獨立客戶有關本集團自潘莊區塊所佔煤層氣的銷售款項。

附註3.1(a)中提供了有關本集團的減值政策和損失撥備的詳細信息。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 9. TRADE AND OTHER RECEIVABLES (Continued)

- (b) Notes receivables are bank acceptance with maturity dates within six months.
- (c) This represents the VAT refund and government subsidies for CBM receivable from the government directly or through CUCBM and PetroChina.
- (d) This represents CUCBM's and PetroChina's share of the cash calls and accrued expenses for the development and production costs of Panzhuang and Mabi concession yet to be received from CUCBM and PetroChina, respectively.
- (e) As at 31 December 2020, the carrying amounts of trade and other receivables approximated their fair values.
- (f) The carrying amounts of the Group's trade and other receivables are denominated in the following currencies:

### 9. 應收賬款及其他應收款 (續)

- (b) 應收票據為到期日在六個月以內的銀行承兌票據。
- (c) 此為直接或通過CUCBM及中石油應收政府的煤層氣增值稅退稅及政府補貼。
- (d) 此為CUCBM及中石油分佔潘莊區塊及馬必區塊開發及生產成本的現金籌款及預提費用，尚未向CUCBM及中石油收取。
- (e) 於2020年12月31日，應收賬款及其他應收款的賬面值與其公允價值相若。
- (f) 本集團的應收賬款及其他應收款的賬面值以下列貨幣計價：

		As at 31 December 於12月31日	
		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
RMB	人民幣	1,070,652	714,279
HK\$	港元	719	583
US\$	美元	40	107
		<b>1,071,411</b>	<b>714,969</b>

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 10. FINANCIAL INSTRUMENTS BY CATEGORY

### 10. 金融工具(按類別)

		As at 31 December 於12月31日	
		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>Financial assets</b>	<b>金融資產</b>		
Trade and other receivables (Note 9)	應收賬款及其他應收款(附註9)	1,071,411	714,969
Cash and cash equivalents (Note 11)	現金和現金等價物(附註11)	1,790,505	2,083,931
Term deposits with initial terms of over three months (Note 11)	初始期限超過三個月的 定期存款(附註11)	–	50,000
Restricted bank deposits (Note 11)	受限制銀行存款(附註11)	55,048	49,895
		<b>2,916,964</b>	<b>2,898,795</b>

		As at 31 December 於12月31日	
		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>Financial liabilities</b>	<b>金融負債</b>		
Trade and other payables excluding non-financial liabilities	應付賬款及其他應付款 不包括非金融負債	448,773	375,118
Lease liabilities (Note 7)	租賃負債(附註7)	57,066	57,957
		<b>505,839</b>	<b>433,075</b>



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 11. CASH AND BANK BALANCES

### 11. 現金及銀行結餘

		As at 31 December 於 12 月 31 日	
		2020 2020 年 RMB'000 人民幣千元	2019 2019 年 RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等價物		
— Cash at banks	— 銀行存款	1,790,505	2,083,931
Term deposits with initial terms of over three months	初始期限超過三個月的 定期存款	—	50,000
Restricted bank deposits (a)	受限制銀行存款 (a)	55,048	49,895
		<b>1,845,553</b>	<b>2,183,826</b>

(a) Restricted bank deposits represented deposit for the purpose of decommissioning of gas properties and restoration of land deposits for Panzhuang and Mabi concessions.

(a) 受限制銀行存款為潘莊區塊和馬必區塊用於棄用天然氣資產及復原土地的存款。

Cash and bank balances were denominated in the following currencies:

現金及銀行結餘按以下貨幣計量：

		As at 31 December 於 12 月 31 日	
		2020 2020 年 RMB'000 人民幣千元	2019 2019 年 RMB'000 人民幣千元
RMB	人民幣	1,286,441	1,320,767
HK\$	港元	504,063	624,635
US\$	美元	55,049	238,424
		<b>1,845,553</b>	<b>2,183,826</b>

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 12. SHARE CAPITAL

### 12. 股本

		Number of ordinary shares 普通股數目 Thousands 千股	Nominal value of ordinary shares 普通股面值 US\$'000 千美元	Equivalent nominal value of ordinary shares 普通股等額面值 RMB'000 人民幣千元
<i>Issued and fully paid:</i>	<i>已發行及繳足：</i>			
Ordinary shares of US\$0.0001 each	每股面值0.0001美元的普通股			
<b>At 1 January 2019</b>	<b>於2019年1月1日</b>	3,390,558	339	2,077
— Exercise of share options	— 行使購股權	3,024	—	2
<b>At 31 December 2019 and 2020</b>	<b>於2019年及 2020年12月31日</b>	3,393,582	339	2,079

The Company adopted the Pre-IPO Share Option Scheme (share options) on 31 March 2015 and the Post-IPO Restricted Share Unit Scheme (RSUs) on 5 June 2015.

公司分別於2015年3月31日和2015年6月5日採納首次公開發售前購股權計劃(購股權)和首次公開發售後受限制股份單位計劃(受限制股份單位)。

As at 31 December 2020, there are 1,734,437 (31 December 2019: 1,734,440) outstanding share options with the exercise price of US\$0.151 per share. All the outstanding share options are exercisable and have expiry dates between 2021 and 2023.

於2020年12月31日，尚未行使購股權的數目為1,734,437份(2019年12月31日：1,734,440份)，每股行使價為0.151美元。全部購股權可予行使，到期日為2021年至2023年。

As at 31 December 2018, all RSUs have been vested or cancelled after Change of Control (Note 1), and no RSU was outstanding.

於2018年12月31日，控制權變更(附註1)後全部受限制股份單位均已歸屬或取消，無尚未行使受限制股份單位。

### 13. OTHER RESERVES

Other reserves consist of share-based compensation and foreign currency translation difference.

### 13. 其他儲備

其他儲備包括以股份為基礎的報酬及外幣折算差額。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 14. ASSET RETIREMENT OBLIGATIONS

### 14. 資產棄置義務

		Year ended 31 December 截至12月31日止年度	
		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Beginning of the year	於年初	18,361	16,741
Provision	撥備	816	760
Accretion expenses	增加開支	943	860
End of the year	於年末	20,120	18,361

The asset retirement obligations represent the present value of estimated future expenditures on decommissioning of gas properties and restoration of land.

