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

(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)

Stock Code 股份代號: 702

ANNUAL REPORT 年報

2021

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Corporate Information

DIRECTORS

Executive Directors

Dr. Dai Xiaobing *(Chairman and Chief Executive Officer)*
Mr. Wan Tze Fan Terence

Non-executive Directors

Mr. King Hap Lee
Mr. Huang Shaowu
Ms. Cai Yanling
Mr. Tsang Hing Bun

Independent Non-executive Directors

Professor Wong Lung Tak Patrick
Dr. Wang Yanbin
Dr. Dang Weihua

COMPANY SECRETARY

Ms. Yim Siu Hung

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

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188 Connaught Road West
Hong Kong

REGISTERED OFFICE

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Hamilton HM11
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
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183 Queen's Road East, Wanchai
Hong Kong

董事

執行董事

戴小兵博士*(主席及行政總裁)*
温子勳先生

非執行董事

景哈利先生
黃紹武先生
蔡燕苓女士
曾慶贇先生

獨立非執行董事

黃龍德教授
王延斌博士
黨偉華博士

董事會秘書

嚴筱虹女士

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香港股份過戶登記分處

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香港
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PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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BERMUDA LEGAL ADVISOR

Conyers Dill & Pearman
2901 One Exchange Square
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Hong Kong

AUDITOR

BDO Limited
Certified Public Accountants
Registered Public Interest Entity Auditor
25th Floor, Wing On Centre
111 Connaught Road Central
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STOCK CODE

702

WEBSITE

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主要股份過戶登記處

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4th Floor North Cedar House
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香港法律顧問

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香港中環皇后大道中39號
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百慕達法律顧問

Conyers Dill & Pearman
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核數師

香港立信德豪會計師事務所有限公司
執業會計師
註冊公眾利益實體核數師
香港
干諾道中111號
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股份代號

702

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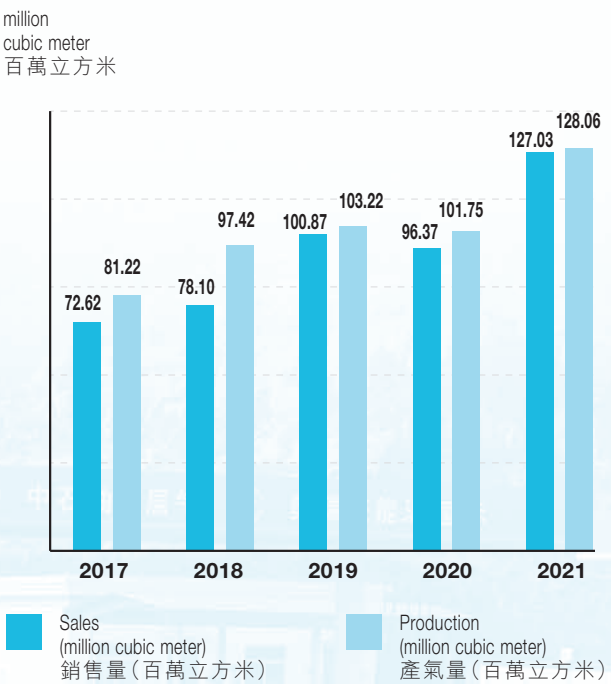
Five Year Financial Summary

		Year ended 31 December 2021 截至2021年12月31日止年度 HK$'000 千港元	Year ended 31 December 2020 截至2020年12月31日止年度 HK$'000 千港元	Year ended 31 December 2019 截至2019年12月31日止年度 HK$'000 千港元	Year ended 31 December 2018 截至2018年12月31日止年度 HK$'000 千港元	Year ended 31 December 2017 截至2017年12月31日止年度 HK$'000 千港元
Revenue	**營業額**	**394,236**	325,371	476,614	427,867	497,935
Result	**業績**					
Loss before income tax expense	除所得稅支出前虧損	**(786,941)**	(181,070)	(222,650)	(382,926)	(158,026)
Income tax credit/(expense)	所得稅抵免／(支出)	**716**	(1,809)	(4,992)	(2,959)	(1,535)
Loss for the year	本年度虧損	**(786,225)**	(182,879)	(227,642)	(385,885)	(159,561)
Loss attributable to:	以下人士應佔虧損:					
Owners of the Company	**本公司擁有人**	**(788,667)**	(184,117)	(230,952)	(376,922)	(160,367)
Non-controlling interests	非控股權益	**2,442**	1,238	3,310	(8,963)	806
		(786,225)	(182,879)	(227,642)	(385,885)	(159,561)
						(restated) (經重列)
Loss per share	每股虧損					
– Basic (HK$ cents)	– 基本(港仙)	**(23.57)**	(5.50)	(6.90)	(15.64)	(9.55)
– Diluted (HK$ cents)	– 攤薄(港仙)	**(23.57)**	(5.50)	(6.90)	(15.64)	(9.55)

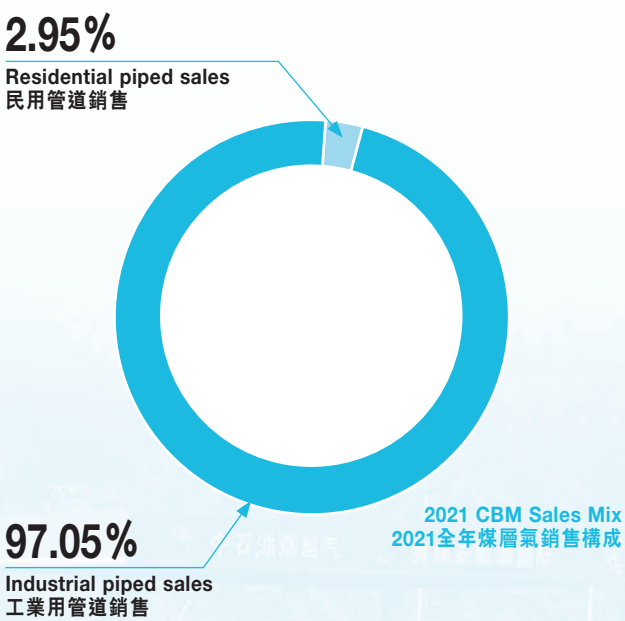
五年財務概要

		As at 31 December 2021 於2021年12月31日 HK$'000 千港元	As at 31 December 2020 於2020年12月31日 HK$'000 千港元	As at 31 December 2019 於2019年12月31日 HK$'000 千港元	As at 31 December 2018 於2018年12月31日 HK$'000 千港元	As at 31 December 2017 於2017年12月31日 HK$'000 千港元
Assets and liabilities	**資產與負債**					
Non-current assets	非流動資產	**5,019,869**	4,932,638	4,404,156	4,441,642	4,787,070
Net current liabilities	流動負債淨值	**(2,276,475)**	(1,331,554)	(1,182,466)	(951,994)	(204,291)
Non-current liabilities	非流動負債	**(819,187)**	(915,658)	(574,673)	(481,042)	(1,418,284)
Net assets	資產淨值	**1,924,207**	2,685,426	2,647,017	3,008,606	3,164,495
Non-controlling interests	非控股權益	**(13,530)**	(10,688)	(8,832)	(5,709)	(16,655)
Equity attributable to owners of the Company	本公司擁有人應佔權益	**1,910,677**	2,674,738	2,638,185	3,002,897	3,147,840

2021 total gas production and gas sales recorded were approximately 128.06 million cubic meter and 127.03 million cubic meter respectively
2021年總產氣量及銷售量分別約為128.06百萬立方米及127.03百萬立方米



2021 CBM average sale-to-production rate was 99.2%
2021年度煤層氣平均產銷比率為99.2%



Chairman's Statement

Dear Shareholder,

On behalf of the board of directors (the "Board") of Sino Oil and Gas Holdings Limited (the "Company", and together with its subsidiaries, collectively the "Group"), I hereby present the annual results of the Group for the year ended 31 December 2021.

Overview

After a pandemic slowdown last year, China's demand for gas appears to have returned stronger than before. Chinese natural gas demand is expected to reach 395 bcm in 2022, up 7% from an estimated 370 bcm in 2021, according to Sinopec Economics & Development Research Institute. As estimated by National Energy Administration, the countrywide consumption of natural gas will reach 430 to 450 bcm by 2025 and will reach 550 to 600 bcm by 2030. In view of the huge demand of natural gas, the large-scale development of our Sanjiao CBM Project will not only provide valuable clean energy for the region, but also contribution for coal mines in respect of safe production, energy saving and emissions reduction. The Group will focus on accelerating the construction of the CBM industrial base in Sanjiao, and drive Group's CBM operation to move forward faster.

各位股東：

本人謹代表中國油氣控股有限公司(「本公司」，連同其附屬公司統稱「本集團」)董事會(「董事會」)提呈本集團截至2021年12月31日止的年度業績。

概覽

就去年疫情放緩後，中國對天然氣的需求比過往更強勁。根據中國石化集團經濟技術研究院的數據，於2022年，中國的天然氣需求預計將達到3,950億立方米，比2021年預計的 3,700億立方米增加7%。據國家能源局預計，到2025年全國天然氣消耗量將達到4,300至4,500億立方米，到2030年將達到5,500至6,000億立方米。鑑於天然氣需求量巨大，我們的三交煤層氣項目不僅將為該地區提供寶貴的潔淨能源，還將為煤礦的安全生產、節能及減排做出貢獻。本集團將全力推動位於三交之煤層氣產業基地建設，以帶動集團煤層氣業務加快推進。

On the other hand, as at year end, the net current liabilities of the group was approximately HKD2.27 billion. The heavy borrowing has placed great financial pressure to the Group for the past few years. The management has explored various options during the year in order to mitigate the financial burden of the Group, including but not limited to, additional financing, negotiating with existing creditors and seeking for different potential investors, whichever will help optimizing the shareholding and financial structure of the Group, and accelerate the development of the business. In February 2022, a potential investor, China Finance Development Group Co. Ltd. ("China Finance"), has provided a letter of intent which showed its strong interest in investing in the Group. The Company is still in active discussion and negotiations with China Finance and the creditor regarding the terms and conditions of the possible transactions, though no definitive legally-binding agreement has yet to be reached as at the date of this annual report published.

另一方面，截至年底，本集團的流動負債淨額約為22.7億港元。於過去數年，沉重借貸為集團帶來巨大財務壓力。管理層於年內探索了多種方案以減輕集團的財務負擔，包括但不限於額外融資、與現有債權人協商及尋找不同的潛在投資者，以優化本集團的股權及財務結構，並加快業務發展。於2022年2月，潛在投資者中財誠發集團有限公司(「中財誠發」)提供意向書，表明其對投資本集團的濃厚興趣。本公司仍在與中財誠發及債權人就可能交易的條款和條件進行積極討論和談判，惟截至本年報刊發日期尚未達成具有法律約束力的最終協議。

Prospect

In 2021, the whole world faced an unprecedented challenge resulting from the COVID-19 pandemic. Due to lockdowns in countries worldwide and the closing of borders, a new normal was set where an embattled world economy made it difficult for many companies to survive. However, regardless of the uncertainties laying ahead, we will continue to promote the programme of cost reduction and quality and efficiency enhancement so as to further consolidate our cost competitive advantage.

Moving forward, we are cautiously optimistic about the future development of the Sanjiao CBM Project and will tap new growth opportunities in line with our existing business. As always, we remain committed to driving long-term sustainable growth and shareholder value.

願景

於2021年，全球面對著由新型冠狀病毒大流行帶來前所未有的挑戰。由於全球各國的封鎖及關閉邊境已成為新常態，以致世界經濟陷入困境並使許多公司難以生存。然而，儘管未來存在不確定性，我們仍將繼續推進降低成本及提升品質及效能的計劃，以務求進一步鞏固我們成本競爭的優勢。

展望未來，我們對三交煤層氣項目的未來發展持謹慎樂觀態度，並將根據現有業務挖掘新的增長機會。一如以往，我們仍會致力於推動長期可持續增長及最大化股東價值。

Appreciation

On behalf of the Board, I would like to express my sincere thanks to our hardworking team of management and staff, and all our shareholders for their continued support. I would again like to thank all of our amazing people and teams across the business for all of their commitment and hard work which have helped us tide over this difficult COVID-19 pandemic.

致謝

本人謹代表董事會，向我們辛勤工作的管理層和員工團隊，以及所有股東一直以來的支持表示衷心的感謝。我要再次感謝整個業界中所有出色的人員和團隊，他們所有的付出及努力幫助了我們渡過這場艱難的新型冠狀病毒大流行。

BUSINESS REVIEW

During the year ended 31 December 2021, Sino Oil and Gas Holdings Limited (the "Company") and its subsidiaries (collectively the "Group") recorded a total revenue of approximately HK$394,236,000 (2020: HK$325,371,000). The turnover included the sales of coalbed methane ("CBM") in our Sanjiao CBM Project of approximately HK$168,969,000 (2020: HK$109,918,000), the sales derived from raw coal washing project located in Qinshui Basin, Shanxi Province of approximately HK$221,147,000 (2020: HK$207,660,000), and the revenue from the financial services business in Shaanxi Province of approximately HK$4,120,000 (2020: HK$7,793,000).

Although the Group's main business performed well last year, especially with significant growth in the sales of the Sanjiao CBM Project by more than 50%, in the financial year 2021, the Group still recorded a net loss of approximately HK$786,225,000 (2020: HK$182,879,000). The loss was mainly due to the loss on the disposal of a receivables, impairment loss on the oil and gas exploration and evaluation assets, expected credit losses ("ECLs") for the refundable deposit and related interest receivables, impairment loss on interest in an associate and heavy finance costs.

During the year, taking into account the group's tight cash flow together with the ongoing COVID-19 pandemic ("COVID-19") which has a serious impact on China and the global economy, the Group decided to sell other receivables to cash out. It resulted in the loss on disposal of approximately HK$136,219,000 (2020: nil). In addition, due to uncertainties in the Group's possible acquisitions located in Alberta, Canada and a decline in the value of the collateral, the Group was required to make impairment on the oil and gas exploration and evaluation assets and provide ECLs for the refundable deposit and the related interest receivables. The impairment loss and ECLs were approximately HK$76,020,000 (2020: nil) and HK$351,128,000 (2020: HK$8,235,000) respectively. Further details have been disclosed in note 17 and note 27(d) to the consolidated financial statements.

Moreover, as a result of further delay of the development plan of the liquefied natural gas plant project located in Shanxi, an impairment loss of HK$37,230,000 was made on the related interest in an associate (2020: nil). During the year, the finance cost was approximately HK$242,497,000 (2020: HK$209,616,000).

業務回顧

截至2021年12月31日止十二個月內，中國油氣控股有限公司(「本公司」)及其附屬公司(「本集團」)錄得之營業額為約394,236,000港元(2020年：325,371,000港元)。營業額分別來自於三交煤層氣項目銷售約168,969,000港元(2020年：109,918,000港元)、山西沁水盆地之原煤洗選業務收入約221,147,000港元(2020年：207,660,000港元)以及陝西金融服務業務收入約4,120,000港元(2020年：7,793,000港元)。

雖然本集團的主營業務於去年的表現理想，尤其三交煤層氣項目的銷售額有超過50%的顯著增長，但於2021年財政年度，本集團仍錄得淨虧損約786,225,000港元(2020年：淨虧損182,879,000港元)，虧損主要為本集團出售一項應收款之虧損，油氣勘探及評估資產之減值虧損，可退還按金及相關應收利息之預期信貸虧損，於一家聯營公司之權益的減值虧損及高昂的融資成本所引致。

年內，考慮到本集團整體現金流緊張，加上2019冠狀病毒病(「新冠肺炎」)疫情持續，對中國及環球經濟造成嚴重影響，本集團決定出售一項應收款套現，出售虧損約為136,219,000港元(2020年：無)。此外，位於加拿大阿爾伯特省的擬收購項目存在不確定因素，相關抵押品價值亦有所下跌，本集團需為油氣勘探及評估資產計提減值和為可退還按金及相關應收利息計提預期信貸虧損，該虧損分別約為76,020,000港元(2020年：無)及351,128,000港元(2020年：8,235,000港元)。詳情已於本綜合財務報表附註17及附註27(d)內披露。

另外，因位於山西省的液化天然氣站項目發展計劃會進一步延後，本集團需為相關的聯營公司權益計提減值虧損約37,230,000港元(2020年：無)。年內，融資成本約為242,497,000港元(2020年：209,616,000港元)。

During the year, the Group was exposed to certain key risks and uncertainties which have been disclosed in note 45 to the consolidated financial statements.

年內，本集團所面對的某些主要風險和不明朗因素已載於綜合財務報表附註45。

Natural Gas and Oil Exploitation

Coalbed Methane Exploitation—Sanjiao Block in the Ordos Basin

Project Overview

Through its wholly-owned subsidiary Orion Energy International Inc. ("Orion"), the Group has a production sharing contract ("PSC") with China National Petroleum Corporation ("PetroChina"), its partner in the PRC, for exploration, utilization and production of the CBM field in the Sanjiao block, located in the Ordos Basin in Shanxi and Shaanxi provinces. The Group has a 70% interest in the PSC. According to a competent person's updated report provided to the Company by the end of 2015, the proved and probable CBM reserves of Sanjiao CBM Project amounted to approximately 8.301 billion cubic meters and the net present value at 10% discount of the future revenue of the reserve was approximately HK$11.498 billion.

Following the approval of the overall development plan by the National Development and Reform Commission ("NDRC") in 2015, Sanjiao CBM Project was granted a mining permit by the Ministry of Land and Resources of the PRC with an approved CBM production capacity of 500 million cubic meters per annum in July 2017, which shall be valid for 25 years. Accordingly, all necessary administrative approvals under the current PRC laws and regulations have been granted for exploration, development, exploitation and production of Sanjiao CBM Project.

Infrastructure

As at 31 December 2021, Sanjiao CBM Project has completed a total of 170 wells, including 30 newly added wells compared with last year, and comprising 118 multilateral horizontal wells and 52 vertical wells. Out of the total 170 wells, 140 wells were in the normal dewatering and gas producing stage, of which 140 wells had accessed to a gas collection pipeline network. A ground pipeline network of approximately 18 kilometers, inter-well pipelines of approximately 104.37 kilometers, and outbound pipelines of approximately 17 kilometers were completed. Approximately total 95.77 kilometers of 10KV power grid and branch power line were also built. Currently the daily operating capacity of CBM processing station has exceeded 500,000 cubic meters now.

天然氣及石油開採

煤層氣開採－鄂爾多斯盆地三交區塊

項目總覽

本集團透過旗下全資附屬公司奧瑞安能源國際有限公司(「奧瑞安」)，與中國夥伴中國石油天然氣集團公司(「中石油」)訂立生產分成合同(「PSC」)，在中國山西及陝西省鄂爾多斯盆地三交區塊進行煤層氣田勘探、開採及生產，並享有當中70%權益。PSC覆蓋中國山西省及陝西省鄂爾多斯盆地合共383平方公里之區塊。根據一份由合資格人士於2015年底向本公司提供之儲量報告更新，三交煤層氣項目之淨儲量(已證實+概略)約為83.01億立方米，而該儲量未來收入淨現值(10%折現)約為114.98億港元。

三交煤層氣項目繼2015年總體開發方案獲國家發展和改革委員會(「國家發改委」)批覆後，於2017年7月份獲國家國土資源部授予《採礦許可證》，獲准開採的生產規模為每年5億立方米煤層氣，開採有效期為25年。至此，三交煤層氣項目由勘探階段進入開發、開採、生產階段，依據中國現行法律法規所需要的行政許可均已齊備。

基礎建設

截至2021年12月31日止，三交煤層氣項目累計完成鑽井共170口，較去年新增30口，其中118口為多分支水平井，餘下的52口為直井。在上述170口井中，正常排採井為140口，當中接入集氣管網的井位140口。另三交地面系統工程方面，已建成區內集氣幹線約18公里，集氣支線約104.37公里，外輸管線約17公里；並架設總長度約95.77公里的10KV輸電幹線及電力支線。目前，煤層氣增壓脫水站日處理能力已超過50萬立方米。

Sales

Based on the increased investment in the development of the Sanjiao CBM project in the past two years, the sales of CBM have increased significantly during the year. In 2021, Sanjiao CBM Project recorded earnings before interest, taxes, depreciation and amortization ("EBITDA") of approximately HK$117,167,000 (2020: HK$71,235,000). The CBM sales revenue amounted to approximately HK$168,969,000 (2020: HK$109,918,000). The production and sales volume of CBM were approximately 128.06 million cubic meters (2020: 101.75 million cubic meters) and 127.03 million cubic meters (2020: 96.37 million cubic meters) respectively, resulting in a gas sale-to-production rate of approximately 99.2% (2020: 94.7%). For the year, industrial and residential piped CBM sales accounted for approximately 97.05% (2020: 88.15%) and approximately 2.95% (2020: 11.85%) of total sales respectively.

In addition, the government subsidy and part of VAT tax refund of approximately HK$19,240,000 (2020: HK$24,430,000) for sales of CBM were received and disclosed in "other income" during the year. The operation of Sanjiao CBM Project continued to have a steady growth, and the Group believes that the project will bring sustained and stable profits.

Raw Coal Washing Project Located in Shanxi Province

The Group owned a 75% equity interest of a raw coal washing project located in Qinshui Basin, Shanxi Province. During the year, despite the impact of COVID-19 pandemic, the revenue from the raw coal washing business remained stable, which was approximately HK$221,147,000 (2020: HK$207,660,000).

Others

The Group owned a finance leasing company, Shaanxi Zhao Yin Finance Leasing Company Limited in Shaanxi Province. The major purpose of the establishment of this finance leasing company is to seek for proper financing options for the Group's business development. Further it also provides short-term investment opportunities for the Group. During the year, it recorded a revenue of approximately HK$4,120,000 (2020: HK$7,793,000).

銷售

基於過去兩年對三交煤層氣項目的開發加強投入，年內煤層氣之產銷均有顯著提升，表現理想。於2021年度，三交煤層氣項目錄得税息折舊及攤銷前利潤(「EBITDA」)約117,167,000港元(2020年：71,235,000港元)。煤層氣銷售額約168,969,000港元(2020年：109,918,000港元)。三交煤層氣項目錄得煤層氣產量約12,806萬立方米(2020年：約10,175萬立方米)，煤層氣銷售量約12,703萬立方米(2020年：約9,637萬立方米)，平均產銷比率約99.2%(2020年：94.7%)。年內，工業用和民用管道煤層氣銷售分別佔總銷售約97.05%(2020年：88.15%)及2.95%(2020年：11.85%)。

此外，於年內收到銷售煤層氣之政府補貼及部份增值税退税額約19,240,000港元(2020年：24,430,000港元)，並已披露於「其他收入」。三交煤層氣項目之營運日趨成熟穩健，並正積極有序地進行開發工程，集團相信項目將繼續提供長遠的盈利貢獻。

位於山西省的原煤洗選項目

本集團擁有一間位於山西省沁水盆地之原煤洗選項目之75%權益。年內，原煤洗選業務收入受新冠肺炎疫情影響下仍維持穩定，收入約221,147,000港元(2020年：207,660,000港元)。

其他

本集團於陝西擁有一家融資租賃公司－陝西兆銀融資租賃有限公司。此融資租賃公司主要為集團尋求合適的融資途徑及來源以配合集團業務，同時亦為集團提供短期的投資機會。年內，該業務錄得收入約4,120,000港元(2020年：7,793,000港元)。

Summary of Resources

The Group's oil and gas reserves, as at 31 December 2021, are summarized as follows:

資源概覽

本集團於2021年12月31日的油氣儲備概述如下：

Category 類別		Coalbed Methane Reserve 煤層氣儲量 *Billion cubic feet (Gross)* *十億立方英呎(總額)*	
Proved (1P)	證實(1P)	119.7	(Note a)
Proved and Probable (2P)	證實及概略(2P)	416.2	(附註a)

(a) The Company has made an estimation on the reserve as at 31 December 2021 on the basis of a competent person's report prepared in accordance with the standards for "Petroleum Resources Management System" recognized under Chapter 18 of the Listing Rules on the Sanjiao CBM Field reserves as of 30 September 2015, adjusted and updated based on CBM production volume.

(a) 本公司以一份由合資格人士，按上市規則第18章認可的「石油資源管理體系」標準編製以三交煤層氣田於2015年9月30日之儲量作為基礎，再按煤層氣產量作出調整更新，估算截止至2021年12月31日的煤層氣儲量。

(b) Reserve translation reference: one cubic meter of natural gas is equivalent to approximately 35.2 cubic feet.

(b) 儲量換算參考：天然氣每立方米約等於35.2立方英呎。

Capital Expenditure

For the year ended 31 December 2021, the total expenditure capitalised for the Sanjiao CBM Project was approximately HK$241.3 million (2020: HK$307 million), which mainly comprises of (i) drilling work of oil and gas fields and (ii) finance expenses, The breakdown of which is as follows:

資本支出

截至2021年12月31日止年內，投入三交煤層氣項目的總資本化的支出約為241,300,000港元(2020年：307,000,000港元)，其中主要為(i)油氣田之鑽井工程及(ii)財務支出，明細如下：

(i) Capital expenditure including construction works in progress of oil and gas field mainly representing drilling expenses approximately HK$154.5 million (2020: HK$272 million), dewatering expenses amounted to approximately HK$22.7 million (2020: HK$4 million) and ground facility expenditure amounted to approximately HK$28.8 million (2020: HK$15 million).

(i) 油氣田之資本支出(包括在建工程)主要為鑽井工程支出約154,500,000港元(2020年：272,000,000港元)，排採工程支出共約22,700,000港元(2020年：4,000,000港元)及地面工程支出共約28,800,000港元(2020年：15,000,000港元)。

(ii) The finance expenses capitalised during the year was approximately HK$35.3 million (2020: HK$16 million).

(ii) 年內資本化的財務支出約為35,300,000港元(2020年：16,000,000港元)。

Financial Review

Liquidity and Financial Resources

As at 31 December 2021, the net assets of the Group were approximately HK$1,924,000,000 (31 December 2020: HK$2,685,000,000) while its total assets were approximately HK$5,172,000,000 (31 December 2020: HK$5,631,000,000). As at 31 December 2021, the Group had external borrowings including the liability component of convertible note of approximately HK$2,151,000,000 (31 December 2020: HK$2,134,000,000), and the gearing ratio based on total assets was approximately 41.6% (31 December 2020: 37.9%). Information on the Group's assets pledged and repayment of the Group's borrowings is set out in note 32 and note 33 to the consolidated financial statements.

In April 2020, the Group was granted a five-year term loan of RMB 300,000,000 with an annual interest rate of 11% by Kunlun Trust Co., Ltd. The fund is used for the development of Sanjiao CBM Project.

In respect of the issue of the Group's net current liabilities position as at 31 December 2021, the convertible note with a principal amount of HK$1,014 million already due in September 2020, placed a great financial pressure to the Group. The Group has explored various plans during the year in order to mitigate the financial burden of the Group. Currently, as disclosed in the Company's announcement on 9 February 2022, 9 March 2022 and 8 April 2022, the Company is still actively discussing and negotiating with the Potential Investor and certain creditors on the terms and conditions of the debt restructuring and the Company's future plans after such possible transactions. Meanwhile, the Potential Investor has indicated its willingness to provide financial assistance to the Group to meet the financial obligations when fall due in the coming twelve months.

Having taken into account the available financial resources of the Group, the above measures and the growth of the coalbed methane operation in Shanxi, though there is no concrete timeline for materializing the above plans yet, the directors of the Company, including the Audit Committee, share the view that the Group will have sufficient working capital to finance its operations and meet its financial obligations as and when they fall due in foreseeable future, and accordingly, the going concern issue will be resolved.

財務回顧

流動資金及財政資源

於2021年12月31日，本集團的資產淨值約為1,924,000,000港元（2020年12月31日：2,685,000,000港元），總資產值則約為5,172,000,000港元（2020年12月31日：5,631,000,000港元）。於2021年12月31日，本集團的總借貸包括可換股票據之負債部分約為2,151,000,000港元（2020年12月31日：2,134,000,000港元），負債比例按資產總值計算約為41.6%（2020年12月31日：37.9%）。有關本集團已抵押資產及借貸償還期限的詳情載於本綜合財務報表附註32及附註33。

於2020年4月，本集團獲昆侖信託有限責任公司授予五年期300,000,000元人民幣的貸款額度，年利率為11%，資金用於三交煤層氣項目之開發。

就截至2021年12月31日出現流動負債淨值的問題，當中以已於2020年9月到期的本金為1,014,000,000港元之可換股票據構成的財務壓力較大。本集團於年內就多個計劃進行研究探討，旨在減輕本集團的財務負擔。目前，誠如本公司於2022年2月9日，2022年3月9日及2022年4月8日公佈所披露，就債務重組事宜，本公司仍在積極與潛在投資者及若干債權人就債務重組之條款和條件及在該等可能交易後本公司之未來計劃進行討論及磋商。同時，潛在投資者已表示願意提供財務協助使本集團能於未來十二個月履行到期財務責任。

雖然目前仍未有具體時間表以落實上述計劃，但經考慮到本集團可得的財務資源，上述之措施以及山西之煤層氣項目營運之增長，本公司董事，包括審核委員會，均認為本集團於可預見之未來將會擁有充足營運資金，為其經營業務撥付款項及履行其到期之財務責任，因此持續經營問題亦將會得以解決。

Riding on the growth of the business of the Group and the support of the above measures, the Company will also consider other possible financing options and debt restructuring exercises to strengthen the liquidity of the Group. It is expected that the Group's financial pressure will gradually be eased and the overall financial position will improve.

憑藉集團業務日趨增長，以及上述措施的支持下，本公司將同時會考慮其他可行融資選項及債務重組方案，預期可加強本集團的流動資金，而整體財政狀況會得以逐步改善。

Foreign Exchange Fluctuations

The Group is exposed to currency risk primarily through sales and purchase transactions and recognized liabilities and assets that are denominated in a currency other than the functional currency of the operations to which they relate. As at 31 December 2021, no related hedges were made by the Group. In respect to trade and other receivables and payables held in currencies other than the functional currency of the operations to which they relate, the Group ensures that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates where necessary to address short-term imbalances.

外匯波動

本集團承受之貨幣風險主要源自以有關業務之功能貨幣以外之貨幣計值之買賣交易及已確認資產和負債。於2021年12月31日，本集團並無作出相關對沖。就以有關業務之功能貨幣以外之貨幣持有之應收款項及應付款項，本集團在必要時按即期匯率買賣外匯以解決短期不均衡，以此確保風險處於可接受水準。

Employees and Remuneration Policies

As at 31 December 2021, the Group employed approximately 300 employees. The remuneration policy of the Group is based on the prevailing remuneration level in the market and the performance of respective companies and individual employees.

僱員薪酬政策

於2021年12月31日，本集團的僱員約有300人。本集團之薪酬政策主要按現行市場薪酬水準及各有關公司及個別僱員之表現釐訂。

Environmental Protection

The Group is responsible for its impact to the environmental protection arising from its business operations. During the year, the Group strictly compiled with the local environmental regulation of the PRC. Details are disclosed in the Environmental, Social, and Governance Report 2021 to be issued by the Company pursuant to the Listing Rules.

環境保護

本集團須為業務經營對環境的影響承擔責任。年內，本集團緊守中國當地的環保法規。詳情將載於本公司根據上市規則而發佈之2021年環境、社會及管治報告書內。

PROSPECTS

Last year, COVID-19 pandemic had severely blow on global economy. Fortunately, due to the effective control of the pandemic in China, the economy has taken the lead in recovering. According to the preliminary result of the National Bureau of Statistics of China, 2021 China annual GDP growth rate calculated at constant prices increased by 8.1% compared with the previous year. According to the National Energy Work Conference held in Beijing at the end of 2021, the total national natural gas production in 2021 was about 206 billion cubic meters, and the output increased by more than 10 billion cubic meters for five consecutive years. Among them, the utilization of CBM reached 7.7 billion cubic meters, and continued to preserve a growth momentum.

In 2022, the Group will continue to focus on an orderly development of the CBM project and plan to drill additional 25 to 30 multilateral horizontal wells and to accelerate the development in the coming 2-3 years so as to achieve 500 million cubic meters of production capacity.

The Sanjiao Block is currently one of the best CBM fields in China, with superior resource conditions. Looking forward to the future, in the current increasingly complicated economic and political environment, the Group will press forward the development of the Sanjiao CBM Project in order to accelerate revenue growth and gradually improve its core competitiveness. At the same time, the Group will maintain a prudent financial strategy and conduct debt management in a positive manner, hope to introduce suitable investors to the Group. It is not only to solve the Group's financial difficulties, but also to grasp the opportunities for oil and gas development, to find merger and acquisition opportunities with reasonable potential returns, and to maintain the Group's long-term growth momentum to ensure reasonable returns for shareholders.

前景

去年新冠肺炎疫情持續，環球經濟受到嚴重衝擊，但幸而中國疫情得到有效控制，經濟已率先復甦，經按國家統計局初步核算，2021年國內生產總值按不變價格計算，比上年增長8.1%。於2021年底在北京召開的全國能源工作會議上獲悉，2021年國家天然氣總產量約2060億立方米，連續5年增產超百億立方米，其中煤層氣利用量達77億立方米，繼續保持良好增長勢頭。

2022年，集團的煤層氣項目依然集中推進有序的開發計劃，預期新增25至30口水平井，集團計劃於未來2-3年加快開發，並建成5億立方產能。

三交區塊是目前中國最好的整裝煤層氣田之一，資源條件優越。展望未來，於當前越趨複雜的經濟及政治環境下，集團將積極推進三交煤層氣項目的開發工程，加快收入增長，將核心競爭力逐步提高。同時，集團將維持審慎理財策略，並以積極的態度進行債務管理，希望引進合適投資者，一方面解決集團資金困難，同時可以把握油氣發展的機遇，物色具備合理潛在回報的併購機會，維持集團長遠的增長動力，以保障股東的合理回報。

BOARD OF DIRECTORS

Executive Directors

Dr. Dai Xiaobing, aged 54, was appointed as Executive Director of the Company in May 2010 and Chairman of the Board and Chief Executive Officer of the Company in September 2011 and September 2020 respectively. Dr. Dai is in charge of the overall affairs of the Group. He is also responsible for the Group's human resources management (including human resources planning, personnel deployment, remuneration scheme and staff training), capital operation (including financing, investment and merger and acquisition of projects) and technology management (including introduction and application of technology), etc. Dr. Dai was awarded a PhD in Econometrics by the School of Economics, Jilin University, the PRC. Dr. Dai is experienced in the corporate finance sector as well as merger and acquisitions and corporate restructuring of companies in the PRC. He is also familiar with the capital market in the PRC. Dr. Dai had been one of the co-founder of China Securities Journal organized by Xinhua News Agency and was a journalist, department head and deputy general manager of the agency, through which he has extensive experience in government public relations and investor relations. He was also an independent director of Jiangxi Ganneng Co., Ltd. (江西贛能股份有限公司), a company listed on the Shenzhen Stock Exchange.

Mr. Wan Tze Fan Terence, aged 57, was appointed as Executive Director of the Company in March 2009. He is also the chief financial officer of the Company. Mr. Wan is responsible for the Group's financial management (including investment budget, allocation of funding, control on sales as well as inspection and audit of financial matters), legal matters (including tracking on legal matters, risk control and compliance monitoring) and internal affairs of the headquarter of the Group. Mr. Wan holds a bachelor degree of commerce and a master degree of business administration. He has years of experience in accounting and financial management and has worked for international accounting firms and listed companies in Hong Kong. He is a fellow member of Hong Kong Institute of Certified Public Accountants and a Certified Practising Accountant of CPA Australia. He is also an independent non-executive director of China Primary Energy Holdings Limited and Rosan Resources Holdings Limited, both of which are listed on the Hong Kong Stock Exchange.

董事會

執行董事

戴小兵博士，54歲，於2010年5月獲委任為本公司之執行董事，並分別於2011年9月及2020年9月獲委任為本公司董事會主席及行政總裁。戴博士主持本集團全面工作，並負責本集團的人力管理，包括人力規劃、人事調配、薪酬設計及職員培訓；資本運營，包括融資、投資、項目併購；技術管理，包括技術引進和技術應用等。戴博士持有中國吉林大學商學院計量經濟學博士學位，在企業融資和中國企業併購與企業重組方面擁有豐富的經驗，彼亦熟悉中國之資本市場。戴博士曾參與創辦新華通訊社主辦的《中國證券報》，歷任記者、部門主任和報社副總經理，期間積累了豐富的政府公共關係和投資者關係等資源。他曾擔任江西贛能股份有限公司之獨立董事（於深圳交易所上市的公司）。

温子勳先生，57歲，於2009年3月獲委任為本公司之執行董事，現為本公司之財務總監，負責本集團的財務管理，包括投資預算、資金調撥、銷售監管以及財務巡查和審計；法務，包括法規跟蹤、風險控制和合規監管；本集團本部內務。温先生持有商科學士學位及工商管理碩士學位，擁有多年會計及財務管理經驗，並曾在國際會計師事務所及香港上市公司等工作。温先生為香港會計師公會資深會員及澳洲會計師公會註冊會計師，他亦為中國基礎能源控股有限公司及融信資源控股有限公司之獨立非執行董事，這兩間公司均於香港聯合交易所上市。

Non-executive Director

Mr. King Hap Lee, aged 59, had been appointed as Chief Executive Officer and Executive Director of the Company in November 2010 and September 2011 respectively. He was re-designated from Executive Director and Chief Executive Officer to Non-executive Director of the Company in September 2020. Mr. King holds a bachelor degree of engineering and a master degree of business administration from Xian Jiaotong University and Guanghua School of Management of Peking University respectively. He worked for various central government departments and state-owned enterprises for a considerable period of time and has extensive experience in government organizations and enterprises management. He was the deputy director and chairman of Workers Union of Mechanic and Electronic Products Importation and Exportation Office of the State Council, the deputy general manager of 中國機械工業供銷深圳集團公司 (China Machinery Industry Marketing & Supply Shenzhen Group Corporation*) and managing director of 中機香港公司 (China National Machinery Hong Kong Company*).

Mr. Huang Shaowu, aged 51, was appointed as Non-executive Director of the Company in June 2014. Mr. Huang was the main founder for Shenzhen Aisidi Co., Ltd. ("Aisidi") (shares of which are listed on the Shenzhen Stock Exchange) in 1998 and it is the "Fortune" 500 enterprises in China. Mr. Huang is currently a director of Aisidi, the chairman of Shenzhen Sinomaster Investment Group Co., Ltd. (深圳市神州通投資集團有限公司, "SMT") which is the controlling shareholder of Aisidi, the chairman and general manager of 贛江新區全球星投資管理有限公司 which is major shareholder of Aisidi. SMT is a large investment conglomerate with investments in mobile internet and related businesses, energy, optical communication, ecological agriculture, supply chain and real estate businesses.

非執行董事

景哈利先生，59歲，分別自2010年11月及2011年9月出任本公司行政總裁及執行董事，於2020年9月由本公司執行董事及行政總裁調任為非執行董事。景先生早年就讀於西安交通大學和北京大學光華管理學院並分別獲得工學學士和工商管理碩士學位，曾長期任職於中央國家機關和國有企業，擁有多年政府機關及企業管理工作經驗。曾任國務院機電產品進出口辦公室副處長及工會主席、中國機械工業供銷深圳集團公司副總經理、以及中機香港公司董事總經理。

黃紹武先生，51歲，於2014年6月獲委任為本公司之非執行董事。黃先生於1998年作為主要創始人創立的深圳市愛施德股份有限公司(「愛施德」)(股份於深圳證券交易所上市)，為《財富》中國500強企業。黃先生現為愛施德董事，現任愛施德控股股東深圳市神州通投資集團有限公司(「神州通投資集團」)董事長及愛施德主要股東贛江新區全球星投資管理有限公司董事長兼總經理。神州通投資集團是一家大型的綜合性民營投資企業集團，投資領域包括移動互聯網及相關產業、能源、光通信、生態農業、供應鏈及地產等領域。

Ms. Cai Yanling, aged 32, was appointed as Non-executive Director of the Company in June 2020. Ms. Cai has been the project manager of China Huarong Overseas Investment Holdings Co., Limited ("Huarong Overseas") responsible for the direct investment projects of Huarong Overseas since November 2019. Ms. Cai worked as management staff and investment manager respectively in the financial marketing department of a subsidiary of China Huarong International Holdings Limited in Shenzhen from June 2017 to October 2019. Crescent Spring Investment Holdings Limited, being holder of the Company's convertible bonds in the principal amount of US$130,000,000, is a wholly owned subsidiary of Huarong Overseas. Ms. Cai holds a bachelor degree in accountancy from Zhongnan University of Economics and Law.

蔡燕苓女士，32歲，於2020年6月獲委任為本公司之非執行董事。蔡女士於2019年11月至今擔任中國華融海外投資控股有限公司(「華融海外」)項目經理，負責其直接投資項目。蔡女士於2017年6月至2019年10月期間先後擔任中國華融國際控股有限公司深圳子公司金融市場部管理人員及投資經理，而華融海外之全資附屬公司Crescent Spring Investment Holdings Limited為本公司本金總額130,000,000美元的可換股債券持有人，蔡女士持有中南財經政法大學會計學士學位。

Mr. Tsang Hing Bun, aged 42, was appointed as Non-executive Director of the Company in August 2020. Mr. Tsang holds a Bachelor Degree of Social Science from the Chinese University of Hong Kong and a Master of Science Degree in Finance from City University of Hong Kong. He has more than 18 years of experience in audit, accounting, corporate finance and compliance. Mr. Tsang is a member of The Hong Kong Institute of Certified Public Accountants, an associate member of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute. He is also a financial risk manager granted by Global Association of Risk Professionals. He has been an executive director of Kingkey Intelligence Culture Holdings Limited (stock code: 550), a company listed on the main board of The Stock Exchange of Hong Kong Limited, since September 2015.

曾慶贇先生，42歲，於2020年8月獲委任為本公司之非執行董事。曾先生持有香港中文大學社會科學學士學位，以及香港城市大學理學碩士(金融學)學位。曾先生擁有逾18年之核數、會計、企業融資及遵例事務經驗。曾先生為香港會計師公會會員、香港公司治理公會會員以及英國公司治理公會會員，他亦獲全球風險管理專業人士協會授予金融風險管理師頭銜。曾先生自2015年9月至今出任京基智慧文化控股有限公司執行董事(於香港聯合交易所有限公司主版上市之公司，股份代號：550)。

Independent Non-executive Director

Professor Wong Lung Tak Patrick, *BBS, JP*, aged 74, was appointed as an Independent Non-Executive Director of the Company in August 2010. Professor Wong is a Certified Public Accountant (Practising) in Hong Kong and Managing Practicing Director of Patrick Wong CPA Limited. He is also a Chartered Secretary and a Certified Tax Advisor. He has over 40 years' experience in the accountancy profession. Professor Wong was accorded Doctor of Philosophy in Business, was awarded a Badge of Honour by the Queen of England, was appointed a Justice of the Peace and was awarded a Bronze Bauhinia Star (BBS) by the Hong Kong Government of SAR. He was appointed Adjunct Professor, School of Accounting and Finance, The Hong Kong Polytechnic University from 2002 to 2013. Professor Wong is currently an independent non-executive director of Galaxy Entertainment Group Limited, CC Land Holdings Limited, Water Oasis Group Limited, Winox Holdings Limited and he retired as independent non-executive director of BAIC Motor Corporation Limited on 24 March 2021 and resigned as independent non-executive director of Li Bao Ge Group Limited on 1 January 2022 both of which are listed on the Hong Kong Stock Exchange.

獨立非執行董事

黃龍德教授，*BBS，太平紳士*，74歲，於2010年8月獲委任為本公司之獨立非執行董事。黃教授為香港執業會計師，並為黃龍德會計師事務所有限公司的執行董事。黃教授亦是特許秘書及註冊稅務師。彼於會計專業擁有逾四十年經驗。黃教授取得商業哲學博士學位，獲英女皇頒發榮譽獎章，獲委任為太平紳士，並獲香港特別行政區政府頒授銅紫荊星章。彼於2002年至2013年獲香港理工大學會計及金融學院委任為兼任教授。黃教授現為銀河娛樂集團有限公司、中渝置地控股有限公司、奧思集團有限公司及盈利時控股有限公司的獨立非執行董事，於 2021年3月24日離任北京汽車股份有限公司的獨立非執行董事及於2022年1月1日辭任利寶閣集團有限公司的獨立非執行董事，該兩公司於香港聯合交易所上市。

Dr. Wang Yanbin, aged 65, was appointed as an Independent Non-Executive Director of the Company in September 2011. Dr. Wang is a professor and tutor for doctoral candidates of China University of Mining & Technology (Beijing). Dr. Wang holds a bachelor degree in coalfield geology from the faculty of geology of Huainan Mining Institute in China. He also holds a master degree in coal petrology and coalfield geology and a doctor degree in coalfield, oil and gas geology and organic geochemistry from China University of Mining & Technology (Beijing). Prior to 1993, Dr. Wang mainly engaged in teaching and scientific research on coalfield geology and coalbed methane geology. Since 1993, he has focused on geological research on coalfield geology, oil, natural gas and coalbed methane. He has led the development of a project for the National Natural Science Foundation of China, and few scientific projects for China National Petroleum Corporation and China Petrochemical Corporation. Dr. Wang has also participated in more than 60 scientific projects in cooperation with various oil fields and Mining Bureaus nationwide. He was granted the State and Departmental Scientific and Technological Progress Awards for several times and has published 5 books and more than 170 academic papers.

王延斌博士，65歲，於2011年9月獲委任為本公司之獨立非執行董事。王博士現為中國礦業大學(北京)教授、博士生導師。王博士持有中國淮南礦業學院地質系煤田地質學士學位，以及中國礦業大學北京煤岩學和煤田地質學碩士學位及煤田、油氣地質學及有機地球化學博士學位。於1993年前，主要從事與煤田地質和煤層氣地質有關的教學科研工作。1993年以後，主要從事與煤田地質、石油天然氣和煤層氣有關的地質研究，先後主理國家自然科學基金項目，以及中國石油天然氣集團總公司、中國石化集團總公司等多項科技項目，與全國各油田和礦務局合作科技項目60餘項，先後多次獲得國家和部級科技進步獎，出版專著5部，發表學術論文170餘篇。

Dr. Dang Weihua, aged 56, was appointed as an Independent Non-Executive Director of the Company in July 2013. Dr. Dang is currently a practising lawyer at 北京德恒(武漢)律師事務所. Prior to this, he served as the General Manager of Shenzhen Branch of Changjiang Securities Company Limited ("Changjiang Securities") and the Chief Representative of Shenzhen Representative Office of Changjiang Securities, Deputy General Manager of Asset Preservation Department and Legal & Compliance Department of Changjiang Securities. Dr. Dang had worked in Changjiang Securities (formerly known as Hubei Securities Company Limited) for 23 years serving in different departments and positions until July 2015. He has extensive experience in securities industry. Dr. Dang holds a master degree of business administration at Zhongnan University of Economics and Law. He was awarded a PhD in Econometrics by the School of Economics, Jilin University. Dr. Dang holds Chinese lawyer qualification as well as securities practice qualification.

黨偉華博士，56歲，於2013年7月獲委任為本公司之獨立非執行董事。黨博士現執業於北京德恒(武漢)律師事務所從事律師工作，在此之前，他曾先後擔任長江證券股份有限公司(「長江證券」)深圳分公司總經理兼深圳代表處首席代表職務、長江證券的資產保全部、法律合規部副總經理，黨博士任職於長江證券(前身為湖北證券有限責任公司)二十三年，歷任不同部門及職位，2015年7月自長江證券內退，於業內累積豐富經驗。黨博士持有中南財經政法大學的工商管理碩士學位，以及於吉林大學商學院獲數量經濟學博士學位。黨博士持有國家法律執業資格，以及證券從業資格。

Senior Management

Ms. Yim Siu Hung was appointed as the Company Secretary of the Company in December 2011 mainly responsible for the Group's legal compliance work. Ms. Yim has joined the Company since August 2005 and holds a bachelor degree in law from Nottingham Trent University, UK and a bachelor degree in accountancy from City University of Hong Kong. She is a fellow member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute. She has years of extensive experience in the company secretarial sector and has worked for international accounting and law firms and listed companies in Hong Kong.

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

高層管理人員

嚴筱虹女士，於2011年12月獲委任為本公司之董事會秘書，主要負責處理本集團法律及法規相關事宜。嚴女士於2005年8月加入本公司，持有英國Nottingham Trent University的法律學士學位及香港城市大學的會計學士學位，亦為香港公司治理公會及英國公司治理公會的資深會員。嚴女士於董事會秘書範疇擁有多年豐富經驗，並曾在國際會計師事務所和律師事務所以及香港上市公司等工作。

饒孟餘博士，自2007年12月起於奧瑞安能源國際有限公司(於2010年11月成為本公司之全資附屬公司)工作，現為本集團總地質師，主要負責本公司三交煤層氣項目的地質研究及勘探等工作。饒博士畢業於安徽理工大學地質系，於2005年獲得中石油大學(華東)地質學理學博士學位，並曾在中國石油大學(北京)石油與天然氣工程學院博士後站從事油氣基礎理論及煤層氣開發工藝的研究工作。他於行內有逾二十年工作經驗，擁有多年從事煤層氣項目的現場工作經驗和室內科研經歷。饒博士曾在《石油學報》等期刊上發表科研論文二十四篇，亦是「煤層氣多分支水平井研發與應用」科技成果的主要參與人之一，該成果並榮獲2009年度中國煤炭工業協會科技進步二等獎。

Mr. Tan Xin joined the Company in February 2015 as Vice President of the Group, mainly responsible for financing and business mergers and acquisitions of the Company. Mr. Tan graduated from the Department of World Economy of Shanghai University of Finance and Economics majoring in international finance, and obtained his master degree from Nankai University in Tianjin. He has extensive experience in international finance and investment banking. Mr. Tan once worked in China Construction Bank, Shenzhen Branch, and acted as cadre at sub-section level and economist in the Foreign Exchange Department of China Construction Bank and General Department of China Investment Bank. Thereafter, he served as the deputy general manager of 中國遠東國際貿易公司, the general manager of China Affairs Department of 香港首億國際金融有限公司 and the general manager of 深圳市佳泰隆投資擔保有限公司.

* *For identification purpose only*

談心先生，於2015年2月加入本公司，擔任本集團副總裁，主要負責本公司融資及業務併購。談先生畢業於上海財經大學世界經濟系國際金融專業，並於天津南開大學完成了研究生課程，在國際金融及投資銀行領域擁有豐富經驗。談先生曾於中國建設銀行深圳市分行工作，曾先後在建設銀行外滙處、中國投資銀行綜合部工作，任副科級幹部、經濟師。其後先後出任中國遠東國際貿易公司副總經理、香港首億國際金融有限公司中國事務部總經理及深圳市佳泰隆投資擔保有限公司總經理。

CORPORATE GOVERNANCE PRACTICES

The Board of Directors (the "Board") is committed to maintain and develop high standards of corporate governance practices for the purpose of providing a framework and solid foundation for its business operation and development. Effective corporate governance provides probity, transparency, accountability which contributes to the corporate success and enhancement of shareholder value.

The Company complied with all the code provisions set out in 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") throughout the year ended 31 December 2021 except for code provisions A.1.1, A.2.1 and E.1.2 with details set out below:

Code Provision A.1.1 stipulates that the board meetings should be held at least four times a year. During the year, although three board meetings were held, key issues were discussed and approved by the Board in a timely manner. Further, the board members were updated with the affairs of the Company regularly by receiving monthly updates on the Company's operation positions.

Code Provision A.2.1 stipulates that the roles of the chairman and chief executive officer should be separated and performed by different individuals. Dr. Dai Xiaobing, Executive Director and Chairman of the Board, was appointed to act as Chief Executive Officer of the Company concurrently with effect from 14 September 2020. The Board believes that having the same individual in both roles as Chairman of the Board and Chief Executive Officer helps to ensure consistent leadership so that the overall strategy of the Group can be implemented more efficiently and effectively. The Board also believes that the balance of power and authority will not be impaired and is adequately ensured by the current Board which comprises experienced and high caliber individuals with one third of them being independent non-executive directors.