資產棄置義務主要指棄用天然氣資產及復原土地的估計未來開支的現值。

### 15. DEFERRED INCOME TAX LIABILITIES

The analysis of deferred income tax assets and deferred income tax liabilities is as follows:

### 15. 遞延所得稅負債

遞延所得稅資產與遞延所得稅負債分析如下：

		As at 31 December 於12月31日	
		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
<b>Deferred income tax assets:</b>	<b>遞延所得稅資產：</b>		
— Deferred income tax assets to be recovered within 12 months	— 將於12個月內收回的遞延所得稅資產	747	693
— Deferred income tax assets to be recovered after more than 12 months	— 將於超過12個月後收回的遞延所得稅資產	244,553	176,407
		<b>245,300</b>	<b>177,100</b>
<b>Deferred income tax liabilities:</b>	<b>遞延所得稅負債：</b>		
— Deferred income tax liabilities to be recovered within 12 months	— 將於12個月內收回的遞延所得稅負債	(43,611)	(41,483)
— Deferred income tax liabilities to be recovered after more than 12 months	— 將於超過12個月後收回的遞延所得稅負債	(639,301)	(515,421)
		<b>(682,912)</b>	<b>(556,904)</b>
<b>Net balance</b>	<b>結餘淨額</b>	<b>(437,612)</b>	<b>(379,804)</b>

Deferred income tax assets and liabilities are related to Panzhuang and Mabi concessions. The Group has legally enforceable right to offset the deferred tax assets and liabilities in each concession. Accordingly, it is presented on net basis for each of the concession.

遞延所得稅資產與負債與潘莊區塊及馬必區塊有關。在各區塊本集團可分別依法強制行使權利使遞延所得稅資產與負債相互抵銷，因此各區塊分別以淨額基準呈列。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 15. DEFERRED INCOME TAX LIABILITIES (Continued)

The gross movement on the deferred income tax account is as follows:

		Year ended 31 December 截至12月31日止年度	
		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
<b>Beginning of the year</b>	於年初	<b>(379,804)</b>	(307,322)
Charged to the consolidated statement of comprehensive income (Note 22)	於合併綜合收益表扣除(附註22)	<b>(57,808)</b>	(72,482)
<b>End of the year</b>	於年末	<b>(437,612)</b>	(379,804)

The movement in deferred income tax account is as follows:

### 15. 遞延所得稅負債(續)

遞延所得稅賬目的總變動如下：

遞延所得稅賬目的變動如下：

		Depreciation and amortisation 折舊及攤銷 RMB'000 人民幣千元	Tax losses 稅務虧損 RMB'000 人民幣千元	Income not yet subject to tax and others 不須納稅的收益及其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>As at 1 January 2019</b>	於2019年1月1日	(90,684)	–	(216,638)	(307,322)
Charged to the consolidated statement of comprehensive income (Note 22)	於合併綜合收益表扣除(附註22)	(183,982)	175,772	(64,272)	(72,482)
<b>As at 31 December 2019</b>	於2019年12月31日	(274,666)	175,772	(280,910)	(379,804)
Charged to the consolidated statement of comprehensive income (Note 22)	於合併綜合收益表扣除(附註22)	(110,291)	66,090	(13,607)	(57,808)
<b>As at 31 December 2020</b>	於2020年12月31日	(384,957)	241,862	(294,517)	(437,612)

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 15. DEFERRED INCOME TAX LIABILITIES (Continued)

For the purpose of filing of PRC corporate income tax, development expenditures incurred prior to commercial production from tax perspective are tax deductible over a 8-year period starting from the commencement date of commercial production; exploration expenditures incurred prior to commercial production from tax perspective except for those qualified as production wells are tax deductible over a 3-year period starting from the commencement date of commercial production.

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

Other deferred income tax expense mainly relates to government grants which comprise of government subsidies and VAT refunds received by the Group, which will be taxable in specified future periods according to relevant tax regulations and local authority in the PRC.

### 15. 遞延所得稅負債(續)

就中國企業所得稅申報而言，於商業生產(從稅務角度判定)前產生的開發支出可自商業生產開始之日起在八年期間內進行稅項抵扣；於商業生產(從稅務角度判定)前所發生的勘探支出(符合資格作為生產井的勘探支出除外)可自商業生產開始之日起在三年期間內進行稅項抵扣。

由稅務虧損導致的遞延所得稅資產僅在可能有未來應課稅利潤並可就使用暫時性差異的情況下予以確認。

其他遞延所得稅費用主要與政府補助相關，包括本集團收到的政府補貼和增值稅退稅，根據中國相關稅務法規和地方當局將在指定的未來期間納稅。

### 16. TRADE AND OTHER PAYABLES

### 16. 應付賬款及其他應付款

		As at 31 December	
		於 12 月 31 日	
		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade payables	應付賬款	428,649	361,269
Amounts due to related parties	應付關聯方款項		
— Xintai Jinggong (Note 26(b))	— 鑫泰精工(附註 26(b))	576	—
— Sunshine Ji'ao (Note 26(b), 30(f))	— 陽光吉澳(附註 26(b)、30(f))	—	443
Amounts due to PSC partners	應付產品分成合同合作方款項		
— CUCBM	— CUCBM	7,112	3,060
— PetroChina	— 中石油	7,463	3,602
Tax payables	應付稅款	2,258	874
Payroll liabilities	應付工資	17,138	28,198
Other payables	其他應付款	4,973	6,744
		468,169	404,190

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 16. TRADE AND OTHER PAYABLES (Continued)

(a) The ageing analysis of trade payables is as follows:

The ageing analysis of the trade payables based on invoice date is as follows:

		As at 31 December 於12月31日	
		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within 6 months	六個月內	371,832	270,427
6 months to 1 year	六個月至一年	20,331	22,892
1 to 2 years	一至兩年	12,441	36,999
2 to 3 years	兩至三年	12,526	13,607
Over 3 years	三年以上	11,519	17,344
		<b>428,649</b>	<b>361,269</b>

(b) The carrying amounts of trade and other payables approximated their fair values.

(c) The carrying amounts of the Group's trade and other payables are denominated in the following currencies:

		As at 31 December 於12月31日	
		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
RMB	人民幣	467,393	400,363
HK\$	港元	267	189
US\$	美元	509	3,638
		<b>468,169</b>	<b>404,190</b>

### 17. REVENUE

All the Group's revenue is derived through the sale of the Group's share of CBM sold to customers in the PRC. Sales of gas are recognised when control of the gas has transferred, being when the gas is delivered to the customers. The amount of revenue is allocated based on the terms of the PSCs and gas sales agreements.

### 16. 應付賬款及其他應付款(續)

(a) 應付賬款的賬齡分析如下：

基於發票日期的應付賬款的賬齡分析如下：

(b) 應付賬款及其他應付款的賬面值與其公允價值相若。

(c) 本集團的應付賬款及其他應付款的賬面值以下列貨幣計價：

### 17. 收入

本集團所有收入均來自本集團所佔CBM對中國客戶的銷售所得。當煤層氣控制權已轉移，即煤層氣已交付予客戶時，本集團確認煤層氣銷售收入。收入金額根據產品分成合同及煤層氣銷售協議的條款予以分配。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 18. OTHER INCOME

### 18. 其他收入

		Year ended 31 December	
		截至 12 月 31 日止年度	
		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
VAT refund (a)	增值稅退稅 (a)	85,343	127,375
Government subsidy (b)	政府補貼 (b)	155,025	219,430
		<b>240,368</b>	<b>346,805</b>

(a) VAT refund is granted by the PRC government according to "The Notice on Tax Policy Issued by The Ministry of Finance and The State Administration of Taxation on Speeding Up The Drainage of Coalbed Methane" (《財政部國家稅務總局關於加快煤層氣抽採有關稅收政策問題的通知》). CUCBM and PetroChina apply for the VAT refund for Panzhuang and Mabi concession, respectively. The Group recognises its entitlement based on the Group's share of CBM sold and when there is reasonable assurance that the amount will be received.

(b) Government subsidy is granted by the PRC government according to "The Implementation Opinions of Subsidies Granted by The Ministry of Finance on The Development and Utilisation of Coalbed Methane" (《財政部關於煤層氣(瓦斯)開發利用補貼的實施意見》) published on 20 April 2007, as amended by "Interim Measures for the Administration of Special Funds for the Development of Clean Energy" (《清潔能源發展專項資金管理暫行辦法》) issued on 12 June 2020. From 2020, the Group applies for the subsidy for Panzhuang concession (2019: CUCBM). PetroChina applies for the subsidy for Mabi concession. The Group recognises its entitlement based on the Group's share of CBM sold and when there is reasonable assurance that the amount will be received.

(a) 增值稅退稅是中國政府根據《財政部國家稅務總局關於加快煤層氣抽採有關稅收政策問題的通知》授出。CUCBM及中石油分別為潘莊區塊及馬必區塊申請增值稅退稅。本集團已根據本集團攤佔所售CBM於有合理保證該金額可收回時確認其所享有的金額。

(b) 政府補貼是中國政府根據於2007年4月20日發佈的《財政部關於煤層氣(瓦斯)開發利用補貼的實施意見》授出，經於2020年6月12日發佈的《清潔能源發展專項資金管理暫行辦法》修訂。自2020年起，本集團為潘莊區塊申請補貼(2019年：CUCBM)。中石油為馬必區塊申請補貼。本集團已根據本集團攤佔所售CBM於有合理保證該金額可收回時確認其所享有的金額。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 19. EMPLOYEE BENEFIT EXPENSES

### 19. 僱員福利開支

		Year ended 31 December 截至12月31日止年度	
		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Wages and salaries	工資及薪金	64,700	69,839
Retirement and other benefits (a)	退休金及其他福利(a)	8,672	15,409
Termination benefits	辭退福利	–	20,573
		<b>73,372</b>	<b>105,821</b>

#### (a) Retirement and other benefits

In the PRC, the pension plans are organized by the municipal and provincial governments at a certain rate of the employees' salaries, subject to certain ceilings. The Group also contributes to government-sponsored housing funds at a certain rate of the employees' salaries, subject to certain ceilings.

#### (a) 退休金及其他福利

於中國，按僱員薪金的一定比例（受若干上限規限）向由市及省政府管理的退休金計劃作出供款。本集團亦按僱員薪金的一定比例（受若干上限規限）向由政府資助的住房基金作出供款。

#### (b) Five highest paid individuals

Details of five highest paid individuals are set out below:

#### (b) 五位最高薪酬人士

五位最高薪酬人士的詳情如下：

		Number of Individuals 人數	
		2020 2020年	2019 2019年
Director (Note 30)	董事(附註30)	2	3
Non-director individuals (i)	非董事成員(i)	3	2
		<b>5</b>	<b>5</b>

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 19. EMPLOYEE BENEFIT EXPENSES (Continued)

#### (b) Five highest paid individuals (Continued)

- (i) The emoluments payable to the non-director individuals during the year are as follows:

		Year ended 31 December	
		截至12月31日止年度	
		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Basic salaries and allowances	基本薪金及津貼	3,045	2,024
Discretionary bonuses	酌情獎金	750	1,319
Retirement and other benefits	退休金及其他福利	150	195
		<b>3,945</b>	<b>3,538</b>

The emoluments fell within the following bands:

薪酬範圍如下：

		Number of Individuals	
		人數	
		2020	2019
		2020年	2019年
Emolument bands	薪酬範圍		
HK\$1,000,001–HK\$1,500,000	1,000,001港元至1,500,000港元	2	–
HK\$1,500,001–HK\$2,000,000	1,500,001港元至2,000,000港元	1	1
HK\$2,000,001–HK\$2,500,000	2,000,001港元至2,500,000港元	–	1
		<b>3</b>	<b>2</b>

### 19. 僱員福利開支(續)

#### (b) 五位最高薪酬人士(續)

- (i) 於本年度應付非董事人士的薪金如下：

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 20. FINANCE INCOME, NET

### 20. 財務收益 — 淨額

		Year ended 31 December 截至12月31日止年度	
		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Interest expense of lease liabilities (Note 7)	租賃負債的利息費用(附註7)	(4,096)	(3,614)
Accretion expenses of asset retirement obligations	資產棄置義務的遞增費用	(738)	(673)
Finance costs	財務費用	(4,834)	(4,287)
Finance income	財務收益	33,237	37,065
Exchange (losses)/gains	匯兌(損失)/收益	(9,459)	6,079
Finance income, net	財務收益 — 淨額	18,944	38,857

### 21. PROFIT BEFORE INCOME TAX

Profit before income tax was determined after charging the following:

### 21. 除所得稅前利潤

除所得稅前利潤乃經扣除下列各項後釐定：

		Year ended 31 December 截至12月31日止年度	
		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Power and fuel	電力和燃料	54,740	53,580
Pipeline transportation cost	管道運輸費用	37,576	65,043
Maintenance cost	維修費用	27,277	25,816
Auditors' remunerations	核數師薪酬		
— Audit services	— 審計服務		
— The Company	— 本公司	2,900	2,730
— Subsidiaries	— 附屬公司	250	250
— Non-audit services	— 非審計服務	—	124

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 22. INCOME TAX EXPENSE

### 22. 所得稅費用

		Year ended 31 December 截至 12 月 31 日止年度	
		2020 2020 年 RMB'000 人民幣千元	2019 2019 年 RMB'000 人民幣千元
Current income tax	當期所得稅	174,469	160,915
Deferred income tax (Note 15)	遞延所得稅(附註 15)	57,808	72,482
		<b>232,277</b>	<b>233,397</b>

The Company and its subsidiaries incorporated under respective jurisdiction of the Cayman Islands, the British Virgin Islands and Samoa, are exempted from payment of local income tax.

No provision for Hong Kong profits tax has been provided as the Group did not derive any assessable profits in Hong Kong during the year.

According to the PRC Corporate Income Tax Law promulgated by the PRC government, the tax rate applicable to the Group's subsidiary established in the PRC and the PRC branches of the Group's subsidiaries is 25%. Corporate income tax in the PRC is calculated based on the taxable profit of the company or branches established in the PRC.