Code provision E.1.2 stipulates that the chairman of the board should attend the annual general meeting. Dr. Dai Xiaobing, Chairman of the Board, was unable to attend the annual general meeting of the Company held on 11 June 2021 due to other business engagement. The annual general meeting was chaired and conducted by Mr. Wan Tze Fan Terence, an executive director of the Company.

企業管治常規

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

本公司於截至2021年12月31日止年度已遵守香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十四所載的《企業管治守則》(「管治守則」)的全部守則條文，唯守則條文第A.1.1，A.2.1及E.1.2條除外，其詳情如下：

守則條文第A.1.1條規定，董事會會議應每年召開至少四次，年內，董事會共開會三次，重要議題已適時獲董事會討論及批准。再者，董事會成員亦透過每月獲得本公司營運資料以更新董事對本公司事務的瞭解。

守則條文第A.2.1條規定，主席與行政總裁的角色應有區分，並由不同人士擔任。本公司執行董事及董事會主席戴小兵博士自2020年9月14日起兼任行政總裁。董事會相信，由同一名人士兼任董事會主席和行政總裁兩職可確保本集團貫徹的領導，使能更有效及更快捷地執行本集團整體策略。董事會亦相信不會使權力制衡被削弱，因現時之董事會乃由經驗及才幹兼備的人士組成，且其中三分之一為獨立非執行董事，確保有足夠的權力制衡。

守則條文第E.1.2條規定，董事會主席應出席股東週年大會。董事會主席戴小兵博士因處理公司業務未能出席本公司於2021年6月11日舉行之股東週年大會。股東週年大會由本公司執行董事温子勳先生主持及進行相關議程。

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

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

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

遵守董事進行證券交易之標準守則

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

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

THE BOARD OF DIRECTORS

As at 31 December 2021, the Board comprises two executive Directors, namely Dr. Dai Xiaobing (Chairman and Chief Executive Officer) and Mr. Wan Tze Fan Terence; four Non-executive Directors, namely Mr. King Hap Lee, Mr. Huang Shaowu, Ms. Cai Yanling and Mr. Tsang Hing Bun; and three Independent Non-executive Directors ("INEDs"), namely Professor Wong Lung Tak Patrick, Dr. Wang Yanbin and Dr. Dang Weihua.

The individual attendance records of each Director at the meetings of the Board, Audit Committee, Remuneration Committee, Nomination Committee and general meeting during the year are set out below:

董事會

於2021年12月31日,董事會包括兩名執行董事,即戴小兵博士(主席及行政總裁)及温子勳先生,四名非執行董事,即景哈利先生、黃紹武先生、蔡燕苓女士及曾慶贇先生、以及三名獨立非執行董事(「獨立非執行董事」),即黃龍德教授、王延斌博士及黨偉華博士。

各董事於董事會、審核委員會、薪酬委員會、提名委員會會議及股東大會之個別出席記錄載列如下:

Number of meetings attended/held during term of office in 2021

於2021年任職期間出席/舉行的會議次數

		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	Annual General Meeting 股東週年大會
Number of meetings held during the year	**本年度內舉行會議次數**	3	3	1	1	1
Executive Directors	**執行董事**					
Dai Xiaobing *(Chairman and Chief Executive Officer)*	戴小兵*(主席及行政總裁)*	3/3	–	1/1	1/1	0/1
Wan Tze Fan Terence	温子勳	3/3	–	–	–	1/1
Non-executive Directors	**非執行董事**					
King Hap Lee	景哈利	3/3	–	–	–	0/1
Huang Shaowu	黃紹武	3/3	–	–	–	0/1
Cai Yanling	蔡燕苓	3/3	–	–	–	0/1
Tsang Hing Bun	曾慶贇	3/3	–	–	–	1/1
Independent Non-executive Directors	**獨立非執行董事**					
Wong Lung Tak Patrick	黃龍德	3/3	3/3	1/1	1/1	1/1
Wang Yanbin	王延斌	3/3	3/3	–	–	0/1
Dang Weihua	黨偉華	3/3	3/3	1/1	1/1	0/1

Notes:

1. The Audit Committee comprises Professor Wong Lung Tak Patrick, Dr. Wang Yanbin and Dr. Dang Weihua.

2. Dr. Dai Xiaobing, Professor Wong Lung Tak Patrick and Dr. Dang Weihua are members of the Remuneration Committee and the Nomination Committee.

附註：

1. 審核委員會成員為黃龍德教授、王延斌博士及黨偉華博士。

2. 戴小兵博士、黃龍德教授及黨偉華博士為薪酬委員會及提名委員會的成員。

Apart from the fiduciary duty and statutory responsibility towards the Company and the Group, the Board is responsible for the management of the business and affairs of the Group with the objective of enhancing the Company and shareholder value. Key responsibilities include formulation of the Group's overall strategies, setting of corporate and management targets, monitoring of operational and financial matters, approval of major capital expenditures, material acquisitions and disposal of assets, corporate or financial restructuring, material borrowings and any issuing, or buying back, of equity securities. Responsibility for delivering Company's objectives and running the business on a day-to-day basis is delegated to divisional management who have been given clear guidelines and directions as to their authority. The Board also delegates certain specific responsibilities to three committees (Audit Committee, Remuneration Committee and Nomination Committee). The composition and functions of each committee are described below.

董事會除對本公司及本集團負有誠信責任及法定責任外，董事會亦負責管理本集團的業務及事務，目的乃提升本公司及股東的價值。主要責任包括制訂本集團的整體策略、設定公司及管理目標、監控營運及財務事宜、批准主要資本開支、重大收購及出售資產、公司或財務重組、重大借貸及任何發行或購回股本證券。各部門管理人員負責實現本公司的目標和本公司業務的日常營運工作，並已就該等人員的職權給予彼等清晰的指引及指示。董事會同時分派特定職責予三個委員會（審核委員會、薪酬委員會及提名委員會），每個委員會的組成及功能在下文說明。

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

董事會包括三位獨立非執行董事，佔董事會成員人數三份之一，符合上市規則第3.10(1)條及3.10A條的規定，黃龍德教授擁有上市規則第3.10(2)條所規定的適當資格及相關會計財務專長。

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

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

There is no financial, business, family or other material or relevant relationship between the Directors.

董事間並不存在任何財務、業務、家族或其他重大或相關關係。

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

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

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

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

All the Directors, namely Dr. Dai Xiaobing, Mr. Wan Tze Fan Terence, Mr. King Hap Lee, Mr. Huang Shaowu, Ms. Cai Yanling, Mr. Tsang Hing Bun, Professor Wong Lung Tak Patrick, Dr. Wang Yanbin and Dr. Dang Weihua participated in continuous professional development by reading materials and attending seminars on corporate governance, regulatory development and other relevant topics with an emphasis on the roles, functions and duties of a director of a listed company in compliance with the CG Code during the year.

所有董事，即戴小兵博士、温子勳先生、景哈利先生、黃紹武先生、蔡燕苓女士、曾慶贇先生、黃龍德教授、王延斌博士及黨偉華博士，為符合管治守則，於年內透過閱讀有關企業管治、監管規定的發展和其他相關主題的讀物及參加相關研討會，參與重點在於上市公司董事的角色、職能及責任之持續專業發展。

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

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

The Company's senior management regularly supplies the Board and its committees with adequate information in a timely manner to enable them to make informed decisions. Monthly updates are provided by the senior management to all Directors to enable them to be apprised of the circumstances of the Company and to discharge their duties. All Directors have access to Board papers and related materials that will assist them for decision making. Any Director, wishing to do so in the furtherance of his duties, may take professional advice at the Company's expense as arranged by the Company.

本公司高級管理人員定期向董事會及其委員會適時提供充足的資料，以令彼等作出知情決定。高級管理人員會每月提供更新資料予所有董事，使彼等了解本公司的現況，以履行其職責。全體董事均有權使用將有助於彼等作出決定的董事會文件及相關資料。任何董事因履行職責可由本公司安排尋求獨立專業意見，由此所產生的費用將由本公司承擔。

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

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

DIRECTORS' AND OFFICERS' INSURANCE

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

董事及要員的投保安排

本公司現有一份保單，乃關於彌償本集團董事及高級行政人員因根據與本公司訂立之相關服務協議項下之委聘履行彼等之職責而產生之任何損失、索償、損害賠償、債務及開支(包括但不限於針對彼等提出之任何訴訟)。現有保單將獲定期檢討以確保投保安排適當。

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Dr. Dai Xiaobing, Executive Director and Chairman of the Board, was appointed to act as Chief Executive Officer of the Company concurrently with effect from 14 September 2020. The Board believes that having the same individual in both roles as Chairman of the Board and Chief Executive Officer helps to ensure consistent leadership so that the overall strategy of the Group can be implemented more efficiently and effectively. The Board also believes that the balance of power and authority will not be impaired and is adequately ensured by the current Board which comprises experienced and high caliber individuals with one third

主席及行政總裁

本公司執行董事及董事會主席戴小兵博士獲委任兼任行政總裁，自2020年9月14日生效。董事會相信，由同一名人士兼任董事會主席和行政總裁兩職可確保本集團貫徹的領導，使能更有效及更快捷地執行本集團整體策略。董事會亦相信不會使權力制衡被削弱，因現時之董事會乃由經驗及才幹兼備的人士組成，且其中三分之一為獨立非執行董事，確保有足夠的權力制衡。戴小兵博士領導董事會並確保董事會能有效地履行其職責及確保董事

of them being INEDs. Dr. Dai Xiaobing provides leadership to the Board and ensures that the Board discharges its responsibilities effectively and the Directors receive complete, accurate and timely information and are properly briefed on issues arising at Board meetings. He also holds annually meeting with the INEDs without the presence of other directors. Dr. Dai Xiaobing is in charge of the overall affairs of the Group. He is also responsible for the Group's human resources management (including human resources planning, personnel deployment, remuneration scheme and staff training), capital operation (including financing, investment and merger and acquisition of projects) and technology management (including introduction and application of technology).

獲得完整、準確且及時的資料及適當地獲悉董事會會議上提出的事宜，他每年與獨立非執行董事舉行一次沒有其他董事出席的會議。戴小兵博士主持本集團全面工作，並負責本集團的人力管理，包括人力規劃、人事調配、薪酬設計及職員培訓；資本運營，包括融資、投資及項目併購；技術管理，包括技術引進和技術應用等。

NON-EXECUTIVE DIRECTORS

Each of Mr. Huang Shaowu and Mr. Tsang Hing Bing, being non-executive Directors of the Company, has entered into a service contract with the Company for a term of two years. In accordance with the Company's Bye-laws, at each AGM of the Company, one third (or the number nearest to but not less than one-third) of the Directors shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years and, being eligible, offer themselves for re-election. As such, all the non-executive Directors and INEDs are regarded as appointed for a specific term. Furthermore, the Company's Bye-laws provide that any Director appointed by the Board to fill a casual vacancy in the Board or as an additional member of the Board shall hold office only until the first general meeting of the Company and shall then be eligible for re-election at such meeting.

非執行董事

本公司之非執行董事黃紹武先生及曾慶贇先生，分別與本公司訂立為期兩年之服務合約。另按照本公司章程細則規定，於本公司每屆股東週年大會上，三分之一董事(或最接近三分之一但不少於三分之一之數目)須輪席告退，惟各董事須最少每三年輪席告退一次，屆時均符合資格並可膺選連任，故此，所有非執行董事及獨立非執行董事據此亦被視為以指定任期委任。根據本公司章程細則規定，任何獲董事會委任以填補臨時空缺或新加入董事會的董事的任期將直至其獲委任後首屆股東大會為止，並符合資格於該大會上膺選連任。

BOARD COMMITTEES

The Board has established three committees delegated with various responsibilities, including Audit Committee, Remuneration Committee and Nomination Committee. All the Board committees perform their distinct roles in accordance with their respective terms of reference which are available on the websites of the Company and the Stock Exchange. The meetings and proceedings of the committees are governed by the provisions contained in the Bye-laws of the Company for regulating the meetings and proceedings of Directors unless otherwise stipulated in their respective terms of reference.

董事委員會

董事會轄下已成立三個委員會，並將分派各種職責，分別為審核委員會、薪酬委員會及提名委員會。全部董事委員會均按其各自的職權範圍履行其特定的職務，而該職權範圍於本公司網站及聯交所網站可供查閱。除非各自的職權範圍另有規定外，各委員會之會議及程序均受本公司的章程細則規定，以規管各會議及其程序。

AUDIT COMMITTEE

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

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

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

The terms of reference of the Audit Committee which set out the Audit Committee's authority and duties are available on the websites of the Company and the Stock Exchange.

REMUNERATION COMMITTEE

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

審核委員會

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

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

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

載有本公司審核委員會權力及職責之審核委員會職權範圍可於本公司網站及聯交所網站查閱。

薪酬委員會

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

With reference to business needs and company development, individual performance and contribution, changes in relevant markets and general economic situation, the Remuneration Committee reviews and recommends to the Board on the Company's policy and structure for remuneration of the Directors and senior management. During the review process, no individual director is involved in decisions relating to his own remuneration.

參照業務需求及公司發展情況、個人表現及貢獻、有關市場及整體經濟狀況的變動，薪酬委員會就本公司董事及高級管理人員的薪酬政策及架構進行檢討，並向董事會提供意見。於檢討過程中，任何董事不會參予有關其本人薪酬的決定。

The terms of reference of the Remuneration Committee setting out the Remuneration Committee's authority and duties are available on the websites of the Company and the Stock Exchange.

載有薪酬委員會權力及職責之薪酬委員會職權範圍可於本公司網站及聯交所網站查閱。

NOMINATION COMMITTEE

The Nomination Committee currently has three members including one Executive Director and two INEDs, namely Dr. Dai Xiaobing, Professor Wong Lung Tak Patrick and Dr. Dang Weihua. Dr. Dai Xiaobing acts as Chairman of the Nomination Committee.

提名委員會

本公司提名委員會現有三名成員，包括一名執行董事及兩名獨立非執行董事，分別為戴小兵博士、黃龍德教授及黨偉華博士，戴小兵博士為提名委員會主席。

The Board has adopted a Board Diversity Policy which aims to set out the approach to achieve diversity on the Board to ensure that the Board has the balance of skills, experience and diversity of perspectives, including but not limited to gender, age, cultural and educational background, professional experience, knowledge and skills. In identifying suitable candidates, the Nomination Committee will consider candidates with the objective criteria with due regard of the benefits of diversity on the Board.

董事會已採納一項董事會多元化政策。該政策旨在為達到董事會多元化而訂出之方法，以確保董事會具備所需技巧、經驗及多樣的觀點與角度，包括（但不限於）性別、年齡、文化及教育背景、專業經驗、知識及技能。提名委員會物色合適人選時，會考慮有關人選的長處，並以客觀條件充分顧及董事會成員多元化的裨益。

The Nomination Committee bases on the aforesaid criteria when making recommendations to the Board on the nomination and appointment of directors, assesses the independence of INEDs, review the structure, size and composition of the Board at least annually and makes recommendations on any proposed changes to the Board to complement the Company's corporate strategy. The terms of reference of the Nomination Committee are made available on the websites of the Company and the Stock Exchange.

提名委員會按照上述準則，就提名及委任董事向董事會提出建議，以及評核獨立非執行董事的獨立性。提名委員會至少每年檢討董事會之架構、人數及組成，並就任何為配合公司策略而擬對董事會作出的變動提出建議。提名委員會之職權範圍可於本公司網站及聯交所網站查閱。

The policy for the nomination of directors performed by the Nomination Committee during the year ended 31 December 2021 is on the basis that the Nomination Committee is responsible to make recommendations to the Board on the selection, appointment and re-appointment of directors to ensure that the Board have a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business. The selection criteria used by the Nomination Committee in assessing the suitability of a candidate include character and integrity, professional qualifications, knowledge, and diversity aspects under the Board Diversity Policy of the Company. With regard to nomination procedures, any Board member may nominate or invite a candidate for appointment as Director to be considered by the Nomination Committee. The Nomination Committee will then evaluate such candidate based on the criteria set out above to determine whether such candidate is qualified for directorship and then make recommendation for consideration and approval by the Board.

於2021年12月31日止年度內，提名委員會執行的有關提名董事的政策旨在就甄選、委任及重新委任董事向董事會提供意見，以確保董事會具備符合本公司業務所需的適當技能、經驗及多樣的觀點。提名委員會在評核候選人是否合適時所採用之甄選標準包括品格與誠信、專業資格、知識及本公司董事會成員多元化政策所提述的多元化因素。有關提名程序，任何董事會成員可提名或邀請候選人擔任董事以供提名委員會考慮。提名委員會將根據上述標準評核該候選人，以決定該候選人是否合資格擔任董事職務及向董事會提供意見以作考慮及批准。

CORPORATE GOVERNANCE FUNCTIONS

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

企業管治職能

董事會依照企業管治職權範圍負責執行企業管治職務，職務包括制定及檢討本公司的企業管治政策及常規；檢討及監察董事及高級管理人員的培訓及持續專業發展；以及本公司在遵守法律及監管規定方面的政策及常規；制定、檢討及監察僱員及董事的操守準則及合規手冊(如有)；以及檢討本公司遵守上市規則附錄十四管治守則的情況及在《企業管治報告》內的披露。

ACCOUNTABILITY AND AUDIT

External Auditor

BDO Limited was re-appointed as external auditor of the Company by shareholders at the 2021 Annual General Meeting until the conclusion of the next annual general meeting.

During the year, the fees paid or payable to the external auditor of the Company, BDO Limited were approximately HK$1,500,000 for audit service rendered (excluding disbursement fees) to the Group. The reporting responsibilities of BDO Limited are stated in the Independent Auditor's Report contained in this Annual Report.

問責及審核

外聘核數師

香港立信德豪會計師事務所有限公司已於2021年股東週年大會上經股東批准獲續聘為本公司外聘核數師，任期直至下屆股東週年大會結束時為止。

於本年度內，就本集團獲提供的審核服務(不包括支出費用)，已支付或應付予本公司外聘核數師香港立信德豪會計師事務所有限公司的酬金約為1,500,000港元。香港立信德豪會計師事務所有限公司的申報責任載於本年報內的「獨立核數師報告書」。

Financial Reporting

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

The Group incurred a loss of HK$786,225,000 for the year ended 31 December 2021, and as of that date, had net current liabilities of HK$2,276,475,000. The convertible note with principal amount together with related interests of HK$1,352,900,000 was matured in September 2020. As at 31 December 2021, these overdue convertible note and related interests totalling HK$1,352,900,000 and related default interests of the convertible note (included in other payables and accruals) of HK$253,691,000 were outstanding and became immediately repayable. On the same date, certain matured corporate bonds with outstanding principal amounts and related coupon interests (included in other payables and accruals) of HK$24,750,000 and HK$1,984,000 became immediately repayable. In addition, the Group had current borrowings of HK$296,909,000, trade and other payables and accruals (excluded the default interest of a convertible note and outstanding coupon interests) of HK$504,793,000 as at 31 December 2021 while the Group only maintained its cash and cash equivalents of HK$13,800,000.

The Auditor is of the opinion that the above conditions indicate the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern and therefore the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

In view of the above circumstances, the directors of the Company have prepared a cash flow forecast of the Group. In preparing the cash flow forecast, the directors of the Company have given careful consideration to its operating needs, the future liquidity of the Group and its available sources of financing in assessing whether the Group will be able to repay the outstanding debts and be able to finance its future working capital and other financial requirements.

財務報告

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

本集團於截至2021年12月31日止年度錄得虧損786,225,000港元，而於該日，本集團之流動負債淨額為2,276,475,000港元。本金金額連同相關利息為1,352,900,000港元之可換股票據於2020年9月到期。於2021年12月31日，該等已逾期可換股票據及相關利息合共1,352,900,000港元以及可換股票據之相關違約利息(計入其他應付款項及預提費用)253,691,000港元尚未償還，並須即時償還。於同日，若干未償還本金及相關票面利息(計入其他應付款項及預提費用)分別為24,750,000港元及1,984,000港元之已到期企業債券須即時償還。此外，於2021年12月31日，本集團有流動借貸296,909,000港元、應付賬款、其他應付款項及預提費用(不包括可換股票據之違約利息及未償還票面利息)504,793,000港元，而本集團僅持有現金及現金等價物13,800,000港元。

核數師認為上述情況顯示存在重大不確定因素，可能對本集團持續經營能力構成重大疑問，因此，本集團可能無法在日常業務過程中變現資產及償還負債。

鑒於上述情況，本公司董事已編製本集團之現金流量預測。於編製現金流量預測之過程中，本公司董事於評估本集團能否償還未償債務及能否為未來營運資金及其他融資需求撥付資金時，審慎考慮本集團之營運所需、未來之流動資金和能否獲得融資。

Certain measures have been and are being taken to mitigate the liquidity pressure and to improve the financial position of the Group in the cash flow forecast, which include, but are not limited to, the following:

(a) On 7 February 2022, a potential investor, China Finance Development Group Co., Ltd (the "Potential Investor"), which is an independent private company registered in the PRC and its ultimate beneficial owner is the State-owned Assets Supervision and Administration Commission of the State Council of the PRC, issued a letter of intent to the Company, pursuant to which the Potential Investor has shown its intent to (a) subscribe for (i) new shares of the Company; (ii) convertible bonds to be issued by the Company; or (iii) any combination of the above; (b) acquire, in whole or in part, the existing convertible note of the Company; and (c) acquire the corporate bonds issued by the Company from the bondholders (collectively, the "Possible Transactions"). Up to the date of this report, the detailed terms of the Possible Transactions are still under negotiation.

Meanwhile, the Potential Investor has indicated its willingness to provide financial assistance to the Group to meet the financial obligations when fall due in the coming twelve months.

(b) An individual, who is a shareholder and director of the Company, has confirmed that he will provide sufficient financial support to the Group to repay the overdue principal and interests (including the default interests) in relation to the Group's current borrowings, trade and other payables and accruals and convertible note and to finance its operations for at least twelve months from the date of approval of the consolidated financial statements.

(c) The Group has been actively negotiating with the convertible note holder to renew or extend the maturity date of the convertible note or to enter into other possible note restructuring measures.

(d) The Group has been actively negotiating with the corporate bond holders to renew or extend the maturity date of the corporate bonds. Further, the Group is also actively identifying any other possible financing options and debt restructuring exercises to strengthen the liquidity of the Group.

本集團已經且正在採取若干措施以減輕其流動資金壓力，及提高本集團於現金流量預測之財務狀況，其中包括但不限於以下各項：

(a) 於2022年2月7日，潛在投資者中財誠發集團有限公司(「潛在投資者」，一家於中國註冊的獨立民營企業，其最終實益擁有人為中國國務院國有資產監督管理委員會)向本公司發出意向書，據此，潛在投資者表示其有意：(a)認購(i)本公司之新股份；(ii)本公司將予發行之可換股債券；或(iii)任何上述兩項之組合；(b)收購本公司全部或部分現有可換股票據；及(c)向債券持有人收購本公司發行之企業債券(統稱「該等可能交易」)。直至本報告日期，該等可能交易之詳細條款仍在磋商之中。

同時，潛在投資者已表示願意提供財務協助使本集團能於未來十二個月履行到期財務責任。

(b) 一名人士(為本公司股東及董事)已確認，將提供足夠財務支持使本集團能償還到期之流動借貸、應付賬款、其他應付款項及預提費用以及可換股票據之本金及利息(包括違約利息)，並撥付其自綜合財務報表審批日起計至少十二個月之營運所需。

(c) 本集團一直積極與可換股票據持有人進行磋商，以重續或延長可換股票據到期日，或採取其他可能之票據重組措施。

(d) 本集團一直積極與企業債券持有人進行磋商，以重續或延長企業債券到期日。再者，集團亦正積極尋求任何其他可行融資方案和債務重組活動，以加強本集團之流動資金狀況。

The directors (including the Audit Committee) of the Company are of the opinion that, taking into account the above-mentioned measures, the Group will have sufficient working capital to meet its operations and to meet the financial obligations as and when they fall due within the twelve months from the date of the consolidated financial statements. Accordingly, the Directors are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

考慮到上述措施，本公司董事(包括審核委員會)均認為本集團將具備足夠的營運資金以撥付其營運所需，並於自報告期末起計十二個月內履行其到期財務責任。因此，董事信納按持續經營基準編製綜合財務報表乃恰當之舉。

However, the Auditor was unable to verify the financial position of the individual providing financial support to the Group and to assess whether the individual has sufficient financial capability to provide the aforementioned financial support to the Group. There were no other satisfactory audit procedures that the Auditor could adopt to conclude whether it is appropriate for the directors to prepare the Company's consolidated financial statements on a going concern basis. The Auditor disclaimed his opinion on the Company's consolidated financial statements for the year ended 31 December 2021 relating to the going concern basis of preparing the consolidated financial statements. Please also refer to the Independent Auditor's Report set out on page 50 to page 54 of this annual report.

然而，核數師無法核實該名向本集團提供財務支持的人士的財務狀況，以便核數師評估彼是否具備足夠的財務能力向本集團提供上述財務支持，核數師亦無其他滿意的核數程序可採納就董事使用持續經營會計基準編製綜合財務報表之合適性作出總結。核數師就採用持續經營基準編製綜合財務報表對本公司截至2021年12月31日止年度之綜合財務報表不發表意見，請另參閱載於本年報第50至第54頁「獨立核數師報告書」。

Risk Management and Internal Control

The Board acknowledges its responsibility to establish, maintain and review the effectiveness of the Group's risk management and internal control systems to ensure that shareholders' investments and the Group's assets are safeguarded. The Group's systems of risk management and internal control include the setting up of a management structure with limits of authority and are designed to help the Group to identify and manage the significant risks amid achieving its business objectives, protect its assets against unauthorized use or disposition, ensure the maintenance of proper accounting records for the provision of financial information for internal use or for publication and ensure compliance with relevant laws and regulations. The systems are designed to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage rather than eliminate the risks of failure to achieve the Group's business objectives.

風險管理和內部監控

董事會明瞭其有責任設立、維持及檢討本集團風險管理及內部監控系統的有效性，以確保股東投資及本集團資產受到保障。本集團風險管理及內部監控系統包括設定管理架構及其權限，旨在協助本集團識別及管理實現業務目標所面對之重大風險，保障資產免於未經授權挪用或處置，維護妥當之會計記錄以提供財務資料供內部使用或作發表之用以及確保遵守相關法例及規例。上述系統旨在合理地(但並非絕對地)保證並無重大失實陳述或損失，並管理而非杜絕本集團未能實現業務目標之風險。

During the year, the nature of the Group's operation remained unchanged comparing with that of last year. In order to maintain effective and efficient risk management and internal control systems, the Group engages professional company to perform review for the risk management and internal control systems systematically on a regular basis which covers financial, operational, and compliance controls. As such, the Company has not established an internal audit function and it reviews the need for one on an annual basis.

於年內，本集團的運營性質與上年度比較沒有變動，為了可維持有效而高效率的風險管理及內部監控系統，本集團定期聘請專業公司對風險管理及內部監控系統作出有系統的檢討，包括財務、營運及合規監控，故此，本集團沒有建立內部審核功能，亦會每年檢討是否需要增設此項功能。

On behalf of the Board, the Audit Committee reviews at least annually the effectiveness of the Group's risk management and internal control systems regarding financial management and reporting, the effectiveness and efficiency of operations and compliance with laws and regulations. Where areas for improvement in respect of the design and implementation of risk management and internal control systems are identified, actions will be taken as recommended to refine the systems. Significant internal control issues are reported on a timely basis to ensure prompt and appropriate actions are taken. During the year, no significant control failures or weaknesses have been noted. The Board considers that these systems of risk management and internal control are effective and sufficient to guarantee the Group in achieving its business objectives and there are adequate resources, staff qualifications and experience, training programmes in respect of the Group's accounting, internal audit and financial reporting functions.

審核委員會代表董事會最少每年檢討一次財務管理及財務報告的風險管理及內部監控的有效性、營運是否有效及富效率和有否遵守有關法例及規例。如發現風險管理及內部監控系統的設計及實施有需改善之處，會按建議採取優化上述系統的措施。重大內部監控問題會及時彙報，以確保及時採取適當措施。於年內，並無發現任何重大監控失當或缺失。董事會認為該等風險管理及內部監控系統行之有效，足以確保本集團能夠達致其業務目標。本集團關於會計、內部審核及財務申報職能部門之資源、具合適資歷及經驗的員工及培訓課程均屬充裕。

The Company has established a whistleblowing policy for employees and those who deal with the Group to raise concerns, in confidence and anonymity, with the audit committee about possible improprieties in any matter related to the Group. The Company has also established an anti-corruption policy to promote and support anti-corruption laws and regulations.

本公司已制定舉報政策，讓僱員及其他與本集團有往來者可以保密及不具名方式向審核委員會提出其對任何可能關於本集團的不當事宜的關注。本公司亦已制定促進和支持反貪污法律及規例的政策。

The Company strictly complies with the requirements of the Securities and Futures Ordinance ("SFO") and the Listing Rules, particularly, in the disclosure of inside information and financial reporting. The Company discloses inside information to the public as soon as reasonably practicable unless the information falls within any of the safe harbours as set out in the SFO. Before the information is fully disclosed to the public, the Company ensures the information is kept strictly confidential. If the Company believes that the necessary degree of confidentiality cannot be maintained or confidentiality may not be preserved, the Company would immediately disclose the information to the public. The Company is committed to ensure that information contained in announcements or circulars are not false or misleading as to a material fact, or false or misleading through the omission of a material fact. The Company discloses its information in an open, fair and just manner by disseminating information to the public through publication of corporate information on the websites of the Stock Exchange and the Company respectively.

本公司嚴格遵循證券及期貨條例(「證券及期貨條例」)和上市規則的規定,尤其是有關內幕消息和財務資料的披露。本公司在合理切實可行的情況下,會儘快披露內幕消息,除非有關消息屬證券及期貨條例所規定屬於任何安全港範圍內。本公司在向公眾全面披露有關消息前,會確保該消息絕對保密。若本公司認為無法保持所需的機密性,或該消息可能未保密,會即時向公眾披露該消息。本公司致力確保公告或通函中所載的資料就重大事實而言並不屬虛假或具誤導性或並不因遺漏重大事實而屬虛假或具誤導性。本公司通過聯交所網站及本公司網站發放企業資訊,以使其資料可以公開、公平、公正的方式披露予公眾。

COMPANY SECRETARY

The Company Secretary of the Company, Ms. Yim Siu Hung, is a full-time employee of the Company and has day-to-day knowledge of the Company's affairs. The Directors have access to the advice and services of the Company Secretary regarding board procedures, and relevant laws, rules and regulations. For the year ended 31 December 2021, Ms. Yim has complied with paragraph 3.29 of the Listing Rules by taking no less than 15 hours of relevant professional training.

董事會秘書

本公司的董事會秘書為嚴筱虹女士,她為本公司的全職僱員,並瞭解本公司的每日運作情況。董事可就董事會程序及相關法律,法規和規章向董事會秘書尋求意見及服務。嚴女士於截至2021年12月31日止年度已遵守上市規則第3.29條接受了不少於15小時的相關專業培訓。

SHAREHOLDERS' RIGHTS

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

股東權利

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

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

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

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

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

COMMUNICATION WITH INVESTORS

The Board recognizes the importance of good communication with shareholders as well as investors. During the year, information regarding the Group's operational and financial performances is disseminated to shareholders and investors in a timely manner through a number of channels include interim and annual reports, announcements, circulars and press releases. Electronic copies of these documents and general information of the Group's operation can be obtained through the Company's website. Throughout the year of 2021, the Company also avails itself of opportunities to deliver and explain its strategies to shareholders, the investor community and potential investors. The Company will continue to promote and enhance investor relations and communication with its investors.

與投資者的溝通

董事會認識到與股東及投資者保持良好聯繫的重要性,年內,本公司就有關本集團運營及財務表現等資料,透過多種管道適時向股東及投資者傳達,該等資料包括中期報告及年報、公佈、通函、以及新聞稿。此等企業通訊文件的電子版及有關本集團營運的一般資料可於本公司網站取得。於2021年,本公司也透過積極與潛在投資者交流,把握機會與股東及投資者溝通及解釋本公司的策略,本公司會繼續促進及提升與投資者的關係及溝通。

The directors submit their annual report together with the audited consolidated financial statements for the year ended 31 December 2021, which are set out on pages 55 to 212.

董事會謹此提呈此年度報告以及載於第55頁至第212頁之截至2021年12月31日止年度之經審核綜合財務報表。

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The Group is principally engaged in (i) exploration, development and production of coalbed methane, (ii) raw coal washing and sale of raw and cleaned coal, (iii) exploitation and sale of crude oil and natural gas and (iv) provision for financial services in China.

主要業務

本公司之主要業務為投資控股，而本集團主要於中國從事(i)勘探、開發及生產煤層氣、(ii)原煤洗選及銷售原煤及精煤、(iii)開採及銷售原油及天然氣及(iv)提供金融服務。

BUSINESS REVIEW

The business review of the Group for the year ended 31 December 2021 is set out in the section headed "Management Discussion and Analysis" on pages 10 to 16 of this annual report.

業務回顧

本集團截至2021年12月31日止年度的業務回顧載於本年報第10至16頁「管理層討論與分析」一節。

SUBSIDIARIES

Particulars of the Company's subsidiaries are set out in note 39 to the consolidated financial statements.

附屬公司

本公司附屬公司之詳情載於綜合財務報表附註39。

DIVIDENDS AND DIVIDEND POLICY

The Board has resolved not to recommend the payment of a dividend for the year ended 31 December 2021 (2020: Nil).

The Company considers stable and sustainable returns to its shareholders to be our goal. In deciding whether to propose a dividend and its amount, the Board takes into account the Group's earnings performance, financial and cash flow position, investment requirements, future prospects and other factors which the Board deems relevant. The Company will continue to review the dividend policy from time to time and there is no assurance that dividends will be paid in any particular amount for any given period. The payment of dividend is also subject to the requirements of Bermuda laws and the Company's Memorandum of Association and Bye-laws.

股息及股息政策

董事會已決議不會建議支付截至2021年12月31日止年度之股息(2020年：無)。

本公司以提供穩定及可持續回報予股東作為目標，在決定是否建議派發股息及釐定股息金額時，董事會將考慮本集團之收益表現、財務及現金流狀況、投資需求、未來前景及董事會視為相關之其他因素。本公司會不時檢討股息政策及不保證會在任何指定期間派付任何特定金額的股息，派付股息亦受百慕達法律及本公司組織章程大綱及公司細則規定所限。

PROPERTY, PLANT AND EQUIPMENT

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

物業、廠房及設備

本集團年內物業、廠房及設備之變動詳情載於綜合財務報表附註16。

SHARE CAPITAL

Details of the movements in the share capital of the Company during the year are set out in note 37 to the consolidated financial statements.

股本

本公司於年內股本變動之詳情載於綜合財務報表附註37。

RESERVES

Details of movements in reserves of the Company and the Group during the year are set out in note 37 to the consolidated financial statements and the Consolidated Statement of Changes in Equity respectively.

儲備

本公司及本集團於年內儲備之變動詳情分別載於綜合財務報表附註37及綜合權益變動表。

FINANCIAL SUMMARY

A summary of results, assets and liabilities of the Group for the last five financial years is set out on pages 4 and 5.

財務概要

本集團最近五個財政年度之業績、資產及負債之概要載於第4及5頁。

MAJOR CUSTOMERS AND SUPPLIERS

The aggregate sales to the Group's five largest customers took up 99% and the largest customer accounted for 53% of the Group's revenue for the year. The aggregate purchases attributable to the Group's five largest suppliers accounted for 100% and the largest supplier accounted for 82% of the Group's total purchases for the year.

主要客戶及供應商

本年度本集團五大客戶之總銷售額佔本年度收入之99%，而最大客戶之總銷售額則佔本年度收入的53%。本集團五大供應商及最大供應商分別佔本集團於本年度總採購額100%及82%。

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

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

DIRECTORS

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

董事

本公司年內及截至本報告刊發日期止之在任董事如下：

Executive Directors

Dr. Dai Xiaobing *(Chairman and Chief Executive Officer)*
Mr. Wan Tze Fan Terence

執行董事

戴小兵博士*(主席及行政總裁)*
温子勳先生

Non-executive Directors

Mr. King Hap Lee
Mr. Huang Shaowu
Ms. Cai Yanling
Mr. Tsang Hing Bun

非執行董事

景哈利先生
黃紹武先生
蔡燕苓女士
曾慶贇先生

Independent Non-executive Directors

Professor Wong Lung Tak Patrick
Dr. Wang Yanbin
Dr. Dang Weihua

獨立非執行董事

黃龍德教授
王延斌博士
黨偉華博士

Pursuant to the Company's Bye-law 87(1), Mr. King Hap Lee, Professor Wong Lung Tak Patrick and Dr. Wang Yanbin will retire by rotation and, being eligible, will offer themselves for re-election. All other remaining directors continue in office.

景哈利先生、黃龍德教授及王延斌博士將依據本公司章程細則第87(1)條輪席告退，並合資格及願意重選連任，所有其他董事均仍然留任。

DIRECTORS' SERVICE CONTRACTS

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

董事之服務合約

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

DIRECTORS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 31 December 2021, the interests and short positions of the directors (the "Directors") or chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of the Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register maintained by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules were as follows:

董事於股份及相關股份中之權益

於2021年12月31日，本公司董事(「董事」)或行政總裁於本公司或其任何相聯法團(具有證券及期貨條例(「證券及期貨條例」)第XV部所賦予之涵義)之股份、相關股份或債券中擁有誠如本公司根據證券及期貨條例第352條存置之登記冊所載或根據上市規則附錄十所載上市發行人董事進行證券交易的標準守則(「標準守則」)而須知會本公司及聯交所之權益及淡倉如下：

Name of Director 董事姓名	Long/short position 好倉／淡倉	Interests in shares/ underlying shares 於股份及相關股份中權益	Nature of interest 權益性質	Number of shares/ underlying shares of the Company held 所持本公司股份／相關股份數目	Percentage of issued shares 佔已發行股份百分比
Dai Xiaobing 戴小兵	Long position 好倉	Shares 股份	Beneficial owner/Interest of controlled corporation 實益擁有人／受控制公司權益	158,504,000	4.74%
	Short position 淡倉	Shares 股份	Beneficial owner/Interest of controlled corporation 實益擁有人／受控制公司權益	137,524,500	4.11%
	Long position 好倉	Underlying shares 相關股份	Interest of controlled corporation (Note 1) 受控制公司權益(附註1)	6,012,500,000	179.72%
Wan Tze Fan Terence 温子勳	Long position 好倉	Shares 股份	Beneficial owner 實益擁有人	3,366,000	0.10%

Note:

(1) Sino Oil and Gas Resources Investments Limited ("SOGRI") owns 85,119,500 shares and has short position of 70,800,000 shares. SOGRI is wholly owned by Dr. Dai Xiaobing. Pursuant to the SFO, Dr. Dai is taken to have interests and short position in such shares. In addition, Dr. Dai beneficially owns 73,384,500 shares and has short position of 66,724,500 shares.

Unless the context requires otherwise, capitalized terms used in this paragraph shall have the same meanings as defined in the announcement issued by the Company on 31 May 2016. On 31 May 2016, the Company entered into the Subscription Agreement with Crescent Spring Investment Holdings Limited (the "Bondholder") pursuant to which the Company issued to the Bondholder the Convertible Bonds in the aggregate principal amount of US$130,000,000 on 29 September 2016, and Sino Oil and Gas Resources Limited ("SOGR"), a company wholly owned by Dr. Dai Xiaobing, entered into a Put and Call Option Deed with the Bondholder pursuant to which the Bondholder grants to SOGR an irrevocable and unconditional right (but without obligation) to purchase some or all of the Convertible Bonds at the Call Option Purchase Price during the Call Option Period, and SOGR grants to the Bondholder an irrevocable and unconditional right (but without obligation) to require SOGR to purchase some or all of the Convertible Bonds at the Put Option Purchase Price during the Put Option Period. Based on the conversion price of HK$0.168 per share, a maximum of 6,012,500,000 shares may be allotted and issued upon exercise of the conversion rights attaching to the Convertible Bonds in full. Further details are set out in the announcements and circular issued by the Company on 31 May 2016, 30 September 2016 and 12 July 2016 respectively. Pursuant to the SFO, the Convertible Bonds give rise to an interest in 6,012,500,000 underlying shares of the Bondholder and the Put and Call Option Deed gives rise to an interest in 6,012,500,000 underlying shares of the Company of SOGR and Dr. Dai Xiaobing and short position of 6,012,500,000 underlying shares of the Bondholder.

Save as disclosed above, as at 31 December 2021, none of the Directors and chief executive of the Company had any interests or short positions in the securities of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

附註：

(1) 中國油氣資源投資有限公司(「SOGRI」)持有85,119,500股股份的權益及70,800,000股股份的淡倉。SOGRI 由戴小兵博士全資擁有。根據證券及期貨條例，戴博士被視為於該等股份中擁有權益及淡倉。此外，戴博士實益擁有73,384,500股股份及持有66,724,500股股份的淡倉。

除文義另有所指外，本段中所採用之詞彙與本公司於2016年5月31日刊發之公佈所界定者具有相同涵義。於2016年5月31日，本公司與Crescent Spring Investment Holdings Limited(「債券持有人」)訂立認購協議，據此，本公司於2016年9月29日發行本金總額130,000,000 美元之可換股債券予債券持有人；以及由戴小兵博士全資擁有的中國油氣資源有限公司(「SOGR」)，與債券持有人訂立認沽及認購期權契據，據此，債券持有人授予SOGR一項不可撤回及無條件權利(但並無責任)，可於認購期權期間內按認購期權購買價購入部份或全部可換股債券，而SOGR授予債券持有人一項不可撤回及無條件權利(但並無責任)，可要求SOGR於認沽期權期間內按認沽期權購買價購入部份或全部可換股債券。根據換股價每股0.168港元，於悉數行使可換股債券所附之換股權後將予配發及發行最多6,012,500,000股股份，有關詳情載於本公司於2016年5月31日及2016年9月30日發出之公佈及2016年7月12日發出之通函。根據證券及期貨條例，債券持有人按照可換股債券持有本公司6,012,500,000股相關股份權益，而SOGR及戴小兵博士按照認沽及認購期權契據持有6,012,500,000股相關股份權益及債券持有人按照認沽及認購期權契據持有6,012,500,000股相關股份之淡倉。

除上文所披露者外，於2021年12月31日，根據證券及期貨條例第352條存置之登記冊所載，概無董事或行政總裁於本公司或其相聯法團(具有證券及期貨條例第XV部所賦予之涵義)之證券中擁有任何權益或淡倉，或擁有須根據標準守則知會本公司及聯交所之任何權益或淡倉。

Share Option Scheme

The Company's share option scheme (the "Scheme") was adopted by its shareholders at the Annual General Meeting held in 2010. The Scheme was in full compliance with the relevant requirements of Chapter 17 of the Listing Rules. It was valid for a period of 10 years commencing on 28 May 2010 after which no further options would be granted but the provisions of the Scheme would in all other respects remain in full force and effect and options which were granted during the life of the Scheme might continue to be exercisable in accordance with their terms of issue. All outstanding options were unexercised and lapsed upon expiration of the exercise period on 5 December 2021. As such, there were no outstanding options for subscription of shares under the Scheme as at 31 December 2021,

The purpose of the Scheme was to enable the Company to recognise the contributions of the participants to the Group and to motivate the participants to continuously work to the benefit of the Group by offering to the participants an opportunity to have personal interest in the share capital of the Company. The eligible participants included any full-time and part-time employee (including Directors) of the Company or its subsidiaries, any suppliers, consultants, agents and advisers.

Pursuant to the Scheme, the maximum number of shares in respect of which options might be granted under the Scheme should not in aggregate exceed 10% of the shares of the Company in issue as at the date of approval of the limit and such limit might be refreshed by shareholders in general meeting. However, the total maximum number of shares which might be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option schemes should not exceed 30% of the shares in issue from time to time.

購股權計劃

本公司的購股權計劃(「計劃」)於2010年舉行的股東週年大會上經股東採納。計劃完全符合上市規則第17章之有關規定，自2010年5月28日生效起計十年內有效，屆滿後不再授出購股權，惟計劃所有其他方面之條文仍有效，而於計劃期間內授出之購股權可根據其發行條款繼續行使。於2021年12月5日，所有尚未行使的購股權已因行使期限屆滿而失效，故此，於2021年12月31日，於計劃下並無可認購本公司股份的尚未行使購股權。

計劃之目的為透過向參與者提供擁有本公司股本權益之機會，肯定其對本集團之貢獻，並激勵其繼續為本集團之利益而工作。計劃之合資格參與者包括本公司或其附屬公司之任何全職或兼職僱員(包括董事)及任何供應商、諮詢人、代理及顧問。

根據計劃可能授出之購股權涉及之股份數目最多不得超過於批准限制日期之已發行本公司股份之10%，股東可於股東大會上更新該限制。然而，因行使根據計劃及任何其他購股權計劃授出的所有尚未行使及有待行使之購股權而可能發行之最高股份數目總額須不得超過不時已發行股份之30%。

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

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

The period within which an option might be exercised under the Scheme would be determined by the Board in its absolute discretion. Under the Scheme, an option might not be exercised after the expiration of 10 years from the date of grant of the option.

計劃之購股權可行使之期限將由董事會絕對酌情釐定，計劃之購股權不得於授出購股權日期起計十年屆滿後行使。

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

根據計劃，每份購股權之行使價將由董事會絕對酌情釐定，惟於任何情況下均不可低於下列兩者中之較高者：(i)股份於授出購股權日期在聯交所每日報價表載列之收市價；及(ii)股份於緊接授出購股權日期前5個營業日在聯交所每日報價表載列之平均收市價。

Some further disclosures relating to the Scheme are set out in note 36 to the consolidated financial statements.

有關計劃之若干進一步披露載於綜合財務報表附註36。

Each option gave the holder the right to subscribe for one share. Details of personal interests in share options held by the Directors and employees of the Group to subscribe for shares of the Company granted at nominal consideration under the Scheme and movements in such holdings during the year ended 31 December 2021 are as follows:

於截至2021年12月31日止年度，本集團董事及僱員所持可認購本公司股份之購股權中擁有以下之個人權益及該等持股量之變動詳情載於下表，購股權根據計劃以名義上的代價授出，每份購股權賦予持有人認購1股股份之權利：

	Number of options 購股權數目					
	Outstanding at 1 January 2021 於2021年1月1日尚未行使	Lapsed during the year 於期內失效	Outstanding at 31 December 2021 於2021年12月31日尚未行使	Date of grant (D.M.Y) 授出日期（日.月.年）	Exercise period (D.M.Y) 行使期限（日.月.年）	Exercise price per share HK$ 每股股份之行使價 港元
Directors 董事						
Dai Xiaobing 戴小兵	3,600,000	3,600,000	0	06.12.2011	06.12.2011–05.12.2021	2.76
Wan Tze Fan Terence 温子勳	3,600,000	3,600,000	0	06.12.2011	06.12.2011–05.12.2021	2.76
King Hap Lee 景哈利	3,600,000	3,600,000	0	06.12.2011	06.12.2011–05.12.2021	2.76
Wong Lung Tak Patrick 黃龍德	300,000	300,000	0	06.12.2011	06.12.2011–05.12.2021	2.76
Wang Yanbin 王延斌	300,000	300,000	0	06.12.2011	06.12.2011–05.12.2021	2.76
Employees 僱員	29,800,000	29,800,000	0	06.12.2011	06.12.2011–05.12.2021	2.76
Total 合計	41,200,000	41,200,000	0			

Note: No option was granted or exercised during the year.

附註： 於年內並無購股權獲授出或行使。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

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

董事購買股份或債券之權利

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

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS

As at 31 December 2021, the following persons, not being a Director or chief executive of the Company, had an interest or short position in the shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO:

主要股東及其他人士之權益

於2021年12月31日，以下人士（並非本公司董事或行政總裁）於根據證券及期貨條例第336條存置之登記冊所載於本公司之股份或相關股份中擁有權益或淡倉：

Name 名稱	Long/short position 好倉／淡倉	Interests in shares/ underlying shares 於股份及相關股份權益	Nature of interest 權益性質	Number of shares/ underlying shares held 所持股份／相關股份數目	Percentage of issued shares 佔已發行股份百份比
Substantial Shareholders **主要股東**					
Bright Achieve Investments Limited (Note 1) 亮達投資有限公司（附註1）	Long position 好倉	Shares 股份	Beneficial owner 實益擁有人	719,763,500	21.51%
	Short position 淡倉	Shares 股份	Beneficial owner 實益擁有人	702,000,000	20.98%
Lai Chun Lam 賴俊霖	Long position 好倉	Shares 股份	Beneficial owner 實益擁有人	398,000,000	11.90%
Zhang Victor Ri Chun 張日春	Long position 好倉	Shares 股份	Beneficial owner 實益擁有人	398,000,000	11.90%
Other persons **其他人士**					
Zhuo Kun 卓坤	Long position 好倉	Shares 股份	Beneficial owner 實益擁有人	232,530,000	6.95%
Crescent Spring Investment Holdings Limited (Note 2)（附註2）	Long position 好倉	Underlying shares 相關股份	Beneficial owner 實益擁有人	6,012,500,000	179.72%
	Long position 好倉	Shares 股份	Security interest 保證權益	137,932,000	4.12%
	Short position 淡倉	Underlying shares 相關股份	Beneficial owner 實益擁有人	6,012,500,000	179.72%
Sino Oil and Gas Resources Limited (Note 2) 中國油氣資源有限公司（附註2）	Long position 好倉	Underlying shares 相關股份	Beneficial owner 實益擁有人	6,012,500,000	179.72%
Cathay Rong IV Limited (Note 3)（附註3）	Long position 好倉	Shares 股份	Security interest 保證權益	702,000,000	20.98%

Notes:

1. Bright Achieve Investments Limited is wholly and beneficially owned by Mr. Chen Jiajun.

2. Crescent Spring Investment Holdings Limited ("Crescent") owns convertible bonds in the principal amount of US$130,000,000 carrying the right to convert into shares of the Company at a conversion price of HK$0.168 per share. Based on the conversion price of HK$0.168 per share, a maximum of 6,012,500,000 shares may be allotted and issued upon exercise of the conversion rights attaching to the convertible bonds in full. The convertible bonds give rise to an interest in 6,012,500,000 underlying shares of Crescent.

   Unless the context requires otherwise, capitalized terms used in this paragraph shall have the same meanings as defined in the Company's announcement dated 31 May 2016. Pursuant to the Put and Call Option Deed entered into between Crescent and Sino Oil and Gas Resources Limited ("SOGR"), a company wholly owned by Dr. Dai Xiaobing, Crescent grants to SOGR an irrevocable and unconditional right (but without obligation) to purchase some or all of the Convertible Bonds at the Call Option Purchase Price during the Call Option Period, and SOGR grants to Crescent an irrevocable and unconditional right (without obligation) to require SOGR to purchase some or all of the Convertible Bonds at the Put Option Purchase Price during the Put Option Period. The Put and Call Option Deed gives rise to an interest in 6,012,500,000 underlying shares of each of SOGR and Dr. Dai Xiaobing, and short position of 6,012,500,000 underlying shares of Crescent.

   Crescent also holds security interest in 137,932,000 shares of the Company.

   Crescent is a wholly-owned subsidiary of Pure Virtue Enterprises Limited which in turn is wholly-owned by China Huarong Overseas Investment Holdings Co., Ltd., being a wholly-owned subsidiary of Huarong Overseas Chinese Asset Management Co., Ltd. ("HR Overseas Chinese"). HR Overseas Chinese is owned as to 91% by Huarong Zhiyuan Investment Management Co., Ltd. which in turn is wholly-owned by China Huarong Asset Management Co., Ltd. Pursuant to the SFO, Pure Virtue Enterprises Limited, China Huarong Overseas Investment Holdings Co., Ltd., HR Overseas Chinese, Huarong Zhiyuan Investment Management Co., Ltd. and China Huarong Asset Management Co., Ltd. are deemed to have the aforesaid interests and short position held by Crescent.

附註：

1. 亮達投資有限公司由陳家俊先生全資及實益擁有。

2. Crescent Spring Investment Holdings Limited(「Crescent」)持有本公司本金總額為130,000,000美元之可換股債券，有權以換股價每股0.168港元兑換為本公司的股份。根據換股價每股0.168港元，於悉數行使可換股債券所附之換股權後將予配發及發行最多6,012,500,000股股份。根據可換股債券，Crescent持有本公司6,012,500,000股相關股份權益。

   除文義另有所指外，本段落所採用之詞彙與本公司於2016年5月31日刊發之公佈所界定者具有相同涵義。根據Crescent與由戴小兵博士全資擁有的中國油氣資源有限公司(「SOGR」)訂立的認沽及認購期權契據，Crescent授予SOGR一項不可撤回及無條件權利(但並無責任)，可於認購期權期間內按認購期權購買價購入部份或全部可換股債券，而SOGR 授予Crescent一項不可撤回及無條件權利(但並無責任)，可要求 SOGR於認沽期權期間內按認沽期權購買價購入部份或全部可換股債券。按照認沽及認購期權契據，SOGR及戴小兵博士持有本公司6,012,500,000股相關股份權益及Crescent持有6,012,500,000股相關股份之淡倉。

   Crescent亦持有本公司137,932,000股股份保證權益。

   Crescent是Pure Virtue Enterprises Limited的全資附屬公司，後者由中國華融海外投資控股有限公司(其為華融華僑資產管理股份有限公司(「華融華僑」)的全資附屬公司)全資持有，華融致遠投資管理有限責任公司(其為中國華融資產管理股份有限公司的全資附屬公司)持有華融華僑的91%權益。根據證券及期貨條例，Pure Virtue Enterprises Limited、中國華融海外投資控股有限公司、華融華僑、華融致遠投資管理有限責任公司及中國華融資產管理股份有限公司也被視為持有上述Crescent的權益及淡倉。

3. Cathay Rong IV Limited is a wholly-owned subsidiary of China Huarong Macau (HK) Investment Holdings Limited which in turn is wholly-owned by 中國華融(澳門)國際股份有限公司, of which 51% is owned by China Huarong International Holdings Limited, being a wholly owned subsidiary of China Huarong Asset Management Co., Ltd. Pursuant to the SFO, China Huarong Macau (HK) Investment Holdings Limited, 中國華融(澳門)國際股份有限公司, China Huarong International Holdings Limited and China Huarong Asset Management Co., Ltd are deemed to have the interest being held by Cathay Rong IV Limited.

3. Cathay Rong IV Limited是中國華融澳門(香港)投資控股有限公司的全資附屬公司，後者由中國華融(澳門)國際股份有限公司全資持有，而中國華融國際控股有限公司(其為中国華融資產管理股份有限公司的全資附屬公司)持有中國華融(澳門)國際股份有限公司的51%權益。根據證券及期貨條例，中國華融澳門(香港)投資控股有限公司、中國華融(澳門)國際股份有限公司、中國華融國際控股有限公司及中國華融資產管理股份有限公司也被視為持有上述Cathay Rong IV Limited的權益。

Saved as disclosed above in this section, as at 31 December 2021, the Company has not been notified of any other persons (other than the Directors or chief executive of the Company) who had any interest or short position in the shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO.

除上文所披露者外，於2021年12月31日，本公司並無接獲任何其他人士(不包括本公司之董事或行政總裁)通知於根據證券及期貨條例第336條存置之登記冊所記錄於本公司股份或相關股份中擁有權益或淡倉。

RETIREMENT SCHEMES

The employees of the Group's subsidiaries in the PRC are members of retirement schemes operated by local authorities in the PRC. The Group also operates a defined contribution scheme covering full time employees in Hong Kong. Details of employee retirement benefits are set out in note 35 to the consolidated financial statements.

退休計劃

本集團於中國之附屬公司僱員乃中國地方機關營辦之退休計劃之成員。本集團亦營辦一個定額供款計劃，成員包括香港之全職僱員。僱員退休福利詳情載列於綜合財務報表附註35。

DIRECTORS' REMUNERATION AND HIGHEST PAID INDIVIDUALS' EMOLUMENTS

Particulars of the directors' remuneration and highest paid individuals' emoluments are set out in note 11 and note 12 to the consolidated financial statements respectively.

董事及最高薪人士之酬金

有關董事及最高薪人士之酬金之詳情已分別載於綜合財務報表附註11及附註12。

PERMITTED INDEMNITY

Pursuant to the Company's Bye-laws, subject to the applicable laws and regulations, the directors shall be indemnified and secured harmless out of the assets and profits of the Company against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain in or about the execution of their duty in their offices. Such permitted indemnity provision has been in force throughout the year and is still in force. In addition, the Company has arranged appropriate directors' and officers' liability insurance coverage for the directors and senior executives of the Group.

獲准許的彌償

根據本公司的章程細則，並受適用法律及法規所規限，董事就彼等基於其職位履行其職務而產生或蒙受的所有訴訟、費用、收費、損失、賠償及開支，均可自本公司的資產及溢利獲得彌償，確保免就此受損。該等獲准許的彌償條文於年內及直至現在仍然有效。再者，本公司已就本集團董事及高級行政人員購買合適的董事及行政人員責任保險。

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in note 48 to the consolidated financial statements, no transactions, arrangements or contracts of significance subsisting during or at the end of the year to which the Company or any of its subsidiaries was a party and in which a director of the Company or an entity connected with a director was materially interested, either directly or indirectly.

董事於合約中之權益

除綜合財務報表附註48所披露者外，本公司董事或與該董事有關連的實體概無在本公司或其任何附屬公司於年內或結束時訂立且仍然生效之重要交易、安排或合約中直接或間接擁有任何重大權益。

PUBLIC FLOAT

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

公眾持股量

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

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the listed securities of the Company during the year ended 31 December 2021.

購買、贖回或出售上市證券

截至2021年12月31日止年度，本公司或其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

PRE-EMPTIVE RIGHTS

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

優先購股權

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

AUDITOR

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

核數師

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

By order of the Board
Dai Xiaobing
Chairman
Hong Kong, 27 April 2022

承董事會命
主席
戴小兵
香港，2022年4月27日

Independent Auditor's Report

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TO THE SHAREHOLDERS OF SINO OIL AND GAS HOLDINGS LIMITED
(incorporated in Bermuda with limited liability)

致中國油氣控股有限公司股東
(於百慕達註冊成立之有限公司)

DISCLAIMER OF OPINION

We were engaged to audit the consolidated financial statements of Sino Oil and Gas Holdings Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 55 to 212, which comprise the consolidated statement of financial position as at 31 December 2021, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

We do not express an opinion on the consolidated financial statements of the Group. Because of the significance of the matter described in the "Basis for Disclaimer of Opinion" section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements. In all other respects, in our opinion the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

不發表意見

本核數師(以下簡稱「本行」)獲委聘審核中國油氣控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)列載於第55至212頁之綜合財務報表，此綜合財務報表包括於2021年12月31日之綜合財務狀況表與截至該日止年度之綜合全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註(包括主要會計政策概要)。

吾等對　貴集團之綜合財務報表不發表意見。由於本報告「不發表意見基礎」一節所述之事項關係重大，故吾等未能取得足夠適當之審核憑證，以為該等綜合財務報表提供審核意見基礎。就所有其他方面而言，吾等認為綜合財務報表已根據香港公司條例之披露規定妥為編製。

BASIS FOR DISCLAIMER OF OPINION

Scope Limitation Relating to the Going Concern Basis of Preparing the Consolidated Financial Statements

As set out in note 3(b)(ii) to the consolidated financial statements, the Group incurred a loss of HK$786,225,000 for the year ended 31 December 2021, and as of that date, had net current liabilities of HK$2,276,475,000. The convertible note with principal amount together with related interests of HK$1,352,900,000 was matured in September 2020. As at 31 December 2021, these overdue convertible note and related interests totalling HK$1,352,900,000 and related default interests of the convertible note (included in other payables and accruals) of HK$253,691,000 were outstanding and became immediately repayable. On the same date, certain matured corporate bonds with outstanding principal amounts and related coupon interests (included in other payables and accruals) of HK$24,750,000 and HK$1,984,000 became immediately repayable. In addition, the Group had current borrowings of HK$296,909,000, trade and other payables and accruals (excluded the default interest of a convertible note and outstanding coupon interests) of HK$504,793,000 as at 31 December 2021 while the Group only maintained its cash and cash equivalents of HK$13,800,000.

The above conditions indicate the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern, and therefore, it may be unable to realise its assets and discharge its liabilities in the normal course of business.

As detailed in note 3(b)(ii) to the consolidated financial statements, in view of the above circumstances, the directors have prepared a cash flow forecast of the Group which takes into account of the major assumption that an individual, who is a shareholder and a director of the Company would be able to provide sufficient financial support to the Group to meet its operating needs and financial obligations in order to enable the Group to continue as a going concern for twelve months from the date of approval of the consolidated financial statements. The directors consider the Group will have sufficient working capital to meet its operating and financing needs as and when they fall due within the twelve months from 31 December 2021. Accordingly, the directors are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

不發表意見基礎

關於按持續經營基準編製綜合財務報表之範圍限制

誠如綜合財務報表附註3(b)(ii)所載，貴集團於截至2021年12月31日止年度錄得虧損786,225,000港元，而於該日，貴集團之流動負債淨額為2,276,475,000港元。本金金額連同相關利息為1,352,900,000港元之可換股票據於2020年9月到期。於2021年12月31日，該等已逾期可換股票據及相關利息合共1,352,900,000港元以及可換股票據之相關違約利息(計入其他應付款項及預提費用)253,691,000港元尚未償還，並須即時償還。於同日，若干已到期企業債券之未償還本金及相關票面利息(計入其他應付款項及預提費用)分別為24,750,000港元及1,984,000港元須即時償還。此外，於2021年12月31日，貴集團有流動借貸296,909,000港元、應付賬款、其他應付款項及預提費用(不包括可換股票據之違約利息及未償還票面利息)504,793,000港元，而貴集團僅持有現金及現金等價物13,800,000港元。

上述情況顯示存在重大不確定因素，可能對貴集團持續經營能力構成重大疑問，因此，其可能無法在日常業務過程中變現其資產及償還其負債。

誠如綜合財務報表附註3(b)(ii)所詳述，鑒於上述情況，董事已編製貴集團現金流量預測，當中考慮的主要假設為一名人士(貴公司股東及董事)能否向貴集團提供持續足夠財務支持以滿足自綜合財務報表審批日起計十二個月內的營運所需及財務責任使貴集團能持續經營。董事認為貴集團將具備足夠的營運資金以撥付其自2021年12月31日起計十二個月內營運及逾期融資需要。因此，董事信納按持續經營基準編製綜合財務報表乃恰當之舉。

BASIS FOR DISCLAIMER OF OPINION (Continued)

The appropriateness of the preparation of the consolidated financial statements on the going concern basis largely depends on whether the above-mentioned major assumption and other assumptions set out in note 3(b)(ii) to the consolidated financial statements taken into account by the directors in the going concern assessment are achievable.

However, in respect of the above-mentioned major assumption that the individual would be able to provide financial support to the Group to meet its operating needs and financial obligations, we were unable to verify the financial position of such individual and to assess whether such individual has sufficient financial capability to provide the aforementioned financial support to the Group. There were no other satisfactory audit procedures that we could adopt to conclude whether it is appropriate for the directors to prepare the Company's consolidated financial statements on a going concern basis.

The consolidated financial statements do not include any adjustments that may be necessary should the going concern basis of preparation be determined to be inappropriate. These would include any adjustments to write down the Group's assets to their net realisable amounts, to provide for any liabilities which may arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively.

We disclaimed our opinion on the Company's consolidated financial statements for the year ended 31 December 2020 ("2020 consolidated financial statements") relating to the going concern basis of preparing the consolidated financial statements. The balances as at 31 December 2020 and the amounts for the year then ended are presented as comparative information in the consolidated financial statements for the year ended 31 December 2021. We disclaimed our audit opinion on the consolidated financial statements for the year ended 31 December 2021 also for the possible effect of the disclaimer of opinion on 2020 consolidated financial statements on the comparability of 2021 figures and 2020 figures in the consolidated financial statements for the year ended 31 December 2021.

不發表意見基礎(續)

按持續經營基準編製綜合財務報表是否恰當，很大程度上取決於上述經董事於持續經營評估中所考慮的主要假設及綜合財務報表附註3(b)(ii)所載之其他假設能否實現。

然而，就上述有關該名人士能夠向　貴集團提供財務支持以滿足營運所需及財務責任的主要假設而言，吾等無法核實該名人士的財務狀況，以便吾等評估彼是否具備足夠的財務能力向　貴集團提供上述財務支持。吾等並無其他滿意的核數程序可採納就董事使用持續經營會計基準編製綜合財務報表之合適性作出總結。

綜合財務報表不包含倘釐定持續經營編製基準並不適當所作出之任何必需調整，這可能包括撇減　貴集團資產至可變現淨值、就可能產生之任何負債計提撥備，以及將非流動資產及非流動負債分別重新分類為流動資產及流動負債等任何調整。

吾等就　貴公司採用持續經營基準編製截至2020年12月31日止年度之綜合財務報表(「2020年綜合財務報表」)不發表意見。於2020年12月31日之結餘及截至該日止年度之金額於截至2021年12月31日止年度之綜合財務報表呈列為比較資料。吾等就截至2021年12月31日止年度之綜合財務報表不發表意見，而就2020年綜合財務報表之不發表意見對截至2021年12月31日止年度之綜合財務報表內2021年數字與2020年數字之可比較性構成之潛在影響，亦不發表意見。

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibility in this regard.

董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則及香港公司條例的披露規定編製真實而公平地反映情況的綜合財務報表，及董事釐定對編製綜合財務報表屬必要的有關內部監控，以使該等綜合財務報表不會存在由於欺詐或錯誤而導致的重大錯誤陳述。

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

董事亦須負責履行監督　貴集團財務報告流程的責任。審核委員會協助董事履行彼等在此方面的職責。

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

Our responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with Hong Kong Standards on Auditing issued by the HKICPA and to issue an auditor's report. This report is made solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

However, because of the matter described in the "Basis for Disclaimer of Opinion" section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements.

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.

核數師就審核綜合財務報表須承擔的責任

本行之責任是根據香港會計師公會頒佈的香港審計準則對　貴集團的綜合財務報表進行審核並發出核數師報告。本行根據百慕達1981年公司法第90條僅向全體股東報告，不作其他用途。本行並不就本報告之內容對任何其他人士承擔任何義務或接受任何責任。

然而，由於本報告「不發表意見基礎」一節所述之事項，故本行未能取得足夠適當之審核憑證，以為該等綜合財務報表提供審核意見基礎。

根據香港會計師公會之專業會計師道德守則(「守則」)，本行獨立於　貴集團，並已根據守則履行其他道德責任。

BDO Limited
Certified Public Accountants
Chau Ka Kin
Practising Certificate Number P07445

Hong Kong, 27 April 2022

香港立信德豪會計師事務所有限公司
執業會計師
周嘉健
執業證書號碼P07445

香港，2022年4月27日

Consolidated Statement of Comprehensive Income
綜合全面收益表

For the year ended 31 December 2021
截至2021年12月31日止年度

		Notes 附註	2021 HK$'000 千港元	2020 HK$'000 千港元
Revenue	營業額	6 & 15	**394,236**	325,371
Direct cost	直接成本		**(332,753)**	(285,830)
Gross profit	毛利		**61,483**	39,541
Other income	其他收入	7	**49,480**	56,930
Other (losses)/gains, net	其他(虧損)／溢利淨額	8	**(225,165)**	16,213
Expected credit losses on financial assets measured at amortised cost recognised, net	按攤銷成本計量之財務資產之已確認預期信貸虧損淨額	9(d)	**(344,853)**	(10,916)
Impairment loss on interest in an associate	於一家聯營公司之權益的減值虧損	22	**(37,230)**	–
Selling and distribution expenses	銷售及分銷費用		**(15,016)**	(10,098)
Administrative expenses	行政費用		**(33,153)**	(63,142)
(Loss)/profit from operations	經營(虧損)／溢利		**(544,454)**	28,528
Finance costs	融資成本	9(a)	**(242,497)**	(209,616)
Share of profit of an associate	應佔一家聯營公司溢利	22	**10**	18
Loss before income tax expense	除所得稅支出前虧損	9	**(786,941)**	(181,070)
Income tax credit/(expense)	所得稅抵免／(支出)	10	**716**	(1,809)
Loss for the year	**本年度虧損**		**(786,225)**	(182,879)
Other comprehensive income, after tax	**其他全面收益，除稅後**			
Item that may be reclassified to profit or loss:	可能重新分類至損益之項目：			
Exchange differences on translating foreign operations	換算海外業務之匯兑差異		**25,037**	221,414
Item that will not be reclassified to profit or loss:	不得重新分類至損益之項目：			
Changes in fair value of equity investment designated at fair value through other comprehensive income	指定按公平值透過其他全面收益列賬的權益投資之公平值變動		**(31)**	(126)
Other comprehensive income for the year, after tax	本年度其他全面收益，除稅後		**25,006**	221,288
Total comprehensive income for the year	**本年度全面收益總額**		**(761,219)**	38,409

Consolidated Statement of Comprehensive Income
綜合全面收益表

For the year ended 31 December 2021
截至2021年12月31日止年度

		Notes 附註	**2021 HK$'000 千港元**	2020 HK$'000 千港元
Loss attributable to:	以下人士應佔虧損：			
Owners of the Company	本公司擁有人		**(788,667)**	(184,117)
Non-controlling interests	非控股權益		**2,442**	1,238
			(786,225)	(182,879)
Total comprehensive income attributable to:	以下人士應佔全面收益總額：			
Owners of the Company	本公司擁有人		**(764,061)**	36,553
Non-controlling interests	非控股權益		**2,842**	1,856
			(761,219)	38,409
			HK$ cents 港仙	HK$ cents 港仙
Loss per share	**每股虧損**			
– Basic and diluted	－基本及攤薄	14	**(23.57)**	(5.50)

Consolidated Statement of Financial Position
綜合財務狀況表

As at 31 December 2021
於2021年12月31日

		Notes 附註	2021 HK$'000 千港元	2020 HK$'000 千港元
Non-current assets	**非流動資產**			
Property, plant and equipment	物業、廠房及設備	16	**2,653,350**	2,453,716
Oil and gas exploration and evaluation assets	油氣勘探及評估資產	17	**–**	74,000
Right-of-use assets	使用權資產	18(a)	**9,072**	8,049
Intangible assets	無形資產	19	**2,267,638**	2,218,827
Goodwill	商譽	20	**12,446**	12,048
Interest in a joint venture	於一家合營企業之權益	21	**–**	–
Interest in an associate	於一家聯營公司之權益	22	**22,294**	58,821
Financial assets at fair value through profit or loss	按公平值透過損益列賬的財務資產	23	**13,208**	9,221
Equity investment designated at fair value through other comprehensive income	指定按公平值透過其他全面收益列賬之權益投資	24	**346**	377
Deposits and prepayments	按金及預付款項	27	**20,698**	20,035
Loans receivable	應收貸款	25	**20,817**	77,544
Total non-current assets	非流動資產總額		**5,019,869**	4,932,638
Current assets	**流動資產**			
Inventories	存貨	26	**13,323**	10,281
Financial assets at fair value through profit or loss	按公平值透過損益列賬的財務資產	23	**16,110**	24,085
Trade, notes and other receivables, deposits and prepayments	應收賬款、應收票據及其他應收賬款、按金及預付款項	27	**98,557**	527,428
Short-term investment	短期投資	28	**–**	70,640
Loans receivable	應收貸款	25	**9,189**	3,850
Amount due from a joint venture	應收一家合營企業款項	21	**–**	324
Restricted cash at banks	受限制銀行現金	29(a)	**912**	984
Cash and cash equivalents	現金及現金等價物	29(b)	**13,800**	60,898
Total current assets	流動資產總額		**151,891**	698,490
Total assets	**總資產**		**5,171,760**	5,631,128
Current liabilities	**流動負債**			
Trade and other payables and accruals	應付賬款、其他應付款項及預提費用	30	**(760,468)**	(531,921)
Borrowings	借貸	32	**(296,909)**	(130,140)
Convertible note	可換股票據	33	**(1,352,900)**	(1,352,900)
Financial liabilities at fair value through profit or loss	按公平值透過損益列賬的財務負債	33	**(9)**	(9)
Deferred income	遞延收入	43	**(3,044)**	(1,902)
Lease liabilities	租賃負債	18(b)	**(5,423)**	(4,003)
Taxation	稅項		**(9,613)**	(9,169)
Total current liabilities	流動負債總額		**(2,428,366)**	(2,030,044)
Net current liabilities	**流動負債淨值**		**(2,276,475)**	(1,331,554)
Total assets less current liabilities	**總資產減流動負債**		**2,743,394**	3,601,084

Consolidated Statement of Financial Position
綜合財務狀況表

As at 31 December 2021
於2021年12月31日

		Notes 附註	2021 HK$'000 千港元	2020 HK$'000 千港元
Non-current liabilities	**非流動負債**			
Provisions	撥備	31	**(21,518)**	(16,861)
Borrowings	借貸	32	**(501,050)**	(651,328)
Deferred income	遞延收入	43	**(288,083)**	(237,734)
Lease liabilities	租賃負債	18(b)	**(809)**	(495)
Deferred tax liabilities	遞延稅項負債	34	**(7,727)**	(9,240)
Total non-current liabilities	非流動負債總額		**(819,187)**	(915,658)
NET ASSETS	**資產淨值**		**1,924,207**	2,685,426
Capital and reserves attributable to owners of the Company	**本公司擁有人應佔資本及儲備**			
Share capital	股本	37(a)	**334,544**	334,544
Reserves	儲備		**1,576,133**	2,340,194
Equity attributable to owners of the Company	本公司擁有人應佔權益		**1,910,677**	2,674,738
Non-controlling interests	非控股權益	40	**13,530**	10,688
TOTAL EQUITY	**總權益**		**1,924,207**	2,685,426

On behalf of the Board
代表董事會

Dai Xiaobing
戴小兵
Director
董事

Wan Tze Fan Terence
温子勳
Director
董事

Consolidated Statement of Changes in Equity
綜合權益變動表

For the year ended 31 December 2021
截至2021年12月31日止年度

		Equity attributable to owners of the Company 本公司擁有人應佔權益									
		Share capital (note 37(a)) 股本 (附註37(a)) HK$'000 千港元	Share premium (note 37(c)(i)) 股份溢價 (附註37(c)(i)) HK$'000 千港元	Contributed surplus (note 37(c)(ii)) 繳納盈餘 (附註37(c)(ii)) HK$'000 千港元	Share option reserve (note 37(c)(iii)) 購股權儲備 (附註37(c)(iii)) HK$'000 千港元	Fair value reserve (non-recycling) (note 37(c)(iv)) 公平值儲備 (不得撥回) (附註37(c)(iv)) HK$'000 千港元	Exchange reserve (note 37(c)(v)) 匯兌儲備 (附註37(c)(v)) HK$'000 千港元	Accumulated losses (note 37(c)(vi)) 累計虧損 (附註37(c)(vi)) HK$'000 千港元	Total 總計 HK$'000 千港元	Non-controlling interests 非控股權益 HK$'000 千港元	Total 總計 HK$'000 千港元
At 1 January 2020	**於2020年1月1日**	334,544	4,486,438	81,043	35,128	(7,094)	(417,933)	(1,873,941)	2,638,185	8,832	2,647,017
Loss for the year	本年度虧損	–	–	–	–	–	–	(184,117)	(184,117)	1,238	(182,879)
Other comprehensive income	其他全面收益	–	–	–	–	(126)	220,796	–	220,670	618	221,288
Total comprehensive income for the year	本年度全面收益總額	–	–	–	–	(126)	220,796	(184,117)	36,553	1,856	38,409
At 31 December 2020 and at 1 January 2021	**於2020年12月31日及2021年1月1日**	334,544	4,486,438	81,043	35,128	(7,220)	(197,137)	(2,058,058)	2,674,738	10,688	2,685,426
Loss for the year	本年度虧損	–	–	–	–	–	–	(788,667)	(788,667)	2,442	(786,225)
Other comprehensive income	其他全面收益	–	–	–	–	(31)	24,637	–	24,606	400	25,006
Total comprehensive income for the year	本年度全面收益總額	–	–	–	–	(31)	24,637	(788,667)	(764,061)	2,842	(761,219)
Release upon expiry of share option	購股權屆滿後解除	–	–	–	(35,128)	–	–	35,128	–	–	–
At 31 December 2021	**於2021年12月31日**	**334,544**	**4,486,438**	**81,043**	**–**	**(7,251)**	**(172,500)**	**(2,811,597)**	**1,910,677**	**13,530**	**1,924,207**

Consolidated Statement of Cash Flows

For the year ended 31 December 2021

		Notes 附註	2021 HK$'000 千港元	2020 HK$'000 千港元
Operating activities	**經營業務**			
Loss before income tax expense	除所得稅支出前虧損		**(786,941)**	(181,070)
Adjustments for:	調整項目：			
Depreciation on property, plant and equipment	物業、廠房及設備折舊	16	**49,888**	31,604
Depreciation on right-of-use assets	使用權資產折舊	18(a)	**6,970**	4,825
Amortisation on intangible assets	無形資產之攤銷	19	**24,170**	17,899
Amortisation on deferred income	遞延收入之攤銷	43	**(2,990)**	(1,902)
Impairment loss on oil and gas evaluation and exploration assets	油氣評估及勘探資產減值虧損	8	**76,020**	–
Impairment loss on interest in an associate	於一家聯營公司之權益的減值虧損	22	**37,230**	–
Interest expense	利息支出	9(a)	**242,497**	209,616
Interest income	利息收入	7	**(27,021)**	(30,243)
Change in fair value of financial assets at fair value through profit or loss	按公平值透過損益列賬之財務資產公平值變動	8	**(6,426)**	(15,853)
Change in fair value of financial liabilities at fair value through profit or loss	按公平值透過損益列賬之財務負債公平值變動	8	**–**	(37)
Written off of other receivables	註銷其他應收賬款	8	**6,555**	344
Written off of property, plant and equipment	註銷物業、廠房及設備	8	**263**	–
Loss on disposal of a loan receivable	出售一筆應收貸款之虧損	8	**12,962**	–
Loss on disposal of receivables	出售應收款項之虧損	8	**136,219**	–
Loss on lease modification	租賃修訂之虧損	8	**–**	205
Share of profit of an associate	應佔一家聯營公司溢利	22	**(10)**	(18)
Expected credit losses on financial assets measured at amortised cost recognised	按已確認攤銷成本計量之財務資產之預期信貸虧損	9(d)	**344,853**	10,916
Operating profit before changes in working capital	**營運資金變動前經營溢利**		**114,239**	46,286
(Increase)/decrease in inventories	存貨(增加)／減少		**(2,654)**	226
Decrease/(increase) in trade, notes and other receivables, deposits and prepayments	應收賬款、應收票據及其他應收賬款、按金及預付款項減少／(增加)		**50,699**	(22,149)
Increase in trade and other payables and accruals	應付賬款、其他應付款項及預提費用增加		**16,814**	47,562
Increase in amount due from a joint venture	應收一家合營企業款項增加		**(5)**	(4)
(Increase)/decrease in restricted cash at banks	受限制銀行現金(增加)／減少		**(104)**	9,213
Cash generated from operations	經營業務產生之現金		**178,989**	81,134
PRC enterprise income tax paid	已付中國企業所得稅		**(1,070)**	(2,279)
Net cash generated from operating activities	**經營業務產生之現金淨額**		**177,919**	78,855

		Notes 附註	2021 HK$'000 千港元	2020 HK$'000 千港元
Investing activities	**投資活動**			
Payment of purchase of property, plant and equipment	購入物業、廠房及設備付款		**(202,088)**	(287,770)
Payment of purchase of oil and gas exploration and evaluation assets	購入油氣勘探及評估資產付款	17	**(535)**	(1,285)
Settlement of financial assets at fair value through profit or loss	結算按公平值透過損益列賬之財務資產	50(b)(iv)	**24,438**	16,677
Increase in loans receivable	應收貸款增加		**(24,100)**	(8,992)
Proceeds from repayment of loans receivable	收回償還應收貸款所得款項		**13,614**	3,526
Proceeds from disposal of receivables	出售應收款項所得款項	23(b)	**19,280**	–
Proceeds from disposal of a loan receivable	出售一筆應收貸款所得款項	25(c)	**12,050**	–
Production sharing received under joint operation	在共同經營下收取之產品分成	43	**45,766**	93,445
Interest received	已收利息		**1,791**	1,161
Net cash used in investing activities	**投資活動所用之現金淨額**		**(109,784)**	(183,238)
Financing activities	**融資活動**			
Proceeds from borrowings	借貸所得款項		**95,075**	298,759
Repayment of borrowings	償還借貸		**(89,766)**	(42,948)
Partial redemption of corporate bonds	贖回部分企業債券		**(14,500)**	(7,700)
Repayment of advances from a shareholder	償還一名股東墊款		**(19,263)**	(1,000)
Repayment of lease liabilities	償還租賃負債	18(b)	**(7,007)**	(4,597)
Interest paid	已付利息		**(58,927)**	(48,931)
Net cash (used in)/generated from financing activities	**融資活動(所用)／產生之現金淨額**		**(94,388)**	193,583
Net (decrease)/increase in cash and cash equivalents	**現金及現金等價物(減少)／增加淨額**		**(26,253)**	89,200
Cash and cash equivalents at 1 January	**於1月1日之現金及現金等價物**		**60,898**	3,728
Effect of foreign exchange rate changes	**匯率變動之影響**		**(20,845)**	(32,030)
Cash and cash equivalents at 31 December, representing cash and bank balances	**於12月31日之現金及現金等價物，即現金及銀行結餘**	29(b)	**13,800**	60,898

1. GENERAL

Sino Oil and Gas Holdings Limited (the "Company") was incorporated as an exempted company with limited liability in Bermuda on 2 November 1999 under the Companies Act 1981 of Bermuda (as amended) and its shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited ("The Stock Exchange") on 9 February 2000. The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda. The principal place of business of the Company was located at 44/F, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong and subsequent changed to Room 3710, 37/F, Hong Kong Plaza, 188 Connaught Road West, Hong Kong.

The Company acts as an investment holding company. The principal activities of its subsidiaries are set out in note 39 to the consolidated financial statements.

1. 一般資料

中國油氣控股有限公司(「本公司」)根據百慕達1981年公司法(經修訂)於1999年11月2日在百慕達註冊成立為受豁免有限公司,其股份於2000年2月9日於香港聯合交易所有限公司(「聯交所」)主板上市。本公司之註冊辦事處位於Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。本公司之主要營業地點位於香港灣仔港灣道1號會展廣場辦公大樓44樓,後變更至香港干諾道西188號香港商業中心37樓3710室。

本公司為一家投資控股公司,其附屬公司之主要業務載於綜合財務報表附註39。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

(a) Adoption of new/revised HKFRSs – effective 1 January 2021

Amendments to HKFRS 16
香港財務報告準則第16號(修訂本)
Amendments to HKAS 39, HKFRS 4, HKFRS 7, HKFRS 9 and HKFRS 16
香港會計準則第39號、香港財務報告準則第4號、香港財務報告準則第7號、香港財務報告準則第9號及香港財務報告準則第16號(修訂本)

The new or amended HKFRSs that are effective from 1 January 2021 did not have any significant impact on the Group's accounting policies.

2. 採納香港財務報告準則

(a) 採納新訂／經修訂香港財務報告準則－2021年1月1日起生效

Covid-19-Related Rent Concessions
新冠肺炎相關之租金減免
Interest Rate Benchmark Reform – Phase 2
利率基準改革－第二階段

自2021年1月1日起生效的新訂或經修訂香港財務報告準則對本集團的會計政策概無任何重大影響。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

(a) Adoption of new/revised HKFRSs – effective 1 January 2021 (Continued)

Amendment to HKFRS 16, Covid-19-Related Rent Concessions

HKFRS 16 was amended to provide a practical expedient to lessees in accounting for rent concessions arising as a result of the Covid-19 pandemic, by including an additional practical expedient in HKFRS 16 that permits entities to elect not to account for rent concessions as modifications. The practical expedient applies only to rent concessions occurring as a direct consequence of Covid-19 pandemic and only if all of the following criteria are satisfied:

(a) the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;

(b) the reduction in lease payments affects only payments originally due on or before 30 June 2022; and

(c) there is no substantive change to other terms and conditions of the lease.

2. 採納香港財務報告準則(續)

(a) 採納新訂／經修訂香港財務報告準則－2021年1月1日起生效(續)

香港財務報告準則第16號(修訂本)，新冠肺炎相關之租金減免

香港財務報告準則第16號已經修訂，以透過於香港財務報告準則第16號內包括額外可行權宜方法，為承租人就新冠肺炎疫情引致之租金寬減入賬提供可行權宜方法，其允許實體可選擇不將租金寬減作為修改項目入賬。可行權宜方法僅適用於因新冠肺炎疫情直接引致之後果而產生之租金減免，並須符合以下所有準則：

(a) 租賃付款之變動使租賃代價有所修訂，而經修訂之代價與緊接變動前之租賃代價大致相同，或少於緊接變動前之租賃代價；

(b) 租賃付款之減免僅影響原到期日為2022年6月30日或之前之付款；及

(c) 租賃之其他條款及條件並無實質性變動。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

(a) Adoption of new/revised HKFRSs – effective 1 January 2021 (Continued)

Amendments to HKAS 39, HKFRS 4, HKFRS 7, HKFRS 9 and HKFRS 16, Interest Rate Benchmark Reform – Phase 2

The amendments address issues that might affect financial reporting when a company replaces the old interest rate benchmark with an alternative benchmark rate as a result of the interest rate benchmark reform (the "Reform"). The amendments complement those issued in November 2019 and relate to (a) changes to contractual cash flows in which an entity will not have to derecognise or adjust the carrying amount of financial instruments for changes required by the Reform, but will instead update the effective interest rate to reflect the change to the alternative benchmark rate; (b) hedge accounting in which an entity will not have to discontinue its hedge accounting solely because it makes changes required by the Reform, if the hedge meets other hedge accounting criteria; and (c) disclosures in which an entity will be required to disclose information about new risks arising from the Reform and how it manages the transition to alternative benchmark rates.

2. 採納香港財務報告準則(續)

(a) 採納新訂／經修訂香港財務報告準則－2021年1月1日起生效(續)

香港會計準則第39號、香港財務報告準則第4號、香港財務報告準則第7號、香港財務報告準則第9號及香港財務報告準則第16號(修訂本)，利率基準改革－第二階段

該等修訂本解決因利率基準改革(「改革」)而導致公司以替代基準利率取代舊利率基準時可能影響財務報告之問題。該等修訂本與2019年11月發佈之修訂本相輔相成，並涉及(a)合約現金流變動，實體將毋須就改革所要求之變動終止確認或調整財務工具之賬面值，而是更新實際利率以反映替代基準利率之變動；(b)對沖會計法，倘對沖符合其他對沖會計標準，實體將毋須僅因作出改革所要求之變動而終止其對沖會計法；及(c)披露資料，實體將須披露有關改革引致之新風險之資料，以及如何管理向替代基準利率之過渡。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

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

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

2. 採納香港財務報告準則(續)

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則

以下可能與本集團之綜合財務報表有關之新訂／經修訂香港財務報告準則已獲頒佈但尚未生效，且尚未獲本集團提早採納。

Amendment to HKFRS 16	Covid-19-related rent concessions beyond 30 June 2021[1]
香港財務報告準則第16號(修訂本)	2021年6月30日之後新冠肺炎相關之租金減免[1]
Amendments to HKFRS 17	Insurance Contracts and the related Amendments[3]
香港財務報告準則第17號(修訂本)	保險合約及相關修訂[3]
Amendments to HKFRS 3	Reference to the Conceptual Framework[2]
香港財務報告準則第3號(修訂本)	概念框架之提述[2]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[4]
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營公司或合營企業之間出售或注入資產[4]
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and HK Interpretation 5 (2020)[3]
香港會計準則第1號(修訂本)	流動或非流動負債分類及香港詮釋第5號(2020年)[3]
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of accounting policies[3]
香港會計準則第1號(修訂本)及香港財務報告準則實務公告第2號	會計政策的披露[3]
Amendments to HKAS 8	Definition of accounting estimates[3]
香港會計準則第8號(修訂本)	會計估計的定義[3]
Amendments to HKAS 12	Deferred tax related to assets and liabilities arising from a single transaction[3]
香港會計準則第12號(修訂本)	與單一交易產生的資產及負債相關之遞延稅項[3]
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use[2]
香港會計準則第16號(修訂本)	物業、廠房及設備－擬定用途前之所得款項[2]
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract[2]
香港會計準則第37號(修訂本)	虧損性合約－履行合約之成本[2]
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018-2020[2]
香港財務報告準則(修訂本)	香港財務報告準則2018年至2020年之年度改進[2]
Accounting Guideline 5 (Revised)	Merger Accounting for Common Control Combination[5]
會計指引第5號(經修訂)	就共同控制合併採納合併會計法[5]

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

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

1 Effective for annual periods beginning on or after 1 April 2021
2 Effective for annual periods beginning on or after 1 January 2022
3 Effective for annual periods beginning on or after 1 January 2023
4 Effective for annual periods beginning on or after a date to be determined
5 Effective for common control combination for which the acquisition date/combination date is on or after the beginning of the first annual period beginning on or after 1 January 2022

The directors of the Company do not anticipate that the application of all new and amendments to HKFRSs will have material impact on the consolidated financial statements in the foreseeable future.

Amendment to HKFRS 16, Covid-19-related rent concessions beyond 30 June 2021

The amendment extends the time limit in one of the qualifying criteria of the practical expedient for COVID-19-related rent concessions from 30 June 2021 to 30 June 2022. As such, the use of the practical expedient is available to more rent concessions, in particular those involving reduction in lease payments originally due after 30 June 2021 but before 30 June 2022.

Amendments to HKFRS 17, Insurance Contracts and the related Amendments

The new standard establishes the principles for the recognition, measurement, presentation and disclosure of insurance contracts and supersedes HKFRS 4, Insurance Contracts. The standard outlines a 'General Model', which is modified for insurance contracts with direct participation features, described as the 'Variable Fee Approach'. The General Model is simplified if certain criteria are met by measuring the liability for remaining coverage using the Premium Allocation Approach.

2. 採納香港財務報告準則(續)

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)

1 於2021年4月1日或之後開始的年度期間生效
2 於2022年1月1日或之後開始的年度期間生效
3 於2023年1月1日或之後開始的年度期間生效
4 於尚未釐定日期或之後開始的年度期間生效
5 於收購／合併日期為2022年1月1日或之後的首個年度期間開始時或之後之共同控制合併生效

本公司董事預期，應用所有新訂及經修訂香港財務報告準則於可見將來不會對綜合財務報表造成重大影響。

香港財務報告準則第16號(修訂本)，2021年6月30日之後新冠肺炎相關之租金減免

該修訂本將新冠肺炎相關之租金減免可行權宜方法所須符合準則之一的時限自2021年6月30日延長至2022年6月30日。因此，更多租金減免可採用可行權宜方法，尤其涉及原到期日為2021年6月30日之後且2022年6月30日之前的租賃付款之減免。

香港財務報告準則第17號(修訂本)，保險合約及相關修訂

新訂標準確立保險合約確認、計量、呈列及披露之準則並取代香港財務報告準則第4號，保險合約。該標準概述一個「一般模型」，就具有直接參與特徵之保險合約作出修訂，並將其闡述為「浮動收費法」。倘使用保費分配法計算之餘下受保範圍符合若干標準，則一般模型可予以簡化。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

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

Amendments to HKFRS 3, Reference to the Conceptual Framework

The amendments update HKFRS 3 so that it refers to the revised Conceptual Framework for Financial Reporting 2018 instead of the version issued in 2010. The amendments add to HKFRS 3 a requirement that, for obligations within the scope of HKAS 37, an acquirer applies HKAS 37 to determine whether at the acquisition date a present obligation exists as a result of past events. For a levy that would be within the scope of HK(IFRIC)-Int 21 Levies, the acquirer applies HK(IFRIC)-Int 21 to determine whether the obligating event that gives rise to a liability to pay the levy has occurred by the acquisition date. The amendments also add an explicit statement that an acquirer does not recognise contingent assets acquired in a business combination.

Amendments to HKFRS 10 and HKAS 28, Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments clarify with situations where there is a sale or contribution of assets between an investor and its associate or joint venture. When the transaction with an associate or joint venture that is accounted for using the equity method, any gains or losses resulting from the loss of control of a subsidiary that does not contain a business are recognised in the profit or loss only to the extent of the unrelated investors' interests in that associate or joint venture. Similarly, any gains or losses resulting from the remeasurement of retained interest in any former subsidiary (that has become an associate or a joint venture) to fair value are recognised in the profit or loss only to the extent of the unrelated investors' interests in the new associate or joint venture.

2. 採納香港財務報告準則(續)

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)

香港財務報告準則第3號(修訂本),概念框架之提述

該等修訂本更新了香港財務報告準則第3號,使其提述經修訂2018年財務報告之概念框架而非2010年頒佈之版本。該等修訂本在香港財務報告準則第3號中增添一項規定,即就香港會計準則第37號範圍內之責任而言,收購方應用香港會計準則第37號釐定於收購日期是否因過往事件而存在現有責任。就將屬於香港(國際財務報告詮釋委員會)— 詮釋第21號徵費範圍內之徵費而言,收購方應用香港(國際財務報告詮釋委員會)— 詮釋第21號以釐定導致出現支付徵費責任之責任事件是否已於收購日期發生。該等修訂本亦增添一項明確聲明,指收購方不會確認於業務合併中收購之或然資產。

香港財務報告準則第10號及香港會計準則第28號(修訂本),投資者與其聯營公司或合營企業之間出售或注入資產

該等修訂本澄清投資者與其聯營公司或合營企業之間出售或注入資產之情況。當與聯營公司或合營企業進行使用權益法入賬之交易時,因喪失對不包含業務之附屬公司之控制權而產生之任何收益或虧損僅以非關聯投資者在該聯營公司或合營企業之權益為限於損益中確認。同樣,任何前附屬公司(已成為聯營公司或合營企業)之保留權益按公平值重新計量而產生之任何收益或虧損,僅以非關聯投資者於新聯營公司或合營企業的權益為限於損益中確認。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

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

Amendments to HKAS 1, Classification of Liabilities as Current or Non-current and HK Interpretation 5 (2020)

The amendments clarify that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period, specify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability and explain that rights are in existence if covenants are complied with at the end of the reporting period. The amendments also introduce a definition of 'settlement' to make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

HK Int 5 (2020) was revised as a consequence of the Amendments to HKAS 1 issued in August 2020. The revision to HK Int 5 (2020) updates the wordings in the interpretation to align with the Amendments to HKAS 1 with no change in conclusion and do not change the existing requirements.

Amendments to HKAS 1 and HKFRS Practice Statement 2, Disclosure of accounting policies

The amendments clarify the distinction between changes in accounting policies and changes in accounting estimates. Among other things, the amendments now define accounting estimates as monetary amounts in financial statements that are subject to measurement uncertainty, and clarify that the effects of a change in an input or a measurement technique used to develop an accounting estimate are changes in accounting estimates unless they result from the correction of prior period errors.

2. 採納香港財務報告準則(續)

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)

香港會計準則第1號(修訂本),流動或非流動負債分類及香港詮釋第5號(2020年)

該等修訂澄清,負債乃根據於報告期末存在之權利分類為流動負債或非流動負債,其指明分類不受有關實體預期會否行使其延遲償付債務之權利影響,並且解釋,倘契諾於報告期末已獲遵守,則存在權利。該等修訂亦引進「償付」之定義,以明確表示償付指將現金、股本工具、其他資產或服務轉移予交易對手方。

基於在2020年8月頒佈之香港會計準則第1號(修訂本),香港詮釋第5號(2020年)亦予以修訂。香港詮釋第5號(2020年)之修訂更新了詮釋之措辭,以與香港會計準則第1號(修訂本)一致,而其結論及現有要求並無更改。

香港會計準則第1號(修訂本)及香港財務報告準則實務公告第2號,會計政策的披露

該等修訂本澄清會計政策變更與會計估計變更之間的區別。其中包括,該等修訂本現將會計估計定義為財務報表中受計量不確定性影響之貨幣金額,並澄清用於制定會計估計的輸入數據或計量技術變更之影響乃會計估計變更,除非該等變更為糾正前期錯誤所致。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

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

Amendments to HKAS 8, Definition of Accounting Estimates

The amendments define accounting estimates as "monetary amounts in financial statements that are subject to measurement uncertainty". An accounting policy may require items in financial statements to be measured in a way that involves measurement uncertainty — that is, the accounting policy may require such items to be measured at monetary amounts that cannot be observed directly and must instead be estimated. In such a case, an entity develops an accounting estimate to achieve the objective set out by the accounting policy. Developing accounting estimates involves the use of judgements or assumptions based on the latest available, reliable information.

In addition, the concept of changes in accounting estimates in HKAS 8 is retained with additional clarifications.

Amendments to HKAS 12, Deferred tax related to assets and liabilities arising from a single transaction

The amendments narrow the scope of the recognition exemption in paragraphs 15 and 24 of HKAS 12 so that it does not apply to such transactions as leases and decommissioning provisions that, on initial recognition, give rise to equal taxable and deductible temporary differences. Consequently, entities will need to recognise a deferred tax asset and a deferred tax liability for temporary differences arising on these transactions.

Amendments to HKAS 16, Property, plant and equipment – Proceeds before Intended Use

The amendments prohibit deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, the proceeds from selling such items, and the cost of producing those items, is recognised in profit or loss.

2. 採納香港財務報告準則(續)

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)

香港會計準則第8號(修訂本),會計估計的定義

該等修訂本將會計估計定義為「財務報表中受計量不確定性影響之貨幣金額」。會計政策可能要求財務報表中的項目以涉及計量不確定性之方式進行計量,亦即該會計政策可能要求該等項目以無法直接觀察而必須進行估算的貨幣金額進行計量。在此情況下,實體制定一項會計估計以實現會計政策所載列的目標。制定會計估計涉及使用基於最新可用之可靠資料進行的判斷或假設。

此外,香港會計準則第8號中會計估計變更之概念予以保留並作出進一步澄清。

香港會計準則第12號(修訂本),與單一交易產生的資產及負債相關之遞延稅項

該等修訂本收窄香港會計準則第12號第15段及第24段內之確認豁免範圍,使其不適用於租賃及停用撥備等交易(該等交易於初始確認時產生等額應課稅及可扣減暫時差額)。因此,實體需為該等交易產生的暫時差額確認遞延稅項資產及遞延稅項負債。

香港會計準則第16號(修訂本),物業、廠房及設備－擬定用途前之所得款項

該等修訂禁止從物業、廠房及設備項目之成本中扣除出售任何使資產達至管理層擬定之營運方式所需之地點及狀況時所產生的項目之所得款項。相反,出售該等項目之所得款項及生產該等項目之成本均於損益中確認。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

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

Amendments to HKAS 37, Onerous Contracts – Cost of Fulfilling a Contract

The amendments specify that the "cost of fulfilling" a contract comprises the "costs that relate directly to the contract". Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (e.g. direct labour and materials) or an allocation of other costs that relate directly to fulfilling contracts (e.g. the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

Amendments to HKFRSs, Annual Improvements to HKFRSs 2018-2020

The annual improvements amends a number of standards, including:

- HKFRS 1, First-time Adoption of Hong Kong Financial Reporting Standards, which permit a subsidiary that applies paragraph D16(a) of HKFRS 1 to measure cumulative translation differences using the amounts reported by its parent, based on the parent's date of transition to HKFRSs.

- HKFRS 9, Financial Instruments, which clarify the fees included in the '10 per cent' test in paragraph B3.3.6 of HKFRS 9 in assessing whether to derecognise a financial liability, explaining that only fees paid or received between the entity and the lender, including fees paid or received by either the entity or the lender on other's behalf are included.

2. 採納香港財務報告準則(續)

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)

香港會計準則第37號(修訂本),虧損性合約－履行合約之成本

該等修訂指明,合約之「履行成本」包括「與合約直接相關之成本」。與合約直接相關之成本可為履行該合約之增量成本(例如直接勞工及材料),或與履行合約直接相關之其他成本分配(例如於履行合約時使用之物業、廠房及設備項目之折舊費用分配)。

香港財務報告準則(修訂本),香港財務報告準則2018年至2020年之年度改進

年度改進對多項準則進行修訂,包括:

- 香港財務報告準則第1號,首次採用香港財務報告準則,其允許應用香港財務報告準則第1號第D16(a)段之附屬公司根據母公司過渡至香港財務報告準則之日期,使用母公司呈報之金額計量累計匯兑差額。

- 香港財務報告準則第9號,財務工具,其澄清香港財務報告準則第9號第B3.3.6段內評估是否終止確認某項財務負債之「百分之十」測試所包含之費用,解釋當中僅包括實體與貸方之間已支付或已收取之費用(包括實體或貸方代表另一方支付或收取之費用)。

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

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

Amendments to HKFRSs, Annual Improvements to HKFRSs 2018-2020 (Continued)

- HKFRS 16, Leases, which amend Illustrative Example 13 to remove the illustration of reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives are illustrated in that example.

- HKAS 41, Agriculture, which remove the requirement to exclude taxation cash flows when measuring the fair value of a biological asset using a present value technique.

Accounting Guideline 5 (Revised), Merger Accounting for Common Control Combination

The amendments specify that a common control transaction involving inserting a shell entity between a parent entity and a single subsidiary or between a parent entity and a group of subsidiaries is not a business combination, and accordingly is not a 'common control combination' in this Accounting Guideline. This is because the shell entity is not a business as defined in HKFRS 3 and therefore the transaction does not represent the combination of two or more businesses. Because no substantive economic change has occurred to the composition or ownership of the group, in practice, these transactions may be accounted for by applying a principle similar to that for a reverse acquisition. The consolidated financial statements of the shell entity represent the continuation of the financial statements of the single subsidiary or the group of subsidiaries. However, the equity structure in the consolidated balance sheet of the shell entity reflects the equity structure of the shell entity.

2. 採納香港財務報告準則(續)

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)

香港財務報告準則(修訂本),香港財務報告準則2018年至2020年之年度改進(續)

- 香港財務報告準則第16號,租賃,其修訂説明例子13,以移除出租人償付租賃物業裝修之説明,以解決因該例子中説明租賃優惠之方式而可能引致有關處理租賃優惠之任何潛在混淆情況。

- 香港會計準則第41號,農業,其移除於使用現值技術計量某一生物資產之公平值時對剔除税務現金流量之要求。

會計指引第5號(經修訂),就共同控制合併採納合併會計法

該等修訂指明涉及在母公司實體及單一附屬公司之間或在母公司實體及一組附屬公司之間設立空殼實體之共同控制交易並非業務合併,故並非本會計指引中之「共同控制合併」。此乃由於空殼實體並非香港財務報告準則第3號所界定之業務,故有關交易並不代表兩項或以上業務進行合併。由於集團之組成或所有權並無發生實質性經濟變化,因此實際上,該等交易可透過應用類似反向收購之原則入賬。空殼實體之綜合財務報表相當於該單一附屬公司或該組附屬公司之財務報表之延續。然而,空殼實體之綜合資產負債表之權益架構反映該空殼實體之權益架構。

3. BASIS OF PREPARATION

(a) Statement of compliance

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

(b) Basis of measurement and going concern assumption

(i) Basis of measurement

The consolidated financial statements have been prepared under the historical cost basis except for certain financial instruments, which are measured at fair values as explained in the accounting policies set out below.