本公司及其在開曼群島、英屬維爾京群島和薩摩亞各自管轄下註冊成立的附屬公司豁免繳當地所得稅。

由於本集團於本年度並沒有在香港取得任何應課稅利潤，故並無計提香港利得稅。

根據中國政府頒佈的中國企業所得稅法，本集團在中國成立的附屬公司及本集團附屬公司的中國分公司的適用稅率為 25%。中國企業所得稅乃根據於中國成立的公司和分公司的應課稅利潤計算。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 22. INCOME TAX EXPENSE (Continued)

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the statutory tax rate as follows:

		Year ended 31 December 截至12月31日止年度	
		2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Profit before income tax	除所得稅前利潤	742,573	940,765
Tax expense calculated at applicable tax rates	按適用稅率計算的稅項費用	237,151	220,313
(Utilization of previously)/current year deductible temporary differences for which no deferred tax asset was recognised	(使用以前年度)/本年度未確認遞延稅項資產的可抵扣暫時性差異	(8,406)	11,466
Expenses not deductible for taxation purposes	不可扣除的費用	3,227	2,317
Others	其他	305	(699)
Income tax expense	所得稅費用	232,277	233,397

### 22. 所得稅費用(續)

本集團除所得稅前利潤的稅項與使用法定稅率計算的理論數額不同，詳情如下：

### 23. EARNINGS PER SHARE

#### (a) Basic

The basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the years ended 31 December 2020 and 2019.

### 23. 每股收益

#### (a) 基本

基本每股收益乃按歸屬於本公司所有者的利潤除以截至2020年及2019年12月31日止年度內已發行普通股的加權平均數計算得出。

		Year ended 31 December 截至12月31日止年度	
		2020 2020年	2019 2019年
Profit attributable to owners of the Company (RMB'000)	歸屬於本公司所有者的利潤(人民幣千元)	510,296	707,368
Weighted average number of ordinary shares in issue (Thousands)	已發行普通股的加權平均數(千股)	3,393,582	3,392,293
Basic earnings per share (RMB)	基本每股收益(人民幣元)	0.150	0.209



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 23. EARNINGS PER SHARE (Continued)

#### (b) Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company has share options outstanding which are potentially dilutive. The assumed proceeds from conversion of these options shall be regarded as having been received from the issue of ordinary shares at average market price of ordinary shares during the period. The difference between the number of shares that would have been issued assuming the exercise of the share options and the number of shares that could have been issued at the average market price of the ordinary shares during the period with the same total assumed proceeds is the number of shares issued for no consideration. The resulting number of shares issued for no consideration is included in the weighted average number of ordinary shares as the denominator for calculating diluted earnings per share.

For the year ended 31 December 2020, the average market price of ordinary shares during the period lower than the exercise price of share options therefore the effect of share options was anti-dilutive and is ignored from the calculation of diluted earnings per share.

### 23. 每股收益 (續)

#### (b) 稀釋

稀釋每股收益假設所有可稀釋的潛在普通股被兌換後，根據已發行普通股的加權平均數計算。本公司的購股權具有潛在稀釋效應。假設這些購股權兌換所獲取的價款應被視為按照期內普通股平均市場價格發行而獲得。零代價發行的股份數目是基於假設行使了購股權應該發行的股份數目，與假設按照期內普通股平均市場價格發行並獲得相同合計價款的情況下可能需要發行的股份數目的差額。這一零代價發行的股份數目將構成普通股的加權平均數的部分，並作為計算稀釋每股收益時所用的分母。

截至2020年12月31日止年度，普通股的平均市場價格低於購股權的行權價格，因此，購股權的影響是反稀釋效應，因此在計算稀釋每股收益時將其忽略。

		Year ended 31 December 截至12月31日止年度	
		2020 2020年	2019 2019年
Profit attributable to owners of the Company (RMB'000)	歸屬於本公司所有者的利潤 (人民幣千元)	510,296	707,368
Weighted average number of ordinary shares in issue (Thousands)	已發行普通股的加權平均數 (千股)	3,393,582	3,392,293
Adjustments for assumed conversion of share options (Thousands)	假設兌換購股權的調整(千股)	-	252
Weighted average number of ordinary shares for diluted earnings per share (Thousands)	計算稀釋每股收益的普通股 加權平均數(千股)	3,393,582	3,392,545
Diluted earnings per share (RMB)	稀釋每股收益(人民幣元)	0.150	0.209

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 24. DIVIDENDS

A dividend in respect of the year ended 31 December 2020 of RMB0.1031 per share will be proposed at the annual general meeting ("AGM") on 13 May 2021. These financial statements do not reflect this dividend payable.

A dividend in respect of the year ended 31 December 2019 of RMB0.1061 per share was approved at the AGM on 13 May 2020 and was paid on 1 June 2020.

### 25. CASH GENERATED FROM OPERATIONS

Reconciliation of profit before income tax to net cash flow generated from operations:

### 24. 股息

截至2020年12月31日止年度的股息每股人民幣0.1031元將於2021年5月13日之股東週年大會(「股東週年大會」)上提呈。此等財務報表並無反映該等應付股息。

截至2019年12月31日止年度的股息每股人民幣0.1061元已於2020年5月13日之股東週年大會上獲批准，並於2020年6月1日派付。

### 25. 經營活動所得現金

除所得稅前利潤與經營活動所得現金流量淨額的調節：

		Year ended 31 December	
		截至12月31日止年度	
		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Profit before income tax	除所得稅前利潤	742,573	940,765
Adjustments for:	就下列各項作出調整：		
Depreciation	折舊	265,603	266,776
Amortisation (Notes 8)	攤銷(附註8)	5,765	5,717
Net impairment losses of financial assets	金融資產減值淨損失	7,600	-
Gains on disposals of property, plant and equipment	出售不動產、工廠及設備的利得	(1)	(306)
Finance income	財務收益	(33,237)	(24,270)
Finance costs	財務費用	738	4,287
Exchange losses/(gains)	匯兌損失/(收益)	9,615	(6,079)
Changes in working capital:	經營資金的變動：		
Decrease in inventories	存貨減少	1,379	305
Increase in trade and other receivables	應收賬款及其他應收款增加	(374,527)	(66,977)
Increase/(decrease) in trade and other payables	應付賬款及其他應付款增加/(減少)	36,958	(5,392)
Cash generated from operations	經營活動產生的現金	662,466	1,114,826

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 26. RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, control the other party or exercise significant influence over the other party in making financial and operation decisions. Parties are also considered to be related if they are subject to common control. Members of key management and their close family member of the Group are also considered as related parties.

(a) The following companies are related parties of the Group during the year ended 31 December 2020

### 26. 關聯方交易

若一方有能力直接或間接控制另一方或對另一方的財務及運營決策實施有重大影響力，則視為關聯方。受共同控制的各方亦視為關聯方。本集團主要管理人員及其家族成員亦視為關聯方。

(a) 截至2020年12月31日止年度，下列公司為本集團的關聯方：

Names of the related parties 關聯方名稱	Nature of relationship 關係性質	Ownership interest 所有者權益
Mr. Ming Zaiyuan (i) 明再遠先生 (i)	Ultimate control shareholder and executive director 最終控股股東及執行董事	51.65%
XTRQ (i) 新天然氣 (i)	Ultimate parent entity 最終控股公司	51.65%
Sichuan Liming (i) 四川利明 (i)	Intermediate parent entity 中間控股公司	51.65%
Liming (i) 利明 (i)	Immediate parent entity 直接控股公司	51.65%
Urumqi Xintai Precision Construction Engineering Co., Ltd. ("Xintai Jinggong") 烏魯木齊鑫泰精工建設工程有限公司(「鑫泰精工」)	Under the same control of ultimate control shareholder 受同一最終控股股東控制	N/A 不適用
Zhongjiu Ante Equipment Co., Ltd. ("Zhongjiu Ante") 中久安特裝備有限公司(「中久安特」)	Under the same control of ultimate control shareholder 受同一最終控股股東控制	N/A 不適用
Beijing Sunshine Ji'ao Energy Technology Co., Ltd. ("Sunshine Ji'ao") 北京陽光吉澳能源技術有限公司(「陽光吉澳」)	Controlled by an independent non-executive director of the Company 由本公司獨立非執行董事控制	N/A 不適用

(i) As at 31 December 2020, XTRQ, through its 100% controlled subsidiary Sichuan Liming, holds 100% of the issued ordinary shares of Liming. The directors regard Mr. Ming Zaiyuan as the ultimate control shareholder of the Company for his holdings of XTRQ's shares.

(i) 於2020年12月31日，新天然氣通過其全資控股公司四川利明持有利明100%已發行普通股。由於明再遠先生在新天然氣持有的權益，本公司董事將其視為最終控股股東。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 26. RELATED PARTY TRANSACTIONS (Continued)

#### (b) Significant transactions with related parties

### 26. 關聯方交易(續)

#### (b) 與關聯方的重大交易

		Year ended 31 December	
		截至12月31日止年度	
		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Services received	已獲得的服務		
— Xintai Jinggong	— 鑫泰精工	576	—
— Zhongjiu Ante	— 中久安特	600	1,600
— Sunshine Ji'ao (Note 30(f))	— 陽光吉澳(附註30(f))	—	443
		<b>1,176</b>	<b>2,043</b>

#### (c) Key management compensation

#### (c) 主要管理人員薪酬

		Year ended 31 December	
		截至12月31日止年度	
		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Basic salaries and allowances	基本薪金及津貼	12,396	11,957
Discretionary bonuses	酌情獎金	2,762	7,785
Retirement and other benefits	退休金及其他福利	406	2,549
		<b>15,564</b>	<b>22,291</b>

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 27. COMMITMENTS

#### (a) Capital commitments

Capital expenditure contracted at the end of the year but not yet incurred is as follows:

		As at 31 December	
		於 12 月 31 日	
		2020	2019
		2020 年	2019 年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Property, plant and equipment	不動產、工廠及設備	62,330	42,089

#### (b) Operating lease commitments

The Group leases various offices, land and equipment from non-related parties under non-cancellable operating leases agreements which are typically made for fixed periods of 1 to 5 years but may have extension and termination options. The leases have varying terms, renewal rights and extension and termination options. On renewal, the terms of the leases are renegotiated. The lease contracts do not impose any covenants, but leased assets may not be used as security for borrowing purposes.

Minimum lease payments under non-cancellable operating leases not recognised in the financial statements are receivable as follows:

		As at 31 December	
		於 12 月 31 日	
		2020	2019
		2020 年	2019 年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
No later than 1 year	一年以內	264	152

### 27. 承諾事項

#### (a) 資本承諾

於本年度末已訂約但並沒有產生的資本開支如下：

#### (b) 經營租賃承諾

本集團根據不可撤銷的經營租賃協議向非關聯方租賃各種辦公室、土地和設備，這些租賃協議通常為 1 至 5 年的固定期限，但可以選擇延期和終止。租賃具有不同的條款，續訂權以及延期和終止選項。續訂時，將重新協商租賃條款。租賃合同沒有規定任何約定，但是租賃資產不得用作借貸的抵押。

財務報表中未確認的不可撤銷經營租賃下的最低租賃付款應收如下：

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 28. BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY

#### (a) Balance sheet of the Company

### 28. 本公司資產負債表及儲備變動

#### (a) 本公司資產負債表

		As at 31 December	
		於 12 月 31 日	
		2020	2019
		2020年	2019年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>ASSETS</b>	<b>資產</b>		
<b>Non-current assets</b>	<b>非流動資產</b>		
Long-term investment	長期投資	3,422,914	3,661,616
Property, plant and equipment	不動產、工廠及設備	195	195
Right-of-use assets	使用權資產	8	2,307
Intangible assets	無形資產	431	25
		<b>3,423,548</b>	<b>3,664,143</b>
<b>Current assets</b>	<b>流動資產</b>		
Other receivables	其他應收款	51,723	56,390
Dividends receivables (i)	應收股利(i)	800,000	-
Cash and cash equivalents	現金及現金等價物	243,742	625,074
		<b>1,095,465</b>	<b>681,464</b>
<b>Total assets</b>	<b>總資產</b>	<b>4,519,013</b>	<b>4,345,607</b>
<b>EQUITY</b>	<b>權益</b>		
<b>Equity attributable to owners of the Company</b>	<b>歸屬於本公司所有者的權益</b>		
Share capital	股本	2,079	2,079
Share premium	股本溢價	3,663,640	4,025,044
Other reserves	其他儲備	317,349	574,210
Retained earnings/(accumulated deficits)	留存收益/(累計虧損)	530,852	(273,731)
		<b>4,513,920</b>	<b>4,327,602</b>
<b>LIABILITIES</b>	<b>負債</b>		
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Non-current lease liabilities	非流動租賃負債	-	469
		-	469
<b>Current liabilities</b>	<b>流動負債</b>		
Other payables	其他應付款	4,688	15,635
Current lease liabilities	流動租賃負債	405	1,901
		<b>5,093</b>	<b>17,536</b>
<b>Total liabilities</b>	<b>總負債</b>	<b>5,093</b>	<b>18,005</b>
<b>Total equity and liabilities</b>	<b>總權益及負債</b>	<b>4,519,013</b>	<b>4,345,607</b>

The balance sheet of the Company was approved by the Board of Directors on 26 March 2021 and was signed on its behalf.