(ii) Going concern basis

The Group incurred a loss of HK$786,225,000 for the year ended 31 December 2021, and as of that date, had net current liabilities of HK$2,276,475,000. The convertible note with principal amount together with related interests of HK$1,352,900,000 was matured in September 2020. As at 31 December 2021, these overdue convertible note and related interests totalling HK$1,352,900,000 and related default interests of the convertible note (included in other payables and accruals) of HK$253,691,000 were outstanding and became immediately repayable. On the same date, certain matured corporate bonds with outstanding principal amounts and related coupon interests (included in other payables and accruals) of HK$24,750,000 and HK$1,984,000 became immediately repayable. In addition, the Group had current borrowings of HK$296,909,000, trade and other payables and accruals (excluded the default interest of a convertible note and outstanding coupon interests) of HK$504,793,000 as at 31 December 2021 while the Group only maintained its cash and cash equivalents of HK$13,800,000.

3. 編製基準

(a) 合規聲明

綜合財務報表乃按照所有適用之香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋(下文統稱為「香港財務報告準則」)及香港公司條例之披露規定編製。此外,綜合財務報表亦載有符合香港聯合交易所有限公司證券上市規則規定之適用披露資料。

(b) 計量基準及持續經營假設

(i) 計量基準

綜合財務報表乃採用歷史成本為基礎編製,惟如下文所載會計政策所述,若干財務工具乃以公平值計量。

(ii) 持續經營基準

截至2021年12月31日止年度,本集團錄得虧損786,225,000港元,而於該日,本集團有流動負債淨額2,276,475,000港元。本金金額連同相關利息1,352,900,000港元之可換股票據於2020年9月到期。於2021年12月31日,該等已逾期可換股票據及相關利息合共1,352,900,000港元以及可換股票據之相關違約利息(計入其他應付款項及預提費用)253,691,000港元尚未償還,並須即時償還。於同日,若干未償還本金及相關票面利息(計入其他應付款項及預提費用)分別為24,750,000港元及1,984,000港元之已到期企業債券須即時償還。此外,於2021年12月31日,本集團有流動借貸296,909,000港元,應付賬款、其他應付款項及預提費用(不包括可換股票據之違約利息及未付票面利息)504,793,000港元,而本集團僅持有現金及現金等價物13,800,000港元。

3. BASIS OF PREPARATION (Continued)

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

(ii) Going concern basis (Continued)

The above conditions indicate the existence of material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern and, therefore it may be unable to realise its assets and discharge its liabilities in the normal course of business.

In view of such circumstances, the directors of the Company have prepared a cash flow forecast of the Group. In preparing the cash flow forecast, the directors of the Company have given careful consideration to its operating needs, the future liquidity of the Group and its available sources of financing in assessing whether the Group will be able to repay the outstanding debts and be able to finance its future working capital and other financial requirements.

Certain measures have been and are being taken to mitigate the liquidity pressure and to improve the financial position of the Group in the cash flow forecast, which include, but are not limited to, the following:

(a) On 7 February 2022, a potential investor, China Finance Development Group Co., Ltd (the "Potential Investor"), which is an independent private company registered in the PRC and its ultimate beneficial owner is the State-owned Assets Supervision and Administration Commission of the State Council of the PRC, issued a letter of intent to the Company, pursuant to which the Potential Investor has shown its intent to (a) subscribe for (i) new shares of the Company; (ii) convertible bonds to be issued by the Company; or (iii) any combination of the above; (b) acquire, in whole or in part, the existing convertible note of the Company; and (c) acquire the corporate bonds issued by the Company from the bondholders (collectively, the "Possible Transactions"). Up to the date of this report, the detailed terms of the Possible Transactions are still under negotiation.

3. 編製基準(續)

(b) 計量基準及持續經營假設(續)

(ii) 持續經營基準(續)

上述情況顯示存在著重大不確定因素，可能對本集團持續經營能力構成重大疑問，因此，本集團可能無法在日常業務過程中變現其資產及償還其負債。

鑒於上述情況，本公司董事已編製本集團之現金流量預測。於編製現金流量預測之過程中，本公司董事於評估本集團能否償還未償債務及能否為未來營運資金及其他融資需求撥付資金時，審慎考慮本集團之營運所需、未來之流動資金和能否獲得融資。

本集團已經且正在採取若干措施以減輕其流動資金壓力，及提高本集團於現金流量預測之財務狀況，其中包括但不限於以下各項：

(a) 於2022年2月7日，潛在投資者中財誠發集團有限公司(「潛在投資者」，一家於中國註冊的獨立民營企業，其最終實益擁有人為中國國務院國有資產監督管理委員會)向本公司發出意向書，據此，潛在投資者表示其有意：(a)認購(i)本公司之新股份；(ii)本公司將予發行之可換股債券；或(iii)任何上述兩項之組合；(b)收購本公司全部或部分現有可換股票據；及(c)向債券持有人收購本公司發行之企業債券(統稱「該等可能交易」)。直至本報告日期，該等可能交易之詳細條款仍在磋商之中。

3. BASIS OF PREPARATION (Continued)

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

(ii) Going concern basis (Continued)

(b) An individual, who is a shareholder and director of the Company, has confirmed that he will provide sufficient financial support to the Group to repay the overdue principal and interests (including the default interests) in relation to the Group's current borrowings, trade and other payables and accruals and convertible note and to finance its operations for at least twelve months from the date of approval of the consolidated financial statements.

(c) The Group has been actively negotiating with the convertible note holder to renew or extend the maturity date of the convertible note or to enter into other possible note restructuring measures.

(d) The Group has been actively negotiating with the corporate bond holders to renew or extend the maturity date of the corporate bonds.

(e) The Group is also actively identifying any other possible financing options and debt restructuring exercises to strengthen the liquidity of the Group.

The directors (including the Audit Committee) of the Company are of the opinion that, taking into account the above-mentioned measures, the Group would have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within the next twelve months from the date of the consolidated financial statements. Accordingly, it is appropriate to prepare the consolidated financial statements for the year ended 31 December 2021 on a going concern basis.

3. 編製基準(續)

(b) 計量基準及持續經營假設(續)

(ii) 持續經營基準(續)

(b) 一名人士(為本公司股東及董事)已確認,將提供足夠財務支持使本集團能償還到期之流動借貸、應付賬款、其他應付款項及預提費用以及可換股票據之本金及利息(包括違約利息),並撥付其自綜合財務報表審批日起計至少十二個月之營運所需。

(c) 本集團一直積極與可換股票據持有人進行磋商,以重續或延長可換股票據到期日,或採取其他可能之票據重組措施。

(d) 本集團一直積極與企業債券持有人進行磋商,以重續或延長企業債券到期日。

(e) 本集團亦正積極尋求任何其他可行融資方案和債務重組活動,以加強本集團之流動資金狀況。

考慮到上述措施,本公司董事(包括審核委員會)認為本集團將具備足夠的營運資金以撥付其營運所需,並於自綜合財務報表日期起計未來十二個月內能履行其到期財務責任。因此,董事認為按持續經營基準編製截至2021年12月31日止年度的綜合財務報表乃恰當之舉。

3. BASIS OF PREPARATION (Continued)

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

(ii) Going concern basis (Continued)

Notwithstanding the above, material uncertainty exists as to whether the directors of the Company will be able to achieve its measures as described above.

The consolidated financial statements do not include any adjustments that may be necessary should the going concern basis of preparation be determined to be inappropriate. These would include any adjustments to write down the Group's assets to their net realisable amounts, to provide for any liabilities which may arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively.

(c) Functional and presentation currency

Items included in the consolidated financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates. The consolidated financial statements are presented in Hong Kong dollar ("HKD"), which is also the functional currency of the Company.

4. SIGNIFICANT ACCOUNTING POLICIES

(a) Business combination and basis of consolidation

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

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

3. 編製基準(續)

(b) 計量基準及持續經營假設(續)

(ii) 持續經營基準(續)

儘管如上文所述，本公司董事能否完成上述措施存在重大不確定性。

綜合財務報表不包含倘釐定持續經營編製基準並不適當所作出之任何必需調整，其可能包括撇減本集團資產至其可變現淨值、就可能產生之任何負債計提撥備，以及將非流動資產及非流動負債分別重新分類為流動資產及流動負債之任何調整。

(c) 功能及呈報貨幣

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

4. 主要會計政策

(a) 業務合併及綜合基準

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

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

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

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

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

4. 主要會計政策(續)

(a) 業務合併及綜合基準(續)

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

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

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

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

(b) Subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: power over the investee, exposure, or rights, to variable returns from the investee, and the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

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

(c) Goodwill

Goodwill is initially recognised at cost being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests in the acquiree and the acquisition date fair value of the acquirer's previously held equity interest in the acquire over the fair value of identifiable assets and liabilities acquired.

Where the fair value of identifiable assets and liabilities exceed the aggregate of the fair value of consideration paid, the amount of any non-controlling interest in the acquiree and the acquisition date fair value of the acquirer's previously held equity interest in the acquiree, the excess is recognised in profit or loss on the acquisition date, after re-assessment.

4. 主要會計政策(續)

(a) 業務合併及綜合基準(續)

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

(b) 附屬公司

附屬公司為本公司可行使控制權的被投資方。以下三個因素全部滿足時，本公司控制該被投資方：對被投資方的權力、來自被投資方可變回報的風險或權利及利用其權力影響該等可變回報的能力。當有事實或情況顯示任何該等控制因素可能出現變動時，控制權會被重新評估。

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

(c) 商譽

商譽初步按成本確認，即轉讓代價、已確認之被收購方之非控股權益金額及收購方先前所持被收購方股權之收購當日公平值之總額超出所收購可辨別資產及負債公平值之金額。

倘可辨別資產及負債之公平值超出已付代價之公平值、被收購方之任何非控股權益金額及收購方先前所持被收購方股權之收購當日公平值之總額，則超出部分於重估後於收購日期於損益內確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Goodwill (Continued)

Goodwill is measured at cost less impairment losses. For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units that are expected to benefit from the synergies of the acquisition. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, by comparing its carrying amount with its recoverable amount (see note 4(r)), and whenever there is an indication that the unit may be impaired.

For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro-rata on the basis of the carrying amount to each asset in the unit. However, the loss allocated to each asset will not reduce the individual asset's carrying amount to below its fair value less cost of disposal (if measurable) or its value in use (if determinable), whichever is the higher. Any impairment loss for goodwill is recognised in profit or loss and is not reversed in subsequent periods.

4. 主要會計政策(續)

(c) 商譽(續)

商譽按成本減任何減值虧損計量。就減值測試而言，因收購而產生之商譽分配至相關預期受惠於收購所帶來協同效益之各現金產生單位。現金產生單位為可識別之最小資產組合，該等資產組合產生之現金流入很大程度上獨立於其他資產或資產組之現金流入。獲分配商譽之現金產生單位每年透過比較其賬面值及其可收回金額(見附註4(r))及每當有跡象顯示單位可能出現減值時進行減值測試。

就於某一財政年度進行收購產生之商譽而言，獲分配商譽之現金產生單位會於該財政年度完結之前進行減值測試。倘現金產生單位之可收回金額低於該單位之賬面值，則本集團首先會分配減值虧損以減少分配予該單位之任何商譽之賬面值，再根據該單位之各項資產之賬面值按比例分配至該單位之其他資產。然而，獲分配至各資產之虧損將不會減少個別資產之賬面值至低於其公平值減出售成本(如可計量)或其使用價值(如可釐定)之兩者較高者。商譽之任何減值虧損於損益內確認，且不會在其後期間撥回。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Associates

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor a joint arrangement. Significant influence is the power to participate in the financial and operating policy decisions of the investee but not control or joint control over those policies.

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

Profits and losses arising on transactions between the Group and its associates are recognised only to the extent of unrelated investors' interests in the associate. The investor's share in the associate's profits and losses resulting from these transactions is eliminated against the carrying value of the associate. Where unrealised losses provide evidence of impairment of the asset transferred they are recognised immediately in profit or loss.

Any premium paid for an associate above the fair value of the Group's share of the identifiable assets, liabilities and contingent liabilities acquired is capitalised and included in the carrying amount of the associate. Where there is objective evidence that the investment in an associate has been impaired, the carrying amount of the investment is tested for impairment in the same way as other non-financial assets.

4. 主要會計政策(續)

(d) 聯營公司

聯營公司為本集團對其擁有重大影響力之實體，既非附屬公司，亦非合營安排。重大影響力指有權力參與被投資方之財務及經營決策，但並非對該等政策擁有控制或聯合控制權。

聯營公司乃採用權益法入賬，據此聯營公司按成本初步確認，此後其賬面值於聯營公司之資產淨值內調整以反映本集團應佔收購後變動，惟超過本集團於聯營公司之權益之虧損不會確認，除非有責任彌補該等虧損。

本集團與其聯營公司之間的交易產生之損益僅於不相關投資者於聯營公司擁有權益時方才確認。該等交易產生之投資者分佔聯營公司溢利及虧損與聯營公司之賬面值對銷。倘未變現虧損證明所轉移資產出現減值，則即時於損益內確認。

就聯營公司已付之任何溢價高於已收購本集團應佔可識別資產、負債及或有負債之公平值乃撥充資本，計入聯營公司之賬面值內。倘客觀證據證明聯營公司投資已出現減值，則投資的賬面值按與其他非財務資產相同的方式進行減值測試。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Joint arrangements

The group is a party to a joint arrangement where there is a contractual arrangement that confers joint control over the relevant activities of the arrangement to the group and at least one other party. Joint control is assessed under the same principles as control over subsidiaries.

The group classifies its interests in joint arrangements as either:

- Joint ventures: where the group has rights to only the net assets of the joint arrangement; or
- Joint operations: where the group has both the rights to assets and obligations for the liabilities of the joint arrangement.

In assessing the classification of interests in joint arrangements, the Group considers:

- The structure of the joint arrangement;
- The legal form of joint arrangements structured through a separate vehicle;
- The contractual terms of the joint arrangement agreement; and
- Any other facts and circumstances (including any other contractual arrangements).

Joint venture

The Group accounts for its interests in joint ventures in the same manner as investments in associates (i.e. using the equity method – see note 4(d)).

Any premium paid for an investment in a joint venture above the fair value of the Group's share of the identifiable assets, liabilities and contingent liabilities acquired is capitalised and included in the carrying amount of the investment in joint venture. Where there is objective evidence that the investment in a joint venture has been impaired the carrying amount of the investment is tested for impairment in the same way as other non-financial assets.

4. 主要會計政策(續)

(e) 聯合安排

當有合約安排賦予本集團及至少一名其他訂約方之相關安排活動之共同控制權時，本集團為聯合安排之訂約方。共同控制乃根據控制附屬公司之相同原則予以評估。

本集團將其於聯合安排之權益分類為：

- 合營企業：倘本集團僅對聯合安排之資產淨值擁有控制權；或
- 合營業務：倘本集團對聯合安排之資產及負債責任均擁有控制權。

於評估有關於聯合安排之權益之分類時，本集團會考慮：

- 聯合安排之架構；
- 透過獨立實體組織之聯合安排之法律形式；
- 聯合安排協議之合約條款；及
- 任何其他事實及情況(包括任何其他合約安排)。

合營企業

本集團採用與於聯營公司之投資相同之方式(即使用權益法－見附註4(d))將其於合營企業之權益列賬。

任何支付作投資合營企業而較本集團應佔已購入可識別資產、負債及或有負債的公平值更高的溢價將獲資本化，並計入於合營企業之投資的賬面值。倘有客觀證據顯示於合營企業的投資已出現減值，則該投資的賬面值將會以與其他非財務資產相同的方式進行減值測試。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Joint arrangements (Continued)

Joint operations

The Group accounts for its interests in joint operations by recognising its share of assets, liabilities, revenues and expenses in accordance with its contractually conferred rights and obligations.

Some arrangements have been assessed by the Group as joint operations as both parties to the contract are responsible for the assets and obligations in proportion to their respective interest, whether or not the arrangement is structured through a separate vehicle. This evaluation applies to the Group's interests in production sharing arrangement.

The Group entered into a production sharing arrangement in China. The Group is required to bear exploration, development and operating costs together with a PRC partner based on each partner's participating interest and/or the terms stipulated under the arrangement. Once production occurs, the annual production or revenue is allocated among the partners.

The Group accounts for the payment received from PRC partner in relation to its sharing portion of production costs as follows: (i) for expenses incurred are recognised as a deduction in reporting the related expenses in profit or loss on a systematic basis; and (ii) for the cost of an asset are recognised as deferred income which is subsequently amortised to profit or loss over the useful life of the asset as a reduction of production expenses.

(f) Property, plant and equipment

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

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

4. 主要會計政策(續)

(e) 聯合安排(續)

合營業務

本集團根據按合約獲賦予之權利及義務，透過確認其應佔資產、負債、收入及費用將其合營業務之權益入賬。

本集團評估部分安排為合營業務，原因是合約雙方均按彼等各自之權益比例對資產及義務負有責任，而不論安排是否透過獨立實體構成。此項評估適用於本集團於生產分成安排之權益。

本集團於中國訂有生產分成安排。本集團須按照各合作夥伴之參與權益及／或該安排所訂明之條款，與中方夥伴共同承擔勘探、開發及營運成本。於進行生產後，年度生產或營業額隨即分配予各合作夥伴。

本集團向中方夥伴就其應佔生產成本之部分收取之款項入賬如下：(i)就所產生開支而言，於呈報相關開支時於損益中有系統地確認為扣減；及(ii)就資產成本而言，確認為遞延收入，其後於該資產可用年期內作為生產開支之扣減攤銷至損益。

(f) 物業、廠房及設備

物業、廠房及設備乃按照成本扣除累計折舊及累計減值虧損於綜合財務狀況表列賬。

物業、廠房及設備之成本包括其購入價及收購項目之直接應佔成本。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Property, plant and equipment (Continued)

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

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

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

4. 主要會計政策(續)

(f) 物業、廠房及設備(續)

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

興建、安裝或完成平台、管道等基建設施及鑽探開發井之開支乃資本化為物業、廠房及設備項下之油氣資產。

除油氣資產以生產單位法折舊外，物業、廠房及設備於估計可用年期內以直線法折舊，以註銷其扣除預計剩餘價值後之成本。於各報告期末，均會檢討可用年期、剩餘價值及折舊方法，並視需要作出調整。可用年期如下：

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Property, plant and equipment (Continued)

– Building	20 years or over the remaining term of the operation right
– Leasehold improvements	The shorter of their estimated useful lives or the lease term
– Compressed natural gas ("CNG") station, building and ancillary facilities	20 years or over the remaining term of the operation right
– Oil and gas properties	Unit-of-production method utilising only proved and probable gas reserve as the depletion base
– Furniture, fixtures and office equipment	3 – 10 years
– Motor vehicles	4 – 5 years

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

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

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

4. 主要會計政策(續)

(f) 物業、廠房及設備(續)

– 樓宇	20年或於營運權剩餘期限內
– 租賃物業裝修	估計可用年期或租賃期間(以較短者為準)
– 壓縮天然氣(「CNG」)站、樓宇及配套設施	20年或於營運權剩餘期限內
– 油氣資產	運用生產單位法,僅以已證實的概略氣儲量為消耗基礎
– 傢俬、固定裝置及辦公室設備	3至10年
– 汽車	4至5年

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

資產之賬面值如高於估計可收回金額,則會立即撇減至可收回金額。

出售物業、廠房及設備項目之收益或虧損,乃出售所得款項淨額與其賬面值之差額,且會於出售時於損益內確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Intangible assets (other than goodwill)

(i) Acquired intangible assets

Intangible assets acquired separately are initially recognised at cost. The cost of intangible assets acquired in a business combination is fair value at the date of acquisition. Subsequently, intangible assets with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses.

Amortisation is provided on a straight-line basis over their useful lives as follows:

–	Oil and gas operation rights	Unit-of-production method utilising only proved and probable oil and gas reserve as the depletion base

Motor vehicle registration licenses with indefinite useful lives are carried at cost less any accumulated impairment losses.

The amortisation expense is recognised in profit or loss and included in direct costs.

(ii) Impairment

Intangible assets with finite lives are tested for impairment when there is an indication that an asset may be impaired. Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually, irrespective of whether there is any indication that they may be impaired. Intangible assets are tested for impairment by comparing their carrying amounts with their recoverable amounts (see note 4(r)).

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount.

An impairment loss is recognised as an expense immediately.

4. 主要會計政策(續)

(g) 無形資產(商譽除外)

(i) 所收購之無形資產

單獨收購之無形資產初步按成本確認。於業務合併中收購之無形資產成本為收購日期之公平值。隨後，有限可用年期之無形資產按成本減累計攤銷及累計減值虧損列賬。

攤銷於如下可用年期內以直線法撥備：

–	油氣營運權	運用生產單位法，僅以已證實的概略油氣儲量為消耗基礎

可用年期無限之汽車登記牌照按成本減任何累計減值虧損列賬。

攤銷開支於損益內確認並計入直接成本。

(ii) 減值

可用年期有限之無形資產每當有跡象顯示資產可能出現減值時進行減值測試。可用年期無限之無形資產及尚不可用之無形資產均會每年進行減值測試，不論其有否出現任何可能減值跡象。無形資產透過比較其賬面值及其可收回金額為其進行減值測試(見附註4(r))。

倘資產之可收回金額估計低於其賬面值，則資產之賬面值會調低至其可收回金額。

減值虧損即時確認為開支。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Intangible assets (other than goodwill) (Continued)

(ii) Impairment (Continued)

When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount; however, the carrying amount should not be increased above the lower of its recoverable amount and the carrying amount that would have resulted had no impairment loss been recognised for the asset in prior years. All reversals are recognised in the income statement immediately.

(h) Oil and gas exploration and evaluation assets

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

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

Geological and geophysical costs are also capitalised as oil and gas exploration and evaluation asset.

4. 主要會計政策(續)

(g) 無形資產(商譽除外)(續)

(ii) 減值(續)

倘減值虧損其後撥回,則資產之賬面值增至其經修訂之估計可收回金額;然而,賬面值不應增至高於其可收回金額與倘資產於過往年度並無確認減值虧損而導致之賬面值兩者較低者。所有撥回即時於收益表內確認。

(h) 油氣勘探及評估資產

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

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

地質及地球物理成本亦資本化為油氣勘探及評估資產。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Oil and gas exploration and evaluation assets (Continued)

If extractable coalbed methane or oil are found and, subject to further appraisal activity (e.g., the drilling of additional wells), are likely to be capable of being commercially developed, the costs continue to be carried as an intangible assets while sufficient/continued progress is made in assessing the commerciality of the coalbed methane or oil. Costs directly associated with appraisal activity undertaken to determine the size, characteristics and commercial potential of a reservoir following the initial discovery of coalbed methane, including the costs of appraisal wells where coalbed methane or oil were not found, are initially capitalised as an intangible asset.

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

When proved reserves of coalbed methane or oil are identified, development is sanctioned by management and approved by relevant government bodies, the relevant capitalised expenditure is first assessed for impairment and (if required) any impairment loss is recognised, then the remaining balance is reclassified to intangible assets and oil and gas properties under property, plant and equipment. After reclassification, amortisation or depreciation will be provided for the respective assets consistent with the relevant accounting policy. No amortisation or depreciation is charged during the exploration and evaluation phase.

4. 主要會計政策(續)

(h) 油氣勘探及評估資產(續)

如發現可萃取煤層氣或石油，且根據進一步評估活動(例如新井鑽探)，該等煤層氣可能能夠進行商業開發，則在評估煤層氣之商業性取得充分／繼續進展時，成本將繼續作為無形資產入賬。與最初發現煤層氣或石油之後進行之釐定儲集層之大小、特性及商業潛力之評估活動直接相關之成本(包括評估未發現煤層氣或石油之乾井之成本)將初步資本化為無形資產。

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

當釐定煤層氣或石油之已證實儲量，且管理層及有關政府機構已批准開發時，有關資本化開支將首先接受減值評估及任何減值虧損將獲確認(如必要)，之後，剩餘結餘將重新分類至無形資產及物業、廠房及設備項下之油氣資產。重新分類後，將根據相關會計政策，就各項資產計提攤銷或折舊撥備。在勘探及評估階段，不作任何攤銷或折舊。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Leasing

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Land use right	20 years
Plant and equipment	Over the remaining of lease term
Office premises and staff quarters	Over the remaining of lease term

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

4. 主要會計政策(續)

(i) 租賃

本集團於合約開始時評估合約是否屬或包含租賃。倘合約賦予權利於一段時間內以代價交換已識別資產的使用控制權，則該合約屬或包含租賃。

本集團對所有租賃應用單一確認及計量方法，惟短期租賃及低價值資產租賃除外。本集團確認需作出租賃付款之租賃負債以及代表相關資產使用權之使用權資產。

(a) 使用權資產

使用權資產於租賃開始日期(即相關資產可供使用之日期)確認。使用權資產按成本減任何累計折舊及任何減值虧損計量，並就任何重新計量租賃負債作出調整。使用權資產之成本包括已確認之租賃負債金額、已發生之初始直接成本以及於開始日期或之前作出之租賃付款減已收取之任何租賃優惠。使用權資產於以下資產之租期及估計可用年期(以較短者為準)內以直線法折舊：

土地使用權	20年
廠房及設備	於餘下租期內
辦公室物業及員工宿舍	於餘下租期內

倘租賃資產之擁有權於租期結束前轉讓予本集團，或成本反映已行使購買選擇權，則折舊以資產之估計可用年期計算。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Leasing (Continued)

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

(c) Short-term leases

The Group applies the short-term lease recognition exemption to its short-term leases of certain lease properties (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option).

Lease payments on short-term leases are recognised as an expense on a straight-line basis over the lease term.

4. 主要會計政策(續)

(i) 租賃(續)

(b) 租賃負債

於租賃開始日期，租賃負債按租期內作出之租賃付款之現值予以確認。租賃付款包括固定付款(含實質固定款項)減任何應收租賃優惠、取決於指數或利率之可變租賃款項以及預期根據剩餘價值擔保支付之金額。租賃付款亦包括本集團合理確定會行使之購買選擇權之行使價及倘租期反映本集團行使終止選擇權時，有關終止租賃之罰款。不取決於指數或利率之可變租賃付款在出現觸發付款之事件或情況之期間內確認為開支。

在計算租賃付款之現值時，由於租賃中所隱含之利率不易確定，本集團在租賃開始日期使用其增量借款利率。在開始日期之後，租賃負債之金額將會增加以反映利息之增加及就已作出之租賃付款減少。此外，如有修改、租期變動、租賃付款變動(即租賃付款日後因指數或利率變動出現變動)或購買相關資產之選擇權的評估變動，則重新計量租賃負債之賬面值。

(c) 短期租賃

本集團對其若干租賃物業之短期租賃應用短期租賃(即自開始日期起計租期為12個月或以下以及不含購買選擇權之租賃)確認豁免。

短期租賃之租賃付款於租期內以直線法確認為開支。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Financial Instruments

(a) Financial assets

A financial asset (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus, for an item not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Company commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the market place.

Financial assets with embedded derivatives are considered in their entirely when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets at amortised cost are subsequently measured using the effective interest rate method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

4. 主要會計政策(續)

(j) 財務工具

(a) 財務資產

財務資產(並無重大融資成分的應收賬款除外)初步按公平值計量,倘屬並非按公平值透過損益列賬(「FVTPL」)的項目,則加收購或發行直接應佔的交易成本計量。並無重大融資成分的應收賬款則按交易價格初步計量。

所有常規財務資產買賣於交易日期(即本公司承諾購買或出售資產當日)確認。常規買賣指須於一般按有關市場的規例或慣例訂立的時限內交付資產的財務資產買賣。

於釐定具有內含衍生工具的財務資產之現金流量是否僅為支付本金及利息時,應整體考慮該等財務資產。

債務工具

債務工具的後續計量視乎本公司管理資產的業務模式以及資產的現金流量特徵而定。本公司將其債務工具分為以下三種計量類別:

按攤銷成本計量:為收取合約現金流量而持有,且其現金流量僅為支付本金及利息的資產按攤銷成本計量。按攤銷成本計量之財務資產其後採用實際利率法計量。利息收入、外匯收益及虧損以及減值於損益中確認。終止確認時產生的任何收益於損益中確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Financial Instruments (Continued)

(a) Financial assets (Continued)

Debt instruments (Continued)

Fair value through other comprehensive income ("FVOCI"): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Debt investments at FVOCI are subsequently measured at fair value. Interest income calculated using the effective interest rate method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in other comprehensive income. On derecognition, gains and losses accumulated in other comprehensive income are reclassified to profit or loss.

FVTPL: Financial assets at FVTPL include financial assets held for trading, financial assets designated upon initial recognition at FVTPL, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, not designated as effective hedging instruments and financial assets was include embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at FVTPL, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at FVOCI, as described above, debt instruments may be designated at FVTPL on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

4. 主要會計政策(續)

(j) 財務工具(續)

(a) 財務資產(續)

債務工具(續)

按公平值透過其他全面收益列賬(「FVOCI」):為收取合約現金流量及出售財務資產而持有,且資產的現金流量僅為支付本金及利息的資產按FVOCI計量。按FVOCI列賬之債務投資其後按公平值計量。採用實際利率法計算的利息收入、外匯收益及虧損以及減值均於損益中確認。其他收益及虧損淨額於其他全面收益中確認。於終止確認時,其他全面收益累計的收益及虧損則重新分類至損益。

FVTPL:按FVTPL列賬之財務資產包括持作買賣的財務資產、於初步確認時指定為按FVTPL列賬之財務資產,或強制要求按公平值計量的財務資產。倘為於近期出售或購回而收購財務資產,則該等財務資產分類為持作買賣。並無指定為有效對沖工具之衍生工具及含有財務資產之內含式衍生工具亦分類為持作買賣,惟該等衍生工具被指定為有效對沖工具則除外。現金流量並非僅為支付本金及利息的財務資產,不論其業務模式如何,均以按FVTPL進行分類及計量。儘管根據上文所述的標準,債務工具可分類為按攤銷成本計量或按FVOCI列賬,但於初步確認時,倘能夠消除或顯著減少會計錯配,則債務工具可指定為按FVTPL列賬。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Financial Instruments (Continued)

(a) Financial assets (Continued)

Equity instruments

On initial recognition of an equity investment that is not held for trading and not contingent consideration required by an acquirer in a business combination, the Company could irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. This election is made on an investment-by-investment basis. Equity investments at fair value through other comprehensive income are measured at fair value. Dividend income are recognised in profit or loss unless the dividend income clearly represents a recovery of part of the cost of the investments. Other net gains and losses are recognised in other comprehensive income and are not reclassified to profit or loss. All other equity instruments are classified as FVTPL, whereby changes in fair value, dividends and interest income are recognised in profit or loss. Dividend income are recognised in profit or loss unless the dividend income clearly represents a recovery of part of the cost of the investments. Other net gains and losses are recognised in other comprehensive income and are not reclassified to profit or loss. All other equity instruments are classified as FVTPL, whereby changes in fair value, dividends and interest income are recognised in profit or loss.

(b) Impairment loss on financial assets

The Company recognises loss allowances for expected credit loss ("ECL") on financial assets measured at amortised cost. The ECLs are measured on either of the following bases: (1) 12-month ECLs: these are the ECLs that result from possible default events within twelve months after the reporting date: and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Company is exposed to credit risk.

4. 主要會計政策(續)

(j) 財務工具(續)

(a) 財務資產(續)

股本工具

於初步確認並非持作買賣且並非收購方於業務合併中要求之或有代價的權益投資時，本公司能不可撤回地選擇於其他全面收益中呈列投資公平值的後續變動。該選擇乃按個別投資作出。按公平值透過其他全面收益列賬之權益投資乃按公平值計量。股息收入於損益內確認，除非股息收入明確表示該金額屬收回投資成本的一部分。其他收益及虧損淨額於其他全面收益確認且不會重新分類至損益。所有其他股本工具分類為FVTPL，而公平值變動、股息及利息收入則於損益內確認。股息收入於損益內確認，除非股息收入明確表示該金額屬收回投資成本的一部分。其他收益及虧損淨額於其他全面收益確認且不會重新分類至損益。所有其他股本工具分類為FVTPL，而公平值變動、股息及利息收入則於損益內確認。

(b) 財務資產之減值虧損

本公司就按攤銷成本計量之財務資產的預期信貸虧損(「預期信貸虧損」)確認虧損撥備。預期信貸虧損按以下其中一項基準計量：(1)12個月預期信貸虧損：其為於報告日期後十二個月內可能發生之違約事件導致的預期信貸虧損；及(2)全期預期信貸虧損：此乃於財務工具預計年期內所有可能發生之違約事件導致的預期信貸虧損。於估計預期信貸虧損時所考慮的最長期間為本公司面臨信貸風險的最長合約期間。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Financial Instruments (Continued)

(b) Impairment loss on financial assets (Continued)

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive. The shortfall is then discounted at an approximation to the assets' original effective interest rate.

The Company has elected to measure loss allowances for trade receivables using HKFRS 9 simplified approach and has calculated ECLs based on lifetime ECLs. The Company has established a provision matrix that is based on the Company's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other financial assets, the ECLs are based on the 12-month ECLs. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECLs.

Stage 1: Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs;

Stage 2: Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs;

Stage 3: Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs.

4. 主要會計政策(續)

(j) 財務工具(續)

(b) 財務資產之減值虧損(續)

預期信貸虧損是信貸虧損的概率加權估計。信貸虧損乃基於根據合約應付本公司的所有合約現金流量與本公司預期收取的所有現金流量之間的差額計量。該差額其後按與資產原有實際利率相近的比率貼現。

本公司已選用香港財務報告準則第9號簡化法對應收賬款的虧損撥備進行計量，並已根據全期預期信貸虧損計算預期信貸虧損。本公司已根據本公司過往信貸虧損經驗設立撥備矩陣，並按債務人特定的前瞻性因素及經濟環境作出調整。

就其他財務資產而言，預期信貸虧損根據12個月預期信貸虧損計量。然而，信貸風險自產生起顯著增加時，則撥備將根據全期預期信貸虧損作出。

第1階段： 自初步確認以來信貸風險並無大幅增加之財務工具，以及虧損撥備乃按等同12個月預期信貸虧損之金額進行計量之財務工具；

第2階段： 自初步確認以來信貸風險大幅增加，惟財務資產並無出現信貸減值之財務工具，以及虧損撥備乃按等同全期預期信貸虧損之金額進行計量之財務工具；

第3階段： 於報告日期出現信貸減值之財務資產(購入或源生已出現信貸減值財務資產除外)，以及虧損撥備乃按等同全期預期信貸虧損之金額進行計量之財務資產。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Financial Instruments (Continued)

(b) Impairment loss on financial assets (Continued)

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due unless the Group has reasonable and supportable information that demonstrates otherwise.

The Company considers a financial asset to be credit-impaired when: (1) the borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising security (if any is held); or (2) the financial asset is more than 90 days past due; unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non credit-impaired financial assets interest income is calculated based on the gross carrying amount.

4. 主要會計政策(續)

(j) 財務工具(續)

(b) 財務資產之減值虧損(續)

當釐定財務資產的信貸風險是否自初步確認後大幅增加，並於估計預期信貸虧損時，本公司考慮到相關及毋須花費不必要成本或精力即可獲得的合理及可靠資料。此包括根據本公司過往經驗及已知信貸評估得出定量及定性之資料分析，並包括前瞻性資料。

本公司假定倘財務資產逾期超過30天，則其信貸風險已告大幅增加，除非本集團擁有合理有據之資料反對此一假定，則另作別論。

本公司認為財務資產於下列情況下出現信貸減值：(1)借款人不大可能在本公司不採取追索權行動(例如變現擔保，如持有)下向本公司悉數支付其信貸責任；或(2)該財務資產逾期超過90日，除非本集團擁有合理有據之資料顯示採用較寬鬆的違約標準更為合適。

信貸減值財務資產的利息收入乃根據財務資產的攤銷成本(即總賬面值減虧損撥備)計算。就並無信貸減值的財務資產，利息收入根據總賬面值計算。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Financial Instruments (Continued)

(c) Financial liabilities

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

Financial liabilities at FVTPL

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL.

Financial liabilities are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in profit or loss.

Where a contract contains one or more embedded derivatives, the entire hybrid contract may be designated as a financial liability at fair value through profit or loss, except where the embedded derivative does not significantly modify the cash flows or it is clear that separation of the embedded derivative is prohibited.

Financial liabilities may be designated upon initial recognition as at FVTPL if the following criteria are met: (i) the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the liabilities or recognising gains or losses on them on a different basis; (ii) the liabilities are part of a group of financial liabilities which are managed and their performance evaluated on a fair value basis, in accordance with a documented risk management strategy; or (iii) the financial liability contains an embedded derivative that would need to be separately recorded.

4. 主要會計政策(續)

(j) 財務工具(續)

(c) 財務負債

本公司按照負債產生的目的對其財務負債進行分類。按公平值透過損益列賬之財務負債乃按公平值初步計量，而按攤銷成本計量之財務負債則按公平值減所產生的直接應佔成本初步計量。

按FVTPL列賬之財務負債

按FVTPL列賬之財務負債包括持作買賣的財務負債以及於初步確認後指定按FVTPL列賬之財務負債。

倘為於近期出售而收購財務負債，則該等財務負債分類為持作買賣。衍生工具(包括獨立內含衍生工具)亦分類為持作買賣，惟該等衍生工具被指定為有效對沖工具則除外。持作買賣負債之收益或虧損於損益內確認。

倘一份合約包含一項或多項嵌入式衍生工具，則整份混合式合約將被指定為按公平值透過損益列賬之財務負債，除非有關嵌入式衍生工具不會對現金流量產生重大影響，或此嵌入式衍生工具被明確禁止分拆。

符合以下條件之財務負債可於初步確認時指定為按FVTPL列賬：(i)有關指定能消除或大大減低因按照不同基準計量有關負債或確認其收益或虧損而出現之不一致處理情況；(ii)根據列明之風險管理策略，該等負債為一組受管理且其表現乃按公平值基準估值之財務負債之其中一部分；或(iii)該財務負債包含需單獨入賬之內含衍生工具。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Financial Instruments (Continued)

(c) Financial liabilities (Continued)

Financial liabilities at FVTPL (Continued)

Subsequent to initial recognition, financial liabilities at fair value through profit or loss are measured at fair value, with changes in fair value recognised in profit or loss in the period in which they arise, except for the gains and losses arising from the Company's own credit risk which are presented in other comprehensive income with no subsequent reclassification to the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

Financial liabilities at amortised cost

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

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

(d) Convertible notes

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

4. 主要會計政策(續)

(j) 財務工具(續)

(c) 財務負債(續)

按FVTPL列賬之財務負債(續)

於初步確認後，按公平值透過損益列賬之財務負債乃按公平值計量，而公平值變動於變動產生期間內於損益確認，惟本公司自身信貸風險所產生的收益及虧損除外，有關收益及虧損呈列於其他全面收益且其後不得重新分類至損益表。於損益表確認的公平值收益或虧損淨額並不包括任何就該等財務負債所收取的利息。

按攤銷成本計量之財務負債

按攤銷成本計量之財務負債包括應付賬款、其他應付款項及預提費用、借貸及本公司所發行可換股票據之債務部分，其後使用實際利率法按攤銷成本計量。相關利息支出於損益內確認。

當負債終止確認時，以及在攤銷過程中，收益或虧損於損益內確認。

(d) 可換股票據

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Financial Instruments (Continued)

(d) Convertible notes (Continued)

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

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

Transaction costs that relate to the issue of the convertible notes are allocated to the liability and equity components in proportion to the allocation of the proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible notes using the effective interest method.

4. 主要會計政策(續)

(j) 財務工具(續)

(d) 可換股票據(續)

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

於其後期間，可換股票據之負債部分使用實際利率法按攤銷成本計量。權益部分(即將負債部分兑換為本公司普通股之選擇權)保留於可換股票據權益儲備，直至附帶選擇權獲行使為止，在此情況下，可換股票據權益儲備之結餘將轉撥至股本及股份溢價。倘選擇權於到期日仍未行使，則可換股票據權益儲備之結餘將轉撥至累計虧損。選擇權兑換或屆滿時不會確認任何收益或虧損。

與發行可換股票據相關之交易成本，按所得款項之分配比例分配至負債及權益部分。與權益部分相關之交易成本直接於權益內扣除。與負債部分相關之交易成本計入負債部分之賬面值，並以實際利率法於可換股票據期限內攤銷。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Financial Instruments (Continued)

(e) Effective interest method

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

(f) Equity instruments

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

(g) Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument. A financial guarantee contract issued by the Group and not designated as at fair value through profit or loss is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contact at the higher of: (i) the amount of the loss allowance, being the ECL provision measured in accordance with principles of the accounting policy set out in 4(j)(b) to the consolidated financial statements; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the principles of HKFRS 15.

4. 主要會計政策(續)

(j) 財務工具(續)

(e) 實際利率法

實際利率法乃計算財務資產或財務負債之攤銷成本以及於有關期間分配利息收入或利息支出之方法。實際利率乃於財務資產或負債之預期年期或(倘適用)較短期間用作確切折現估計未來現金收款或付款之利率。

(f) 股本工具

由本公司發行之股本工具按已收取之所得款項扣除直接發行成本入賬。

(g) 財務擔保合約

財務擔保合約乃在債務工具根據其原始或修訂條款到期時特定債務人無法還款之情況下要求發行人向持有人支付特定金額以補償其所受損失之合約。由本集團發行之並非指定為按公平值透過損益列賬之財務擔保合約，初步按其公平值減發行財務擔保合約直接應佔之交易成本確認。於初步確認後，本集團以下列較高者計量財務擔保合約：(i)虧損撥備金額，即根據綜合財務報表附註4(j)(b)所載的會計政策原則計量預期信貸虧損撥備；及(ii)初步確認金額減(如適用)根據香港財務報告準則第15號之原則確認的累計攤銷。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Financial Instruments (Continued)

(h) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKFRS 9.

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

(k) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and deposits held at call with banks, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. Bank deposits which are restricted to use are included in "Restricted cash at banks". Restricted cash at banks are excluded from cash and cash equivalents in the consolidated statements of cash flows.

(l) Inventories

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

4. 主要會計政策(續)

(j) 財務工具(續)

(h) 終止確認

倘涉及財務資產之未來現金流量之合約權利屆滿，或倘財務資產已經轉讓而有關轉讓符合香港財務報告準則第9號之終止確認標準，則本集團終止確認該項財務資產。

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

(k) 現金及現金等價物

現金及現金等價物包括手頭現金及銀行通知存款以及其他具高流動性之短期投資，此等投資可隨時變現為可知數量之現金，而所須承受之價值變動風險屬輕微。限制使用之銀行存款計入「受限制銀行現金」。受限制銀行現金並不計入綜合現金流量表項下之現金及現金等價物。

(l) 存貨

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(m) Provision and contingent liabilities

(i) Provisions

General

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

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

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

Decommissioning liability

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

4. 主要會計政策(續)

(m) 撥備及或有負債

(i) 撥備

一般情況

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

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

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

停用負債

本集團因過往事件產生現有法律或推定責任，並可能需要有資源流出以清償該責任，而有關責任之金額能可靠估計時，則確認停用負債。相等於撥備之相應金額確認為相關油氣資產成本之一部分。所確認之金額為停用之估計成本並經折現至其現值。停用之估計時間或停用成本估計數額之變動乃於未來透過將撥備之調整金額及油氣資產之相應調整金額記錄入賬之方式處理。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(m) Provision and contingent liabilities (Continued)

(ii) Contingent liability

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

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

(n) Income tax

Income tax for the year comprise current tax and deferred tax.

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

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

4. 主要會計政策(續)

(m) 撥備及或有負債(續)

(ii) 或有負債

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

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

(n) 所得税

年內所得税包括即期税項及遞延税項。

即期税項乃按已就毋須就所得税課税或不可扣減所得税之項目作出調整之日常業務損益，按報告期末已頒佈或實際頒佈之税率計算。

遞延税項乃就財務報告之資產及負債之賬面值與就税務所用相應數值間之暫時差額確認。除不影響會計或應課税溢利之商譽及已確認資產及負債外，所有應課税暫時差額之遞延税項負債均會確認。遞延税項資產僅在應課税溢利可供可扣減暫時差額抵銷時確認。遞延税項乃按適用於資產或負債之賬面值獲變現或結算之預期方式及於各報告期末已頒佈或實際頒佈之税率計量。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Income tax (Continued)

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

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

(o) Foreign currencies

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

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

4. 主要會計政策(續)

(n) 所得稅(續)

除本集團可控制暫時差額之撥回而暫時差額有可能在可預見未來不會撥回之情況外，因投資附屬公司、聯營公司及共同控制實體而引致之應課稅暫時差額會確認為遞延稅項負債。

所得稅乃於損益內確認，惟所得稅與直接於其他全面收益確認之項目有關則除外，在此情況下，稅項亦於其他全面收益確認，或當與直接在權益確認之項目有關時，稅項亦直接於權益確認。

(o) 外幣

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

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(o) Foreign currencies (Continued)

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

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

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

4. 主要會計政策(續)

(o) 外幣(續)

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

出售海外業務時，外匯儲備內確認該業務截至出售日期止之累計匯兑差額會重新分類至損益，作為出售損益之一部分。

於2005年1月1日或之後，於收購海外業務時產生之所購得可辨別資產之商譽及公平值調整乃作為該海外業務之資產及負債處理，並按報告期末當時適用之匯率進行換算。所產生之匯兑差額乃於外匯儲備內確認。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(p) Employee's benefits

(i) Short term employee benefits

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

(ii) Defined contribution retirement plan

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

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

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

4. 主要會計政策(續)

(p) 僱員福利

(i) 短期僱員福利

短期僱員福利是指預計在僱員提供相關服務之年度報告期結束後十二個月以前將全數結付之僱員福利(終止福利除外)。短期僱員福利於僱員提供相關服務之年度確認。

(ii) 界定供款退休計劃

向界定供款退休計劃作出之供款於僱員提供服務時於損益內確認為開支。

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

本集團已為若干僱員參加由中國政府管理之強制性中央退休金計劃,計劃資產與本集團之資產分開持有。供款乃以合資格僱員之薪金按某一百分比作出,並根據計劃之規則於應付時於損益內扣除。僱主供款於作出供款時即全數歸屬僱員。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(q) Share-based payments

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

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

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

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

4. 主要會計政策(續)

(q) 以股份支付之款項

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

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

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

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

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

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

- property, plant and equipment under cost model;
- right-of-use assets;
- intangible assets;
- oil and gas exploration and evaluation assets; and
- investments in subsidiaries, joint venture and associate.

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

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

Value in use is based on the estimated future cash flows expected to be derived from the asset or cash generating unit, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or cash generating unit.

4. 主要會計政策(續)

(r) 資產之減值(財務資產除外)

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

- 成本模式下之物業、廠房及設備；
- 使用權資產；
- 無形資產；
- 油氣勘探及評估資產；及
- 於附屬公司、合營企業及聯營公司之投資。

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

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

使用價值按資產或現金產生單位產生之估計日後現金流量計算，並使用除税前折現率折現至現值，而有關折現率反映現時市場所評估之金額之時間值及資產或現金產生單位之特定風險。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Capitalisation of borrowing costs

Borrowing costs attributable directly to the acquisition, construction or production of qualifying assets which require a substantial period of time to be ready for their intended use or sale, are capitalised as part of the cost of those assets. Income earned on temporary investments of specific borrowings pending their expenditure on those assets is deducted from borrowing costs capitalised. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

(t) Government grants

Government grants are recognised when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as revenue in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful life of the asset by way of reduced depreciation expense.

(u) Related parties

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

(a) has control or joint control over the Group;

(b) has significant influence over the Group; or

(c) is a member of key management personnel of the Group or the Company's parent.

4. 主要會計政策(續)

(s) 借貸成本資本化

需要相當長時間才可以投入擬定用途或銷售之合資格資產在購入、建設或生產過程中直接引致之借貸成本，均撥充資本作為該等資產之部分成本。將有待用於該等資產之特定借貸作臨時投資所賺取之收入，已從撥充資本之借貸成本中扣除。所有其他借貸成本均於產生期間於損益內確認。

(t) 政府補貼

政府補貼於合理確信將會獲得及本集團符合其所附條件時予以確認。補償本集團所產生開支之補貼於產生開支期間有系統地於損益內確認為收益。補償本集團資產成本之補貼自該資產之賬面值扣減，其後按該資產之可用年期以扣減折舊開支之方式於損益內有效確認。

(u) 關連人士

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

(a) 對本集團有控制權或共同控制權；

(b) 對本集團有重大影響力；或

(c) 為本集團或本公司母公司主要管理人員。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(u) Related parties (Continued)

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

(a) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).

(b) One entity is joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

(c) Both entities are joint ventures of the same third party.

(d) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

(e) The entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group.

(f) The entity is controlled or jointly controlled by a person identified in (i).

(g) A person identified in (i)(a) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity).

(h) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

4. 主要會計政策(續)

(u) 關連人士(續)

(ii) 倘適用下列情況，該實體便被視為與本集團有關聯：

(a) 該實體及本集團屬同一集團之成員(即各母公司、附屬公司及同系附屬公司互相關聯)。

(b) 一個實體為另一實體之合營企業(或為某一集團之成員之聯營公司或合營企業，而該另一實體為此集團之成員)。

(c) 兩個實體皆為相同第三方之合營企業。

(d) 一個實體為第三實體之合營企業及另一實體為第三實體之聯營公司。

(e) 該實體為本集團或與本集團有關聯之實體之僱員福利而設之離職後福利計劃。

(f) 該實體受(i)部分所識別之人士控制或共同控制。

(g) 於(i)(a)所識別對實體有重大影響之人士，或是實體(或實體之母公司)高級管理人員。

(h) 該實體或一組任何成員部分向本集團或本集團母公司提供主要管理人員服務。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(u) Related parties (Continued)

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

(a) that person's children and spouse or domestic partner;

(b) children of that person's spouse or domestic partner; and

(c) dependents of that person or that person's spouse or domestic partner.

(v) Revenue recognition

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Depending on the terms of the contract and the laws that apply to the contract, control of the goods or service may be transferred over time or at a point in time. Control of the goods or service is transferred over time if the Group's performance:

(a) provides all of the benefits received and consumed simultaneously by the customer;

(b) creates or enhances an asset that the customer controls as the Group performs; or

(c) does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

4. 主要會計政策(續)

(u) 關連人士(續)

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

(a) 該名人士之子女及配偶或家庭夥伴;

(b) 該名人士之配偶或家庭夥伴之子女;及

(c) 該名人士或該名人士之配偶或家庭夥伴之受養人。

(v) 收入確認

客戶合約收益於貨品或服務控制權轉讓至客戶時按能反映本集團預期就交易該等貨品或服務而有權獲得的代價金額確認,惟不包括代表第三方收取的金額。收入不包括增值稅或其他銷售稅,並扣除任何交易折扣。

貨品或服務的控制權可隨時間或於某一時間點進行轉讓,取決於合約條款與適用於合約的法律。倘本集團在履約過程中符合以下條件,則貨品或服務的控制權乃隨時間進行轉讓:

(a) 提供客戶同步收取及消耗的所有利益;

(b) 本集團履約時創建或提升由客戶控制的資產;或

(c) 並無產生對本集團有替代用途的資產,且本集團可強制執行權利以收取迄今已完成履約的款項。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(v) Revenue recognition (Continued)

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

(a) Sales of coalbed methane ("CBM")

Revenue from sales of CBM through pipelines is recognised when the coalbed methane passes through the built-in gas metre which is taken to be the point in time when the customer has accepted the coalbed methane delivered and the related risks and rewards of ownership has been transferred.

(b) Sales of raw and cleaned coal

Revenue from sales of raw and cleaned coal is recognised when the raw and/or cleaned coal is delivered to customers' designated location and the customer accepts and takes control of the raw and/or cleaned coal. There is generally one performance obligation and the consideration includes no variable element.

Receipt in advance related to consideration received for the sales of raw and/or cleaned coal are included in "Trade and other payables and accruals".