本公司資產負債表由董事會於2021年3月26日批准，並由其代表簽署。

Director  
董事  
Yan Danhua  
嚴丹華

Director  
董事  
Zhang Jianbing  
張艦兵



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 28. BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY (Continued)

#### (b) Reserve movement of the Company

### 28. 本公司資產負債表及儲備變動 (續)

#### (b) 本公司儲備變動

		Share premium	Other reserves	(Accumulated deficits)/ retained earnings
		股本溢價	其他儲備	(累計虧損)/ 留存收益
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
<b>As at 1 January 2019</b>	<b>於 2019 年 1 月 1 日</b>	4,269,501	510,891	(274,912)
Profit for the year	年度利潤	–	–	1,181
Currency translation differences	外幣折算差額	–	65,758	–
Exercise of options	行使購股權	5,498	(2,439)	–
Dividend distributed	股利分配	(249,955)	–	–
<b>As at 31 December 2019</b>	<b>於 2019 年 12 月 31 日</b>	4,025,044	574,210	(273,731)
Profit for the year (i)	年度利潤 (i)	–	–	<b>804,583</b>
Currency translation differences	外幣折算差額	–	<b>(256,861)</b>	–
Dividend distributed	股利分配	<b>(361,404)</b>	–	–
<b>As at 31 December 2020</b>	<b>於 2020 年 12 月 31 日</b>	<b>3,663,640</b>	<b>317,349</b>	<b>530,852</b>

(i) A dividend of RMB800,000,000 was approved by the Board of Directors of AAGI on 25 December 2020 (2019: nil).

(i) 亞美大陸煤層氣董事會已於2020年12月25日批准派發股息人民幣800,000,000元(2019年：無)。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 29. SUBSIDIARIES

The following is a list of the principal subsidiaries at 31 December 2020:

### 29. 附屬公司

以下列示於2020年12月31日的主要附屬公司：

Name	Place of incorporation and type of legal entity	Issued/ paid-up capital	Principal activities and place of operation	Proportion of ordinary shares held by the Group (%)
名稱	註冊成立地及法人實體類型	已發行/實繳股本	主要業務及運營地點	本集團持有普通股比例(%)
AAGI	British Virgin Islands ("BVI"), Limited liability company	US\$50,000/ US\$50,000	CBM project development, BVI	100%
亞美大陸煤層氣	英屬維京群島(「英屬維京群島」), 有限公司	50,000美元/ 50,000美元	煤層氣項目開發, 英屬維京群島	100%
AAG Energy (China) Limited	BVI, Limited liability company 英屬維京群島, 有限公司	US\$5,000/US\$5,000 5,000美元/5,000美元	CBM project development, BVI 煤層氣項目開發, 英屬維京群島	100% 100%
SAEI	Samoa, Limited liability company	US\$7,000,000/ US\$7,000,000	CBM project development, Samoa	100%
美中能源公司	薩摩亞, 有限公司	7,000,000美元/ 7,000,000美元	煤層氣項目開發, 薩摩亞	100%
Alpha Eagle Limited	Cayman Islands, Limited liability company	US\$1/US\$1	CBM project development, Cayman Islands	100%
佳鷹有限公司	開曼群島, 有限公司	1美元/1美元	煤層氣項目開發, 開曼群島	100%
Xinhe Investment Holding Co., Ltd.	Sichuan, PRC, Limited liability company	US\$50,000,000/ US\$8,000,100	Investment, Sichuan, PRC	100%
新合投資控股有限責任公司	四川, 中國, 有限公司	50,000,000美元/ 8,000,100美元	投資, 四川, 中國	100%

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 30. BENEFITS AND INTERESTS OF DIRECTORS

#### (a) Directors' and chief executive's emoluments

The remuneration of every director and the chief executive is set out below:

For the year ended 31 December 2020:

### 30. 董事福利及利益

#### (a) 董事及首席執行官的酬金

各董事及首席執行官的薪酬如下：

截至2020年12月31日止年度：

Name	Fees	Salary	Discretionary bonuses	Allowances and benefits in kind	Employer's contribution to a retirement benefit scheme	Termination benefits	Other emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company or its subsidiary undertaking	Total
姓名	費用	薪金	酌情獎金	福利津貼	退休福利計劃僱主供款	辭退福利	董事就其與本公司或其附屬公司的事務管理有關的其他服務而支付或應收的其他薪酬	合計
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Executive Directors</b>	<b>執行董事</b>							
Mr. Ming Zaiyuan (i)	明再遠先生 (i)	-	2,813	700	17	-	-	3,530
Mr. Yan Danhua	嚴丹華先生	-	1,513	375	-	35	-	1,923
Mr. Zhang Jianbing (i)	張鑑兵先生 (i)	-	1,012	250	-	-	-	1,262
<b>Non-executive Directors</b>	<b>非執行董事</b>							
Dr. Cui Guiyong	崔桂勇博士	-	-	-	-	-	-	-
Mr. Huang Min(ii)	黃敏先生 (ii)	-	-	-	-	-	-	-
Ms. Gu Ren (iii)	顧韻女士 (iii)	-	-	-	-	-	-	-
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>							
Mr. Tai Kwok Leung Alexander	戴國良先生	312	-	-	-	-	-	312
Dr. Liu Xiaofeng	劉曉峰博士	312	-	-	-	-	-	312
Dr. Yang Ruizhao	楊瑞召博士	312	-	-	-	-	-	312
<b>Total</b>	<b>合計</b>	<b>936</b>	<b>5,338</b>	<b>1,325</b>	<b>17</b>	<b>35</b>	<b>-</b>	<b>7,651</b>

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 30. BENEFITS AND INTERESTS OF DIRECTORS

(Continued)

#### (a) Directors' and chief executive's emoluments

(Continued)

For the year ended 31 December 2019:

### 30. 董事福利及利益 (續)

#### (a) 董事及首席執行官的酬金 (續)

截至2019年12月31日止年度：

Name	Fees	Salary	Discretionary bonuses	Allowances and benefits in kind	Employer's contribution to a retirement benefit scheme	Termination benefits	Other emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company or its subsidiary undertaking	Total
姓名	費用	薪金	酌情獎金	福利津貼	退休福利計劃僱主供款	辭退福利	董事就其與本公司或其附屬公司的事務管理有關的其他服務而支付或應收的其他薪酬	合計
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Executive Directors</b>	<b>執行董事</b>							
Mr. Ming Zaiyuan (i)	-	2,825	2,195	-	-	-	-	5,020
Mr. Yan Danhua	-	1,411	1,173	23	42	-	-	2,649
Mr. Zhang Jianbing (i)	-	1,011	866	-	-	-	-	1,877
<b>Non-executive Directors</b>	<b>非執行董事</b>							
Dr. Cui Guiyong	-	-	-	-	-	-	-	-
Ms. Gu Ren (iii)	-	-	-	-	-	-	-	-
Mr. Jin Lei (iv)	-	-	-	-	-	-	-	-
Mr. Saurabh Narayan Agarwal (v)	-	-	-	-	-	-	-	-
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>							
Mr. Tai Kwok Leung Alexander	310	-	-	-	-	-	-	310
Dr. Liu Xiaofeng	310	-	-	-	-	-	-	310
Dr. Yang Ruizhao	310	-	-	-	-	-	-	310
<b>Total</b>	<b>930</b>	<b>5,247</b>	<b>4,234</b>	<b>23</b>	<b>42</b>	<b>-</b>	<b>-</b>	<b>10,476</b>