4. 主要會計政策(續)

(v) 收入確認(續)

倘貨品或服務的控制權隨時間轉讓，則收入乃於整個合約期間經參考完成履行履約責任的進度確認。否則，收入於客戶獲得貨品或服務控制權的時間點確認。

(a) 銷售煤層氣

透過管道銷售煤層氣之收入在煤層氣經過內置煤層氣儀表時(即視為客戶接收已送達煤層氣及其擁有權相關之風險及回報獲轉讓之時間點)確認。

(b) 銷售原煤及精煤

原煤及精煤銷售收入在原煤及／或精煤交付予客戶指定地點且客戶接收並控制原煤及／或精煤時確認。一般而言，此包含一項履約責任，而代價並不包括可變因素。

有關就原煤及／或精煤銷售收取的代價的預收款項計入「應付賬款、其他應付款項及預提費用」。

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(v) Revenue recognition (Continued)

(c) Other income

Interest income

Interest income, which mainly includes interest income from financial services and bank interest income, is accrued on a time-apportioned basis by reference to the principal outstanding using the effective interest method.

Contract assets and liabilities

A contract asset represents the Group's right to consideration in exchange for services that the Group has transferred to a customer that is not yet unconditional. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

"Receipts in advance" represent contract liabilities within the scope of HKFRS 15. The Group continue to include it under "Trade and other payables and accruals".

Contract costs

The Group recognises an asset from the costs incurred to fulfil a contract when those costs meet all of the following criteria:

(a) the costs relate directly to a contract or to an anticipated contract that the entity can specifically identify;

(b) the costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future; and

(c) the costs are expected to be recovered.

The asset recognised is subsequently amortised to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the cost relate. The asset is subject to impairment review.

4. 主要會計政策(續)

(v) 收入確認(續)

(c) 其他收入

利息收入

利息收入主要包括財務服務利息收入及銀行利息收入，其就未償還本金額使用實際利率法按時間比例基準累計。

合約資產及負債

合約資產指本集團就換取本集團已向客戶轉讓的服務收取代價的權利(尚未成為無條件)。相反，應收賬款指本集團收取代價的無條件權利，即代價付款到期前僅須待時間推移。

合約負債指本集團因已自客戶收取代價(或到期收取的代價款項)，而須向客戶轉讓服務的責任。

「預收款項」指香港財務報告準則第15號範圍內的合約負債。本集團繼續將其計入「應付賬款、其他應付款項及預提費用」項下。

合約成本

本集團須在當有關成本符合以下所有標準時，自履行合約所產生之成本確認資產：

(a) 有關成本與實體可明確識別之合約或預期合約有直接關係；

(b) 有關成本令實體將用於履行(或持續履行)日後履約責任之資源得以產生或有所增加；及

(c) 有關成本預期可收回。

已確認之資產其後有系統地攤銷至損益，該基準與向客戶轉讓該成本相關之貨品或服務一致。資產須進行減值檢討。

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(a) Critical accounting judgements

In the application of the Group's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

(i) Units of production for depreciation and amortisation

Oil and gas properties are depreciated and intangible assets are amortised using the units of production method over total proved developed and undeveloped oil and gas reserves. This results in depreciation and amortisation charge proportional to the depletion of the anticipated remaining production from the field. Each item's life, which is assessed annually, having regard to both its physical life limitations and to present assessments of economically recoverable reserves of the field at which the asset is located. These calculations require the use of estimates and assumptions, including the amount of recoverable reserves. The calculation of the units of production rate of depreciation and amortisation could be affected by actual future production which may differ from current forecast production based on total proved reserves. Changes to proved reserves could arise due to changes in the factors or assumptions used in estimating reserves, including price assumptions. If there is any changes in the assumptions used, the calculation will be changed prospectively.

5. 重大會計判斷及估計不明朗因素之主要理據

(a) 重大會計判斷

於應用本集團之會計政策時，董事須就未能從其他來源取得之資產及負債之賬面值作出判斷、估計及假設。估計及相關假設乃根據過往經驗及其他被視為相關之因素而作出。實際結果可能有別於該等估計。

估計及相關假設會按持續基準檢討。會計估計之修訂於該估計修訂之期間確認（倘該修訂僅影響該期間），或於修訂期間及未來期間確認（倘該修訂影響現時及未來期間）。

(i) 生產單位之折舊及攤銷

油氣資產及無形資產乃使用生產單位法就證實之已開發及未開發總油氣儲量分別進行折舊及攤銷。這導致按油田之預計剩餘生產量消耗比例計之折舊及攤銷費用。各項目之壽命每年經考慮其實際壽命限制及資產所處之油田經濟上可採儲備之現時估計後評估。該等計算需要採用估計及假設，包括可採儲備量。生產單位之折舊率及攤銷率之計算可能受或不同於基於證實總儲量之當前預測生產量之實際未來生產量影響。證實儲量可能因估計儲量時採用之因素或假設（包括價格假設）變動而變動。若採用之假設發生任何變動，計算或將變動。

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

(a) Critical accounting judgements (Continued)

(ii) Going concern assessment

As disclosed in Note 3(b)(ii) to the consolidated financial statements, there are number of conditions indicate the existence of material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern and, therefore it may be unable to realise its assets and discharge its liabilities in the normal course of business.

The Directors have prepared a cash flow forecast of the Group and are of the opinion that, taking into account the plans and measures mentioned in Note 3(b)(ii), the Group would have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within the next twelve months from the date of the consolidated financial statements.

Accordingly, the directors are of the opinion that it is appropriate to prepare the consolidated financial statements for the year ended 31 December 2021 on a going concern basis, notwithstanding material uncertainty exists.

(b) Key sources of estimation uncertainty

In the process of applying the Group's accounting policies which are described in note 4, management has made certain key assumptions concerning the future and other key sources of estimated uncertainty at the end of reporting period, that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, as discussed below.

5. 重大會計判斷及估計不明朗因素之主要理據(續)

(a) 重大會計判斷(續)

(ii) 持續經營評估

誠如綜合財務報表附註3(b)(ii)中所披露，不同情況顯示存在著重大不確定因素，可能對本集團繼續按持續經營基準營運之能力構成重大疑慮，因此，可能無法在日常業務過程中變現資產及償還負債。

董事已編製本集團現金流量預測，並考慮到附註3(b)(ii)所述之計劃及措施，認為本集團將具備足夠的營運資金以撥付其營運所需，並於自綜合財務報表日期起計未來十二個月內能履行其到期財務責任。

因此，董事認為，儘管重大不確定因素存在，按持續經營基準編製截至2021年12月31日止年度的綜合財務報表乃恰當之舉。

(b) 估計不明朗因素之主要理據

於應用本集團會計政策(載於附註4)之過程中，管理層曾就報告期末估計不確定因素之未來及其他主要來源作出若干重要假設，有關假設可能帶有導致於下個財政年度對資產及負債之賬面值作出重大調整之重大風險如下文討論。

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

(b) Key sources of estimation uncertainty (Continued)

(i) Impairment of property, plant and equipment, right-of-use assets and intangible assets

The recoverable amount of an asset is the higher of its fair value less costs of disposal and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset, which requires significant judgment relating to level of revenue and amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of the recoverable amount, including estimates based on reasonable and supportable assumptions and projections of revenue and operating costs. Changes in these estimates could have a significant impact on the carrying value of the assets and could result in additional impairment charge or reversal of impairment in future periods.

(ii) Impairment allowance on financial assets measured at amortised cost

The Group makes allowances for financial assets measured at amortised cost based on assumptions about risk of default and expected loss rates. The Group used 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 as at year ended date.

The Group's management reassesses the impairment of financial assets measured at amortised cost as at the year ended date. Where the expectation is different from the original estimate, such differences will affect the carrying value of receivables and thus the impairment loss in the year in which such estimate is changed.

5. 重大會計判斷及估計不明朗因素之主要理據(續)

(b) 估計不明朗因素之主要理據(續)

(i) 物業、廠房及設備、使用權資產以及無形資產減值

資產之可收回金額為其公平值減出售成本及使用價值之較高者。在評估使用價值時，按除税前折現率將估計之日後現金流量折現至現值，而有關折現率須反映現時市場所評估之金額之時間值及與資產相關之特定風險，當中須對收入水準及經營成本金額作出重大判斷。本集團利用所有現有資料對可收回金額作合理估算，包括基於合理及可支持之假設以及收入及經營費用之推算作估算。該等估計之變動可能對資產之賬面值造成重大影響，並可能導致在未來期間計提額外減值開支或作出減值撥回。

(ii) 按攤銷成本計量之財務資產減值撥備

本集團基於有關違約風險及預期虧損率之假設就按攤銷成本計量之財務資產作出撥備。於年度完結日期，本集團根據其過往歷史、現時市況及前瞻性估計，通過判斷作出該等假設及選擇減值計算之輸入數據。

本集團管理層於年度完結日期重新評估按攤銷成本計量之財務資產減值。倘預期有別於原本估計，則有關差異將於有關估計變動之年度影響應收賬款之賬面值，並因而影響減值虧損。

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

(b) Key sources of estimation uncertainty (Continued)

(iii) Income tax and deferred tax

The Group is subject to income tax in a number of jurisdictions. Significant judgement is required in determining the provision for income taxes. Transactions and calculations may exist for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Deferred tax assets relating to certain temporary differences and tax losses are recognised to the extent that management considers it is probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. Where the expectation is different from the original estimate, such differences will impact the recognition of deferred tax assets and tax in the periods in which such estimate is changed.

5. 重大會計判斷及估計不明朗因素之主要理據(續)

(b) 估計不明朗因素之主要理據(續)

(iii) 所得稅及遞延稅項

本集團須繳納不同司法權區之所得稅。釐定所得稅撥備時需要作出重大判斷。許多交易及計算方法在日常業務過程中難以確定最終稅項。本集團按照會否出現額外應繳稅項之估計確認預期稅務事宜所產生之負債。倘該等事宜之最終稅務結果與起初記賬之金額不同，則該等差額將會影響作出有關決定期間之所得稅及遞延稅項撥備。

由於管理層認為日後應課稅溢利可能用於抵銷暫時差額或稅項虧損，故確認與若干暫時差額及稅項虧損有關之遞延稅項資產。倘預期有別於原本估計，則有關差異將於有關估計變動之期間影響遞延稅項資產及稅項之確認。

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

(b) Key sources of estimation uncertainty (Continued)

(iv) Contingencies

Periodically, the Group assesses potential liabilities related to any lawsuits or claims brought against the Group or any asserted claims. Although it is typically very difficult to determine the timing and ultimate outcome of such actions, the Group uses its best judgement to determine if it is probable that it will incur an expense related to the settlement or final adjudication of such matters and whether a reasonable estimation of such probable loss, if any, can be made. In accordance with HKAS 37, Provisions, Contingent Liabilities and Contingent Assets, the Group accrues a liability when it believes a loss is probable and the amount of loss can be reasonably estimated. Due to the inherent uncertainties related to the eventual outcome of litigation, although the Group believes that the estimates and judgement are reasonable, it is possible that certain matters may be resolved for amounts materially different from any estimated provisions or previous disclosures.

(v) Estimation of assets retirement obligations

Provision is recognised for the future decommissioning and restoration of oil and gas properties. The amount of provision recognised is the present value of the estimate future expenditure. The estimation of the future expenditure is based on current local conditions and requirements, including legal requirements, technology, price level, etc. In addition to these factors, the present value of these estimated future expenditure is also impacted by the estimation of the economic lives of oil and gas properties. Changes in any of these estimates will impact the operating results and the financial position of the Group over the remaining economic lives of the oil and gas properties.

5. 重大會計判斷及估計不明朗因素之主要理據(續)

(b) 估計不明朗因素之主要理據(續)

(iv) 或有事項

本集團定期評估任何有關向本集團提出之訴訟或申索或任何聲稱申索之潛在負債。儘管一般而言難以確定該等事宜之時間及最終結果，本集團將作出最佳判斷確定會否因和解或最終判決該等事宜而產生開支，以及能否就該等可能虧損(如有)作出合理估計。根據香港會計準則第37號，撥備、或有負債及或有資產，本集團於其相信有可能出現虧損並可合理地估計虧損金額時產生負債。由於訴訟最終結果內在之不穩定因素，儘管本集團相信估計及判斷屬合理，仍可能導致若干事宜獲解決金額與估計撥備或先前披露者出現重大差異。

(v) 對資產棄置責任之估計

本集團就油氣資產未來之棄置及修復確認撥備，其金額乃確認為估計未來開支之現值。未來開支之估計乃基於當地現有狀況及有關規定作出，包括法律規定、技術及價格水平等。除該等因素外，對油氣資產經濟年期之估計亦會影響估計未來開支之現值。任何該等估計之變動將影響本集團於油氣資產之剩餘經濟年期內之經營業績及財務狀況。

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

(b) Key sources of estimation uncertainty (Continued)

(vi) Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash generating unit to which goodwill has been allocated. The value in use calculation requires the directors to estimate the future cash flows expected to arise from the cash generating unit and a suitable discount rate in order to calculate the present value.

(vii) Fair value measurements

A number of assets and liabilities included in the Group's consolidated financial statements require measurement at, and/or disclosure of, fair value.

The fair value measurement of the Group's financial and non-financial assets and liabilities utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the 'fair value hierarchy'):

- Level 1: Quoted prices in active markets for identical items (unadjusted);
- Level 2: Observable direct or indirect inputs other than Level 1 inputs;
- Level 3: Unobservable inputs (i.e. not derived from market data).

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognised in the period they occur.

5. 重大會計判斷及估計不明朗因素之主要理據(續)

(b) 估計不明朗因素之主要理據(續)

(vi) 商譽減值

釐定商譽是否出現減值須估計商譽所屬配現金產生單位之使用價值。計算使用價值時需要董事估計現金產生單位預期將產生之現金流量及合適之折現率以計算現值。

(vii) 公平值計量

列入本集團綜合財務報表之若干資產及負債要求按公平值計量及／或披露公平值。

本集團財務及非財務資產及負債之公平值計量盡可能使用市場可觀察輸入數據及數據。釐定公平值計量所採用之輸入數據根據所採用估值技術所使用之輸入數據的可觀察程序歸類為不同等級(「公平值層級」):

- 第1級: 活躍市場對相同項目之報價(未經調整);
- 第2級: 第1級輸入數據以外之可觀察直接或間接輸入數據;
- 第3級: 不可觀察輸入數據(即並非源自市場數據)。

將某一項目歸類為上述等級乃基於所採用對項目之公平值計量有重大影響的輸入數據之最低等級。項目於各等級之間轉撥乃於發生期間內確認。

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

(b) Key sources of estimation uncertainty (Continued)

(vii) Fair value measurements (Continued)

The Group measures a number of items at fair value:

- Financial assets at fair value through profit or loss (note 23);
- Equity investments designated at fair value through other comprehensive income (note 24); and
- Financial liabilities at fair value through profit or loss (note 33).

For more detailed information in relation to the fair value measurement of the items above, please refer to the applicable notes.

6. REVENUE

The revenue of the Group are derived from (i) exploration, development and production of coalbed methane, (ii) raw coal washing and sale of raw and cleaned coal, and (iii) provision for financial services.

5. 重大會計判斷及估計不明朗因素之主要理據(續)

(b) 估計不明朗因素之主要理據(續)

(vii) 公平值計量(續)

本集團按公平值計量多個項目：

- 按公平值透過損益列賬之財務資產(附註23)；
- 指定為按公平值透過其他全面收益列賬之權益投資(附註24)；及
- 按公平值透過損益列賬之財務負債(附註33)

有關上述項目公平值計量之進一步資料，請參閱適用附註。

6. 營業額

本集團之營業額是源自(i)勘探、開發及生產煤層氣；(ii)原煤洗選及銷售原煤及精煤；及(iii)提供財務服務。

6. REVENUE (Continued)

Revenue from contracts with customers within the scope of HKFRS 15 are disaggregated as follows:

6. 營業額(續)

香港財務報告準則第15號範圍內之客戶合約收益分類如下：

		2021 HK$'000 千港元	2020 HK$'000 千港元
Revenue from contracts with customers within the scope of HKFRS 15 are disaggregated by products:	**香港財務報告準則第15號範圍內按產品分類之客戶合約收益如下：**		
Coalbed methane	煤層氣	**168,969**	109,918
Raw and cleaned coal	原煤及精煤	**221,147**	207,660
		390,116	317,578
Revenue from other sources:	**其他來源之收益：**		
Interest income from financial services	財務服務利息收入	**4,120**	7,793
		394,236	325,371

Disaggregation by the timing of revenue recognition and by geographic markets is set out in notes 15(a) and 15(b)(i) to the consolidated financial statements, respectively.

按收入確認之時間及按市場地區劃分之分類分別載於綜合財務報表附註15(a)及15(b)(i)。

7. OTHER INCOME

7. 其他收入

		2021 HK$'000 千港元	2020 HK$'000 千港元
Interest income	利息收入		
– bank deposits	一銀行存款	**920**	1,161
– short-term investment	一短期投資	**4,150**	9,396
– others (note (a))	一其他(附註(a))	**21,951**	19,686
Total interest income on financial assets measured at amortised cost	按攤銷成本計量之財務資產之利息收入總額	**27,021**	30,243
Government subsidies and grants (note (b))	政府補貼及補助(附註(b))	**19,612**	24,430
Others	其他	**2,847**	2,257
		49,480	56,930

Notes:

(a) It mainly represents the interest income from the refundable deposits paid for possible acquisitions of Canada oil fields. Details are set out in note 27(d) to the consolidated financial statements.

(b) It mainly represents the regular subsidies received during the year from relevant government authority on the sales of CBM and VAT refund on the sales of CBM from local tax bureau. Both of them were generated from the Sanjiao CBM Project.

附註：

(a) 此主要為就可能收購加拿大油田之已付可退還按金的利息收入。詳情載於綜合財務報表附註27(d)。

(b) 此主要為於年內收到的相關政府部門對煤層氣銷售之恆常補貼及當地稅務部門就煤層氣銷售退回增值稅。兩者均源自三交煤層氣項目。

8. OTHER (LOSSES)/GAINS, NET

8. 其他(虧損)／溢利淨額

		2021 HK$'000 千港元	2020 HK$'000 千港元
Change in fair value of financial assets at fair value through profit or loss (note 50(b)(iv))	按公平值透過損益列賬的財務資產公平值變動（附註50(b)(iv)）	**6,426**	15,853
Change in fair value of financial liabilities at fair value through profit or loss (note 33)	按公平值透過損益列賬的財務負債公平值變動(附註33)	**–**	37
Impairment loss on oil and gas exploration and evaluation assets (note 17)	油氣勘探及評估資產減值虧損（附註17）	**(76,020)**	–
Written off of other receivables	註銷其他應收賬款	**(6,555)**	(344)
Written off of property, plant and equipment (note 16)	註銷物業、廠房及設備（附註16）	**(263)**	–
Exchange gains, net	匯兑溢利淨額	**124**	913
Loss on disposal of a loan receivable (note 25(c))	出售一筆應收貸款之虧損（附註25(c)）	**(12,962)**	–
Loss on disposal of receivables (note 23(b))	出售應收款項之虧損（附註23(b)）	**(136,219)**	–
Loss on lease modification	租賃修訂之虧損	**–**	(205)
Loss on disposal of a subsidiary	出售一家附屬公司之虧損	**–**	(41)
Others	其他	**304**	–
		(225,165)	16,213

9. LOSS BEFORE INCOME TAX EXPENSE

Loss before income tax expense arrived at after charging:

9. 除所得税支出前虧損

除所得税支出前虧損已扣除：

		2021 HK$'000 千港元	2020 HK$'000 千港元
(a) Finance costs	**(a) 融資成本**		
Interest expense on financial liabilities not at fair value through profit or loss:	並非按公平值透過損益列賬的財務負債之利息支出：		
Interest on corporate bonds	企業債券之利息	**32,203**	32,722
Interest on borrowings	借款利息	**41,539**	26,516
Interest charge on convertible note	可換股票據之利息支出	**191,589**	154,096
Interest on lease liabilities (note 18(b))	租賃負債之利息（附註18(b)）	**853**	664
Others	其他	**–**	493
		266,184	214,491
Less: interest capitalised in qualifying assets*	減：轉入合格資產之資本化利息*	**(35,383)**	(16,247)
		230,801	198,244
Other finance costs:	其他融資成本：		
Amortisation of corporate bonds transaction costs	企業債券的交易成本之攤銷	**11,696**	11,372
		242,497	209,616

* Borrowing costs capitalised during the year arose on the general borrowing pool and are calculated by applying a capitalisation rate of 11.16% (2020: 14.16%) to expenditure on qualifying assets. All borrowing costs capitalised during the year arose on the specific borrowing pool of approximately HK$16,834,000 (2020: HK$15,702,000) are fully capitalised.

* 本年轉入合格資產之借貸成本是指用於按資產的一般性貸款以11.16%（2020年：14.16%）的利率予以資本化。本年所有由特定借款產生的借貸成本約16,834,000港元（2020年：15,702,000港元）已悉數資本化。

9. LOSS BEFORE INCOME TAX EXPENSE (Continued)

9. 除所得税支出前虧損(續)

		2021 HK$'000 千港元	2020 HK$'000 千港元
(b) Employee costs (including directors' remuneration in note 11)	**(b) 員工成本(包括附註11之董事酬金)**		
Salaries, wages and other benefits	薪金、工資及其他福利	**42,473**	45,960
Contributions to defined contribution retirement plan	定額供款退休計劃之供款	**3,085**	1,249
		45,558	47,209
(c) Other items	**(c) 其他項目**		
Auditor's remuneration	核數師酬金	**1,500**	1,450
Cost of inventories sold recognised as expenses#	已確認為費用的已售存貨成本#	**205,022**	194,371
Depreciation on property, plant and equipment (note 16)	物業、廠房及設備折舊(附註16)	**49,888**	31,604
Depreciation on right-of-use assets (note 18(a))	使用權資產折舊(附註18(a))	**6,970**	4,825
Amortisation on intangible assets# (note 19)	無形資產攤銷#(附註19)	**24,170**	17,899
Amortisation on deferred income# (note 43)	遞延收入攤銷#(附註43)	**(2,990)**	(1,902)

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

計入綜合全面收益表之「直接成本」。

9. LOSS BEFORE INCOME TAX EXPENSE (Continued)

(d) Expected credit losses on financial assets

The following table shows the charges for ECLs on financial assets measured at amortised cost for the year recognised in the consolidated statement of comprehensive income:

9. 除所得税支出前虧損(續)

(d) 財務資產之預期信貸虧損

下表顯示於綜合全面收益表內確認之按攤銷成本計量之財務資產就預期信貸虧損的年內支出：

		2021 HK$'000 千港元	2020 HK$'000 千港元
Charge for the year:	年內支出：		
Amount due from a joint venture	應收一家合營企業款項	**329**	–
Loans receivable (note 25(g))	應收貸款(附註25(g))	**(7,467)**	1,923
Notes receivable (note 27(h))	應收票據(附註27(h))	**7,226**	–
Other receivables (note 27(i))	其他應收賬款(附註27(i))	**(356)**	–
Other deposits (note 27(j))	其他按金(附註27(j))	**351,128**	8,235
Short-term investment (note 28)	短期投資(附註28)	**(6,007)**	758
		344,853	10,916

10. INCOME TAX CREDIT/(EXPENSE)

Pursuant to the rules and regulations of Bermuda, Cayman Islands and the British Virgin Islands (the "BVI"), the Group is not subject to any income tax under such jurisdictions for the years ended 31 December 2021 and 2020.

No provision for Hong Kong profits tax has been made as the group companies which have estimated assessable profits subject to Hong Kong profits tax had estimated tax losses available to offset against the estimated assessable profits for the years ended 31 December 2021 and 2020.

Profits of the subsidiaries established in the PRC are subject to the Enterprise Income Tax ("EIT"). Under the Law of the People's Republic of China and Implementation Regulation on EIT, the tax rate of the PRC subsidiaries is 25% for the years ended 31 December 2021 and 2020.

(a) The amount of income tax credit/(expense), charged to the consolidated statement of comprehensive income, represents:

10. 所得税抵免／（支出）

根據百慕達、開曼群島及英屬處女群島規則及規例，本集團截至2021年及2020年12月31日止年度毋須繳付相關司法權區之任何所得税。

由於集團公司（擁有須繳納香港利得税之估計應課税溢利）有估計税項虧損可抵銷於截至2021年及2020年12月31日止年度之估計應課税溢利，故並無計提香港利得税撥備。

於中國成立之附屬公司之溢利須繳納企業所得税。根據中華人民共和國法律及企業所得税實施條例，中國附屬公司於截至2021年及2020年12月31日止年度之税率均為25%。

(a) 於綜合全面收益表扣除的所得税抵免／（支出）包括：

		2021 HK$'000 千港元	2020 HK$'000 千港元
Current income tax	即期所得税		
– PRC EIT	－中國企業所得税		
– Tax for the year	－本年度税項	**(1,003)**	(3,910)
– (Under)/over-provision in respect of prior year	－就過往年度（撥備不足）／超額撥備	**(67)**	435
		(1,070)	(3,475)
Deferred tax for the year (note 34)	年內之遞延税項（附註34）	**1,786**	1,666
Income tax credit/(expense)	所得税抵免／（支出）	**716**	(1,809)

10. INCOME TAX CREDIT/(EXPENSE) (Continued)

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

10. 所得税抵免／（支出）（續）

(b) 本年度之所得税抵免／（支出）與綜合全面收益表之本集團除所得税支出前虧損對賬如下：

		2021 HK$'000 千港元	2020 HK$'000 千港元
Loss before income tax expense	除所得税支出前虧損	**(786,941)**	(181,070)
Tax credit on loss before income tax expense, calculated at 25% (2020: 25%)	除所得税支出前虧損的税務抵免，按25%（2020年：25%）計算	**(194,950)**	(46,933)
Effect of different tax rates of subsidiaries operating in other jurisdiction	於其他司法權區營運之附屬公司不同税率之影響	**47,626**	16,480
Tax effect of non-deductible expenses and non-taxable income	不可扣除支出及毋須課税收入之税務影響	**129,485**	17,954
Tax effect on deductible temporary difference not recognised	未確認的可抵扣暫時性差異的税務影響	**18,488**	11,125
Under/(over)-provision in respect of prior year	就過往年度撥備不足／（超額撥備）	**67**	(435)
Income tax credit/(expense)	所得税抵免／（支出）	**716**	(1,809)

At the end of reporting period, the Group had estimated unused tax losses of approximately HK$14,558,000 (2020: HK$14,558,000) available for offset against future profits. The tax losses are subject to the final assessment by the tax authorities in the respective jurisdictions where the tax losses arising from. No deferred tax asset has been recognised in respect of the estimated unused tax losses due to the unpredictability of future profit streams. Included in unrecognised tax losses are losses of approximately HK$11,513,000 (2020: HK$11,513,000) that may be carried forward for a period of five years from their respective year of origination. The remaining unrecognised tax losses may be carried forward indefinitely.

於報告期末，本集團已估計可用作抵扣未來溢利之尚未動用税項虧損約為14,558,000港元（2020年：14,558,000港元）。税項虧損須待產生税項虧損之相關司法權區之税務機關作最後評税。由於無法預測未來溢利來源，故並無就所估計之尚未動用之税項虧損確認遞延税項資產。計入未確認税項虧損之虧損約為11,513,000港元（2020年：11,513,000港元），可自產生各年度起結轉五年。剩下未確認税項虧損則可無限期結轉。

In respect of deferred tax liabilities, details are set out in note 34 to the consolidated financial statements.

有關遞延税項負債之詳情載列於綜合財務報表附註34。

11. DIRECTORS' REMUNERATION

Directors' emoluments are disclosed as follows:

11. 董事酬金

董事酬金披露如下：

For the year ended 31 December 2021

截至2021年12月31日止年度

		Directors' fees 董事袍金 HK$'000 千港元	Salaries, allowances and benefits 薪金、津貼及福利 HK$'000 千港元	Retirement scheme contributions 退休計劃供款 HK$'000 千港元	Total 總計 HK$'000 千港元
Executive directors	**執行董事**				
Dai Xiaobing	戴小兵	–	2,518	18	2,536
Wan Tze Fan Terence	温子勳	–	2,000	18	2,018
		–	4,518	36	4,554
Independent non-executive directors	**獨立非執行董事**				
Wong Lung Tak Patrick	黃龍德	200	–	–	200
Wang Yanbin	王延斌	200	–	–	200
Dang Weihua	黨偉華	200	–	–	200
		600	–	–	600
Non-executive directors	**非執行董事**				
King Hap Lee[1]	景哈利[1]	–	–	–	–
Huang Shaowu	黃紹武	200	–	–	200
Tsang Hing Bun[2]	曾慶贇[2]	200	–	–	200
Cai Yanling[3]	蔡燕苓[3]	–	–	–	–
		400	–	–	400
		1,000	4,518	36	5,554

Salaries, allowances and other benefits paid to or for the executive directors are generally emoluments in respect of those persons' other services in connection with the management of the affairs of the Company and its subsidiaries.

已付或應付執行董事之薪金、津貼及其他福利通常為有關該等人士對本公司及其附屬公司管理層事務所提供之其他服務之薪酬。

11. DIRECTORS' REMUNERATION (Continued)

For the year ended 31 December 2020

11. 董事酬金(續)

截至2020年12月31日止年度

		Directors' fees 董事袍金 HK$'000 千港元	Salaries, allowances and benefits 薪金、津貼及福利 HK$'000 千港元	Retirement scheme contributions 退休計劃供款 HK$'000 千港元	Total 總計 HK$'000 千港元
Executive directors	執行董事				
Dai Xiaobing	戴小兵	–	2,559	18	2,577
King Hap Lee[1]	景哈利[1]	–	1,333	12	1,345
Wan Tze Fan Terence	温子勳	–	2,667	18	2,685
		–	6,559	48	6,607
Independent non-executive directors	獨立非執行董事				
Wong Lung Tak Patrick	黃龍德	200	–	–	200
Wang Yanbin	王延斌	200	–	–	200
Dang Weihua	黨偉華	200	–	–	200
		600	–	–	600
Non-executive directors	非執行董事				
Chen Hua[2]	陳華[2]	133	–	–	133
Huang Shaowu	黃紹武	200	–	–	200
Tsang Hing Bun[2]	曾慶贇[2]	68	–	–	68
Cai Yanling[3]	蔡燕苓[3]	–	–	–	–
Chai Lin[3]	柴琳[3]	–	–	–	–
		401	–	–	401
		1,001	6,559	48	7,608

11. DIRECTORS' REMUNERATION (Continued)

Notes:

1. On 14 September 2020, King Hap Lee was redesignated from executive director to non-executive director.

2. On 28 August 2020, Chen Hua resigned and Tsang Hing Bun was appointed to fill Mr Chen Hua's vacancy.

3. On 26 June 2020, Chai Lin resigned as non-executive director and Cai Yanling was appointed to fill Chai Lin's vacancy.

During the years ended 31 December 2021 and 2020, no emoluments were paid by the Group to any of the directors as an inducement to join or upon joining the Group or as a compensation for loss of office. None of the directors waived or agreed to waive any remuneration for the years ended 31 December 2021 and 2020.

12. INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, two (2020: three) were directors of the Company whose emoluments are disclosed in note 11 to the consolidated financial statements. The emolument of the remaining three (2020: two) individuals is as follows:

11. 董事酬金(續)

附註:

1. 於2020年9月14日,景哈利由執行董事調任為非執行董事。

2. 於2020年8月28日,陳華辭任而曾慶贇獲委任,以填補陳華先生之空缺。

3. 於2020年6月26日,柴琳辭任非執行董事之職位而蔡燕苓獲委任,以填補柴琳之空缺。

截至2021年及2020年12月31日止年度,本集團並無向任何董事支付酬金作為彼等加入或於加入本集團時之獎勵或作為離職之補償。截至2021年及2020年12月31日止年度,概無董事放棄或同意放棄任何酬金。

12. 最高薪人士

本集團五位最高薪人士中,兩位(2020年:三位)為本公司之董事,其酬金已在綜合財務報表附註11披露。其餘三位(2020年:兩位)最高薪人士之酬金如下:

		2021 HK$'000 千港元	2020 HK$'000 千港元
Salaries and other emoluments	薪金及其他酬金	2,824	3,000

12. INDIVIDUALS WITH HIGHEST EMOLUMENTS (Continued)

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

12. 最高薪人士(續)

已支付或應付予高級管理層成員(非董事人士)之酬金介乎下列範圍:

		2021 Number of individuals 人數	2020 Number of individuals 人數
Below or equal to HK$1,000,000	1,000,000港元或以下	**4**	3
HK$1,000,001 – HK$1,500,000	1,000,001港元至1,500,000港元	**–**	–
HK$1,500,001 – HK$2,000,000	1,500,001港元至2,000,000港元	**–**	1
		4	4

During the years ended 31 December 2021 and 2020, no emoluments were paid by the Group to the above highest paid non-director individual as an inducement to join or upon joining the Group or as a compensation for loss of office.

截至2021年及2020年12月31日止年度,本集團並無向上述最高薪非董事人士支付酬金作為彼加入或於加入本集團時之獎勵或作為離職之補償。

13. DIVIDEND

The directors do not recommend the payment of any dividend for the year ended 31 December 2021 (2020: Nil).

13. 股息

董事不建議派發截至2021年12月31日止年度任何股息(2020年:無)。

14. LOSS PER SHARE

(a) Basic loss per share

The calculation of basic loss per share is based on the loss attributable to owners of the Company of HK$788,667,000 (2020: loss of HK$184,117,000) and the weighted average number of 3,345,439,000 ordinary shares (2020: 3,345,439,000 ordinary shares) in issue during the year.

14. 每股虧損

(a) 每股基本虧損

每股基本虧損乃根據本公司擁有人之應佔虧損788,667,000港元(2020年:虧損184,117,000港元),以及年內已發行普通股之加權平均數3,345,439,000股(2020年:3,345,439,000股)普通股計算。

(b) Diluted loss per share

Diluted loss per share for the years ended 31 December 2021 and 2020 is the same as the basic loss per share as the Company's outstanding share options and convertible notes, where applicable, had an anti-dilutive effect on the basic loss per share for the years ended 31 December 2021 and 2020.

(b) 每股攤薄虧損

截至2021年及2020年12月31日止年度,每股攤薄虧損與每股基本虧損相同,因本公司尚未行使之購股權及可換股票據(如適用),對截至2021年及2020年12月31日止年度內的每股基本虧損具有反攤薄影響。

15. SEGMENT REPORTING

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

The Group has four (2020: four) operating and reportable segments. The segments are managed separately as each business offers different products and services and requires different business strategies. The following summary describes the operations in each of the Group's reportable segments:

Coalbed methane:	Exploration, development and production of coalbed methane
Raw and cleaned coal:	Raw coal washing and sale of raw and cleaned coal
Oil and gas exploitation:	Exploitation and sale of crude oil and natural gas
Financial services:	Provision for financial services

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

15. 分部報告

本集團按主要經營決策者審閱並用以作出策略性決策之報告釐定其經營分部。

本集團擁有四個(2020年：四個)營運及可報告分部。由於各自業務提供不同產品及服務並需要不同業務策略，故分部須獨立管理。以下為本集團各可報告分部營運之概要：

煤層氣：	勘探、開發和生產煤層氣
原煤及精煤：	原煤洗選和銷售原煤及精煤
石油和天然氣開採：	開採及銷售原油和天然氣
財務服務：	提供財務服務

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

15. SEGMENT REPORTING (Continued)

(a) Business segments

Segment information about these businesses is set out as follows:

15. 分部報告(續)

(a) 業務分部

有關該等業務之分部資料載列如下：

For the year ended 31 December 2021 / **截至2021年12月31日止年度**

		Coalbed methane 煤層氣 HK$'000 千港元	Raw and cleaned coal 原煤及精煤 HK$'000 千港元	Oil and gas exploitation 石油和天然氣開採 HK$'000 千港元	Financial Services 財務服務 HK$'000 千港元	Unallocated 未分配 HK$'000 千港元	Total 總計 HK$'000 千港元
Results	**業績**						
Revenue from external customers:	來自外界客戶之收入：						
– Within the scope of HKFRS15	－香港財務報告準則第15號範圍	168,969	221,147	–	–	–	390,116
– Interest income from financial services	－財務服務利息收入	–	–	–	4,120	–	4,120
		168,969	221,147	–	4,120	–	394,236
Segment results[1, 2 & 3]	分部業績[1,2 & 3]	43,686	9,622	21,010	(11,129)	(149,411)	(86,222)
Impairment loss on oil and gas exploration and evaluation assets	油氣勘探及評估資產減值虧損	–	–	(76,020)	–	–	(76,020)
Impairment loss on interest in an associate	於一家聯營公司之權益的減值虧損	(37,230)	–	–	–	–	(37,230)
Change in fair value of financial assets at fair value through profit or loss	按公平值透過損益列賬之財務資產之公平值變動	–	6,426	–	–	–	6,426
Expected credit loss on financial assets measured at amortised cost recognised, net	按攤銷成本計量之財務資產之已確認預期信貸虧損淨額	718	–	(351,128)	2,494	3,063	(344,853)
Written off of other receivables	註銷其他應收賬款	–	–	–	–	(6,555)	(6,555)
Finance costs	融資成本	(4,459)	(1,654)	–	(43)	(236,341)	(242,497)
Share of profit of an associate	應佔一家聯營公司溢利	10	–	–	–	–	10
Profit/(loss) before income tax expense	除所得稅支出前溢利／(虧損)	2,725	14,394	(406,138)	(8,678)	(389,244)	(786,941)
Income tax expense	所得稅支出	–	873	–	(157)	–	716
Profit/(loss) for the year	本年度溢利／(虧損)	2,725	15,267	(406,138)	(8,835)	(389,244)	(786,225)
Assets and liabilities	**資產及負債**						
Reportable segment assets[4]	可報告分部資產[4]	4,997,364	86,346	–	32,740	55,310	5,171,760
Reportable segment liabilities[4]	可報告分部負債[4]	1,028,867	40,119	16	21,123	2,157,428	3,247,553
Other segment information	**其他分部資料**						
Depreciation and amortisation	折舊及攤銷	72,763	5,008	–	211	56	78,038
Capital expenditure incurred during the year	年內產生之資本支出	241,358	–	–	2	21	241,381
Timing of revenue recognition within the scope of HKFRS 15:	香港財務報告準則第15號範圍內之確認收入之時間：						
– a point in time	－於某個時間點	168,969	221,147	–	–	–	390,116
– over time	－於一段時間內	–	–	–	–	–	–
		168,969	221,147	–	–	–	390,116

15. SEGMENT REPORTING (Continued)

(a) Business segments (Continued)

Segment information about these businesses is set out as follows:

15. 分部報告(續)

(a) 業務分部(續)

有關該等業務之分部資料載列如下：

For the year ended 31 December 2020

截至2020年12月31日止年度

		Coalbed methane 煤層氣 HK$'000 千港元	Raw and cleaned coal 原煤及精煤 HK$'000 千港元	Oil and gas exploitation 石油和天然氣開採 HK$'000 千港元	Financial Services 財務服務 HK$'000 千港元	Unallocated 未分配 HK$'000 千港元	Total 總計 HK$'000 千港元
Results	**業績**						
Revenue from external customers:	來自外界客戶之收入：						
– Within the scope of HKFRS15	–香港財務報告準則第15號範圍	109,918	207,660	–	–	–	317,578
– Interest income from financial services	–財務服務利息收入	–	–	–	7,793	–	7,793
		109,918	207,660	–	7,793	–	325,371
Segment results[1,2&3]	分部業績[1,2&3]	24,070	6,543	19,635	6,601	(33,295)	23,554
Change in fair value of financial liabilities at fair value through profit or loss	按公平值透過損益列賬之財務負債之公平值變動	–	–	–	–	37	37
Change in fair value of financial assets at fair value through profit or loss	按公平值透過損益列賬之財務資產之公平值變動	–	15,853	–	–	–	15,853
Expected credit loss on financial assets measured at amortised cost recognised, net	按攤銷成本計量之財務資產之已確認預期信貸虧損淨額	–	–	(8,235)	(1,923)	(758)	(10,916)
Finance costs	融資成本	(19,572)	(885)	–	(216)	(188,943)	(209,616)
Share of profit of an associate	應佔一家聯營公司溢利	18	–	–	–	–	18
Profit/(loss) before income tax expense	除所得稅支出前溢利／(虧損)	4,516	21,511	11,400	4,462	(222,959)	(181,070)
Income tax expense	所得稅支出	–	216	–	(2,025)	–	(1,809)
Profit/(loss) for the year	本年度溢利／(虧損)	4,516	21,727	11,400	2,437	(222,959)	(182,879)
Assets and liabilities	**資產及負債**						
Reportable segment assets[4]	可報告分部資產[4]	4,848,414	132,686	397,950	97,176	154,902	5,631,128
Reportable segment liabilities[4]	可報告分部負債[4]	889,013	59,086	16	15,393	1,982,194	2,945,702
Other segment information	**其他分部資料**						
Depreciation and amortisation	折舊及攤銷	50,102	3,895	–	189	142	54,328
Capital expenditure incurred during the year	年內產生之資本支出	307,226	–	1,285	–	20	308,531
Timing of revenue recognition within the scope of HKFRS15:	香港財務報告準則第15號範圍內之確認收入之時間：						
– a point in time	–於某個時間點	109,918	207,660	–	–	–	317,578
– over time	–於一段時間內	–	–	–	–	–	–
		109,918	207,660	–	–	–	317,578

15. SEGMENT REPORTING (Continued)

(a) Business segments (Continued)

Notes:

(1) Unallocated results mainly include salaries, expenses relating to short-term leases and professional fees for Hong Kong head office.

(2) The segment results of coalbed methane segment, raw and cleaned coal segment and financial services segment included government subsidies and grants of HK$19,240,000 (2020: HK$24,430,000), HK$194,000 (2020: HK$103,000) and HK$177,000 (2020: HK$267,000), respectively.

(3) The segment results of oil and gas exploitation included interest income from Refundable Deposits (defined in note 27(d)) of HK$21,080,000 (2020: HK$19,686,000).

(4) Unallocated assets mainly include cash and cash equivalents, short-term investment and equity investment designated at FVOCI, financial assets at FVTPL and unallocated liabilities mainly include loan from a shareholder, corporate bonds, convertible note and financial liabilities at FVTPL.

(b) Geographical information and major customers

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

(i) Revenue from external customers

The following is an analysis of the Group's revenue by geographical location of the customers:

15. 分部報告(續)

(a) 業務分部(續)

附註:

(1) 未分配業績主要包括薪金、與短期租賃相關之費用及專業費用等香港總辦事處開支。

(2) 煤層氣分部、原煤及精煤分部以及財務服務分部之分部業績分別包括19,240,000港元(2020年:24,430,000港元)、194,000港元(2020年:103,000港元)及177,000港元(2020年:267,000港元)的政府補貼及補助。

(3) 石油和天然氣開採之分部業績包括可退回按金(定義見附註27(d))的利息收入21,080,000港元(2020年:19,686,000港元)。

(4) 未分配資產主要包括現金及現金等價物、短期投資、指定按FVOCI列賬之權益投資及按FVTPL列賬之財務資產;未分配負債主要包括來自一位股東之貸款、企業債券、可換股票據及按FVTPL列賬之財務負債。

(b) 地區資料及主要客戶

下表就本集團來自外界客戶之收益及除財務工具以外之非流動資產(「指定非流動資產」)進行分析。

(i) 來自外界客戶之收益

本集團按客戶地區劃分之收益分析如下:

		2021 **HK$'000** **千港元**	2020 HK$'000 千港元
Hong Kong (place of domicile)	香港(所在地)	**–**	–
The PRC	中國	**394,236**	325,371
		394,236	325,371

15. SEGMENT REPORTING (Continued)

(b) Geographical information and major customers (Continued)

(ii) Specified non-current assets

The information of the Group's specified non-current assets by geographical location of the assets is detailed below:

15. 分部報告(續)

(b) 地區資料及主要客戶(續)

(ii) 指定非流動資產

有關本集團按資產地區劃分之指定非流動資產之資料詳述如下：

		2021 HK$'000 千港元	2020 HK$'000 千港元
Hong Kong (place of domicile)	香港(所在地)	**2,297**	2,284
The PRC	中國	**4,983,201**	4,769,212
Canada	加拿大	**–**	74,000
		4,985,498	4,845,496

(iii) Information about major customers

During the year ended 31 December 2021, there were two (2020: two customers) contributed to 10% or more revenue to the Group's total revenue.

(iii) 主要客戶資料

截至2021年12月31日止年度，兩個客戶(2020年：兩個客戶)貢獻本集團之總收入達10%或多於10%。

Segment 分部		2021 HK$'000 千港元	2020 HK$'000 千港元
Customer A 客戶A	Raw and cleaned coal 原煤及精煤	**208,646**	160,466
Customer B 客戶B	Coalbed methane 煤層氣	**168,969**	109,918

16. PROPERTY, PLANT AND EQUIPMENT

16. 物業、廠房及設備

		Building	Leasehold improvements	CNG station and ancillary facilities	Construction in progress (Note (a))	Oil and gas properties (Note (b))	Furniture, fixtures and office equipment	Motor vehicles	Total
		樓宇	租賃物業裝修	CNG站及配套設施	在建工程(附註(a))	油氣資產(附註(b))	傢俬、固定裝置及辦公室設備	汽車	總計
		HK$'000 千港元	HK$'000 千港元	HK$'000 千港元	HK$'000 千港元	HK$'000 千港元	HK$'000 千港元	HK$'000 千港元	HK$'000 千港元
Costs:	**成本：**								
At 1 January 2020	於2020年1月1日	1,645	419	359,759	136,865	1,677,681	6,322	13,586	2,196,277
Additions	添置	–	–	13,542	161,414	132,170	100	–	307,226
Transfer	轉撥	–	–	39,553	(130,586)	91,033	–	–	–
Exchange adjustments	匯兑調整	97	26	22,723	3,042	133,989	374	578	160,829
At 31 December 2020	於2020年12月31日	1,742	445	435,577	170,735	2,034,873	6,796	14,164	2,664,332
Additions	添置	–	–	26,220	19,426	195,618	117	–	241,381
Transfer	轉撥	–	–	–	(156,326)	156,326	–	–	–
Written off	註銷	–	–	–	–	–	–	(446)	(446)
Exchange adjustments	匯兑調整	55	15	10,008	3,245	6,600	218	589	20,730
At 31 December 2021	於2021年12月31日	1,797	460	471,805	37,080	2,393,417	7,131	14,307	2,925,997
Accumulated depreciation and impairment	**累計折舊及減值**								
At 1 January 2020	於2020年1月1日	322	294	81,180	–	76,626	5,231	12,568	176,221
Charge for the year (note 9(c))	年內支出(附註9(c))	82	63	14,994	–	15,375	336	754	31,604
Exchange adjustments	匯兑調整	17	22	1,059	–	825	337	531	2,791
At 31 December 2020	於2020年12月31日	421	379	97,233	–	92,826	5,904	13,853	210,616
Charge for the year (note 9(c))	年內支出(附註9(c))	88	67	24,945	–	24,349	345	94	49,888
Written off	註銷	–	–	–	–	–	–	(183)	(183)
Exchange adjustments	匯兑調整	15	14	3,480	–	8,310	189	318	12,326
At 31 December 2021	於2021年12月31日	524	460	125,658	–	125,485	6,438	14,082	272,647
Carrying amount:	**賬面值：**								
At 31 December 2021	於2021年12月31日	1,273	–	346,147	37,080	2,267,932	693	225	2,653,350
At 31 December 2020	於2020年12月31日	1,321	66	338,344	170,735	1,942,047	892	311	2,453,716

Notes:

(a) It mainly represents certain oil and gas properties and CNG station and ancillary facilities under construction at the end of the reporting period.

(b) It represents gas wells located in Sanjiao block at the end of the reporting period.

附註：

(a) 其主要屬於報告期末之若干在建油氣資產以及CNG站及配套設施。

(b) 其屬於報告期末位於三交區塊之氣井。

16. PROPERTY, PLANT AND EQUIPMENT (Continued)

Impairment assessment

For the purpose of impairment testing, CNG station and ancillary facilities, oil and gas properties, construction in progress and certain furniture, fixtures and office equipment, motor vehicles, right-of-use assets (note 18(a)) and intangible asset (note 19) are allocated to the Sanjiao CBM Project, representing an individual cash generating unit ("CGU"). As at the end of the years ended 31 December 2021 and 2020, the directors of the Company did not identify any impairment indicators in Sanjiao CBM Project. Nevertheless, the recoverable amount of Sanjiao CBM Project as at the end of these reporting periods were estimated, based on value-in-use ("VIU") calculations using cash flow projections from formally approved budgets and capital expenditure which reflects the development and production plan of this CGU. The recoverable amounts were estimated to be higher than the carrying amounts of the non-financial assets of Sanjiao CBM Project. As such, no impairment loss was recognised. The pre-tax discount rate used in the VIU calculation at 31 December 2021 was 20.46% (2020: 19.68%).

For the purpose of impairment testing, certain leasehold improvements, furniture, fixtures and office equipment, motor vehicles, right-of-use assets (note 18(a)) and goodwill (note 20) are allocated to the raw and cleaned coal CGU. The recoverable amount of the raw and cleaned coal CGU is determined based on either fair value less costs to disposal or VIU whichever is the higher. The recoverable amount of the raw and cleaned coal CGU has been estimated, based on the VIU calculations using cash flow projections from formally approved budgets and capital expenditure as it reflects the development and production plan of this CGU. The recoverable amount was estimated to be higher than the carrying amounts of the non-financial assets of raw and cleaned coal CGU. As such, no impairment loss was recognised. The pre-tax discount rate used in the VIU calculation at 31 December 2021 was 20.80% (2020: 18.79%).

16. 物業、廠房及設備(續)

減值評估

就減值測試而言，CNG站及配套設施、油氣資產、在建工程及若干傢俬、固定裝置及辦公室設備、汽車、使用權資產(附註18(a))及無形資產(附註19)分配至三交煤層氣項目，代表一個獨立現金產生單位(「現金產生單位」)。於2021年及2020年12月31日，本公司董事並無於三交煤層氣項目識別任何減值跡象。儘管如此，三交煤層氣項目於該等報告期末之可收回金額按照使用價值(「使用價值」)計算採用自正式批准預算及資本支出(反映此現金產生單位之開發及生產計劃)之現金流量預測估計。可收回金額估計高於三交煤層氣項目非財務資產之賬面值。因此，並無確認減值虧損。於2021年12月31日，計算使用價值所用之除稅前折現率為20.46%(2020年：19.68%)。

就減值測試而言，若干租賃物業裝修、傢俬、固定裝置及辦公室設備、汽車、使用權資產(附註18(a))以及商譽(附註20)分配至原煤及精煤現金產生單位。原煤及精煤現金產生單位之可收回金額乃以公平值減出售成本或使用價值中之較高者釐定。原煤及精煤現金產生單位之可收回金額按照使用價值計算採用自正式批准預算及資本支出(反映此現金產生單位之開發及生產計劃)之現金流量預測估計。可收回金額估計高於原煤及精煤現金產生單位非財務資產之賬面值。因此，並無確認減值虧損。於2021年12月31日，計算使用價值所用之除稅前折現率為20.80%(2020年：18.79%)。

17. OIL AND GAS EXPLORATION AND EVALUATION ASSETS

17. 油氣勘探及評估資產

		2021 HK$'000 千港元	2020 HK$'000 千港元
Cost:	**成本：**		
At 1 January	於1月1日	**74,000**	70,870
Additions	添置	**535**	1,285
Interest capitalised	資本化利息	**115**	545
Exchange adjustments	匯兑調整	**925**	1,300
At 31 December	於12月31日	**75,575**	74,000
Accumulated impairment loss:	**累計減值虧損：**		
At 1 January	於1月1日	**–**	–
Charge for the year (note 8)	年內支出(附註8)	**76,020**	–
Exchange adjustments	匯兑調整	**(445)**	–
At 31 December	於12月31日	**75,575**	–
Carrying amount:	**賬面值：**		
At 31 December	於12月31日	**–**	74,000

17. OIL AND GAS EXPLORATION AND EVALUATION ASSETS (Continued)

Canada Farm-in Project

In October 2015, a wholly-owned subsidiary of the Company, SOG Energy Inc., entered into a farm-in agreement ("Farm-in Agreement") with a Canadian company ("Farmor"). Pursuant to the Farm-in Agreement, the Company, as a Farmee, shall drill the test well within an area ("Farm-out Land") agreed with the Farmor. When the Farmee has drilled the test well to an agreed depth and if the anticipated output from any zone in the Farm-out Land are reasonably anticipated to be covered the cost of drilling, equipping and operating of the wells, Farmee shall case the well and conduct production test. Once the Farmee caps the test well with the obligation to conduct production test and has performed all related obligations under Farm-in Agreement to Farmor's reasonable satisfaction, Farmee shall earn the interests in the farm-out Land, subject to the reservation to Farmor therefrom the agreed royalty. No consideration is paid by the Group to the Farmor, but the Group needs to be responsible for all the costs of the drilling. Under this Farm-in Agreement, the Farmor giving up future economic benefits, in the form of its oil reserves, in exchange for a reduction in future funding obligations. The Group recognises its expenditure under the agreement in respect of its own interest and that retained by the Farmor, as and when the costs are incurred. The Group accounts for its expenditure under the agreement in the same way as directly incurred exploration and evaluation expenditure. Up to 31 December 2021, the Company incurred around HK$75,575,000 drilling costs for this farm-in project (2020: HK$74,000,000).