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 30. BENEFITS AND INTERESTS OF DIRECTORS

(Continued)

#### (a) Directors' and chief executive's emoluments

(Continued)

Notes:

- (i) Retirement benefit costs of Mr. Ming Zaiyuan and Mr. Zhang Jianbing are borne by the Company's ultimate holding company.
- (ii) Mr. Huang Min was appointed as a non-executive Director of the Company on 27 March 2020 and was appointed as a member of the Audit Committee of the Company on 27 August 2020.
- (iii) Ms. Gu Ren has resigned as a non-executive Director and a member of the Audit Committee of the Company on 27 August 2020.
- (iv) Mr. Jin Lei has resigned as a non-executive Director and a member of the Audit Committee of the Company on 21 March 2019.
- (v) Mr. Saurabh Narayan Agarwal has resigned as a non-executive Director and a member of the Remuneration Committee of the Company on 21 March 2019.

#### Directors' emoluments

Aggregate emoluments paid to or receivable by directors in respect of their services as directors, whether of the Company or its subsidiary undertaking		Aggregate emoluments paid to or receivable by directors in respect of their other services in connection with the management of the affairs of the Company or its subsidiary undertaking		Total	Total
董事就其作為董事 (不論是本公司或其附屬公司) 的服務支付或應收的薪酬總額		董事就其與本公司或其附屬公司的事務管理有關的其他服務而支付或應收的薪酬總額		合計	合計
2020	2019	2020	2019	2020	2019
RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
936	930	6,715	9,546	7,651	10,476

Notes: Emoluments above include estimated money value of non-cash benefits: insurance premium.

### 30. 董事福利及利益 (續)

#### (a) 董事及首席執行官的酬金 (續)

附註：

- (i) 明再遠先生和張艦兵先生的退休福利由本公司的最終控股公司承擔。
- (ii) 於2020年3月27日，黃敏先生獲委任為本公司非執行董事。於2020年8月27日，黃敏先生獲委任為本公司審核委員會成員。
- (iii) 於2020年8月27日，顧韜女士辭任本公司非執行董事及審核委員會成員。
- (iv) 於2019年3月21日，金磊先生辭任本公司非執行董事及審核委員會成員。
- (v) 於2019年3月21日，Saurabh Narayan Agarwal先生辭任本公司非執行董事及薪酬委員會成員。

#### 董事薪酬

附註：上述薪酬包括非現金福利的估計金額：保險費。

# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 30. BENEFITS AND INTERESTS OF DIRECTORS

(Continued)

#### (b) Directors' retirement benefits

During the year ended 31 December 2020, no retirement benefits operated by the Group was paid or made, directly or indirectly, to or receivable by a director in respect of his services as a director or other services in connection with the management of the affairs of the Company or its subsidiaries (2019: nil).

#### (c) Directors' termination benefits

During the year ended 31 December 2020, no payments or benefits in respect of termination of director's services was paid or made, directly or indirectly, to or receivable by a director, nor is any payable (2019: nil).

#### (d) Consideration provided to third parties for making available directors' services

During the year ended 31 December 2020, no consideration was provided to or receivable by third parties for making available director's services (2019: nil).

#### (e) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

During the year ended 31 December 2020, there is no loans, quasi-loans or other dealings in favour of directors, controlled bodies corporate by and connected entities (2019: nil).

### 30. 董事福利及利益 (續)

#### (b) 董事退休福利

截至2020年12月31日止年度，本集團沒有就董事職務或與本公司或其附屬公司的事務管理有關的其他服務，直接或間接向董事支付或作出退休福利，董事亦沒有應收退休福利(2019年：無)。

#### (c) 董事辭退福利

截至2020年12月31日止年度，沒有就董事服務終止直接或間接向董事支付的款項或福利，亦沒有任何應付款(2019年：無)。

#### (d) 因董事服務向第三方提供的報酬

截至2020年12月31日止年度，沒有因董事服務向第三方提供報酬，第三方亦沒有應收報酬(2019年：無)。

#### (e) 關於向董事、受控制法人及與該董事相關聯的實體提供的貸款、準貸款及其他交易資料

截至2020年12月31日止年度，沒有向董事、受控制法人及相關聯的實體提供的貸款、準貸款或其他交易(2019年：無)。



# Notes to the Consolidated Financial Statements

## 合併財務報表附註

### 30. BENEFITS AND INTERESTS OF DIRECTORS

(Continued)

#### (f) Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of 2020 or at any time during the year ended 31 December 2020.

Pursuant to an agreement dated 15 September 2019 (the "Agreement") made between the Company and Sunshine Ji'ao, the Company agreed to pay Sunshine Ji'ao a fee for the provision of microseismic monitoring services in accordance with the terms of the Agreement, amounting to RMB443,000, for the year ended 31 December 2019. Dr. Yang Ruizhao, an independent non-executive director of the Company, has interest in this transaction to the extent that Sunshine Ji'ao is controlled by him.

Save for contracts amongst group companies and the aforementioned transaction, no other significant transactions, arrangements and contracts to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of 2019 or at any time during the year ended 31 December 2019.

### 31. SUBSEQUENT EVENT

As at the date on which this set of consolidated financial statements were authorized for issue, the Group paid a deposit amount to RMB80,000,000 to the administrator appointed by the court of PRC for the reorganization and acquisition of a company that is in liquidation (the "Target Company"). The Target Company has a long-distance pipeline project for coal-bed methane in the PRC, which will contribute to the business development of the Group.