The Group classified this farm-in project as oil exploration and evaluation assets under HKFRS 6. The directors of the Company have assessed the impairment of this oil exploration and evaluation assets in accordance with the criteria under HKFRS 6 and by reference to the progress in the implementation of this farm-in project during the year. Save as disclosed in note 27(d) to the consolidated financial statements, Oil Lease 4, which covers the area of the Farm-out Land, will be expired in 2022. Management of the Group assessed that successful extension of Oil Lease 4 is uncertain and a full impairment of HK$76,020,000 (note 8) was recognised in the consolidated statement of comprehensive income.

17. 油氣勘探及評估資產(續)

加拿大Farm-in項目

於2015年10月，本公司全資附屬公司SOG Energy Inc.與一家加拿大公司(「Farmor」)訂立Farm-in協議(「Farm-in協議」)。根據Farm-in協議，本公司(作為Farmee)將於與Farmor協定的區域(「Farm-out土地」)內鑽探測試井。於Farmee已鑽探測試井至協定深度時，倘合理地預測來自Farm-out土地內任何區域的預測產量將覆蓋鑽探、裝備及營運油井的成本，Farmee將加蓋油井並進行生產測試。一旦Farmee在進行生產測試責任下將測試井封頂，並獲Farmor合理信納其已履行Farm-in協議項下所有相關責任，Farmee將獲取Farm-out土地的權益，惟須向Farmor支付約定的礦權費。本集團並無向Farmor支付任何代價，惟本集團需負責所有鑽探成本。根據此Farm-in協議，Farmor放棄日後經濟利益(以其石油儲量)，以換取降低日後提供資金之責任。於成本產生時，本集團會就其自身權益及由Farmor保留的權益確認其於有關協議項下的開支。本集團會按相同方式將其於協議項下的開支列賬為直接產生的勘探及評估支出。直至2021年12月31日，本公司已就此Farm-in項目產生鑽探成本約75,575,000港元(2020年：74,000,000港元)。

根據香港財務報告準則第6號，本集團將該Farm-in項目分類為石油勘探及評估資產。按照香港財務報告準則第6號項下標準及經參考年內執行該Farm-in項目的進度，本公司董事已評估該石油勘探及評估資產的減值。除綜合財務報表附註27(d)所披露者外，涵蓋Farm-out土地區域之石油租約第4號將於2022年屆滿。本集團管理層評估石油租約第4號獲成功延長期限的可能性不確定，故於綜合全面收益表內確認全面減值76,020,000港元(附註8)。

18. LEASES

(a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

18. 租賃

(a) 使用權資產

年內，本集團使用權資產之賬面值及其變動如下：

		Land use right 土地使用權 HK$'000 千港元 Note (i) 附註(i)	Plant and equipment 廠房及設備 HK$'000 千港元 Note (ii) 附註(ii)	Office premises and staff quarters 辦公室物業及員工宿舍 HK$'000 千港元 Note (i) 附註(i)	Total 總計 HK$'000 千港元
At 1 January 2020	於2020年1月1日	3,605	5,185	2,381	11,171
Additions	添置	–	–	2,578	2,578
Amortisation/depreciation for the year (note 18(c))	年內攤銷／折舊（附註18(c)）	(228)	(3,677)	(920)	(4,825)
Lease modification	租賃修訂	–	–	(687)	(687)
Exchange adjustments	匯兑調整	210	111	(509)	(188)
At 31 December 2020	於2020年12月31日	3,587	1,619	2,843	8,049
Additions	添置	–	6,888	825	7,713
Amortisation/depreciation for the year (note 18(c))	年內攤銷／折舊（附註18(c)）	(244)	(4,857)	(1,869)	(6,970)
Exchange adjustments	匯兑調整	115	90	75	280
At 31 December 2021	於2021年12月31日	3,458	3,740	1,874	9,072

(i) Land use right and certain office premises and staff quarters belong to the Sanjiao CBM CGU. The remaining office premises and office quarters belong to the Financial services segment and corporate use in the PRC.

(ii) Plant and equipment belongs to the raw and cleaned coal CGU.

(i) 土地使用權以及若干辦公室物業及員工宿舍屬三交煤層氣現金產生單位。餘下辦公室物業及員工宿舍屬金融服務分部及中國辦事處用途。

(ii) 廠房及設備屬原煤及精煤現金產生單位。

18. LEASES (Continued)

(b) Lease liabilities

The carrying amounts of the Group's lease liabilities and the movements during the year are as follows:

18. 租賃(續)

(b) 租賃負債

年內，本集團租賃負債之賬面值及其變動如下：

		2021 HK$'000 千港元	2020 HK$'000 千港元
At 1 January	於1月1日	**4,498**	7,118
Additions	添置	**7,713**	2,424
Lease modification	租賃修訂	**–**	(892)
Accretion of interest recognised during the year (note 9(a))	年內已確認利息增加（附註9(a)）	**853**	664
Lease payments	租賃付款	**(7,007)**	(4,597)
Exchange adjustments	匯兑調整	**175**	(219)
At 31 December	於12月31日	**6,232**	4,498

		HK$'000 千港元	HK$'000 千港元
Analysed into:	分析為：		
Current portion	流動部分	**5,423**	4,003
Non-current portion	非流動部分	**809**	495

The maturity analysis of lease liabilities is disclosed in note 45(b) to the consolidated financial statements.

租賃負債之到期分析於綜合財務報表附註45(b)披露。

18. LEASES (Continued)

(c) The amounts recognised in profit or loss in relation to leases are as follows:

18. 租賃(續)

(c) 於損益確認與租賃有關之金額如下：

		2021 HK$'000 千港元	2020 HK$'000 千港元
Interest on lease liabilities (note 9(a))	租賃負債利息(附註9(a))	**853**	664
Depreciation on right-of-use assets (note 18(a))	使用權資產折舊(附註18(a))	**6,970**	4,825
Expense relating to short-term leases	與短期租賃相關之費用	**1,091**	2,095
Total amount recognised in profit or loss	於損益確認之總金額	**8,914**	7,584

(d) The total cash outflow for leases is set out in note 41(c) to the consolidated financial statements.

(d) 租賃現金流出總額載於綜合財務報表附註41(c)。

19. INTANGIBLE ASSETS

19. 無形資產

		Motor vehicle registration licenses 汽車登記牌照	Operation right 營運權	Total 總計
		HK$'000 千港元	HK$'000 千港元	HK$'000 千港元
Costs:	**成本：**			
At 1 January 2020	於2020年1月1日	2,272	2,168,010	2,170,282
Exchange adjustments	匯兑調整	–	133,732	133,732
At 31 December 2020	於2020年12月31日	2,272	2,301,742	2,304,014
Exchange adjustments	匯兑調整	–	76,242	76,242
At 31 December 2021	於2021年12月31日	2,272	2,377,984	2,380,256
Accumulated amortisation and impairment:	**累計攤銷及減值：**			
At 1 January 2020	於2020年1月1日	–	62,426	62,426
Amortisation for the year (note 9(c))	年內攤銷(附註9(c))	–	17,899	17,899
Exchange adjustments	匯兑調整	–	4,862	4,862
At 31 December 2020	於2020年12月31日	–	85,187	85,187
Amortisation for the year (note 9(c))	年內攤銷(附註9(c))	–	24,170	24,170
Exchange adjustments	匯兑調整	–	3,261	3,261
At 31 December 2021	於2021年12月31日	–	112,618	112,618
Carrying amount:	**賬面值：**			
At 31 December 2021	於2021年12月31日	2,272	2,265,366	2,267,638
At 31 December 2020	於2020年12月31日	2,272	2,216,555	2,218,827

19. INTANGIBLE ASSETS (Continued)

Operation right

As at 31 December 2021 and 2020, the Group's operation right represents the right under a production sharing arrangement (note 42) which gives the Group the right to participate in the production of coalbed methane with details as follows:

19. 無形資產(續)

營運權

於2021年及2020年12月31日，本集團之營運權是一項產品分成安排(附註42)內之權利，讓本集團有權參與煤層氣生產，詳情如下：

Gas fields 氣田	Location 地點	Expiry date 到期日
Sanjiao CBM Project 三交煤層氣項目	Shanxi Province, the PRC 中國山西省	2036

The operation right is initially recognised at its fair value on the date of acquisition by reference to a professional valuation prepared by an independent firm of valuers. Subsequent to the reporting period, the operation right is measured using the cost model.

營運權初步按收購當日之公平值經參考一家獨立估值師行編製之專業估值後確認。於報告期間後，營運權採用成本模式計量。

Amortisation is provided to write off the cost of the operation right using the units of production method based on the amount of proved and probable oil and gas reserves. Amortisation is charged to "direct costs" in the consolidated statement of comprehensive income.

撇銷營運權成本乃按證實及概略油氣儲量以生產單位法進行攤銷。攤銷在綜合全面收益表之「直接成本」內扣除。

For the purpose of impairment testing, the operation right was allocated to the Sanjiao CBM Project. During the years ended 31 December 2021 and 2020, the directors of the Company did not identify any impairment indicators in Sanjiao CBM Project. Details of the estimation of the recoverable amount of this CGU are set out in note 16 to the consolidated financial statements.

就減值測試而言，營運權分配至三交煤層氣項目。於截至2021年及2020年12月31日止年度，本公司董事並無於三交煤層氣項目識別任何減值跡象。本現金產生單位之可收回金額估計詳情載於綜合財務報表附註16。

20. GOODWILL

20. 商譽

		2021 HK$'000 千港元	2020 HK$'000 千港元
Cost	**成本**		
At 1 January	於1月1日	**99,421**	93,642
Exchange adjustments	匯兑調整	**3,178**	5,779
At 31 December	於12月31日	**102,599**	99,421
Accumulated impairment loss:	**累計減值虧損：**		
At 1 January	於1月1日	**87,373**	82,295
Exchange adjustments	匯兑調整	**2,780**	5,078
At 31 December	於12月31日	**90,153**	87,373
Carrying amount	**賬面值**		
At 31 December	於12月31日	**12,446**	12,048

During the year ended 31 December 2015, the Group has acquired 75% equity interest of Golden Glow Holdings Limited and its subsidiaries (collectively known as "Golden Glow Group") for a consideration of RMB135,000,000 (equivalent to HK$168,656,000). The excess of the cost of purchase over the net fair value of the identifiable net assets of Golden Glow Group of RMB83,713,000 (equivalent to HK$104,583,000) was recorded as goodwill and allocated to the raw and cleaned coal CGU.

截至2015年12月31日止年度內，本集團收購Golden Glow Holdings Limited及其附屬公司(統稱「Golden Glow集團」)之75%股權，代價為人民幣135,000,000元(相等於168,656,000港元)。收購成本超出Golden Glow集團可識別資產淨值淨公平值之部分人民幣83,713,000元(相等於104,583,000港元)作為商譽入賬及分配至原煤及精煤現金產生單位。

20. GOODWILL (Continued)

The following are key assumptions on which management has based its cash flow projections for the period covered by the most recent budgets:

20. 商譽(續)

以下為管理層就最近預算涵蓋期間之現金流量預測所依據之主要假設：

		2021	2020
Pre-tax discount rate	除税前折現率	**20.8%**	18.79%
Operating margin	經營利潤率	**3.1%**	2.3%
Growth rate	增長率	**2.2%**	2.4%

The discount rate used is pre-tax and reflect specific risks relating to the relevant CGU. The operating margin have been based on past experience and the growth rate was determined by considering both internal and external factors for the first five years and terminal growth rate not exceeding the long term average growth rate of the same industry.

所用之折現率乃除税前折現率並反映有關現金產生單位之特定風險。經營利潤率根據過往經驗釐定，而增長率則透過考慮首五年內部及外部因素以及終端增長率不超過相同行業的長期平均增長率而釐定。

21. INTEREST IN A JOINT VENTURE

21. 於一家合營企業之權益

		2021 HK$'000 千港元	2020 HK$'000 千港元
At 1 January	**於1月1日**	**–**	–
Share of loss for the year (note (a))	年內應佔虧損(附註(a))	**–**	–
At 31 December	**於12月31日**	**–**	–
Amount due from a joint venture (note (b))	應收一家合營企業款項(附註(b))	**–**	324
		–	324

21. INTEREST IN A JOINT VENTURE (Continued)

Notes:

(a) Share of loss has been fully recognised up to the investment in a joint venture during the year ended 31 December 2015. No further share of loss is required to be recognised for the years ended 31 December 2021 and 2020.

(b) The amount due from a joint venture is unsecured, interest free and repayable on demand.

Management of the Group assessed the recoverability and believed that there was significant change in credit risk since initial recognition as a result of long outstanding and a lifetime ECL (stage 2) was recognised for the year ended 31 December 2021 (2020: nil).

The Group has a 50% (2020: 50%) interest in a joint venture, Smart Win International Limited ("Smart Win"), a company incorporated in the BVI and operating in Hong Kong. The primary activity of Smart Win is investment holding.

The contractual arrangement provides the Group with only the rights to the net assets of the joint arrangement, with the rights to the assets and obligation for the liabilities of the joint arrangement resting primarily with Smart Win. Under HKFRS 11, this joint arrangement is classified as a joint venture and has been included in the consolidated financial statements using the equity method. In the opinion of the directors of the Company, this joint venture is not material to the Group, and the summarised financial information in relation to the joint venture is presented below:

21. 於一家合營企業之權益(續)

附註：

(a) 截至2015年12月31日止年度，本集團於一家合營企業之投資之應佔虧損已悉數確認。截至2021年及2020年12月31日止年度，毋須進一步確認應佔虧損。

(b) 應收一家合營企業款項為無抵押、免息及須按要求償還。

本集團管理層已評估可收回性，認為自初步確認以來因長期未償還導致信貸風險出現顯著變動，並於截至2021年12月31日止年度確認全期預期信貸虧損(第2階段)(2020年：無)。

本集團於合營企業凱智國際有限公司(「凱智」)擁有50%(2020年：50%)權益，後者為於英屬處女群島註冊成立並於香港經營業務之公司。凱智之主要業務為投資控股。

合約安排僅向本集團提供對合營安排資產淨值之權利，而對合營安排資產之權利及負債之義務主要歸於凱智。根據香港財務報告準則第11號，該合營安排分類為合營企業並使用權益法於綜合財務報表入賬。本公司董事認為，該合營企業對本集團影響不大，而有關合營企業之財務資料概要呈列如下：

		2021 HK$'000 千港元	2020 HK$'000 千港元
Loss for the year	年內虧損	(10)	(10)
Other comprehensive income	其他全面收益	–	–
Total comprehensive income	全面收益總額	(10)	(10)

22. INTEREST IN AN ASSOCIATE

22. 於一家聯營公司之權益

		2021 HK$'000 千港元	2020 HK$'000 千港元
At 1 January	**於1月1日**	**58,821**	57,549
Share of profit for the year	年內應佔溢利	**10**	18
Impairment loss on interest in an associate	於一家聯營公司之權益的減值虧損	**(37,230)**	–
Exchange adjustments	匯兑調整	**693**	1,254
At 31 December	**於12月31日**	**22,294**	58,821

Details of the Group's associate at 31 December 2021 and 2020 are as follows:

有關本集團於2021年及2020年12月31日聯營公司之詳情載列如下：

Before 2021, the development plan of the associate, 山西國梁煤層氣開發有限公司 ("山西國梁") was to support and to serve as one of the distribution channels of the Sanjiao CBM Project. During the year ended 31 December 2021, the directors of 山西國梁 has changed the development plan and will not resume the construction of the LNG plant in the near future. As a result of further delay of the development plan of the project, the directors of 山西國梁 may consider to dispose the assets of 山西國梁. At 31 December 2021, the net assets of 山西國梁 mainly represents land use rights and construction in progress (the "Fixed Assets").

於2021年前，聯營公司山西國梁煤層氣開發有限公司(「山西國梁」)之發展計劃為支持並作為三交煤層氣項目之分銷渠道之一。截至2021年12月31日止年度，山西國梁之董事已改變發展計劃，並將不會在近期重啟LNG處理站之建設。由於項目之發展計劃進一步延後，山西國梁之董事可能考慮出售山西國梁之資產。於2021年12月31日，山西國梁之資產淨值主要為土地使用權及在建工程(「固定資產」)。

At the end of the reporting period, management of the Company consider that the interest in 山西國梁 should be tested for impairment in accordance with HKAS 36 Impairment of Assets as a single asset. The recoverable amount, which is determined based on either fair value less costs to disposal or VIU whichever is the higher, was estimated by an independent professional valuation firm, was RMB18,200,000 (equivalent to HK$22,491,000), which was RMB30,000,000 less than the respective carrying amount of RMB48,200,000 (equivalent to HK$59,721,000). As such, the directors of the Company determined an impairment loss of RMB30,000,000 (equivalent to HK$37,230,000) and was recognised in the consolidated statement of comprehensive income.

於報告期末，本公司管理層認為山西國梁之權益應根據香港會計準則第36號資產減值作為單一資產進行減值測試。獨立專業估值師行估計可收回金額(以公平值減出售成本或使用價值中之較高者釐定)為人民幣18,200,000元(相等於22,491,000港元)，較各自賬面值人民幣48,200,000元(相等於59,721,000港元)減少人民幣30,000,000元。因此，本公司董事釐定減值虧損人民幣30,000,000元(相等於37,230,000港元)並於綜合全面收益表內確認。

22. INTEREST IN AN ASSOCIATE (Continued)

For the purpose of impairment testing, the recoverable amount of the Fixed Assets is measured at fair value less costs of disposal by reference to the valuation performed by an independent valuation firm based on the depreciated replacement cost ("DRC") approach in the absence of current prices in an active market for similar Fixed Assets.

22. 於一家聯營公司之權益(續)

就減值測試而言，倘類似固定資產並無活躍市場之現行價格，固定資產之可收回金額乃經參考獨立估值師行根據折舊重置成本(「折舊重置成本」)法進行之估值按公平值減出售成本計量。

Name of company 公司名稱	Form of business structure 業務架構形式	Place of registration 註冊地點	Percentage of ordinary share indirectly held 間接持有普通股百分比	Principal activity 主要業務
山西國梁	Sino-foreign equity joint venture 中外合資企業	The PRC 中國	30%	Development and operation of a liquefied natural gas plant ("LNG plant") in the PRC to produce liquefied coalbed methane 於中國發展及經營液化天然氣處理站(「LNG處理站」)以生產液化煤層氣

In the opinion of the directors of the Company, this associate is not material to the Group, and the summarised financial information in respect of the associate is set out below:

本公司董事認為，該聯營公司對本集團影響不大。該聯營公司的財務資料概要載列如下：

		2021 HK$'000 千港元	2020 HK$'000 千港元
Profit for the year	年內溢利	**34**	60
Other comprehensive income	其他全面收益	**–**	–
Total comprehensive income	全面收益總額	**34**	60

23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

23. 按公平值透過損益列賬之財務資產

		2021 HK$'000 千港元	2020 HK$'000 千港元
Contingent consideration in relation to the acquisition of subsidiaries (note (a))	收購附屬公司之或有代價（附註(a)）	**16,110**	33,306
Contingent consideration in relation to the disposal of receivables (note (b))	出售應收款項之或有代價（附註(b)）	**13,208**	–
		29,318	33,306
Analysed for reporting purpose as:	就報告目的進行之分析：		
Non-current portion	非流動部分		
– Contingent consideration in relation to the acquisition of subsidiaries	－收購附屬公司之或有代價	**–**	9,221
– Contingent consideration in relation to the disposal of receivables:	－出售應收款項之或有代價	**13,208**	–
		13,208	9,221
Current portion	流動部分		
– Contingent consideration in relation to the acquisition of subsidiaries	－收購附屬公司之或有代價	**16,110**	24,085
		29,318	33,306

(a) Contingent consideration in relation to acquisition of subsidiaries

During the year ended 31 December 2015, the Group had acquired 75% equity interests of Golden Glow Group, of which the vendor irrevocably guaranteed the Group that from 1 October 2015 until 30 September 2021, six years in total, the total net profit after income tax expense attributable to Golden Glow Group per annum should not be less than RMB30,000,000 (the "Guaranteed Profit"). Contingent consideration represented the fair value of the amounts to be received by the Group if the Golden Glow Group fails to meet the Guaranteed Profit.

(a) 收購附屬公司之或有代價

截至2015年12月31日止年度內，本集團收購Golden Glow集團之75%股權，當中賣方不可撤回地向本集團擔保由2015年10月1日起至2021年9月30日止之合共6年內，每年Golden Glow集團應佔之除所得稅支出後總純利應不少於人民幣30,000,000元（「保證溢利」）。或有代價指倘Golden Glow集團未能滿足保證溢利，本集團將收取之金額的公平值。

23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

(a) Contingent consideration in relation to the acquisition of subsidiaries (Continued)

The Group has engaged an independent valuation firm to assess the fair value of the Guaranteed Profit at the end of reporting period. The fair value of the contingent consideration arrangement was estimated by applying the income approach at a pre-tax discount rate of 20.8% (2020: 18.79%). In assessing the adjustments to reflect credit risk in the fair value measurement process, the directors of the Company did not consider the credit risk to be significant as the vendor of Golden Glow Group still owns the non-controlling interest with carrying value of HK$13,530,000 (2020: HK$10,688,000) (note 40) and had good settlement record of the shortfall of the Guaranteed Profit.

During the year ended 31 December 2021, the Group has received RMB27,800,000 (equivalent to HK$32,193,000). Out of which, RMB14,595,000 (equivalent to HK$16,873,000) received was the remaining balance of the shortfall of the Guaranteed Profit for the year ended 31 December 2019 ("Shortfall 2019") and the remaining balance of approximately RMB13,205,000 (equivalent to HK$15,266,000) was the shortfall of the Guaranteed Profit for the year ended 31 December 2020 ("Shortfall 2020"). The Group expects the remaining balance of Shortfall 2020 of approximately RMB7,075,000 (equivalent to HK$8,681,000) (note 27(c)) is expected to be settled in 2022.

The Group estimated that the shortfall of the Guaranteed Profit for the year ended 31 December 2021 attributable to the Group would be approximately RMB13,131,000 (2020: RMB20,281,000). Details of summarised financial information of Golden Glow Group are set out in note 40 to the consolidated financial statements.

23. 按公平值透過損益列賬之財務資產(續)

(a) 收購附屬公司之或有代價(續)

本集團已委任一家獨立估值師行，以評估保證溢利於報告期末之公平值。或有代價安排之公平值乃採用收入法按除税前折現率20.8%(2020年：18.79%)進行估計。於公平值計量過程中評估反映信貸風險之調整時，本公司董事認為信貸風險並不重大，原因是Golden Glow集團仍擁有賬面值為13,530,000港元(2020年：10,688,000港元)之非控股權益(附註40)，並擁有良好之保證溢利差額償付記錄。

截至2021年12月31日止年度內，本集團已收取人民幣27,800,000元(相等於32,193,000港元)。當中所收取之人民幣14,595,000元(相等於16,873,000港元)為截至2019年12月31日止年度保證溢利差額(「2019年差額」)之餘額，餘額約人民幣13,205,000元(相等於15,266,000港元)為截至2020年12月31日止年度保證溢利差額(「2020年差額」)。本集團預期2020年差額之餘額約人民幣7,075,000元(相等於8,681,000港元)(附註27(c))將於2022年償付。

本集團估計，本集團應佔截至2021年12月31日止年度保證溢利之差額將約為人民幣13,131,000元(2020年：人民幣20,281,000元)。Golden Glow集團之財務資料概要載於綜合財務報表附註40。

23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

(b) Contingent consideration in relation to the disposal of receivables (the "Disposal")

On 31 May 2021, the Group and a private company registered in the PRC (the "Buyer"), an independent third party of the Group, entered into an agreement to dispose a loan receivable with principal amount of RMB37,070,000 (equivalent to HK$44,669,000) (note 25(b)) and related outstanding interest receivable of RMB5,869,000 (equivalent to HK$7,072,000) (included in loan receivable) and short-term investment with principal amount of RMB64,300,000 (equivalent to HK$77,482,000) (note 28) and related outstanding interest receivable of RMB32,571,000 (equivalent to HK$39,248,000) (note 27(c)) (collectively the "Receivables") at a total consideration of RMB41,000,000 (equivalent to HK$49,405,000), comprising a cash consideration of RMB16,000,000 (equivalent to HK$19,280,000) and a contingent consideration of RMB25,000,000 (equivalent to HK$30,125,000). The Disposal was completed on 31 August 2021 (the "Completion Date") and the fair value of the contingent consideration on the Completion Date was RMB10,765,000 (equivalent to HK$12,972,000) (see below). A loss on the Disposal on the Completion Date of RMB113,045,000 (equivalent to HK$136,219,000 (note 8)) was recognised in the profit or loss.

Pursuant to the terms in the agreement, the contingent consideration is subject to the recoverability of the Receivables by the Buyer from the Completion Date and up to 31 December 2024 (the "Profit Sharing Period"). The Group has the right to share 40% of the total sums recovered by the Buyer (the "Profit Sharing") each year within the Profit Sharing Period, which is capped at RMB25,000,000, provided that the accumulated sums recovered reach RMB50,000,000 or above. The valuation date for each year in the Profit Sharing Period is on 31 December. After the end of the Profit Sharing Period, the Group has no right to Profit Sharing and the Receivables disposed are non-recourse from the Completion Date.

23. 按公平值透過損益列賬之財務資產(續)

(b) 出售應收款項之或有代價(「出售事項」)

於2021年5月31日，本集團與一家於中國註冊的民營企業(「買方」，為本集團之獨立第三方)訂立協議出售一筆本金金額人民幣37,070,000元(相等於44,669,000港元)(附註25(b))及相關應收未付利息人民幣5,869,000元(相等於7,072,000港元)(包含於應收貸款之中)的應收貸款，以及本金金額人民幣64,300,000元(相等於77,482,000港元)(附註28)及相關應收未付利息人民幣32,571,000元(相等於39,248,000港元)(附註27(c))的短期投資(統稱「應收款項」)，其代價總額為人民幣41,000,000元(相等於49,405,000港元)，包括現金代價人民幣16,000,000元(相等於19,280,000港元)及或有代價人民幣25,000,000元(相等於30,125,000港元)。該出售事項已於2021年8月31日(「完成日期」)完成，於完成日期或有代價之公平值為人民幣10,765,000元(相等於12,972,000港元)(見下文)。於完成日期之出售事項虧損人民幣113,045,000元(相等於136,219,000港元(附註8))已於損益中確認。

根據該協議條款，或有代價須視乎買方自完成日期起至2024年12月31日止(「溢利分成期間」)能否收回該應收款項。本集團有權於溢利分成期間內每年分成買方收回款項總額的40%(「溢利分成」)，上限為人民幣25,000,000元(倘若累計收回的款項達到人民幣50,000,000元或以上)。溢利分成期間中每年的評估日期為12月31日。溢利分成期間結束後，本集團無權獲得溢利分成，已出售應收款項自完成日期起並無追索權。

23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

(b) Contingent consideration in relation to disposal of receivables (the "Disposal") (Continued)

Management of the Company engaged an independent valuation firm to assess the fair value of contingent consideration related to the Disposal on the Completion Date and the fair value of the contingent consideration was approximately RMB10,765,000 (equivalent to HK$12,972,000). At the end of the reporting period, management of the Company assessed that no indicator existed which may suggest significant change in the fair value of the contingent consideration between the Completion Date and the end of the reporting period, the movement in the fair value of the contingent consideration only represented time value of money which was not material.

23. 按公平值透過損益列賬之財務資產(續)

(b) 出售應收款項之或有代價(「出售事項」)(續)

本公司管理層於完成日期委聘一家獨立估值師行評估與出售事項有關之或有代價公平值，而或有代價公平值約為人民幣10,765,000元(相等於12,972,000港元)。於報告期末，本公司管理層評估概無任何跡象可表明或有代價公平值於完成日期至報告期末期間出現顯著變動，或有代價公平值之變動僅指並不重大之貨幣時間價值。

24. EQUITY INVESTMENT DESIGNATED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

24. 指定按公平值透過其他全面收益列賬之權益投資

		2021 HK$'000 千港元	2020 HK$'000 千港元
Listed securities in Hong Kong, at fair value	香港上市證券(按公平值)	346	377

As at 31 December 2021 and 2020, the listed security represented the equity interest in a company that is listed on the Main Board of The Stock Exchange.

於2021年及2020年12月31日，上市證券指於聯交所主板上市之公司之股權。

24. EQUITY INVESTMENT DESIGNATED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (Continued)

During the year ended 31 December 2021, net fair value loss amounted to HK$31,000 (2020: HK$126,000) was recognised in other comprehensive income.

The fair values of listed equity investment is based on quoted market prices.

24. 指定按公平值透過其他全面收益列賬之權益投資(續)

截至2021年12月31日止年度內，淨公平值虧損31,000港元(2020年：126,000港元)已於其他全面收益內確認。

上市權益投資之公平值乃以市場報價為基準。

25. LOANS RECEIVABLE

25. 應收貸款

		2021 HK$'000 千港元	2020 HK$'000 千港元
Loans receivable	應收貸款	**30,142**	88,884
Less: impairment loss (note (g))	減：減值虧損(附註(g))	**(136)**	(7,490)
Loans receivable, net	應收貸款淨額	**30,006**	81,394

As at 31 December 2021 and 2020, the loans receivable in the Group's financial services were as follows:

於2021年及2020年12月31日，本集團財務服務之應收貸款如下：

Notes:

附註：

(a) In March 2020 and December 2020, the Group entered into a five-year agreement and a six-month agreement with a private company in the PRC, an independent third party, to advance two loans of RMB6,000,000 and RMB2,000,000, interest bearing at 10% per annum and 12% per annum respectively. These loans were secured by certain equipment and CNG station and a deposit from the borrower of RMB600,000 which is included in other payables. These loans were settled in full during the year ended 31 December 2021.

Management of the Group assessed the recoverability and believed that there was no significant change in credit risk since initial recognition and a 12-month ECL of HK$296,000) was recognised for the year ended 31 December 2020. At 31 December 2021, the ECL previously recognised was reversed upon full repayment.

(a) 於2020年3月及2020年12月，本集團與一家中國民營企業(一名獨立第三方)分別訂立五年協議及六個月協議，以墊付兩筆金額分別為人民幣6,000,000元及人民幣2,000,000元之貸款。該等貸款分別按年利率10%及年利率12%計息，並以若干設備及CNG站以及借款人之按金人民幣600,000元(計入其他應付款項)作抵押。該等貸款已於截至2021年12月31日止年度內悉數清償。

本集團管理層已評估可收回性，彼等相信，信貸風險自首次確認起概無顯著變動。截至2020年12月31日止年度已確認12個月預期信貸虧損296,000港元。於2021年12月31日，先前確認之預期信貸虧損已因其悉數償還而撥回。

25. LOANS RECEIVABLE (Continued)

Notes: (Continued)

(b) In October 2019, the Group entered into a five-year agreement with a private company in the PRC, an independent third party, to grant facilities up to RMB70,000,000, interest bearing at 10% per annum and secured by its 80% equity interests in a company registered in Kyrgyz Republic which holds the oil exploration rights and such rights were also registered in Kyrgyz Republic. As at 31 December 2020, RMB37,070,000 was advanced.

During the year ended 31 December 2021, the loan receivable with principal amount and related outstanding interest receivable of RMB37,070,000 (equivalent to HK$44,669,000) and RMB5,869,000 (equivalent to HK$7,072,000), respectively, were disposed in full. Details are set out in note 23(b) to the consolidated financial statements.

The ECL previously recognised was reversed after the disposal during the year. Management of the Group assessed the recoverability and believed that there was no significant change in credit risk since initial recognition and a 12-month ECL of HK$1,503,000 was recognised for the year ended 31 December 2020.

(c) In March 2019, the Group advanced a loan to a private company in the PRC, an independent third party, of RMB21,000,000. The loan was secured by certain machinery and equipment, interest bearing at 8% per annum and repayable in March 2024. As at 31 December 2020, the Group has assessed the recoverability and the loss allowance based on lifetime ECL.

On 1 February 2021, the Group and a private company in the PRC, an independent third party, entered into an agreement for the disposal of the loan principal and outstanding interest totaling RMB20,757,000 (equivalent to HK$25,012,000) in full at a cash consideration of RMB10,000,000 (equivalent to HK$12,050,000). The transaction was completed and the cash consideration was received by the Group on 2 February 2021 and the loss thereon of RMB10,757,000 (equivalent to HK$12,962,000) (note 8) was recognised in the profit and loss.

The ECL previously recognised was reversed after the disposal during the year ended 31 December 2021. The management of the Group believed the current provision of RMB4,000,000 as at 31 December 2020 is sufficient and no further ECL was recognised for the year ended 31 December 2020.

25. 應收貸款(續)

附註：(續)

(b) 於2019年10月，本集團與一家中國民營企業(一名獨立第三方)訂立五年協議，以授出金額最高為人民幣70,000,000元之融資。該融資按年利率10%計息，並以其於一家在吉爾吉斯共和國註冊之公司之80%股權作抵押。該公司持有石油勘探權，而有關權利亦已於吉爾吉斯共和國註冊。於2020年12月31日已墊付人民幣37,070,000元。

於截至2021年12月31日止年度內，本金金額及相關應收未付利息分別為人民幣37,070,000元(相等於44,669,000港元)及人民幣5,869,000元(相等於7,072,000港元)的應收貸款已悉數出售。詳情載於綜合財務報表附註23(b)。

該出售之後，先前確認之預期信貸虧損已於年內撥回。本集團管理層已評估可收回性，彼等相信，信貸風險自首次確認起概無顯著變動。截至2020年12月31日止年度已確認12個月預期信貸虧損1,503,000港元。

(c) 於2019年3月，本集團向一家中國民營企業(一名獨立第三方)墊付貸款人民幣21,000,000元。該貸款以若干機器及設備作抵押、按年利率8%計息及須於2024年3月償還。於2020年12月31日，本集團已根據全期預期信貸虧損評估可收回性及虧損撥備。

於2021年2月1日，本集團與一家中國民營企業(一名獨立第三方)訂立協議，以現金代價人民幣10,000,000元(相等於12,050,000港元)悉數出售總計人民幣20,757,000元(相等於25,012,000港元)之貸款本金及未付利息。該交易已完成，本集團已於2021年2月2日收取現金代價並於損益內確認相關虧損人民幣10,757,000元(相等於12,962,000港元)(附註8)。

該出售之後，先前確認之預期信貸虧損已於截至2021年12月31日止年度內撥回。本集團管理層認為於2020年12月31日的即期撥備人民幣4,000,000元屬足夠，於截至2020年12月31日止年度毋須確認進一步預期信貸虧損。

25. LOANS RECEIVABLE (Continued)

Notes: (Continued)

(d) In May 2018, the Group entered into a five-year agreement with a provincial hospital, an independent third party, in the PRC, to grant facilities up to RMB40,000,000 and secured by certain medical equipment.

In May 2018, November 2018 and May 2019, the Group advanced three loans to the provincial hospital of RMB10,000,000, RMB3,000,000 and RMB5,000,000 and due in May 2023, November 2023 and May 2024 respectively. These loans carry interest at 8% per annum.

In May, June and November 2021, the Group further advanced three loans to the provincial hospital of RMB5,000,000, RMB10,000,000 and RMB5,000,000 and due in May 2026, June 2026 and October 2026, respectively. These loans carry interest at 8% to 10.8% per annum.

Management of the Group assessed the recoverability and believed that there was no significant change in credit risk since initial recognition and a 12-month ECL was not material for the year ended 31 December 2021 (2020: HK$124,000).

In order to finance the facility to the borrower, the Group obtained a bank loan which is secured by bank deposits. Details of the restricted cash at banks and bank loans are set out in notes 29(a) and 32 to the consolidated financial statements, respectively.

(e) Analysed for reporting purpose as:

25. 應收貸款(續)

附註：(續)

(d) 於2018年5月，本集團與一家中國省級醫院(一名獨立第三方)訂立五年協議，以授出金額最高為人民幣40,000,000元之融資，並以若干醫療設備作抵押。

於2018年5月、2018年11月及2019年5月，本集團向該省級醫院墊付三筆金額分別為人民幣10,000,000元、人民幣3,000,000元及人民幣5,000,000元之貸款，而該等貸款分別於2023年5月、2023年11月及2024年5月到期。該等貸款按年利率8%計息。

於2021年5月、6月及11月，本集團進一步向該省級醫院墊付三筆金額分別為人民幣5,000,000元、人民幣10,000,000元及人民幣5,000,000元之貸款，而該等貸款分別於2026年5月、2026年6月及2026年10月到期。該等貸款按年利率8%至10.8%計息。

本集團管理層已評估可收回性，彼等相信，信貸風險自首次確認起概無顯著變動。截至2021年12月31日止年度之12個月預期信貸虧損並不重大(2020年：124,000港元)。

為撥付給予借款人之融資，本集團以銀行存款作抵押以取得銀行貸款。受限制銀行現金及銀行貸款之詳情分別載於綜合財務報表附註29(a)及32。

(e) 就報告目的進行之分析：

		2021 HK$'000 千港元	2020 HK$'000 千港元
Current assets	流動資產	**9,189**	3,850
Non-current assets	非流動資產	**20,817**	77,544
		30,006	81,394

25. LOANS RECEIVABLE (Continued)

Notes: (Continued)

(f) The maximum exposure to credit risk as at the end of the reporting periods was the carrying value of the loans receivable and the committed undrawn facilities of RMB2,000,000 (equivalent to HK$2,453,000) (2020: RMB54,930,000 (equivalent to HK$65,235,000)).

Management of the Group will re-assess the credibility of the borrowers when they notify the Group to release the committed undrawn facilities. Therefore, the Group considers that ECL was not material as at 31 December 2021 and 2020.

(g) Movements in the loss allowance account in respect of loans receivable during the year is as follows:

25. 應收貸款(續)

附註：(續)

(f) 於報告期末，最高信貸風險為應收貸款及承諾未提取融資之賬面值人民幣2,000,000元(相等於2,453,000港元)(2020年：人民幣54,930,000元(相等於65,235,000港元))。

當借款人通知本集團發放承諾未提取融資時，本集團管理層將重新評估借款人之可信性。因此，本集團認為於2021年及2020年12月31日之預期信貸虧損並不重大。

(g) 年內應收貸款的虧損撥備賬變動如下：

		12-month ECL Stage 1 12個月預期信貸虧損第1階段 HK$'000 千港元	Lifetime ECL Stage 2 全期預期信貸虧損第2階段 HK$'000 千港元	Total 總計 HK$'000 千港元
Balance as at 1 January 2020	**於2020年1月1日之結餘**	667	4,475	5,142
Impairment loss recognised during the year (note 9(d))	年內已確認減值虧損(附註9(d))	1,923	–	1,923
Exchange adjustments	匯兑調整	150	275	425
Balance as at 31 December 2020	**於2020年12月31日之結餘**	2,740	4,750	7,490
Impairment loss reversed during the year (note 9(d))	年內已撥回減值虧損(附註9(d))	(2,647)	(4,820)	(7,467)
Exchange adjustments	匯兑調整	43	70	113
Balance as at 31 December 2021	**於2021年12月31日之結餘**	136	–	136

26. INVENTORIES

26. 存貨

		2021 HK$'000 千港元	2020 HK$'000 千港元
Spare parts, consumables and others	備件、耗材及其他	**13,323**	10,281

27. TRADE, NOTES AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

27. 應收賬款、應收票據及其他應收賬款、按金及預付款項

		2021 HK$'000 千港元	2020 HK$'000 千港元
Non-current assets	**非流動資產**		
Deposits and prepayments (note (a))	按金及預付款項(附註(a))	**20,698**	20,035
Current assets	**流動資產**		
Trade receivables	應收賬款	**64,534**	78,973
Less: impairment loss (note (g))	減：減值虧損(附註(g))	**(340)**	(329)
		64,194	78,644
Notes receivable (note (b))	應收票據(附註(b))	**7,357**	8,324
Less: impairment loss (note (h))	減：減值虧損(附註(h))	**(7,357)**	–
		–	8,324
Other receivables (note (c))	其他應收賬款(附註(c))	**34,909**	134,501
Less: impairment loss (note (i))	減：減值虧損(附註(i))	**(1,800)**	(26,061)
		33,109	108,440
Other deposits (note (d))	其他按金(附註(d))	**372,237**	346,883
Less: impairment loss (note (j))	減：減值虧損(附註(j))	**(371,622)**	(22,397)
		615	324,486
Utility deposits	水電按金	**172**	172
Prepayments (note (e))	預付款項(附註(e))	**467**	7,362
		98,557	527,428

27. TRADE, NOTES AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

Notes:

(a) The balance represented prepayments for exploration costs of HK$20,698,000 (2020: HK$20,035,000) in the Sanjiao CBM Project.

(b) During the year ended 31 December 2021, the Group acquired promissory notes with principal amounts of RMB5,996,000 (equivalent to HK$7,357,000) from certain private subsidiaries registered in the PRC of Evergrande Group. As at 31 December 2021, a promissory note with principal amount of RMB1,000,000 (equivalent to HK$1,205,000) was matured and the remaining promissory notes were matured in January 2022. Management of the Group assessed the recoverability and considered that the possibility of recovery was remote. Therefore, a lifetime ECL (Stage 3) of RMB5,996,000 (equivalent to HK$7,225,000) was recognised for the year.

Subsequent to the year date, the Group brought legal actions against a private subsidiary (which rejected to repay upon maturity date) for the repayment of certain principal amounts and related interests and assets freezing of RMB3,376,000 (equivalent to HK$4,142,000). Up to the date of this report, the legal actions are still in progress.

(c) The breakdown of other receivables is as follows:

27. 應收賬款、應收票據及其他應收賬款、按金及預付款項(續)

附註：

(a) 餘款為本集團在三交煤層氣項目中的勘探成本的預付款項20,698,000港元(2020年：20,035,000港元)。

(b) 於截至2021年12月31日止年度內，本集團收購恒大集團旗下於中國註冊的若干民營附屬公司本金金額為人民幣5,996,000元(相等於7,357,000港元)的承兑票據。於2021年12月31日，本金金額為人民幣1,000,000元(相等於1,205,000港元)的承兑票據已到期，其餘承兑票據已於2022年1月到期。本集團管理層已評估可收回性，認為收回的可能性甚微。因此，於年內確認全期預期信貸虧損(第3階段)人民幣5,996,000元(相等於7,225,000港元)。

於該年度後，本集團對一家民營附屬公司(該公司拒絕於到期日還款)採取法律行動，要求其償還若干本金金額及相關利息，並凍結資產人民幣3,376,000元(相等於4,142,000港元)。截至本報告日期，該等法律行動仍在進行中。

(c) 其他應收賬款之明細如下：

		2021 HK$'000 千港元	2020 HK$'000 千港元
Receivables of Shortfall 2020	應收2020年差額	**8,681**	–
Receivables of Shortfall 2019	應收2019年差額	**–**	17,333
Consideration receivable	應收代價	**–**	24,000
Interest receivable of short-term investment	應收短期投資利息	**–**	34,574
Staff advance	員工墊款	**3,868**	2,152
Other receivables – third parties	其他應收賬款－第三方	**22,360**	56,442
		34,909	134,501

The balances mainly included receivables of Shortfall 2020 of HK$8,681,000 (2020: Shortfall 2019 of HK$17,333,000) (note 23(a)) and consideration receivable of nil (2020: HK$24,000,000) which represented the outstanding consideration arising from disposal of certain oil fields in the PRC in 2016 and secured by the operation rights of the oil fields (the "Secured Assets").

餘款主要包括應收2020年差額8,681,000港元(2020年：2019年差額17,333,000港元)(附註23(a))及應收代價為零(2020年：24,000,000港元)，即於2016年出售若干中國油田所產生之未付代價，並以油田營運權作抵押(「已抵押資產」)。

27. TRADE, NOTES AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

Notes: (Continued)

(c) (Continued)

The Group noted that the financial conditions of the debtor of the consideration receivable deteriorated and this deteriorated the debtor's ability to settle the outstanding consideration of HK$24,000,000. Based on the assessment of the management of the Group, the involved costs and time of recovery of the Secured Assets outweighed the expected economic benefits which could be generated. As such, the Group believed that the credit risk of the consideration receivable has significantly increased and the full recovery of consideration receivable was not expected. Therefore, a lifetime ECL of HK$24,000,000 (note (i)) was recognised (2020: HK$24,000,000) in full in prior year. At 31 December 2021, the Group wrote off the consideration receivable and the related ECL.

At 31 December 2021 and 2020, the management of the Group believed that the credit risk of certain other receivables has significantly increased and full recovery was not expected, full impairment of RMB635,000 (equivalent to HK$754,000) was made in prior years and no further ECL was recognised for the year ended 31 December 2021 (2020: nil) (note (i)). For the remaining other receivables, these debtors are third parties with good reputation and repayment record and management of the Group believed that these receivables can be fully recoverable. Management of the Group believed that the credit risk has not been significantly increased since initial recognition, a 12-month ECL was not material for the year ended 31 December 2021 and 2020.

Save as disclosed in note 23(b), the outstanding interest receivable on short-term investment of RMB32,571,000 (equivalent to HK$39,248,000) (2020: RMB29,122,000 (equivalent to HK$34,574,000)) immediately before the completion of the Disposal was included in other receivables and the balance was derecognised upon the completion of the Disposal. The details of the Disposal and the assessment of recoverability of interest receivables of short-term investment are set out in notes 23(b) and 28 to the consolidated financial statements, respectively.

27. 應收賬款、應收票據及其他應收賬款、按金及預付款項(續)

附註：(續)

(c) (續)

本集團注意到應收代價之債務人之財務狀況惡化，令債務人清償24,000,000港元之未付代價能力轉差。根據本集團管理層之評估，收回已抵押資產所涉及之成本及時間超過可產生之預期經濟利益。因此，本集團認為應收代價之信貸風險已顯著增加，而預期將不能悉數收回應收代價。因此，已於過往年度確認全期預期信貸虧損24,000,000港元(附註(i))(2020年：24,000,000港元)。於2021年12月31日，本集團已註銷應收代價及相關預期信貸虧損。

於2021年及2020年12月31日，本集團管理層相信，若干其他應收賬款之信貸風險大幅增加，並預期將未能全數收回有關款項，且已於過往年度作出全面減值人民幣635,000元(相等於754,000港元)，並無於截至2021年12月31日止年度確認進一步預期信貸虧損(2020年：無)(附註(i))。就餘下之其他應收賬款而言，該等債務人為具有良好信譽及還款記錄之第三方，而本集團管理層相信該等應收賬款可悉數收回。本集團管理層相信，信貸風險自初始確認以來並未顯著增加，故於截至2021年及2020年12月31日止年度之12個月預期信貸虧損並不重大。

除附註23(b)所披露者外，短期投資之應收未付利息人民幣32,571,000元(相等於39,248,000港元)(2020年：人民幣29,122,000元(相等於34,574,000港元))於緊接出售事項完成前計入其他應收賬款，而餘款於出售事項完成後終止確認。出售事項詳情及應收短期投資利息之可收回性評估之詳情分別載於綜合財務報表附註23(b)及28。

27. TRADE, NOTES AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

Notes: (Continued)

(d) The balances mainly represented refundable deposits of HK$246,444,000 (2020: HK$243,172,000) paid for possible acquisition of Canada oil fields as disclosed in the Company's announcement dated 30 June 2014 and 1 September 2014 respectively and interest receivables of HK$125,178,000 (2020: HK$102,848,000) in relation to these deposits (collectively the "Refundable deposits and related interest receivables").

On 30 June 2014, a wholly-owned subsidiary of the Company has entered into the first non-legally binding memorandum of understanding ("MOU 1") with Jade Million Co Ltd, (the "Vendor") in relation to a possible acquisitions of the interests of certain oil and gas blocks in Canada ("Target 1"). According to the MOU 1, the Group paid a refundable deposit of Canadian Dollars ("CAD") 30,000,000 which is interest-free to the Vendor in July 2014. On 1 September 2014, the Group entered into another memorandum of understanding ("MOU 2") with Vendor and paid a refundable deposit of CAD 10,000,000 which is interest bearing at 4.5% per annum in relation to a possible acquisition of the interests of certain oil and gas blocks (other than Target 1) in Canada ("Target 2"). On 30 April 2015, 31 December 2015, 30 September 2016, 30 June 2017, 29 December 2017, 31 January 2019, 31 July 2019, 31 July 2020 and 31 July 2021, the Group and the Vendor agreed in writing to further extend the time limit for entering into formal agreements in respect of MOUs and the exclusive periods as set out in the MOUs to 31 December 2015 and 30 September 2016, 30 June 2017, 31 December 2017, 30 September 2018, 31 July 2019, 31 July 2020, 31 July 2021 and 31 July 2022, respectively.

On 30 June 2016, supplemental agreements for MOU 1 and MOU 2 were signed for interest charge based on the outstanding deposits at the rate of 8.5% per annum commencing from 1 December 2014 and 1 May 2015, respectively, up to the refund of these deposits.

Save and except for the aforesaid extension of the time limit for entering into formal agreements and the exclusive periods, all other terms of the MOUs shall remain unchanged.

27. 應收賬款、應收票據及其他應收賬款、按金及預付款項(續)

附註：(續)

(d) 餘款主要指本公司日期分別為2014年6月30日及2014年9月1日之公告所披露之可能收購加拿大油田之已付可退回按金246,444,000港元(2020年：243,172,000港元)及該等按金相關之應收利息125,178,000港元(2020年：102,848,000港元)(統稱「可退回按金及相關應收利息」)。

於2014年6月30日，本公司全資附屬公司已與Jade Million Co Ltd(「賣方」)訂立第一份不具法律約束力之諒解備忘錄(「諒解備忘錄一」)，內容有關可能收購加拿大若干油氣區塊(「目標一」)之權益。根據諒解備忘錄一，本集團已於2014年7月向賣方支付免息之可退還按金30,000,000加元(「加元」)。於2014年9月1日，本集團與賣方訂立另一份諒解備忘錄(「諒解備忘錄二」)，內容有關可能收購加拿大若干油氣區塊(「目標二」，目標一以外區塊)之權益，並支付按每年4.5%計息之可退還按金10,000,000加元。於2015年4月30日、2015年12月31日、2016年9月30日、2017年6月30日、2017年12月29日、2019年1月31日、2019年7月31日、2020年7月31日及2021年7月31日，本集團及賣方書面同意進一步延長就該等諒解備忘錄訂立正式協議的期限及該等諒解備忘錄所載的獨家有效期，兩者分別延至2015年12月31日、2016年9月30日、2017年6月30日、2017年12月31日、2018年9月30日、2019年7月31日、2020年7月31日、2021年7月31日及2022年7月31日。

於2016年6月30日，已分別就諒解備忘錄一及諒解備忘錄二簽署補充協議，內容有關根據尚未支付按金按每年8.5%計回利息，分別從2014年12月1日及2015年5月1日開始計算利息，直至退還該等按金為止。

除上述延長訂立正式協議的期限及該等獨家有效期外，該等諒解備忘錄所有其他條款維持不變。

27. TRADE, NOTES AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

Notes: (Continued)

(d) (Continued)

As these MOUs are non-legally binding and the Group can unconditionally withdraw from this transaction any time and these deposits will be fully refundable by 31 July 2022 if no further renewal of the aforesaid extension. As such, these deposits were classified as current assets as at the end of each of the reporting period.