### 30. 董事福利及利益 (續)

#### (f) 董事在交易、安排或合約方面的重大權益

於2020年度末及全年任何時間，本公司沒有訂立任何與本集團業務有關且本公司董事擁有重大權益（無論是直接或間接）的重大交易、安排及合約。

根據本公司與陽光吉澳於2019年9月15日訂立的協議（「協議」），本公司同意根據協議條款向陽光吉澳就截至2019年12月31日止年度所提供的微地震監測服務支付費用，約人民幣443,000元。本公司獨立非執行董事楊瑞召博士因控制陽光吉澳而在此交易中佔有權益。

除集團公司間之合同和上述交易外，於2019年度末及全年任何時間，本公司沒有訂立任何本公司董事擁有重大權益（無論是直接或間接）的重大交易、安排及合約。

### 31. 期後事項

截至本合併財務報表批准報出日，本集團向中國法院委任的管理人就重整及收購一家正在清盤的公司（「標的公司」）支付了一筆價值人民幣80,000,000元的保證金。標的公司於中國擁有煤層氣長輸管道項目，有關項目有助於本集團業務發展。

# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Ming Zaiyuan (*Chairman*)  
Mr. Yan Danhua (*President*)  
Mr. Zhang Jianbing (*Vice President*)

#### Non-Executive Directors

Mr. Huang Min (appointed on 27 March 2020)  
Dr. Cui Guiyong (resigned on 26 March 2021)  
Ms. Gu Ren (resigned on 27 August 2020)

#### Independent Non-Executive Directors

Mr. Tai Kwok Leung Alexander  
Dr. Liu Xiaofeng  
Dr. Yang Ruizhao

### COMPANY SECRETARIES

Mr. Chiu Ming King  
Ms. Su Xiaohang

### AUTHORIZED REPRESENTATIVES

Mr. Zhang Jianbing  
Mr. Chiu Ming King

### AUDIT COMMITTEE

Mr. Tai Kwok Leung Alexander (*Chairman*)  
Dr. Liu Xiaofeng  
Mr. Huang Min (appointed on 27 August 2020)  
Ms. Gu Ren (resigned on 27 August 2020)

### REMUNERATION COMMITTEE

Dr. Liu Xiaofeng (*Chairman*)  
Mr. Tai Kwok Leung Alexander  
Mr. Zhang Jianbing

### NOMINATION COMMITTEE

Mr. Ming Zaiyuan (*Chairman*)  
Dr. Liu Xiaofeng  
Mr. Tai Kwok Leung Alexander

### STRATEGIC DEVELOPMENT COMMITTEE

Dr. Yang Ruizhao (*Chairman*)  
Mr. Tai Kwok Leung Alexander  
Mr. Yan Danhua (appointed on 26 March 2021)  
Dr. Cui Guiyong (resigned on 26 March 2021)

### 董事會

#### 執行董事

明再遠先生 (*主席*)  
嚴丹華先生 (*總裁*)  
張艦兵先生 (*副總裁*)

#### 非執行董事

黃敏先生 (於2020年3月27日獲委任)  
崔桂勇博士 (於2021年3月26日辭任)  
顧韜女士 (於2020年8月27日辭任)

#### 獨立非執行董事

戴國良先生  
劉曉峰博士  
楊瑞召博士

### 公司秘書

趙明璟先生  
蘇曉航女士

### 授權代表

張艦兵先生  
趙明璟先生

### 審核委員會

戴國良先生 (*主席*)  
劉曉峰博士  
黃敏先生 (於2020年8月27日獲委任)  
顧韜女士 (於2020年8月27日辭任)

### 薪酬委員會

劉曉峰博士 (*主席*)  
戴國良先生  
張艦兵先生

### 提名委員會

明再遠先生 (*主席*)  
劉曉峰博士  
戴國良先生

### 戰略發展委員會

楊瑞召博士 (*主席*)  
戴國良先生  
嚴丹華先生 (於2021年3月26日獲委任)  
崔桂勇博士 (於2021年3月26日辭任)

# Corporate Information

## 公司資料

### REGISTERED OFFICE

P.O. Box 31119  
Grand Pavilion  
Hibiscus Way  
802 West Bay Road  
Grand Cayman KY1-1205  
Cayman Islands

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 2506, 25/F  
Cosco Tower  
183 Queen's Road Central, Sheung Wan  
Hong Kong

### PRINCIPAL PLACE OF BUSINESS IN CHINA

Panzhuang Management Center  
Guobei Village  
Jiafeng Town, Qinshui County  
Jincheng City  
Shanxi Province, 048204  
People's Republic of China

### CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER AGENT

Campbells Corporate Services Limited  
Willow House, Cricket Square  
P.O. Box 268  
Grand Cayman, KY1-1104  
Cayman Islands

### HONG KONG SHARE REGISTRAR

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

### PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited  
Bank of Communications (Hong Kong) Limited  
Bank of Communications Co., Ltd., Offshore Banking Unit

### 註冊辦事處

P.O. Box 31119  
Grand Pavilion  
Hibiscus Way  
802 West Bay Road  
Grand Cayman KY1-1205  
Cayman Islands

### 香港總部及主要營業地點

香港  
上環皇后大道中183號  
中遠大廈  
25樓2506室

### 中國主要營業地點

中華人民共和國  
山西省晉城市沁水縣嘉峰鎮  
郭北村  
潘莊管理中心  
郵編：048204

### 開曼群島股份過戶登記總處

Campbells Corporate Services Limited  
Willow House, Cricket Square  
P.O. Box 268  
Grand Cayman, KY1-1104  
Cayman Islands

### 香港證券登記處

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

### 主要往來銀行

香港上海滙豐銀行有限公司  
交通銀行(香港)有限公司  
交通銀行股份有限公司離岸金融業務中心

# Corporate Information

## 公司資料

### AUDITOR

PricewaterhouseCoopers  
Certified Public Accountants and  
Registered PIE Auditor  
22/F, Prince's Building  
Central  
Hong Kong

### LEGAL ADVISERS

As to Hong Kong law:  
Jingtian & Gongcheng LLP  
Suite 3203-3207  
Edinburgh Tower  
The Landmark  
15 Queen's Road Central  
Hong Kong

As to PRC law:  
Beijing Broad & Bright Law Firm  
Room 1508, Tower C  
Office Park  
No. 5 Jinghua South Road, Chaoyang District  
Beijing, 100020  
People's Republic of China

Shanxi Benhe Law Office  
14th Floor, Yicui Commercial Centre  
Jincheng City  
Shanxi Province, 048000  
People's Republic of China

### STOCK CODE

2686

### COMPANY'S WEBSITE

[www.aagenergy.com](http://www.aagenergy.com)

### 核數師

羅兵咸永道會計師事務所  
執業會計師及  
註冊公眾利益實體核數師  
香港  
中環  
太子大廈22樓

### 法律顧問

香港法律：  
競天公誠律師事務所有限法律責任合夥  
香港  
中環皇后大道中15號  
置地廣場  
公爵大廈  
3203至3207室

中國法律：  
北京世澤律師事務所  
中華人民共和國  
北京市  
朝陽區景華南街5號  
遠洋光華國際C座1508室  
郵編：100020

山西本和律師事務所  
中華人民共和國  
山西省  
晉城市頤翠商務中心14樓  
郵編：048000

### 股份代號

2686

### 公司網址

[www.aagenergy.com](http://www.aagenergy.com)



亞美能源控股有限公司  
AAG Energy Holdings Limited