These Refundable deposits and related interest receivables are secured or pledged by:

(i) the shares of the wholly-owned subsidiaries of the Vendor by way of first fixed charge; and

(ii) four oil leases with interests in Target 1 ("Oil Leases 1, 2 and 3") and Target 2 ("Oil Lease 4") held by the wholly-owned subsidiaries of the Vendor.

During the year ended 31 December 2021, the Group was notified by the Vendor Oil Leases 1, 2 and 3 were expired in 2021 and the relevant directive which regulates the eligibility requirements for acquiring and holding oil leases was revised and became effective. The revised directive introduced new requirements for the extension of the expiry date of oil lease which require the oil lease holders to submit financial information and to demonstrate the financial capability to develop within the contract area. In addition, Oil Lease 4, which was still effective as at 31 December 2021, will also be expired on 20 June 2022. If the extension for the expiry date to Oil Leases is not granted by the regulator, these Oil Leases will become worthless and the possible acquisition would be frustrated.

27. 應收賬款、應收票據及其他應收賬款、按金及預付款項(續)

附註：(續)

(d) (續)

由於該等諒解備忘錄不具法律約束力，本集團可無條件隨時退出此項交易。倘無進一步延長上述期限，該等按金會於2022年7月31日前予以全數退還。因此，該等按金於各報告期末分類為流動資產。

該等可退回按金及相關應收利息乃以下列各項作抵押或質押：

(i) 賣方全資附屬公司之股份，以第一固定押記之方式；及

(ii) 賣方全資附屬公司持有之四份石油租約，包括目標一(「石油租約第1號、第2號及第3號」)及目標二(「石油租約第4號」)之權益。

截至2021年12月31日止年度，本集團獲賣方告知石油租約第1號、第2號及第3號已於2021年屆滿，而規管獲取及持有石油租約之合資格要求之相關指令已獲修訂並生效。經修訂指令引入了延長石油租約到期日之新要求，規定石油租約持有人提交財務資料並證明其具備財務能力於合約地區內進行開發。此外，於2021年12月31日仍然有效之石油租約第4號亦將於2022年6月20日屆滿。倘若監管機構並無批准延長石油租約之到期日，則該等石油租約將失去價值且可能收購將告無效。

27. TRADE, NOTES AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

Notes: (Continued)

(d) (Continued)

Since the Group was notified about the expiration of Oil Leases 1, 2 and 3, the Group actively followed up the progress with the Vendor and requested the Vendor to lodge an application for reinstatement of the Oil Leases 1, 2 and 3, and the application failed subsequently. Management of the Group requested the Vendor to repay the Refundable Deposits and the related interest receivable up-to-date but the Vendor claimed that it had financial difficulty in repaying the outstanding balances. Subsequent to the year end date, the Vendor informed that it had submitted an application to the regulator for extending the lease term of Oil Lease 4 from 20 June 2022 to 20 June 2023. Together with the application, a letter of intent which is issued by a Canadian publicly traded resource company engaged in the exploration for and development and production of petroleum and natural gas in Canada (the "Canadian Company") was also submitted, which indicated that the Canadian Company's willingness to operate and participate in drilling of a multilateral horizontal well under Oil Lease 4 if the application of the extension of the lease term of Oil Lease 4 would be granted by the regulator.

However, after considering the application documents submitted by the Vendor and the new extension requirements in the revised directive, management of the Group considered that the Vendor has yet to prove that it is financially capable to develop within contract area under Oil Lease 4 as the Vendor had not provided relevant financial information in the extension application. Furthermore, the letter of intent given by the Canadian Company is not contractually binding. On this basis for prudence sake, management of the Group considered that the Vendor is not likely to satisfy the new extension requirements and as at the date of reporting there is no realistic prospect of obtaining an extension of the lease term for the Oil Leases by the Vendor.

Management of the Company determined that the value of the underlying collateral of the Refundable Deposits and related interest receivables are impaired, which will negatively affect the ability and the incentives of the Vendor to repay the outstanding balances. Based on the above facts and circumstances, management of the Company considered that the Refundable Deposits and related interest receivables are credit-impaired as at 31 December 2021. Accordingly, management of the Group transferred the opening balance of 12-month ECL of HK$22,397,000 (note (j)) from Stage 1 to Stage 3, and an additional lifetime ECL (Stage 3) of HK$351,128,000 was recognised during the year ended 31 December 2021.

Subsequent to the reporting date, the Group has taken legal actions against the Vendor for the refund of the Refundable Deposits and settlement of the related interest receivables.

27. 應收賬款、應收票據及其他應收賬款、按金及預付款項(續)

附註：(續)

(d) (續)

自本集團獲悉石油租約第1號、第2號及第3號屆滿後，本集團積極與賣方跟進有關進展，並要求賣方就重批石油租約第1號、第2號及第3號提交申請，惟其後申請失敗。本集團管理層要求賣方償還可退回按金及截至該日期相關應收利息，惟賣方聲稱其於償還未償還餘款時遭遇財務困難。於年終日期後，賣方告知其已就將石油租約第4號之租期由2022年6月20日延長至2023年6月20日向監管機構提交申請。一份由一家於加拿大從事勘探及開發以及生產石油及天然氣之加拿大上市資源公司(「加拿大公司」)發出之意向書亦已連同該申請一併提交，表明倘若監管機構批准有關延長石油租約第4號租期之申請，加拿大公司將有意營運及參與鑽探石油租約第4號項下之多分支水平井。

然而，經考慮賣方所提交之申請文件及經修訂指令中之新延期要求後，本集團管理層認為賣方尚未能證明其具備財務能力於石油租約第4號之合約地區內進行開發，原因為賣方並無於延期申請中提供相關財務資料。此外，加拿大公司給予之意向書不具合同約束力。按此基準，為審慎起見，本集團管理層認為，賣方不大可能滿足新延期要求，且於報告日期概不存在賣方獲得延長石油租約租期之實質可能性。

本公司管理層釐定，可退回按金及相關應收利息之相關抵押品價值已出現減值，這將對賣方償還未償還結餘之能力及動力造成負面影響。基於上述事實及情況，本公司管理層認為，於2021年12月31日，可退回按金及相關應收利息已產生信貸減值。因此，本集團管理層將12個月預期信貸虧損之期初結餘22,397,000港元(附註(j))由第1階段轉撥至第3階段，並於截至2021年12月31日止年度確認額外全期預期信貸虧損(第3階段)351,128,000港元。

於報告日期後，本集團已針對賣方就退還可退回按金及償付相關應收利息採取法律行動。

27. TRADE, NOTES AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

Notes: (Continued)

(e) The balance mainly included prepayment to raw coal suppliers of nil (2020: HK$1,848,000) for the coal washing factory.

(f) The ageing analysis of trade receivables, net of loss allowance, based on invoice date at the end of reporting period is as follows:

27. 應收賬款、應收票據及其他應收賬款、按金及預付款項(續)

附註：(續)

(e) 餘款主要包括原煤洗選廠之預付原煤供應商款項零(2020年：1,848,000港元)。

(f) 於報告期末按發票日呈報之應收賬款(扣除虧損撥備)之賬齡分析如下：

		2021 HK$'000 千港元	2020 HK$'000 千港元
Less than one month	少於1個月	**52,136**	64,998
1 to 2 months	1至2個月	**11,718**	11,342
More than 3 months	多於3個月	**340**	2,304
		64,194	78,644

The average credit period granted to customers is 0-30 days from the invoice date. The Group does not hold any collateral as security.

本集團給客戶的平均信貸期為發票日起0至30天。本集團並無持有任何抵押品作抵押。

Receivables that were past due but not impaired related to a number of independent customers that had a good track record with the Group. Based on past experience, management of the Company believed that no impairment allowance was necessary in respect of these balances as there had been no significant change in credit quality and the balances were still considered fully recoverable.

已逾期但未減值的應收款項與多名與本集團有良好往績紀錄的獨立客戶有關。基於過往經驗，由於信貸質素並無重大變動及餘款仍被視為可悉數收回，故本公司管理層相信毋須就該等餘款計提減值撥備。

27. TRADE, NOTES AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

Notes: (Continued)

(f) (Continued)

The Group applies the HKFRS 9 simplified approach to measure ECLs at an amount equal to a lifetime expected loss allowance for trade receivables. The ECL is assessed collectively using a provision matrix with appropriate groupings based on debtors' aging. During the years ended 31 December 2021 and 2020, ECL based on the provision matrix was not material.

The directors of the Company consider one of the counterparties, the PRC partner (defined in note 42) of the Sanjiao CBM Project, maintains good credit quality and the balance is fully recoverable. In the opinion of the directors of the Company, the estimated loss rates of this counterparty is not significant and the Group assessed that the ECL on the remaining balances is also not material. As at 31 December 2021 and 2020, ECL based on the provision matrix was immaterial.

Expected loss rates are based on actual loss experience over the past two years. These rates are adjusted to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

(g) The movements in the loss allowance amount in respect of trade receivables during the year are as follows:

27. 應收賬款、應收票據及其他應收賬款、按金及預付款項(續)

附註：(續)

(f) (續)

本集團應用香港財務報告準則第9號簡化法按等同應收賬款之全期預期信貸虧損撥備之金額計量預期信貸虧損。預期信貸虧損根據應收賬款之賬齡使用撥備矩陣按適當分組進行集體評估。截至2021年及2020年12月31日止年度，根據撥備矩陣評估之預期信貸虧損並不重大。

本公司董事認為其中一名交易對手方三交煤氣層項目之中方夥伴(定義見附註42)維持良好信貸質素，有關餘款可全數收回。本公司董事認為，該交易對手方之估計虧損率並不重大，故本集團評估餘額之預期信貸虧損亦不重大。於2021年及2020年12月31日，根據撥備矩陣評估之預期信貸虧損並不重大。

預期虧損率乃根據過往兩年之實際虧損經驗得出。該等比率會作出調整以反映收集歷史數據期間之經濟狀況、當前狀況及本集團對應收款項預期年期內之經濟狀況的看法的差異。

(g) 年內有關應收賬款之虧損撥備金額變動如下：

		2021 HK$'000 千港元	2020 HK$'000 千港元
Balance at 1 January	**於1月1日之結餘**	**329**	310
Exchange adjustments	匯兑調整	**11**	19
Balance at 31 December	**於12月31日之結餘**	**340**	329

27. TRADE, NOTES AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

Notes: (Continued)

(h) The movements in the loss allowance amount in respect of notes receivables during the year are as follows:

27. 應收賬款、應收票據及其他應收賬款、按金及預付款項(續)

附註：(續)

(h) 年內有關應收票據之虧損撥備金額變動如下：

		Lifetime ECL (individually assessed) Stage 3 全期預期信貸虧損(個別評估)第3階段 HK$'000 千港元
Balance at 1 January 2020 and 31 December 2020	**於2020年1月1日及2020年12月31日之結餘**	–
Impairment loss recognised during the year (note 9(d))	年內已確認減值虧損(附註9(d))	7,225
Exchange adjustments	匯兑調整	132
Balance at 31 December 2021	**於2021年12月31日之結餘**	7,357

(i) The movements in the loss allowance amount in respect of other receivables during the year are as follows:

(i) 年內有關其他應收賬款之虧損撥備金額變動如下：

		12-month ECL Stage 1 12個月預期信貸虧損第1階段 HK$'000 千港元	Lifetime ECL (individually assessed) Stage 3 全期預期信貸虧損(個別評估)第3階段 HK$'000 千港元	Total 總計 HK$'000 千港元
Balance at 1 January 2020	**於2020年1月1日之結餘**	1,230	24,710	25,940
Impairment loss recognised during the year (note 9(d))	年內已確認減值虧損(附註9(d))	–	–	–
Exchange adjustments	匯兑調整	80	41	121
Balance at 31 December 2020	**於2020年12月31日之結餘**	1,310	24,751	26,061
Impairment loss reversed during the year (note 9(d))	年內已撥回減值虧損(附註9(d))	–	(356)	(356)
Written off (note 8)	註銷(附註8)	–	(24,000)	(24,000)
Exchange adjustments	匯兑調整	40	55	95
Balance at 31 December 2021	**於2021年12月31日之結餘**	1,350	450	1,800

27. TRADE, NOTES AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

Notes: (Continued)

(j) The movements in the loss allowance amount in respect of other deposits during the year are as follows:

27. 應收賬款、應收票據及其他應收賬款、按金及預付款項(續)

附註：(續)

(j) 年內有關其他按金之虧損撥備金額變動如下：

		12-month ECL Stage 1 12個月預期信貸虧損 第1階段 HK$'000 千港元	Lifetime ECL (individually assessed) Stage 3 全期預期信貸虧損(個別評估) 第3階段 HK$'000 千港元	Total 總計 HK$'000 千港元
Balance at 1 January 2020	**於2020年1月1日之結餘**	13,591	–	13,591
Impairment loss recognised during the year (note 9(d))	年內已確認減值虧損(附註9(d))	8,235	–	8,235
Exchange adjustments	匯兑調整	571	–	571
Balance at 31 December 2020	**於2020年12月31日之結餘**	22,397	–	22,397
Transfer to Stage 3	轉撥至第3階段	(22,397)	22,397	–
Impairment loss recognised during the year (note 9(d))	年內已確認減值虧損(附註9(d))	–	351,128	351,128
Exchange adjustments	匯兑調整	–	(1,903)	(1,903)
Balance at 31 December 2021	**於2021年12月31日之結餘**	–	371,622	371,622

28. SHORT-TERM INVESTMENT

28. 短期投資

		2021 HK$'000 千港元	2020 HK$'000 千港元
Balance at 1 January	**於1月1日之結餘**	**70,640**	67,104
Disposal	出售	**(77,482)**	–
Impairment loss (note 23(b))	減值虧損(附註23(b))	**–**	(5,920)
Exchange adjustments	匯兑調整	**6,842**	9,456
Balance at 31 December	**於12月31日之結餘**	**–**	70,640

28. SHORT-TERM INVESTMENT (Continued)

On 10 July 2014, the Group entered into a subscription agreement with a private company in the PRC which engaged in investment and consultancy services ("Investee") (an independent third party) to acquire bonds with principal amount of RMB64,300,000 issued by the Investee. During the years ended 31 December 2020 and 2019, the maturity date of the bonds were further extended for another 1 year to 3 May 2020 and 5 May 2021 respectively with other terms remain unchanged. The bonds are guaranteed by the Investee's related companies which are private companies in the PRC and bears fixed interest at 13% per annum.

Save as disclosed in note 23(b), the short-term investment and related interest receivable were disposed during the year ended 31 December 2021. The details of the Disposal are set out in note 23(b) to the consolidated financial statements.

The Group assessed the recoverability of the short-term investment and related interest receivables which were included in other receivables (note 27(c)) on a collective basis. The ECL previously recognised was reversed after the Disposal was completed. Management considered that there has not been a significant increase in credit risk since initial recognition, therefore the ECL is assessed based on a 12-month ECL of HK$758,000 was recognised for the year ended 31 December 2020 to reflect current and forward-looking information on macro-economic factors affecting the ability of the Investee to settle the receivables.

The maximum exposure to credit risk as at 31 December 2020 was the carrying value of the short-term investment.

28. 短期投資(續)

於2014年7月10日，本集團與一間從事投資及顧問服務之中國民營企業(「被投資方」)(一名獨立第三方)訂立認購協議，以收購被投資方發行本金金額為人民幣64,300,000元之債券。截至2020年及2019年12月31日止年度，該等債券到期日分別進一步延長1年至2020年5月3日及2021年5月5日，其他條款維持不變。該等債券由被投資方之關連公司(為中國民營企業)作擔保，並按固定年利率13%計息。

除附註23(b)所披露者外，短期投資及相關應收利息已於截至2021年12月31日止年度內出售。出售事項之詳情載於綜合財務報表附註23(b)。

本集團已按集體基準評估計入其他應收賬款之短期投資及相關應收利息(附註27(c))之可收回性。先前確認之預期信貸虧損已於出售事項完成後撥回。管理層認為信貸風險自初步確認以來並無顯著增加，因此預期信貸虧損乃按12個月預期信貸虧損評估。於截至2020年12月31日止年度確認12個月預期信貸虧損758,000港元，以反映影響被投資方清償該應收款項之能力的宏觀經濟因素之當前及前瞻性資料。

於2020年12月31日，最高信貸風險敞口為短期投資之賬面值。

28. SHORT-TERM INVESTMENT (Continued)

The movements in the loss allowance account in respect of short-term investment during the year is as follows:

28. 短期投資(續)

年內有關短期投資之虧損撥備賬變動如下：

		2021 HK$'000 千港元	2020 HK$'000 千港元
Balance as at 1 January	**於1月1日之結餘**	**5,920**	4,822
Impairment loss (reversed)/recognised during the year (note 9(d))	年內(撥回)／確認之減值虧損（附註9(d)）	**(6,007)**	758
Exchange adjustments	匯兑調整	**87**	340
Balance as at 31 December	**於12月31日之結餘**	**–**	5,920

Note: The balance includes ECLs of short-term investment and related interest receivables.

附註： 結餘包括短期投資之預期信貸虧損及相關應收利息。

29. CASH AND BANK BALANCES

(a) Restricted cash at banks

29. 現金及銀行結餘

(a) 受限制銀行現金

		2021 HK$'000 千港元	2020 HK$'000 千港元
Balance as at 31 December	於12月31日之結餘	**912**	984
Denominated in Renminbi ("RMB")	以人民幣計值	**743**	828

As at 31 December 2021, the Group had cash deposits of approximately RMB743,000 (equivalent to HK$912,000) (2020: RMB828,000 (equivalent to HK$984,000)) with two (2020: two) designated bank in the PRC as collateral for the Group's borrowings (note 32).

於2021年12月31日，本集團於兩間(2020年：兩間)中國指定銀行之現金存款約人民幣743,000元(相等於912,000港元)(2020年：人民幣828,000元(相等於984,000港元))，作為本集團借貸之抵押品(附註32)。

29. CASH AND BANK BALANCES (Continued)

(a) Restricted cash at banks (Continued)

The conversion of RMB denominated balances into foreign currencies and the remittance of such foreign currencies denominated bank balances and cash out of the PRC are subject to relevant rules and regulation of foreign exchange control promulgated by the PRC government.

The bank balances were all deposited in banks in the PRC with high credit ratings or with good reputation. The credit risk is not material.

(b) Cash and cash equivalents

29. 現金及銀行結餘(續)

(a) 受限制銀行現金(續)

將以人民幣計值的結餘兑換為外幣及將以該等外幣計值的銀行結餘及現金匯出中國，均須遵守中國政府頒佈的相關外匯管制規則及規例。

銀行結餘均存放於中國具備高信用評級或具備良好信譽之銀行。信貸風險並不重大。

(b) 現金及現金等價物

		2021 HK$'000 千港元	2020 HK$'000 千港元
Cash and bank balances, denominated in	以下列貨幣計值之現金及銀行結餘		
– HKD and USD	－港元及美元	**353**	738
– RMB	－人民幣	**13,405**	60,117
– CAD	－加元	**25**	26
– Others	－其他	**17**	17
		13,800	60,898

Cash and cash equivalents of RMB10,925,000 (equivalent to HK$13,405,000) (2020: RMB50,620,000 (equivalent to HK$60,117,000) were denominated in RMB. The conversion of RMB denominated balances into foreign currencies and the remittance of such foreign currencies denominated bank balances and cash out of the PRC are subject to relevant rules and regulation of foreign exchange control promulgated by the PRC government.

人民幣10,925,000元(相等於13,405,000港元)(2020年：人民幣50,620,000元(相等於60,117,000港元))之現金及現金等價物以人民幣計值。將以人民幣計值的結餘兑換為外幣及將以該等外幣計值的銀行結餘及現金匯出中國，均須遵守中國政府頒佈的相關外匯管制規則及規例。

As at 31 December 2021 and 2020, the bank balances were deposited in banks in the PRC, Hong Kong and Canada with high credit ratings or with good reputation. The credit risk is not material.

於2021年及2020年12月31日，銀行結餘存放於中國、香港及加拿大具備高信用評級或具備良好信譽之銀行。信貸風險並不重大。

30. TRADE AND OTHER PAYABLES AND ACCRUALS

30. 應付賬款、其他應付款項及預提費用

		2021 HK$'000 千港元	2020 HK$'000 千港元
Current Liabilities	**流動負債**		
Trade payables (note (a))	應付賬款(附註(a))	**9,677**	41,243
Other payables and accruals (note (b))	其他應付款項及預提費用(附註(b))	**734,532**	468,807
Receipt in advance (note (c))	預收款項(附註(c))	**13,651**	–
Amount due to a shareholder (note (d))	應付一名股東款項(附註(d))	**2,608**	21,871
		760,468	531,921

Notes:

(a) The amount mainly represented raw coal costs payable to a major raw coal supplier.

The ageing analysis of trade payables based on invoice date at the end of reporting period is as follows:

		2021 HK$'000 千港元	2020 HK$'000 千港元
Within 30 days	於30天內	**9,677**	41,243

The average credit period granted by suppliers is 0-30 days from the invoice date.

(b) The balance mainly included exploration costs and related interest payable of approximately HK$374,965,000 (2020: HK$246,393,000) in respect of oil and gas properties, coupon interest of HK$43,792,000 (2020: HK$32,532,000) and default interest of HK$253,691,000 (2020: HK$62,101,000), respectively.

附註：

(a) 該金額主要為支付予主要原煤供應商的原煤成本。

應付賬款於報告期間結束時按發票日之賬齡分析如下：

供應商給本集團的平均信貸期為發票日起0至30天。

(b) 該結餘主要包括有關油氣資產之應付勘探成本及相關利息約374,965,000港元(2020年：246,393,000港元)、票面利息43,792,000港元(2020年：32,532,000港元)，以及違約利息253,691,000港元(2020年：62,101,000港元)。

30. TRADE AND OTHER PAYABLES AND ACCRUALS (Continued)

Notes: (Continued)

(c) The balance represented received in advance from sales of cleaned coal.

Movements in receipts in advance

30. 應付賬款、其他應付款項及預提費用(續)

附註：(續)

(c) 該結餘為精煤銷售預收款。

預收款項之變動

		2021 HK$'000 千港元	2020 HK$'000 千港元
Balance as at 1 January	**於1月1日之結餘**	**–**	16,648
Decrease in receipts in advance as a result of recognising revenue during the year that was included in the receipts in advance at the beginning of the year	由於年內確認已於年初計入預收款項之收入導致預收款項減少	**–**	(16,648)
Increase as a result of receipts in advance in accordance with the terms of the contracts	按照合約條款導致預收款項增加	**515,230**	332,140
Decrease in receipts in advance as a result of recognising revenue during the year	由於年內確認收入導致預收款項減少	**(501,824)**	(332,140)
Exchange adjustment	匯兑調整	**245**	–
Balance as at 31 December	**於12月31日之結餘**	**13,651**	–

(d) The balance was unsecured, interest-free and repayable on demand.

(d) 該結餘為無抵押、免息及須按要求償還。

31. PROVISIONS

31. 撥備

		2021 HK$'000 千港元	2020 HK$'000 千港元
Balance at 1 January	**於1月1日之結餘**	**16,861**	12,146
Provision for environmental restoration and decommissioning costs	環境修復及停用成本撥備	**4,025**	3,754
Exchange adjustments	匯兑調整	**632**	961
Balance at 31 December	**於12月31日之結餘**	**21,518**	16,861

31. PROVISIONS (Continued)

The provision for environmental restoration and decommissioning costs for 2021 and 2020 represented directors' estimated assets retirement obligations relating to the Sanjiao CBM Project as set out in note 42 to the consolidated financial statements.

31. 撥備(續)

2021年及2020年環境修復及停用成本撥備指董事估計與三交煤層氣項目(載於綜合財務報表附註42)有關之資產棄置責任。

32. BORROWINGS

32. 借貸

		2021 HK$'000 千港元	2020 HK$'000 千港元
Bank borrowings – secured (note (a))	銀行有抵押借貸(附註(a))	**15,607**	8,883
Other borrowings – secured (note (b))	其他有抵押借貸(附註(b))	**302,695**	290,432
Other borrowings – unsecured (note (c))	其他無抵押借貸(附註(c))	**13,579**	14,344
Corporate bonds – unsecured (note (d))	無抵押企業債券(附註(d))	**466,078**	467,809
		797,959	781,468
On demand or within one year	按要求或一年內償還	**296,909**	130,140
More than one year, but not exceeding two years	超過一年,但不超過兩年	**318,440**	211,924
More than two years, but not exceeding five years	超過兩年,但不超過五年	**179,597**	436,404
More than five years	超過五年	**3,013**	3,000
		797,959	781,468
Amount due within one year included in current liabilities	列入流動負債一年內到期之金額	**(296,909)**	(130,140)
Non-current portion	非流動部分	**501,050**	651,328

32. BORROWINGS (Continued)

(a) During the years ended 31 December 2021 and 2020, the Group advanced loans from a local bank in the PRC with principal amount of RMB10,000,000 (equivalent to HK$12,050,000) (2020: RMB10,000,000 (equivalent to HK$11,876,000)). The bank loans were obtained to finance a facility granted to a provincial hospital (note 25(d)). These loans carried fixed interest at 7.13% per annum (2020: 7.13% per annum) and repayable on monthly basis over 3 years (2020: repayable on quarterly basis over 3 year). The facility is secured by:

(i) the principal repayments from the provincial hospital deposited at a designated bank account (note 29(a));

(ii) a corporate guarantee given by a private company registered in the PRC, an independent third party of the Group with its principal activities include offering guarantees to loans, and bank deposits of RMB2,000,000 placed to the bank by it;

(iii) guarantee given by a director of a wholly-owned subsidiary of the Company.

(b) In March 2020, the Group has entered into a three-year loan agreement with a facility granted up to RMB300,000,000, interest bearing at fixed rate of 11.00% per annum, from a fellow subsidiary of the PRC partner for the sole purpose of the development of the Sanjiao CBM Project. As at 31 December 2021, the Group fully utilised the facility granted to the Group (2020: RMB250,000,000 (equivalent to HK$281,000,000)). Subsequent to initial recognition, the loans are carried at amortised cost using the effective interest rate method, net of directly attributable costs incurred. The facility is secured by:

(i) certain oil and gas properties held under Sanjiao CBM Project (note 16);

(ii) income generated from the Sanjiao CBM Project;

(iii) pledged by a bank deposit (note 29(a)); and

(iv) a corporate guarantee given by a wholly-owned subsidiary of the Company.

32. 借貸(續)

(a) 截至2021年及2020年12月31日止年度，本集團自一間中國本地銀行取得本金額為人民幣10,000,000元(相等於12,050,000港元)(2020年：人民幣10,000,000元(相等於11,876,000港元))之墊付貸款。本集團取得該銀行借貸以撥付授予一家省級醫院之融資(附註25(d))。該等貸款按固定年利率7.13%計息(2020年：年利率7.13%)及須於3年內按月償還(2020年：3年內按季償還)。該融資之抵押如下：

(i) 該省級醫院存放於指定銀行賬戶之本金還款(附註29(a))；

(ii) 由一家於中國註冊的民營企業(為本集團之獨立第三方及主營業務包括提供貸款擔保)提供之企業擔保及由其存放於該銀行之銀行存款人民幣2,000,000元作質押；

(iii) 本公司全資附屬公司之一位董事所提供之擔保。

(b) 於2020年3月，本集團已訂立一項為期三年之貸款協議，據此中方夥伴之同系附屬公司僅就開發三交煤層氣項目授出最高達人民幣300,000,000元之融資，按年利率11.00%之固定利率計息。於2021年12月31日，本集團已全數動用授予本集團之融資(2020年：人民幣250,000,000元(相等於281,000,000港元))。於初始確認後，貸款採用實際利率法按攤銷成本減所產生的直接應佔成本列賬。該融資之抵押如下：

(i) 三交煤層氣項目項下所持有之若干油氣資產(附註16)；

(ii) 三交煤層氣項目所產生之收入；

(iii) 由銀行存款作質押(附註29(a))；及

(iv) 本公司全資附屬公司所提供之企業擔保。

32. BORROWINGS (Continued)

(c) As at 31 December 2021, the Group had outstanding borrowings with principal amount of HK$13,579,000 (2020: HK$14,344,000). During the year ended 31 December 2021, the Group has settled in full a loan from an ex-director (2020: HK$2,000,000) and had an outstanding loan from a shareholder of HK$4,500,000 (2020: HK$7,000,000). These loans are unsecured, interest bearing at 12% per annum and repayable on demand.

The remaining balance represented two unsecured new loans of RMB5,500,000 (equivalent to HK$6,748,000) (2020: nil) and RMB400,000 (equivalent to HK$491,000) (2020: nil) advanced from two individuals who are independent to the Group, and an unsecured loan from a private company registered in the PRC of RMB1,500,000 (equivalent to HK$1,840,000) (2020: RMB1,500,000 (equivalent to HK$1,781,000)). These loans carried interest at 1.5% per month and interest-free respectively. Except for a loan from an individual is repayable in June 2022, all other loans repayable on demand.

The Group repaid a loan of RMB3,000,000 (equivalent to HK$3,615,000) advanced from a private company registered in the PRC in full during the year ended 31 December 2021.

(d) The Group's corporate bonds carry fixed interest rates ranging from 5.00% to 8.00% per annum with maturity in 1 to 8 years and unsecured. During the years ended 31 December 2021 and 2020, the Group did not issue any new corporate bonds.

In July 2021, a corporate bond holder issued a writ of summons against the Company for the repayment of the principal amount and outstanding interest of HK$5,000,000 and HK$350,000, respectively. The Company filed a defence in early December 2021. Up to the date of this report, no further action was served on the Company.

At 31 December 2021, certain corporate bonds with outstanding principal amount and related coupon interest of HK$24,750,000 and HK$1,984,000 were matured and became immediately repayable. Up to the date of this report, none of the corporate bond holders served a notice of default to the Company.

32. 借貸(續)

(c) 於2021年12月31日，本集團有本金額為13,579,000港元(2020年：14,344,000港元)之未償還借貸。於截至2021年12月31日止年度內，本集團已全額結清一名前董事之貸款(2020年：2,000,000港元)，並有一名股東之未償還貸款4,500,000港元(2020年：7,000,000港元)。該等貸款為無抵押、按年利率12%計息及須按要求償還。

剩餘結餘為兩位人士(獨立於本集團)墊付之兩筆無抵押新貸款人民幣5,500,000元(相等於6,748,000港元)(2020年：無)及人民幣400,000元(相等於491,000港元)(2020年：無)，以及來自一家於中國註冊之民營企業之一筆無抵押貸款人民幣1,500,000元(相等於1,840,000港元)(2020年：人民幣1,500,000元(相等於1,781,000港元))。該等貸款分別按每月1.5%計息及免息。除來自一位人士之一筆貸款須於2022年6月償還之外，所有其他貸款須按要求償還。

本集團於截至2021年12月31日止年度內，全額償還一家於中國註冊的民營企業墊付之貸款人民幣3,000,000元(相等於3,615,000港元)。

(d) 本集團之企業債券按介乎5.00%至8.00%之固定年利率計息，年期為1至8年且無抵押。截至2021年及2020年12月31日止年度，本集團並無發行任何新企業債券。

於2021年7月，一位企業債券持有人向本公司發出傳票，要求償還分別為5,000,000港元及350,000港元之本金及未付利息。本公司於2021年12月初提交辯護書。截至本報告日期，並無進一步訴訟行動送達本公司。

於2021年12月31日，未償還本金及相關票面利息分別為24,750,000港元及1,984,000港元之若干企業債券已到期並須即時償還。截至本報告日期，概無任何企業債券持有人向本公司發出違約通知。

32. BORROWINGS (Continued)

(e) The range of effective interest rates on the Group's borrowings for the years ended 31 December 2021 and 2020 are as follows:

32. 借貸(續)

(e) 截至2021年及2020年12月31日止年度內，本集團借貸的實際利率為下列範圍：

		2021	2020
Bank borrowings – secured	銀行有抵押借貸	**7.13%**	7.13%
Other borrowings – secured	其他有抵押借貸	**11.00%**	11.00%
Other borrowings – unsecured	其他無抵押借貸	**12.00% – 24.00%**	12.00% – 24.00%
Corporate bonds – unsecured	無抵押企業債券	**5.00% – 8.00%**	5.00% – 8.00%

33. CONVERTIBLE NOTE

The convertible note recognised in the consolidated statement of financial position are calculated as follows:

33. 可換股票據

於綜合財務狀況表確認之可換股票據計算如下：

		Liability component 負債部分 HK$'000 千港元	Derivative component 衍生部分 HK$'000 千港元	Total 總計 HK$'000 千港元
At 1 January 2020	**於2020年1月1日**	1,198,804	46	1,198,850
Interest charge	利息支出	154,096	–	154,096
Interest paid	已付利息	–	–	–
Change in fair value (note 8)	公平值變動(附註8)	–	(37)	(37)
At 31 December 2020 and 2021	**於2020年及2021年12月31日**	1,352,900	9	1,352,909

The Company issued convertible note in an aggregate principal amount of US$130,000,000 with a 8% coupon rate on 29 September 2016. The convertible note was denominated in US dollars and will mature in three years from the issue date. The note can be converted into ordinary shares of the Company at the holder's option at the rate of HK$0.207(note) per share. Imputed interest expense on the convertible note was charged at the rate of 22.85% calculated using the effective interest method.

本公司於2016年9月29日發行本金總額為130,000,000美元且票息率為8%之可換股票據。可換股票據以美元計值，自發行日期起計三年內到期。票據可依據持有人之選擇以每股0.207港元之價格(附註)轉換為本公司之普通股。可換股票據之應計利息支出乃使用實際利率法按利率22.85%計算。

33. CONVERTIBLE NOTE (Continued)

In March 2020, the Company and convertible note holder entered into a deed of amendment to extend the maturity date of the convertible note from 29 September 2019 to 29 September 2020, additional share charge by certain subsidiaries of the Company. Other terms remain unchanged. The deed of amendment was approved by the shareholders of the Company on 11 June 2020. The details of the proposed alternations of the terms of the convertible note are set out in the Company's announcement dated 23 March 2020. At 31 December 2021 and 2020, the outstanding balance represents the principal amount and accrued interests of the convertible note. Up to the date of this report, no further renewal agreement was signed between the Company and the convertible note holder and the negotiation for the renewal or extension of the maturity date of the convertible note is in progress. Save as disclosed in note 3(b)(ii) to the consolidated financial statements, the Company and the Potential Investor are in negotiation for the possibility of acquiring, in whole or in part, of the convertible note from the convertible note holder.

The convertible note was secured by the issued shares of the holding company of certain subsidiaries of the Company which are the holding companies of the Financial Services businesses and the Coalbed methane operation, by way of first fixed legal charge to the bondholder as continuing security.

The convertible option should be separated from the liability component and accounted for as a derivative liability with subsequent changes in fair value recognised in profit or loss. It was because the host contract (i.e. liability component) was denominated in a currency which was not the functional currency of the Company. Hence, this does not meet the fixed for fixed criteria. The convertible note was matured but not redeemed on 29 September 2020. Pursuant to the terms of the convertible note, when the convertible note is not redeemed on the maturity day, the convertible option attaching to the convertible note will continue to be exercisable up to, and including, the close of business on the date upon which the full amount of the moneys payable by the Company in respect of such convertible note has been duly and irrevocably received by the holder. Accordingly, the derivative liability is still measured at fair values after the maturity of the convertible note. The fair values at 31 December 2021 and 2020, assessed by an independent valuer, was calculated using the binomial options pricing model.

33. 可換股票據(續)

於2020年3月，本公司與可換股票據持有人訂立修訂契據，以將可換股票據到期日由2019年9月29日延長至2020年9月29日，並由本公司若干附屬公司提供額外股份押記。其他條款維持不變。修訂契據已於2020年6月11日獲本公司股東批准。建議修訂可換股票據之條款之詳情載於本公司日期為2020年3月23日之公佈。於2021年及2020年12月31日，未償還結餘指可換股票據之本金額及應計利息。截至本報告日期，本公司與可換股票據持有人之間並未簽署進一步重續協議，關於可換股票據之重續或延長到期日之磋商正在進行中。除綜合財務報表附註3(b)(ii)所披露者外，本公司與潛在投資者正就向可換股票據持有人收購全部或部分可換股票據之可能性進行磋商。

可換股票據乃以本公司若干附屬公司之控股公司(為財務服務業務及煤層氣業務之控股公司)之已發行股份作抵押，並透過第一固定法定押記之方式向債券持有人作持續抵押。

換股選擇權應獨立於負債部分，並入賬列作衍生負債，其後公平值如有變動則在損益確認。此乃由於主合約(即負債部分)以非本公司功能貨幣之貨幣計值。因此，這不符合固定換固定標準。於2020年9月29日，可換股票據已到期，惟未獲贖回。根據可換股票據之條款，倘可換股票據於到期日未獲贖回，則可換股票據所附帶之換股選擇權將繼續可予行使，直至(及包括)持有人正式及不可撤回地收取本公司就該可換股票據應付之全數金額當日結束營業時為止。因此，於可換股票據到期後，衍生負債仍按公平值計量。於2021年及2020年12月31日之公平值由獨立估值師進行評估，乃使用二項式期權定價模型計算。

33. CONVERTIBLE NOTE (Continued)

During the years ended 31 December 2021 and 2020 and up to the date of this report, there was not any breach of covenants of any borrowings as a result of the default of the convertible note.

Details of key input assumptions of the valuation were set out in note 50(b)(ii) to the consolidated financial statements. As at 31 December 2021 and 2020, changes in the fair value of derivative liability compared to the end of reporting period were recognised in profit or loss during the years ended 31 December 2021 and 2020 (note 8).

Note:

Pursuant to the terms of the convertible note, whenever the Company has issued any shares at a price lower than the conversion price thereof, the conversion price would be adjusted to the reduced price. The conversion price of the convertible note has been adjusted upon the completion of subscription of shares and the completion of the share consolidation during the year 2018. As at 31 December 2021 and 2020, the conversion price was HK$0.168 per share.

33. 可換股票據(續)

於截至2021年及2020年12月31日止年度以及直至本報告日期，概無因可換股票據之違約而違反任何借貸契諾。

估值採用之主要輸入數據假設之詳情載於綜合財務報表附註50(b)(ii)。於2021年及2020年12月31日，衍生負債較報告期末之公平值變動已於截至2021年及2020年12月31日止年度之損益確認(附註8)。

附註：

根據可換股票據之條款，當本公司按低於其換股價之價格發行任何股份時，換股價將調整至該較低價格。於2018年內完成認購股份及完成股份合併後，可換股票據之換股價已作調整。於2021年及2020年12月31日，換股價為每股0.168港元。

34. DEFERRED TAX LIABILITIES

Details of the deferred tax liabilities recognised and movements during the year were as follows:

34. 遞延稅項負債

年內確認之遞延稅項負債之詳情及變動如下：

		Intangible assets 無形資產 HK$'000 千港元
At 1 January 2020	**於2020年1月1日**	(10,360)
Credited to profit or loss (note 10(a))	計入損益(附註10(a))	1,666
Exchange adjustments	匯兑調整	(546)
At 31 December 2020	**於2020年12月31日**	(9,240)
Credited to profit or loss (note 10(a))	計入損益(附註10(a))	1,786
Exchange adjustments	匯兑調整	(273)
At 31 December 2021	**於2021年12月31日**	(7,727)

34. DEFERRED TAX LIABILITIES (Continued)

Pursuant to the PRC Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises in the PRC. A lower withholding tax rate may be applied if there is a tax treaty between the PRC and the jurisdiction of the foreign investors. As at 31 December 2021 and 2020, no deferred tax has been recognised for withholding taxes, as there is no distributable profit for the Group's subsidiaries established in the PRC.

In respect of unused tax losses not recognised, details are set out in note 10 to the consolidated financial statements.

35. EMPLOYEE RETIREMENT BENEFITS

(a) The Group operates a Mandatory Provident Fund Scheme (the "MPF scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF scheme, both the employer and each employee are required to make contributions to the plan at 5% of the employee's relevant income, subject to a cap of monthly relevant income of HK$30,000 (2020: HK$30,000) by each party. Contributions to the plan vest immediately.

(b) Pursuant to the relevant labour rules and regulations in the PRC, the Group participates in defined contribution retirement benefit schemes (the "Schemes") organised by the relevant local government authorities, whereby the Group is required to make contributions to the Schemes at a rate ranging from 21% – 30% (2020: 21% to 30%) of the eligible employees' salaries. The local government authorities are responsible for the entire pension obligations payable to the retired employees. The obligations are calculated based on a certain percentage of the basic payroll.

34. 遞延税項負債(續)

根據中國税法，於中國之外商投資企業向境外投資者宣派股息會被徵收10%預扣税。倘中國與境外投資者之司法權區訂有税務條約，則可能應用較低之預扣税率。於2021年及2020年12月31日，並無就預扣税確認遞延税項，原因是本集團於中國成立之附屬公司並無可供分派之溢利。

有關尚未確認之未動用税項虧損之詳情載列於綜合財務報表附註10。

35. 僱員退休福利

(a) 本集團根據香港強制性公積金計劃條例，為根據香港僱傭條例受僱之僱員設立強制性公積金計劃(「強積金計劃」)。強積金計劃乃由獨立信託人管理之界定供款退休計劃。根據強積金計劃，僱主及各僱員各自須按僱員之有關收入之5%作出供款，惟各方每月有關收入以30,000港元(2020年：30,000港元)為上限。向計劃作出之供款即時歸僱員所有。

(b) 根據中國相關勞動規則及法規，本集團參與由有關當地政府機關管理之界定供款退休福利計劃(「該等計劃」)。據此，本集團須按合資格僱員的薪金向該等計劃作出介乎21%至30%(2020年：21%至30%)的供款。當地政府機關須對應付退休僱員之全部退休金責任負責。該等責任乃根據基本薪金之某個百分比計算。

36. EQUITY-SETTLED SHARE-BASED TRANSACTIONS

The Company operates a share option scheme which was adopted on 28 May 2010 for a period of ten years commencing from 28 May 2010 whereby the directors of the Company are authorised, at their discretion, to invite employees of the Group, including directors of any companies within the Group, to take up options to subscribe for shares of the Company. The terms and conditions of the grant are determined by the Board at the time of grant. The exercisable period of an option is not to exceed a period of ten years commencing from the date the share options be granted. The options give the holder the right to subscribe for ordinary shares in the Company. A nominal consideration of HK$1 is payable by the grantee upon acceptance of an option. Options would be forfeited should the employee leave the Group. All the existing share options were granted under the scheme.

(a) The terms and conditions of the share options that existed during the year ended 31 December 2021 were as follows and all options are settled by physical delivery of shares:

36. 股本結算以股份付款之交易

本公司於2010年5月28日採納一項購股權計劃，自2010年5月28日起計為期10年，據此，本公司董事獲授權酌情向本集團僱員(包括本集團任何成員公司之董事)授出購股權，以認購本公司股份。授出之條款及條件由董事會於授出時釐定。購股權之可予行使期不得超過自購股權授出日期起計10年。購股權賦予持有人權利認購本公司普通股。承授人於接納購股權時，須支付象徵式代價1港元。倘僱員離開本集團，則將沒收有關購股權。現有之所有購股權乃根據該計劃授出。

(a) 以下為截至2021年12月31日止年度存在之購股權之條款及條件，所有購股權均透過實際交付股份結算：

Date of grant 授出日期	Vesting condition 歸屬條件	Exercise period 行使期限	Adjusted exercise price 經調整行使價	Outstanding at 1 January 2021 於2021年1月1日尚未行使 '000 千份	Lapsed during the year 年內失效 '000 千份	Outstanding at 31 December 2021 於2021年12月31日尚未行使 '000 千份	Contractual life of options 購股權合約年期
Options granted to directors: **授予董事之購股權：**							
– on 6 December 2011 –於2011年12月6日	Immediately 即時	6 December 2011 to 5 December 2021 2011年12月6日至2021年12月5日	HK$2.76 2.76港元	11,400	(11,400)	–	10 years 10年
Options granted to employees: **授予僱員之購股權：**							
– on 6 December 2011 –於2011年12月6日	Immediately 即時	6 December 2011 to 5 December 2021 2011年12月6日至2021年12月5日	HK$2.76 2.76港元	29,800	(29,800)	–	10 years 10年
Total share options **購股權總數**				41,200	(41,200)	–	

36. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (Continued)

(b) The number and weighted exercise prices of share options are as follows:

36. 股本結算以股份付款之交易（續）

(b) 購股權之數目及加權行使價如下：

		2021		2020	
		Adjusted weighted average exercise price 經調整加權平均行使價 HK$ 港元	**Number of share options 購股權數目 '000 千份**	Adjusted weighted average exercise price 經調整加權平均行使價 HK$ 港元	Number of share options 購股權數目 '000 千份
Outstanding at beginning of the year	於年初尚未行使	**2.76**	**41,200**	2.76	41,200
Lapsed during the year	年內失效	**2.76**	**(41,200)**	–	–
Outstanding at the end of the year	於年末尚未行使	**–**	**–**	2.76	41,200
Exercisable at the end of the year	於年末可予行使	**–**	**–**	2.76	41,200

Note: The exercise prices of and the number of shares entitled to be subscribed for under the outstanding share options have been adjusted following the completion of share consolidation during the year 2018. No options were outstanding at 31 December 2021 while the options outstanding at 31 December 2020 had adjusted exercise prices of HK$2.76 and a weighted average remaining contractual life of 0.93 years.

附註： 根據尚未行使之購股權而有權認購之股份行使價及股份數目已於2018年完成股份合併後調整。於2021年12月31日，概無尚未行使之購股權，而於2020年12月31日尚未行使之購股權之經調整行使價為2.76港元，且加權平均餘下合約年期為0.93年。

37. CAPITAL AND RESERVES

(a) Share capital

(i) Authorised and issued share capital

37. 資本及儲備

(a) 股本

(i) 法定及已發行股本

		2021		2020	
		Number of shares 股份數目 '000 千股	**Amount 金額 HK$'000 千港元**	Number of shares 股份數目 '000 千股	Amount 金額 HK$'000 千港元
Authorised	**法定**				
At 1 January and 31 December	於1月1日及12月31日	**10,000,000**	**1,000,000**	10,000,000	1,000,000
Issued and fully paid	**已發行及繳足**				
Ordinary shares of HK$0.01 each	每股面值0.01港元之普通股				
At beginning of the year and the end of the year	於年初及年末	**3,345,439**	**334,544**	3,345,439	334,544

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

普通股持有人有權收取不時宣派之股息，並在本公司大會上每股可獲一票投票權。所有普通股對本公司之餘下資產享有同等權益。

(ii) Lapse of vested share options

During the years ended 31 December 2021, all outstanding options lapsed (2020: nil).

(ii) 已歸屬購股權之失效

截至2021年12月31日止年度，全部尚未行使之購股權均已失效（2020年：無）。

37. CAPITAL AND RESERVES (Continued)

(b) The Company

37. 資本及儲備(續)

(b) 本公司

		Share capital	Share premium	Contributed surplus	Share option reserve	Fair value reserve (non-recycling) (note 37(c)(iv))	Accumulated losses	Total
		股本	股份溢價	繳納盈餘	購股權儲備	公平值儲備(不得撥回)(附註37(c)(iv))	累計虧損	總計
		HK$'000 千港元	HK$'000 千港元	HK$'000 千港元	HK$'000 千港元	HK$'000 千港元	HK$'000 千港元	HK$'000 千港元
At 1 January 2020	**於2020年1月1日**	334,544	4,486,438	81,043	35,128	(7,094)	(2,319,036)	2,611,023
Loss for the year	本年度虧損	–	–	–	–	–	(233,945)	(233,945)
Other comprehensive income	其他全面收益	–	–	–	–	(126)	–	(126)
Total comprehensive income for the year	本年度全面收益總額	–	–	–	–	(126)	(233,945)	(234,071)
At 31 December 2020	**於2020年12月31日**	334,544	4,486,438	81,043	35,128	(7,220)	(2,552,981)	2,376,952
Loss for the year	本年度虧損	–	–	–	–	–	(243,640)	(243,640)
Other comprehensive income	其他全面收益	–	–	–	–	(31)	–	(31)
Total comprehensive income for the year	本年度全面收益總額	–	–	–	–	(31)	(243,640)	(243,671)
Release upon lapse of share option	購股權失效後解除	–	–	–	(35,128)	–	35,128	–
At 31 December 2021	**於2021年12月31日**	334,544	4,486,438	81,043	–	(7,251)	(2,761,493)	2,133,281

37. CAPITAL AND RESERVES (Continued)

(c) Nature and purpose of reserves

(i) Share premium

Share premium represents premium arising from the issue of shares at a price in excess of their par value per share. Share premium is not distributable but may be applied in paying up unissued shares of the Company to be issued to equity holders as fully paid bonus shares or to provide the premiums on repurchase of own shares.

(ii) Contributed surplus

Contributed surplus arose when the Company issues shares in exchange for the shares of subsidiaries being acquired, and represented the difference between the nominal value of the Company's shares issued and the value of net assets of the subsidiaries acquired under the group reorganisation in 1999 in preparation for the listing of the Company's shares on The Stock Exchange of Hong Kong. Under the Companies Act 1981 of Bermuda (as amended), contributed surplus is available for distribution to equity holders. However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if:

- it is or would after the payment, be unable to pay its liabilities as they become due; or
- the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium account.

(iii) Share option reserve

The share option reserve represents the fair value of the actual or estimated number of unexercised share options granted by the Company and recognised in accordance with the accounting policy adopted for share-based payments as set in note 4(q).

37. 資本及儲備(續)

(c) 儲備性質及用途

(i) 股份溢價

股份溢價指以超出股份每股面值價格發行股份而產生之溢價。股份溢價不可分派但可用作繳清本公司將作為繳足紅股向權益持有人發行之未發行股份或為購回本身股份提供溢價。

(ii) 繳納盈餘

繳納盈餘來自本公司發行股份以交換所購入附屬公司之股份，相當於本公司已發行股份面值與1999年為籌備本公司股份在香港聯合交易所上市而進行之集團重組所購入附屬公司資產淨值之間之差額。根據百慕達1981年公司法(經修訂)，繳納盈餘可供分派予權益持有人。然而，倘發生下列情況，本公司不可自繳納盈餘宣派或派付股息或作出分派：

- 派付後導致無法或可能無法償還到期負債；或
- 導致資產之可變現價值低於負債、已發行股本及股份溢價賬之總額。

(iii) 購股權儲備

購股權儲備為本公司已授出之實際或估計數目之尚未行使購股權之公平值，並已按照附註4(q)就以股份支付之款項所採納會計政策確認入賬。

37. CAPITAL AND RESERVES (Continued)

(c) Nature and purpose of reserves (Continued)

(iv) Fair value reserve (non-recycling)

The fair value reserve (non-recycling) comprises the cumulative net change in the fair value of equity investments designated at fair value through other comprehensive income that are held at the end of the reporting period.

(v) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of operations outside Hong Kong which were dealt with in accordance with the accounting policy as set out in note 4(o) to the consolidated financial statements.

(vi) Accumulated losses

Cumulative net gains and losses recognised in profit or loss.

(d) Distribution of reserves

At 31 December 2021, the Company had no reserves available for cash distribution and/or distribution in specie. Under the Bermuda Companies Act 1981 (as amended), the Company's contributed surplus in the amount of HK$81,043,000 (2020: HK$81,043,000) is currently not available for distribution. The Company's share premium account in the amount of HK$4,486,438,000 as at 31 December 2021 (2020: HK$4,486,438,000) may be distributed in the form of fully paid bonus shares.

37. 資本及儲備(續)

(c) 儲備性質及用途(續)

(iv) 公平值儲備(不得撥回)

公平值儲備(不得撥回)包含於報告期末持有之指定按公平值計入其他全面收益之權益投資之累計公平值變動淨額。

(v) 匯兑儲備

匯兑儲備包括因換算香港以外業務之財務報表所產生之所有外匯差額，乃按照綜合財務報表附註4(o)所載之會計政策處理。

(vi) 累計虧損

累計淨收益及虧損於損益確認。

(d) 分派儲備

於2021年12月31日，本公司概無儲備可供現金分派及／或實物分派。根據百慕達1981年公司法(經修訂)，本公司之繳納盈餘81,043,000港元(2020年：81,043,000港元)現不可分派。於2021年12月31日，本公司之股份溢價賬4,486,438,000港元(2020年：4,486,438,000港元)可以繳足紅股方式分派。

38. COMPANY LEVEL STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2021

38. 本公司於2021年12月31日之財務狀況表

		Notes 附註	2021 HK$'000 千港元	2021 HK$'000 千港元	2020 HK$'000 千港元	2020 HK$'000 千港元
Non-current assets	**非流動資產**					
Interests in subsidiaries	於附屬公司之權益	39		**4,281,495**		4,347,126
Equity investments designated at fair value through other comprehensive income	指定按公平值計入其他全面收益之權益投資	24		**346**		377
Total non-current assets	非流動資產總額			**4,281,841**		4,347,503
Current assets	**流動資產**					
Other receivables, deposits and prepayments	其他應收賬款、按金及預付款項		**932**		1,328	
Cash and cash equivalents	現金及現金等價物		**147**		493	
Total current assets	流動資產總額		**1,079**		1,821	
Total assets	**總資產**					
Current liabilities	**流動負債**					
Other payables and accruals	其他應付款項及預提費用		**(326,152)**		(142,654)	
Convertible note	可換股票據		**(1,352,900)**		(1,352,900)	
Borrowings	借貸		**(209,092)**		(64,300)	
Financial liabilities at fair value through profit or loss	按公平值計入損益之財務負債		**(9)**		(9)	
			(1,888,153)		(1,559,863)	
Net current liabilities	**流動負債淨值**			**(1,887,074)**		(1,558,042)
Total assets less current liabilities	**總資產減流動負債**			**2,394,767**		2,789,461
Non-current liabilities	**非流動負債**					
Borrowings	借貸		**(261,486)**		(412,509)	
Total non-current liabilities	非流動負債總額			**(261,486)**		(412,509)
NET ASSETS	**資產淨值**			**2,133,281**		2,376,952
Capital and reserves attributable to owners of the Company	**本公司擁有人應佔資本及儲備**					
Share capital	股本	37(a)		**334,544**		334,544
Reserves	儲備	37(b)		**1,798,737**		2,042,408
TOTAL EQUITY	**總權益**			**2,133,281**		2,376,952

39. INTERESTS IN SUBSIDIARIES

Details of principal subsidiaries as at 31 December 2021 and 2020 are listed below. The class of shares held is ordinary unless stated otherwise.

39. 於附屬公司之權益

於2021年及2020年12月31日主要附屬公司之詳情載列如下。除另有說明者外，所持股份類別為普通股。

Name of company 公司名稱	Note 附註	Place of incorporation/ operation 註冊成立／經營地點	Particular of issued and paid up capital 已發行及繳足股本詳情	Proportion of ownership interest 擁有權百分比 Group's effective holding 本集團實際持股量	Held by the Company 由本公司持有	Held by a subsidiary 由一家附屬公司持有	Principal activity 主要業務
Wiseley Investments Limited 偉利投資有限公司		The BVI 英屬處女群島	100 ordinary shares of US$1.00 each 100股每股面值1.00美元之普通股	100%	100%	–	Investment holding 投資控股
Easy Sino Investments Limited 慧領投資有限公司		Hong Kong 香港	1 ordinary share of HK$1.00 1股普通股股本為1.00港元	100%	100%	–	Provision of administrative services to group companies 向集團公司提供行政服務
Chuang Xin Management Services Limited 創新管理服務有限公司		Hong Kong 香港	2 ordinary shares of HK$2.00 2股普通股股本為2.00港元	100%	100%	–	Provision of management services to group companies 向集團公司提供管理服務
Grand Rise Development Limited 浩晉發展有限公司		Hong Kong 香港	100 ordinary shares of HK$100 100股普通股股本為100港元	100%	100%	–	Investment holding 投資控股
Power Great Limited 威遠有限公司		The Cayman Islands 開曼群島	1 ordinary share of US$1.00 each 1股每股面值1.00美元之普通股	100%	100%	–	Investment holding 投資控股
Superb China Limited 秀華有限公司		The BVI 英屬處女群島	100 ordinary shares of US$1.00 each 100股每股面值1.00美元之普通股	100%	100%	–	Investment holding 投資控股
Bi Tuo Yuan Technology (Shenzhen) Co., Ltd 碧拓源科技(深圳)有限公司	i	The PRC 中國	Registered capital RMB500,000 註冊資本人民幣500,000元	100%	–	100%	Inactive 無業務
Orion Energy International Inc. ("OEI") 奧瑞安能源國際有限公司(「奧瑞安」)		The Cayman Islands 開曼群島	100,000,000 ordinary shares of US$0.001 each 100,000,000股每股面值0.001美元之普通股	100%	–	100%	Exploration, development and production of coalbed methane 勘探、開發和生產煤層氣

39. INTERESTS IN SUBSIDIARIES (Continued)

39. 於附屬公司之權益(續)

Name of company 公司名稱	Note 附註	Place of incorporation/ operation 註冊成立／經營地點	Particular of issued and paid up capital 已發行及繳足股本詳情	Proportion of ownership interest 擁有權百分比 Group's effective holding 本集團實際持股量	Held by the Company 由本公司持有	Held by a subsidiary 由一家附屬公司持有	Principal activity 主要業務
Xian Hong Chang Co,. Inc. 西安鴻昌石油開發服務有限公司	i	The PRC 中國	Registered capital RMB51,700,000 註冊資本人民幣51,700,000元	100%	–	100%	Inactive 無業務
Pipeline International Limited 國際管網有限公司		Hong Kong 香港	1 ordinary share of HK$1.00 1股普通股股本為1.00港元	100%	–	100%	Investment holding 投資控股
Metro Standard Limited 衡城有限公司		Hong Kong 香港	1 ordinary share of HK$1.00 1股普通股股本為1.00港元	100%	–	100%	Inactive 無業務
Ultraway International Limited 超揚國際有限公司		Hong Kong 香港	1 ordinary share of HK$1.00 1股普通股股本為1.00港元	100%	100%	–	Investment holding 投資控股
SOG Energy Inc.		Canada 加拿大	1 ordinary share of CAD1.00 each 1股每股面值1.00加元之普通股	100%	–	100%	Participation in oil and gas projects 參與油氣項目
Sino Executive Limited		The BVI 英屬處女群島	100 ordinary shares of US$1.00 each 100股每股面值1.00美元之普通股	100%	100%	–	Investment holding 投資控股
Total Orient Global Limited		The BVI 英屬處女群島	100 ordinary shares of US$1.00 each 100股每股面值1.00美元之普通股	100%	100%	–	Investment holding 投資控股
Abundant Discovery Limited 溢發有限公司		The BVI 英屬處女群島	100 ordinary shares of US$1.00 each 100股每股面值1.00美元之普通股	100%	100%	–	Investment holding 投資控股

39. INTERESTS IN SUBSIDIARIES (Continued)

39. 於附屬公司之權益(續)

Name of company 公司名稱	Note 附註	Place of incorporation/ operation 註冊成立／經營地點	Particular of issued and paid up capital 已發行及繳足股本詳情	Proportion of ownership interest 擁有權百分比 Group's effective holding 本集團實際持股量	Held by the Company 由本公司持有	Held by a subsidiary 由一家附屬公司持有	Principal activity 主要業務
Golden Glow Holdings Limited		The BVI 英屬處女群島	100 ordinary shares of US$1.00 each 100股每股面值1.00美元之普通股	75%	–	75%	Investment holding 投資控股
安澤縣佳潤鑫成煤業有限公司(「安澤縣佳潤鑫成」)	i	The PRC 中國	Registered capital RMB50,000,000 註冊資本人民幣50,000,000元	75%	–	75%	Raw coal washing and sales of raw and cleaned coal 原煤洗選及銷售原煤及精煤
Soperton Limited		The BVI 英屬處女群島	1 ordinary share of US$1.00 each 1股每股面值1.00美元之普通股	100%	100%	–	Investment holding 投資控股
SOG Capital Limited 兆銀資本有限公司		Hong Kong 香港	1 ordinary share of HK$1.00 1股普通股股本為1.00港元	100%	–	100%	Investment holding 投資控股
陝西兆銀融資租賃有限公司	i	The PRC 中國	Registered capital RMB300,000,000 註冊資本人民幣300,000,000元	100%	–	100%	Financial services 財務服務

Note:

i Registered under the laws of the PRC as a wholly-owned foreign enterprise

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

附註：

i 根據中國法律登記為外資獨資企業

於年末，概無附屬公司發行任何債務證券。

40. NON-CONTROLLING INTERESTS

The Golden Glow Group, 75% owned subsidiaries of the Company, has material non-controlling interests ("NCI"). The NCI of all other subsidiaries that are not 100% owned by the Group are considered to be immaterial.

Summarised financial information in relation to the Golden Glow Group, before intra-group eliminations, is presented below:

40. 非控股權益

本公司擁有75%權益之附屬公司Golden Glow集團擁有重大非控股權益(「非控股權益」)。所有並非由本集團100%擁有非控股權益之其他附屬公司被視為並不重大。

有關Golden Glow集團(於集團內部抵銷前)之財務資料概要呈列如下:

		2021 HK$'000 千港元	2020 HK$'000 千港元
For the year ended 31 December	**截至12月31日止年度**		
Revenue	營業額	**221,147**	207,660
Profit for the year	年內溢利	**9,769**	4,952
Total comprehensive income for the year	年內全面收益總額	**1,600**	2,472
Profit allocated to NCI	分配至非控股權益之溢利	**2,442**	1,238
For the year ended 31 December	**截至12月31日止年度**		
Cash flows generated from operating activities	經營業務所得之現金流量	**1,869**	6,756
Cash flows used in investing activities	投資活動所用之現金流量	**–**	–
Cash flows used in financing activities	融資活動所用之現金流量	**(6,090)**	(3,971)
Net cash (outflows)/inflows	現金(流出)/流入淨額	**(4,221)**	2,785

40. NON-CONTROLLING INTERESTS (Continued)

40. 非控股權益(續)

		2021 HK$'000 千港元	2020 HK$'000 千港元
As at 31 December	**於12月31日**		
Current assets	流動資產	**88,947**	66,721
Non-current assets	非流動資產	**5,297**	3,275
Current liabilities	流動負債	**(32,392)**	(18,002)
Non-current liabilities	非流動負債	**(7,727)**	(9,240)
Net assets	資產淨值	**54,125**	42,754
Accumulated non-controlling interests	累計非控股權益	**13,530**	10,688

41. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

41. 綜合現金流量表附註

(a) Significant non-cash transactions

(i) During the year ended 31 December 2021, finance costs of HK$35,383,000 (2020: HK$16,247,000) was capitalised as property, plant and equipment and oil and gas exploration and evaluation assets (note 9(a)).

(ii) During the year ended 31 December 2021, provision for environmental restoration and decommissioning costs was increased by HK$4,025,000 (2020: HK$3,754,000) was included in the property, plant and equipment (note 16).

(a) 重大非現金交易

(i) 於截至2021年12月31日止年度，融資成本35,383,000港元(2020年：16,247,000港元)已資本化為物業、廠房及設備以及油氣勘探及評估資產(附註9(a))。

(ii) 於截至2021年12月31日止年度，環境修復及停用成本撥備增加4,025,000港元(2020年：3,754,000港元)，已計入物業、廠房及設備(附註16)。

41. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

41. 綜合現金流量表附註(續)

(b) Reconciliation of liabilities arising from financing activities

(b) 融資活動產生之負債之對賬

		As at 1 January 2021 於2021年1月1日 HK$'000 千港元	Financing cash flow 融資現金流量 HK$'000 千港元	Acquisition of leases 收購租賃 HK$'000 千港元	Modification of a lease 租賃修訂 HK$'000 千港元	Non-cash changes 非現金變動 Interest expense recognised 已確認利息支出 HK$'000 千港元	Non-cash changes 非現金變動 Effect of exchange difference 匯兑差異之影響 HK$'000 千港元	As at 31 December 2021 於2021年12月31日 HK$'000 千港元
Year ended 31 December 2021	**截至2021年12月31日止年度**							
Borrowings	借貸	**781,468**	**(68,118)**	**–**	**–**	**58,927**	**25,682**	**797,959**
Convertible note	可換股票據	**1,352,900**	**–**	**–**	**–**	**–**	**–**	**1,352,900**
Lease liabilities	租賃負債	**4,498**	**(7,007)**	**7,713**	**–**	**853**	**175**	**6,232**
		2,138,866	**(75,125)**	**7,713**	**–**	**59,780**	**25,857**	**2,157,091**

		As at 1 January 2020 於2020年1月1日 HK$'000 千港元	Financing cash flow 融資現金流量 HK$'000 千港元	Acquisition of leases 收購租賃 HK$'000 千港元	Modification of a lease 租賃修訂 HK$'000 千港元	Non-cash changes 非現金變動 Interest expense recognised 已確認利息支出 HK$'000 千港元	Non-cash changes 非現金變動 Effect of exchange difference 匯兑差異之影響 HK$'000 千港元	As at 31 December 2020 於2020年12月31日 HK$'000 千港元
Year ended 31 December 2020	**截至2020年12月31日止年度**							
Borrowings	借貸	511,610	181,911	–	–	71,103	16,844	781,468
Convertible note	可換股票據	1,198,804	–	–	–	154,096	–	1,352,900
Lease liabilities	租賃負債	7,118	(4,597)	2,424	(892)	664	(219)	4,498
		1,717,532	177,314	2,424	(892)	225,863	16,625	2,138,866

41. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(c) Total cash flows for leases

The total cash outflow for leases included in the consolidated statement of cash flows is as follows:

41. 綜合現金流量表附註(續)

(c) 租賃之現金流量總額

計入綜合現金流量表之租賃之現金流出總額如下：

		2021 HK$'000 千港元	2020 HK$'000 千港元
Within operating activities	經營業務內	**(1,091)**	(2,095)
Within financing activities	融資活動內	**(7,007)**	(4,597)
		(8,098)	(6,692)

42. PRODUCTION SHARING ARRANGEMENT

As at 31 December 2021 and 2020, the Group has a production sharing arrangement in respect of the development and production of coalbed methane in the PRC.

On 28 March 2006, OEI (which the Group acquired on 15 November 2010) entered into the Sanjiao CBM Project with China United Coalbed Methane Corporation Ltd ("CUCMCL") (the "PRC partner") for the exploration, development, production and sale of the coalbed methane and other related or derivative products that may exist in a total exploration area of approximately 383 square kilometers subject to reduction in accordance with the Sanjiao CBM Project located in the Erdos Basin of Shanxi and Shaanxi Provinces in the PRC (the "Contract Area").

42. 產品分成安排

於2021年及2020年12月31日，本集團在中國有一項與煤層氣開發及生產有關之產品分成安排。

於2006年3月28日，奧瑞安(本集團於2010年11月15日收購該公司)與中聯煤層氣有限責任公司(「中聯煤層氣」)(「中方夥伴」)訂立三交煤層氣項目，內容有關按照位於中國山西省及陝西省之鄂爾多斯盆地(「合約地區」)之三交煤層氣項目勘探、開發、生產及銷售可能在約383平方公里總勘探面積(有待削減)內存在之煤層氣及其他有關或衍生產品。

42. PRODUCTION SHARING ARRANGEMENT (Continued)

Pursuant to the Sanjiao CBM Project, OEI is engaged as the foreign partner and operator to provide the necessary technology know how and assign its competent experts to explore, develop, produce and sell coalbed methane or coalbed methane products extracted from the Contract Area. OEI and PRC partner have formed a joint management committee as required under the Sanjiao CBM Project and appointed representatives as members of the committee (the "Joint Management Committee"). The Joint Management Committee is responsible to oversee the operation in the Contract Area.

In April 2009, CUCMCL transferred all of its interest and associated obligations with respect to certain gas fields, including the areas covered by the Sanjiao CBM Project, to PetroChina. The transfer was approved by the State-owned Assets Supervision and Administration Commission of the State Council. PetroChina joined the Joint Management Committee of the Sanjiao CBM Project.

Under the Sanjiao CBM Project, the development of the Contract Area is divided into the exploration phase development and production phase. OEI is required to conduct core testing and run pilot production to ascertain the potential commercial value of the coalbed methane field in the planned exploration area. The exploration phase has an initial term of four years and expired on 1 July 2010. The PRC partner has extended the exploration period to 30 June 2012 in order to develop a larger production scale. Based on the supplementary agreement of the Sanjiao CBM Project dated 28 October 2010, the exploration period was extended to 6 years to 30 June 2012. The exploration period has been further extended to 30 June 2014 by way of a further supplementary agreement of the Sanjiao CBM Project dated on 6 July 2012. In December 2014, a further supplementary agreement of the Sanjiao CBM Project was signed, the exploration period has been further extended to 30 June 2016. All costs incurred in the exploration phase shall be borne by OEI.

42. 產品分成安排(續)

根據三交煤層氣項目，奧瑞安作為外方夥伴及營運商，提供必要之技術知識及委派稱職之專家以從合約地區勘探、開發、生產及銷售所提取之煤層氣或煤層氣產品。奧瑞安與中方夥伴已根據三交煤層氣項目要求成立聯合管理委員會(「聯管會」)及委任代表出任該委員會之成員。聯管會負責監督合約地區之營運。

於2009年4月，中聯煤層氣把其於若干油氣田(包括有關三交煤層氣項目所覆蓋之區域)之所有權益及相關責任轉移予中石油。該項轉移已獲國務院國有資產監督管理委員會批准。中石油已加入三交煤層氣項目之聯管會。

根據三交煤層氣項目，合約地區之開發分為勘探期、開發及生產期。奧瑞安須進行主要測試及試產以確定在規劃勘探區內之煤層氣田之潛在商業價值。勘探期初步為期四年，於2010年7月1日屆滿。中方夥伴已將勘探期延期至2012年6月30日，以擴大生產規模。根據日期為2010年10月28日之三交煤層氣項目補充協議，勘探期已延期為六年至2012年6月30日。根據日期為2012年7月6日之三交煤層氣項目之進一步補充協議，勘探期已進一步延期至2014年6月30日。於2014年12月，簽訂三交煤層氣項目之進一步補充協議，勘探期已進一步延期至2016年6月30日。勘探期產生之所有成本應由奧瑞安承擔。

42. PRODUCTION SHARING ARRANGEMENT (Continued)

On 20 November 2015, the Group received the official written notification from NEA for the approval of ODP and the project then enter into the development and production phase. On commencement of the development and production phase, all the development and operating costs shall be borne as to 70% by OEI and 30% by the PRC partner, except if the PRC partner chooses not to participate in a particular site. If the PRC partner chooses not to participate in a particular site, all the development and operating cost will be fully borne by OEI. Also, the PRC partner's participation can be less than 30% for certain wells in respect of which the PRC partner will not need to bear the development costs or will bear at a specifically agreed percentage. As a result, the profit sharing ratio will be adjusted according to their actual participating interest in the coalbed methane field and the portion of the development and operating costs to be borne by the PRC partner is solely depending on its participation level.

The Sanjiao CBM Project has a term of thirty years, with production period not more than twenty consecutive years beginning from the date of commencement of commercial production to the expiry date of the production period as specified in the ODP, unless production is suspended or abandoned in accordance with the Sanjiao CBM Project or under special circumstances, the production period can be extended with the approval of the relevant PRC authority.

42. 產品分成安排(續)

於2015年11月20日，本集團接獲國家能源局官方書面通知(內容有關批准總體開發方案)，項目隨後進入開發及生產階段。當開發及生產期展開後，所有開發及經營成本將會由奧瑞安及中方夥伴各自按70%及30%之比例承擔，惟倘中方夥伴選擇不參與開採某一特定地點，則作別論。倘中方夥伴選擇不參與開採某一特定地點，則奧瑞安將會悉數承擔所有與此有關之開發及經營成本。此外，中方夥伴在若干油氣井之參與亦可少於30%，而中方夥伴就此毋須承擔開採成本，又或將承擔一個特別協定之百分比。因此，溢利分成比率將會根據彼等各自於煤層氣田之實際參與權益而作出調整，而中方夥伴將承擔之開發及經營成本部分僅取決於其參與程度而定。

三交煤層氣項目為期三十年，生產期由商業生產開始日期起至生產期到期日(根據總體開發方案所指定)止不可多於連續二十年，除非根據三交煤層氣項目暫停生產或放棄生產或因特別情況生產期在有關中國政府機關批准下續期。

43. DEFERRED INCOME

Deferred income mainly represents payments received from PRC partner relating to assets used for the operation and production of coalbed methane under the production sharing arrangement (note 42). The deferred income will be amortised over the expected useful life of the relevant assets as a reduction of production expenses.

43. 遞延收入

遞延收入主要指於產品分成安排(附註42)下自就用於煤層氣營運及生產之資產之相關中方夥伴收取之款項。遞延收入將於相關資產之預計可用年期內予以攤銷以作為生產開支之扣減。

		2021 HK$'000 千港元	2020 HK$'000 千港元
At 1 January	**於1月1日**	**239,636**	134,612
Receipts during the year	年內收取	**45,766**	93,445
Amortisation for the year (note 9(c))	年內攤銷(附註9(c))	**(2,990)**	(1,902)
Exchange adjustments	匯兑調整	**8,715**	13,481
At 31 December	**於12月31日**	**291,127**	239,636
Analysed into:	**分析為：**		
Current portion	流動部分	**3,044**	1,902
Non-current portion	非流動部分	**288,083**	237,734

44. CAPITAL MANAGEMENT

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for owners and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between higher owners' returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

44. 資本管理

本集團管理資本之首要目標乃保障本集團能夠繼續以持續經營基準經營，從而透過與風險水平相對應之產品及服務定價以及獲得合理成本之融資，繼續為擁有人創造回報及向其他持份者帶來利益。

本集團積極及定期對資本架構開展檢討及管理，從而使較高借貸水平情況下可能產生之較高擁有人回報與良好資本狀況帶來之好處及保障之間取得平衡，並因應經濟環境之變化對資本架構作出調整。

44. CAPITAL MANAGEMENT (Continued)

Consistent with industry practice, the capital structure of the Group consists of net debts, which include other payables and accruals, provisions, borrowings, convertible note and lease liabilities, net of restricted cash at banks and cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital and reserves.

The directors review the capital structure regularly. As part of this review, the directors consider the cost of capital and the risks associated with class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through payment of dividends, new share issue as well as the issue of new debts or repayment of existing debts. The net debts-to-equity ratios at 31 December 2021 and 2020 were as follows:

44. 資本管理(續)

在遵從行業慣例之情況下，本集團之資本架構包括淨債務(其中包括扣除受限制銀行現金以及現金及現金等價物之其他應付款項及預提費用、撥備、借貸、可換股票據及租賃負債)及本公司擁有人應佔權益(包括已發行股本及儲備)。

董事定期對資本架構進行檢討。作為檢討工作之一部分，董事對資本成本及各類資本之相關風險進行審議。根據董事之建議，本集團將透過支付股息、新股發行、發行新增債務或償還現有債務，使整體資本架構保持平衡。於2021年及2020年12月31日之債務淨值對權益比率如下：

		2021 HK$'000 千港元	2020 HK$'000 千港元
Total debts:	債務總額：		
Trade and other payables and accruals (note 30)	應付賬款、其他應付款項及預提費用(附註30)	**760,648**	531,921
Borrowings (note 32)	借貸(附註32)	**797,959**	781,468
Provisions (note 31)	撥備(附註31)	**21,518**	16,861
Convertible note (note 33)	可換股票據(附註33)	**1,352,900**	1,352,900
Financial liabilities at fair value through profit or loss (note 33)	按公平值計入損益之財務負債(附註33)	**9**	9
Lease liabilities (note 18(b))	租賃負債(附註18(b))	**6,232**	4,498
		2,939,266	2,687,657
Less: Restricted cash at banks (note 29(a))	減：受限制銀行現金(附註29(a))	**(912)**	(984)
Cash and cash equivalents (note 29(b))	現金及現金等價物(附註29(b))	**(13,800)**	(60,898)
Net debts	債務淨值	**2,924,554**	2,625,775
Equity	權益	**1,924,207**	2,685,426
Net debts-to-equity ratio	債務淨值對權益比率	**152%**	98%

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

本公司及其任何附屬公司並不受外部實施之資本規定所規限。

45. FINANCIAL RISK MANAGEMENT

Exposure to credit, liquidity, interest rate, currency risks, commodity price risk and equity price risk arises in the normal course of the Group's business. These risks are limited by the Group's financial management policies and practices described below.

(a) Credit risk

The Group is exposed to credit risk in relation to its short-term investment, loans receivable, trade, note and other receivables, deposits, and cash at banks. Their carrying amounts represent the Group's maximum exposure to credit risk in relation to financial assets.

To manage the credit risk associated with trade receivables, the Company adopts risk control to assess the credit quality of the customers and debtors, taking into account their financial positions and past experience. The Company has monitoring procedures to ensure that follow-up action is taken to recover overdue debts.

(i) Trade, notes and other receivables and deposits

The Group applies the simplified approach to providing for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for trade receivables. To measure the ECLs, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The ECLs also incorporate forward looking information. The Company provides information about the Company's exposure to credit risk and ECLs for trade receivables as at 31 December 2021 and 2020 respectively.

In respect of notes receivables, they represented acceptance bills which were issued by private companies registered in the PRC. Save as disclosed in note 27(b) to the consolidated financial statements, a lifetime ECL (stage 3) was made during the year ended 31 December 2021 (2020: Nil).

As at 31 December 2021 and 2020, the Group had no significant concentration of credit risk.

45. 財務風險管理

信貸、流動資金、利率、貨幣風險、商品價格風險及股本價格風險於本集團之日常業務過程中產生。該等風險乃透過本集團之財務管理政策及常規(見下文)得以限制。

(a) 信貸風險

本集團面臨有關其短期投資、應收貸款、應收賬款、應收票據、其他應收賬款、按金及銀行現金的信貸風險。該等項目之賬面值代表本集團就其財務資產承受之最高信貸風險。

為管理與應收賬款有關之信貸風險，本公司採納風險控制措施評估客戶及債務人之信貸質素，當中計及彼等之財務狀況及過往經驗。本公司設有監察程序，以確保採取跟進行動收回逾期債務。

(i) 應收賬款、應收票據、其他應收賬款及按金

本集團應用香港財務報告準則第9號規定之簡化法為預期信貸虧損計提撥備，該準則准許就應收賬款採用全期預期虧損撥備。為計量預期信貸虧損，應收賬款已根據共有信貸風險特點及逾期日數進行分組。預期信貸虧損亦計入前瞻性資料。本公司提供有關分別於2021年及2020年12月31日本公司就應收賬款面臨之信貸風險及預期信貸虧損之資料。

就應收票據而言，該等票據指於中國註冊之民營企業所發行之承兑票據。除綜合財務報表附註27(b)所披露者外，已於截至2021年12月31日止年度內計提全期預期信貸虧損(第3階段)(2020年：無)。

於2021年及2020年12月31日，本集團概無重大信貸集中風險。

45. FINANCIAL RISK MANAGEMENT (Continued)

(a) Credit risk (Continued)

(ii) Cash with banks

The Company expects that there is no significant credit risk associated with cash at banks since they are placed at banks with high credit-ratings or with good reputation. There has been no history of default in relation to these banks and thus the risk of default is regarded as low. No loss allowance provision for bank balances was recognised for the years ended 31 December 2021 and 2020.

(b) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, without incurring unacceptable losses or risking damage to the Group's reputation.

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the Company's board when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and readily realisable marketable securities and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

45. 財務風險管理(續)

(a) 信貸風險(續)

(ii) 銀行現金

本公司預期並無與銀行現金有關之重大信貸風險，此乃由於該等現金乃存放於具有高信貸評級或良好聲譽之銀行。該等銀行並無違約紀錄，故違約風險被視為屬低。截至2021年及2020年12月31日止年度，概無就銀行結餘作出虧損撥備。

(b) 流動資金風險

流動資金風險乃本集團未能於財務責任到期時履行有關責任之風險。本集團管理流動資金之方法是盡量確保具備足夠流動資金應付到期負債，令本集團毋須承擔不能接受之虧損或聲譽受損風險。

本集團旗下個別經營實體自行負責現金管理，包括現金盈餘之短期投資及借貸以彌補預期現金需求，惟倘借貸金額超過預先釐定之授權限額時須經本公司董事會批准。本集團之政策為定期監察其流動資金需求及其有否遵守借貸契約，以確保其維持足夠之現金儲備及隨時可變現之有價證券，以及在主要金融機構之信貸額度足夠應付其短期及較長期之流動資金需要。

45. FINANCIAL RISK MANAGEMENT (Continued)

(b) Liquidity risk (Continued)

The contractual maturities of financial liabilities are shown as below:

45. 財務風險管理(續)

(b) 流動資金風險(續)

財務負債之合約到期情況如下：

		Carrying amount 賬面值 HK$'000 千港元	Total contractual undiscounted cash flow 合約未折現現金流量總額 HK$'000 千港元	Within 1 year or on demand 1年內或按要求 HK$'000 千港元	More than 1 year but less than 2 years 1年以上但2年以下 HK$'000 千港元	More than 2 years but less than 5 years 2年以上但5年以下 HK$'000 千港元	More than 5 years 5年以上 HK$'000 千港元
2021	**2021年**						
Trade and other payables and accruals[1]	應付賬款、其他應付款項及預提費用[1]	**760,648**	**945,326**	**945,326**	**-**	**-**	**-**
Convertible note	可換股票據	**1,352,900**	**1,352,900**	**1,352,900**	**-**	**-**	**-**
Borrowings	借貸	**797,959**	**829,069**	**334,538**	**309,432**	**182,082**	**3,017**
Lease liabilities	租賃負債	**6,232**	**6,686**	**5,825**	**627**	**234**	**-**
Total	總計	**2,917,739**	**3,133,981**	**2,638,589**	**310,059**	**182,316**	**3,017**

		Carrying amount 賬面值 HK$'000 千港元	Total contractual undiscounted cash flow 合約未折現現金流量總額 HK$'000 千港元	Within 1 year or on demand 1年內或按要求 HK$'000 千港元	More than 1 year but less than 2 years 1年以上但2年以下 HK$'000 千港元	More than 2 years but less than 5 years 2年以上但5年以下 HK$'000 千港元	More than 5 years 5年以上 HK$'000 千港元
2020	**2020年**						
Trade and other payables and accruals[1]	應付賬款、其他應付款項及預提費用[1]	531,921	531,921	531,921	-	-	-
Convertible note	可換股票據	1,352,900	1,504,798	1,504,798	-	-	-
Borrowings	借貸	781,468	923,704	194,357	259,822	466,360	3,165
Lease liabilities	租賃負債	4,498	6,167	3,650	1,267	1,250	-
Total	總計	2,670,787	2,966,590	2,234,726	261,089	467,610	3,165

[1] Includes default interest of a convertible note

[1] 包括可換股票據之違約利息

45. FINANCIAL RISK MANAGEMENT (Continued)

(b) Liquidity risk (Continued)

The tables that follow summaries the maturity analysis of certain corporate bonds with a repayment on demand clause based on agreed scheduled repayments set out in the loan agreements. The amounts include interest payments computed using contractual rates. As a result, these amounts were greater than the amounts disclosed in the "Within 1 year or on demand" time band in the maturity analysis above. Taking into account the Group's financial position, the directors do not consider that it is probable that the bondholders will exercise its discretion to demand immediate repayment. The directors believe that such corporate bonds will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

45. 財務風險管理(續)

(b) 流動資金風險(續)

下表概述若干附帶按要求償還條款之企業債券之到期分析，該等條款基於貸款協議中載列之協定還款計劃。有關金額包括採用合約利率計算之利息付款。因此，該等金額多於上述到期分析中「1年內或按要求」之時間段所披露金額。經考慮本集團財務狀況，董事認為債券持有人將行使其酌情權要求即時償還之可能性不大。董事認為該等企業債券將按照貸款協議中載列之預定還款日期償還。

		Corporate bonds subject to a repayment on demand clause based on scheduled repayments 基於還款計劃且附帶按要求償還條款之企業債券					
		Carrying amount 賬面值	Total contractual undiscounted cash flow 合約未折現現金流量總額	Within 1 year or on demand 1年內或按要求	More than 1 year but less than 2 years 1年以上但2年以下	More than 2 years but less than 5 years 2年以上但5年以下	More than 5 years 5年以上
		HK$'000 千港元	HK$'000 千港元	HK$'000 千港元	HK$'000 千港元	HK$'000 千港元	HK$'000 千港元
31 December 2021	2021年12月31日	49,155	52,008	45,958	6,050	–	–
31 December 2020	2020年12月31日	54,145	60,201	14,359	39,792	6,050	–

45. FINANCIAL RISK MANAGEMENT (Continued)

(c) Interest rate risk

At 31 December 2021 and 2020, the Group's fair value interest rate risk arises primarily from borrowings and convertible note. Borrowings and convertible note were issued at fixed rates which expose the Group to fair value interest rate risk. The Group has no cash flow interest rate risk as there are neither borrowings nor convertible note which bear floating interest rates. The Group has not used any financial instruments to hedge potential fluctuations in interest rates.

At 31 December 2021, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would increase/decrease the Group's loss for the year by approximately HK$17,000,000 (2020: HK$13,000,000) before the consideration of capitalisation of interest. The sensitivity analysis has been determined assuming that the change in interest rates had occurred at the end of reporting period and had been applied to the exposure to interest rate risk for the borrowings in existence at that date. The 100 basis point increase or decrease represents management's assessment of a reasonably possible change in interest rates over the period until the next annual reporting date.

(d) Currency risk

The Group is exposed to currency risk primarily through recognised assets and liabilities that are denominated in a currency other than the functional currency of the operations to which they relate. At 31 December 2021 and 2020, no related hedges were made by the Group.

45. 財務風險管理(續)

(c) 利率風險

於2021年及2020年12月31日，本集團之公平值利率風險主要來自借貸及可換股票據。本集團因按固定利率發放借貸及發行可換股票據而承受公平值利率風險。由於沒有借貸或可換股票據按浮動利率計息，故此本集團並無現金流量利率風險。本集團並未採用任何財務工具對沖利率潛在波動。

於2021年12月31日，估計在所有其他變數維持不變之情況下，利率總體增加／降低100個基點將令本集團本年度虧損增加／減少約17,000,000港元(2020年：13,000,000港元)(不計及資本化利息)。敏感度分析乃假設利率變動於報告期末已發生，且已計入於該日存在之借貸利率風險後釐定。增加或減少100個基點為管理層對下一年度報告日期之前期間利率之可能合理變動之評估。

(d) 貨幣風險

本集團承受之貨幣風險主要源自以有關業務之功能貨幣以外之貨幣計值之已確認資產及負債。於2021年及2020年12月31日，本集團並無作出相關對沖。

45. FINANCIAL RISK MANAGEMENT (Continued)

(d) Currency risk (Continued)

(i) Exposure to currency risk

The following table details the Group's exposure at the end of reporting period date to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. The sensitivity analysis includes balances between group companies where the denomination of the balances is in a currency other than the functional currencies of the lender or the borrower.

45. 財務風險管理(續)

(d) 貨幣風險(續)

(i) 所承受之貨幣風險

下表載列本集團於報告期末因確認以有關實體之功能貨幣以外之貨幣計值之資產或負債而承受之貨幣風險詳情。敏感度分析包括集團內公司間之結餘，而該等結餘乃以貸方或借方之功能貨幣以外之貨幣計值。

		2021				2020			
		AUD 澳元 '000 千元	**USD 美元 '000 千元**	**RMB 人民幣 '000 千元**	**CAD 加元 '000 千元**	AUD 澳元 '000 千元	USD 美元 '000 千元	RMB 人民幣 '000 千元	CAD 加元 '000 千元
Short-term investment	短期投資	**-**	**-**	**-**	**-**	-	-	64,300	-
Trade and other receivables	應收賬款及其他應收賬款	**-**	**39**	**71,942**	**-**	-	44	155,649	53,234
Restricted cash at banks	受限制銀行現金	**-**	**-**	**743**	**-**	-	-	828	-
Cash and cash equivalents	現金及現金等價物	**1**	**14**	**10,923**	**3**	1	19	50,620	3
Amounts due from group companies	應收集團公司款項	**-**	**130,000**	**-**	**1,106**	-	130,000	438,011	1,106
Trade and other payables and accruals	應付賬款、其他應付款項及預提費用	**-**	**-**	**(349,281)**	**(3)**	-	-	(323,816)	-
Amounts due to group companies	應付集團公司款項	**-**	**-**	**(10,300)**	**(12,955)**	-	(192,125)	(456,216)	(550)
Borrowings	借貸	**-**	**-**	**(266,828)**	**-**	-	-	(261,980)	-
Convertible note	可換股票據	**-**	**(130,000)**	**-**	**-**	-	(130,000)	-	-
Lease liabilities	租賃負債	**-**	**-**	**-**	**-**	-	-	(3,788)	-
Overall net exposure	整體風險淨值	**1**	**53**	**(542,801)**	**(11,849)**	1	(192,062)	(336,392)	53,793

45. FINANCIAL RISK MANAGEMENT (Continued)

(d) Currency risk (Continued)

(ii) Sensitivity analysis

The following table indicates the approximate change in the Group's (loss)/profit after income tax expense and accumulated losses and other components of consolidated equity in response to reasonably possible changes in the foreign exchange rates to which the Group has significant exposure at the end of reporting period. The sensitivity analysis includes balances between Group companies where the denomination of the balances is in a currency other than the functional currencies of the lender or the borrower. A positive number below indicates an decrease in loss/increase in profit and decrease in accumulated losses where the HKD weakens against the relevant currency. For a strengthening of the HKD against the relevant currency, there would be an equal and opposite impact on loss/profit and accumulated losses, and the balances below would be negative.

45. 財務風險管理(續)

(d) 貨幣風險(續)

(ii) 敏感度分析

下表顯示於報告期末對本集團構成重大風險之外匯匯率之可能合理變動造成本集團除所得稅支出後(虧損)／溢利及累計虧損以及綜合權益其他組成部分之概約變動。敏感度分析包括本集團內公司間之結餘，而該等結餘乃以貸方或借方之功能貨幣以外之貨幣計值。倘港元兑相關貨幣貶值，以下正數表示虧損減少／溢利增加及累計虧損減少。當港元兑有關貨幣升值，則可能對虧損／溢利及累計虧損造成金額等同但相反之影響，故以下結餘可能會為負數。

		2021		2020	
		Weakening in HKD	**(Increase)/ decrease in loss after taxation and accumulated losses**	Weakening in HKD	(Increase)/ decrease in loss after taxation and accumulated losses
		港元貶值	**除税後虧損及累計虧損(增加)／減少**	港元貶值	(增加)／減少
		%	**HK$'000**	%	HK$'000
			千港元		千港元
RMB	人民幣	**2%**	**(13,320)**	2%	(7,900)
CAD	加元	**2%**	**(1,460)**	2%	6,540

The sensitivity analysis has been determined assuming that the change in foreign exchange rates had occurred at the end of reporting period and had been applied to each of the Group entities' exposure to currency risk for the financial instruments in existence at that date, and that all other variables, in particular interest rates, remain constant.

敏感度分析乃假設外匯匯率之變動於報告期末已發生及已應用於本集團旗下各實體該日存續之財務工具所涉及之貨幣風險，而所有其他變數(尤其是利率)保持不變釐定。

45. FINANCIAL RISK MANAGEMENT (Continued)

(d) Currency risk (Continued)

(ii) Sensitivity analysis (Continued)

The stated changes represent management's assessment of reasonably possible changes in foreign exchange rates over the period until the end of the next reporting period. In this respect, it is assumed that the pegged rate between the HKD and the USD would be materially unaffected by any changes in movement in value of the USD against other currencies. Results of the analysis as presented in the above table represent an aggregation of the effects on each of the Group entities' profit or loss after income tax expense and equity measured in the respective functional currencies, translated into HKD at the exchange rate ruling at the end of reporting period for presentation purposes. The analysis is performed on the same basis for 2020.

(e) Equity price risk

The Group is exposed to equity price changes arising from equity instruments designated as FVOCI which are listed on the Stock Exchange of Hong Kong. Listed investments held in the available-for-sale portfolio have been chosen based on their longer term growth potential and are monitored regularly for performance against expectations. The portfolio is diversified in terms of industry distribution, in accordance with the limits set by the Group.

The Group is also exposed to equity price risk arising from changes in the Company's own share price to the extent that the Company's own equity instruments underlie the fair values of derivatives liabilities of the Group. At the end of reporting period, the Group is exposed to this risk through the conversion right attached to the convertible note issued by the Company as disclosed in the note 33 to the consolidated financial statements.

45. 財務風險管理(續)

(d) 貨幣風險(續)

(ii) 敏感度分析(續)

所述之變動指管理層對直至下一個報告期末止期間之外匯匯率之可能合理變動之評估。就此而言，假定港元及美元之聯繫匯率不會受到美元兑其他貨幣之任何價值變動之重大影響。上表列示之分析結果指對本集團旗下各實體按各功能貨幣計算並按報告期末之現行匯率換算為港元以供呈列之用之除所得税支出後損益及權益之影響總額。該分析乃按與2020年相同之基準進行。

(e) 股本價格風險

本集團承受因指定為按FVOCI列賬之股本工具(於香港聯交所上市)而產生之股本價格變動風險。於可供出售財務資產組合內持有之上市投資乃根據其較長期增長潛力而選擇，並根據預期對表現進行定期監察。投資組合根據本集團設定之限制分散於不同行業。

倘本集團之衍生工具負債公平值建基於本公司本身之股本工具，則本集團亦因本公司本身之股價變動而承受股本價格風險。誠如綜合財務報表附註33所披露，於報告期末，本集團因本公司所發行可換股票據附帶之換股權而承受此風險。

45. FINANCIAL RISK MANAGEMENT (Continued)

(e) Equity price risk (Continued)

Sensitivity analysis

The sensitivity analysis on equity price risk includes the Group's financial instruments, which fair value or future cash flows will fluctuate because of changes in their corresponding or underlying asset's equity price. If the prices of the respective equity instruments had been 20% higher/lower, loss for the year would increase/decrease by nil (2020: nil) and other component of equity would increase/decrease by HK$69,000 (2020: HK$75,000).

45. 財務風險管理(續)

(e) 股本價格風險(續)

敏感度分析

股本價格風險之敏感度分析包括本集團之財務工具，其公平值或未來現金流量將會因其相應或相關資產之股本價格變動而波動。倘各股本工具之價格上升／下跌20%，本年度虧損將增加／減少零(2020年：零)，而股本其他部分則將增加／減少69,000港元(2020年：75,000港元)。

46. COMMITMENTS

Capital commitments

46. 承擔

資本承擔

		2021 HK$'000 千港元	2020 HK$'000 千港元
Commitments in respect of the Sanjiao CBM Project	就三交煤層氣項目之承擔	253,392	167,179

47. CONTINGENT LIABILITIES

Environmental liabilities

The Group engages in the exploration, development and production of coalbed methane resources. The consequence of coalbed mining includes dismantlement and demolition of infrastructure in the mining sites. The Group may have obligations to make payments for restoration and rehabilitation of the land after the sites have been extracted. As at 31 December 2021, a provision of HK$21,518,000 (2020: HK$16,861,000) was made in the consolidated statement of financial position (note 31).

47. 或有負債

有關環保之負債

本集團經營煤層氣資源之勘探、開發和生產，而進行煤層開採之後果包括拆遷及拆除礦場之基本設施。本集團或須負責在礦場完成開採後，支付礦區土地復原及復墾之費用。於2021年12月31日，綜合財務狀況表內作出了21,518,000港元(2020年：16,861,000港元)之撥備(附註31)。

48. RELATED PARTY TRANSACTIONS

Other than disclosed elsewhere in the consolidated financial statements, no related party transactions have been entered into during the year which might reasonably affect any decisions made by the users of these consolidated financial statements.

(a) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 11, all the highest paid employees as disclosed in note 12, and other three (2020: six) senior management personnel are as follows:

48. 關連人士交易

除綜合財務報表內另行披露者外，年內概無訂立可能對該等綜合財務報表使用者任何已作出之決定產生合理影響之關連人士交易。

(a) 主要管理人員酬金

本集團主要管理人員酬金(包括附註11所披露之已向本公司董事支付之款項、附註12所披露之已向全體最高薪僱員支付之款項及向三名(2020年：六名)其他高級管理人員支付之款項)如下：

		2021 HK$'000 千港元	2020 HK$'000 千港元
Short-term employee benefits	短期僱員福利	9,078	12,134
Post-employment benefits	離職後福利	–	–
		9,078	12,134

Total remuneration is included in "employee costs" (see note 9(b)).

酬金總額乃計入「員工成本」中(見附註9(b))。

(b) Other transaction

During the year ended 31 December 2021, the Group paid rental and related utilities expenses of HK$1,122,000 (2020: HK$1,676,000) to a related company, which has the same substantial shareholder of the Group. As at 31 December 2021, the amount due to the related company is approximately HK$2,723,000 (2020: HK$2,134,000) which was included in "other payables and accruals". The balance is unsecured, interest-free and repayable on demand.

(b) 其他交易

截至2021年12月31日止年度，本集團支付租金及相關水電費用共1,122,000港元(2020年：1,676,000港元)給一間關聯公司，其主要股東亦為本集團的主要股東。於2021年12月31日，本集團應付關聯公司款項為約2,723,000港元(2020年：2,134,000港元)，並已計入「其他應付款項及預提費用」。有關結餘為無抵押、免息及須按要求償還。

The above transactions did not fall under the definition of connected transaction or continuing connected transaction or were exempted from connected transaction requirements in Chapter 14A of the Listing Rules.

以上交易不構成上市規則第14A章所定義的關連交易或持續關連交易或獲豁免遵守有關關連交易的規定。

49. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

The carrying amounts of the Group's financial assets and financial liabilities recognised as at 31 December 2021 and 2020 may be categorised as follows:

49. 財務資產及財務負債之分類概要

於2021年及2020年12月31日確認之本集團財務資產及財務負債之賬面值分類如下：

		2021 HK$'000 千港元	2020 HK$'000 千港元
Financial assets	**財務資產**		
Financial assets at fair value through profit or loss	按公平值透過損益列賬之財務資產	**29,318**	33,306
Equity investments designated at fair value through other comprehensive income	指定按公平值透過其他全面收益列賬之權益投資	**346**	377
Financial assets measured at amortised cost	按攤銷成本計量之財務資產	**142,808**	734,306
		172,472	767,989
Financial liabilities	**財務負債**		
Financial liabilities at fair value through profit or loss	按公平值透過損益列賬之財務負債	**9**	9
Financial liabilities measured at amortised cost	按攤銷成本計量之財務負債	**2,917,559**	2,670,787
		2,917,568	2,670,796

50. FAIR VALUE MEASUREMENT

(a) Financial instruments not measured at fair value

Financial instruments not measured at fair value include trade, notes and other receivables, deposits, loans receivable, short-term investment, restricted cash at banks, cash and cash equivalents, trade and other payables, accruals, borrowings and convertible note. The fair value of all these financial assets and financial liabilities are not materially different from their carrying amounts.

The fair value of financial assets and liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market prices.

The valuation techniques and significant unobservable inputs used in determining the fair value measurement of level 2 and level 3 financial instruments, as well as the relationship between key observable inputs and fair value are set out below.

(b) Financial instruments measured at fair value

Information about level 3 fair value measurements

(i) The fair value of contingent consideration is estimated using a discounted cash flow method.

(a) Contingent consideration in relation to acquisition of subsidiaries

Significant unobservable inputs

		2021	2020
Pre-tax discount rate	除税前折現率	**20.8%**	18,79%
Growth rate	增長率	**2.2%**	2.40%

The contingent consideration expired during the year ended 31 December 2021.

Increase in pre-tax discount rate and growth rate by 1.5% and 1.5% would increase and decrease the fair value of the contingent consideration by HK$655,000 and HK$1,738,000, respectively.

50. 公平值計量

(a) 並非按公平值計量之財務工具

並非按公平值計量之財務工具包括應收賬款、應收票據及其他應收賬款、按金、應收貸款、短期投資、受限制銀行現金、現金及現金等價物、應付賬款、其他應付款項、預提費用、借貸及可換股票據。所有該等財務資產及財務負債之公平值均與其賬面值相若。

具有標準條款及條件並於流動性活躍市場買賣的財務資產及財務負債的公平值乃參考市場報價釐定。

下文載列於釐定第2層及第3層財務工具之公平值計量時所運用的估值技術及重大不可觀察輸入數據，以及主要可觀察輸入數據與公平值之間的關係。

(b) 按公平值計量之財務工具

有關第3層公平值計量的資料

(i) 或有代價之公平值使用現金流量折現法估算。

(a) 有關收購附屬公司之或有代價

重大不可觀察輸入數據

		2021	2020
Pre-tax discount rate	除税前折現率	**20.8%**	18,79%
Growth rate	增長率	**2.2%**	2.40%

或有代價於截至2021年12月31日止年度屆滿。

除税前折現率及增長率分別增加1.5%及1.5%，將導致或有代價公平值分別增加655,000港元及減少1,738,000港元。

50. FAIR VALUE MEASUREMENT (Continued)

(b) Financial instruments measured at fair value (Continued)

(ii) The fair value of derivative component in convertible note is estimated using a binomial options pricing model.

Significant unobservable inputs

		2021	2020
Dividend yield	股息收益率	0%	0%
Volatility	波動性	62.87%	62.87%

(iii) The following table provides an analysis of financial instruments carried at fair value by level of fair value hierarchy:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

50. 公平值計量(續)

(b) 按公平值計量之財務工具(續)

(ii) 可換股票據之衍生部分公平值使用二項式期權定價模型估算。

重大不可觀察輸入數據

(iii) 下表提供按公平值列賬之財務工具按公平值層級劃分之分析：

第1層： 相同資產或負債於活躍市場之報價(未經調整)；

第2層： 資產或負債之可觀察直接(即價格)或間接(即由價格衍生)輸入數據，但不包括第1級內之報價；及

第3層： 並非基於可觀察市場數據之資產或負債輸入數據(不可觀察輸入數據)。

50. FAIR VALUE MEASUREMENT (Continued)

(b) Financial instruments measured at fair value (Continued)

50. 公平值計量(續)

(b) 按公平值計量之財務工具(續)

		2021			
		Level 1 第1層 HK$'000 千港元	Level 2 第2層 HK$'000 千港元	Level 3 第3層 HK$'000 千港元	Total 總計 HK$'000 千港元
Financial asset at fair value through profit or loss	**按公平值透過損益列賬之財務資產**				
– Contingent consideration from acquisition of subsidiaries	–收購附屬公司之或有代價	–	–	16,110	16,110
– Contingent consideration from disposal of receivables	–出售應收款項之或有代價	–	–	13,208	13,208
		–	–	29,318	29,318
Financial assets at fair value through other comprehensive income	**按公平值透過其他全面收益列賬之財務資產**				
– Listed securities in Hong Kong at fair value	–香港上市證券(按公平值)	346	–	–	346
Financial liabilities at fair value through profit or loss	**按公平值透過損益列賬之財務負債**				
– Derivative component in convertible note	–可換股票據之衍生部分	–	–	(9)	(9)

50. FAIR VALUE MEASUREMENT (Continued)

(b) Financial instruments measured at fair value (Continued)

50. 公平值計量(續)

(b) 按公平值計量之財務工具(續)

		2020			
		Level 1 第1層 HK$'000 千港元	Level 2 第2層 HK$'000 千港元	Level 3 第3層 HK$'000 千港元	Total 總計 HK$'000 千港元
Financial asset at fair value through profit or loss – Contingent consideration from acquisition of subsidiaries	**按公平值透過損益列賬之財務資產** –收購附屬公司之或有代價	–	–	33,306	33,306
Financial assets at fair value through other comprehensive income – Listed securities in Hong Kong at fair value	**按公平值透過其他全面收益列賬之財務資產** –香港上市證券(按公平值)	377	–	–	377
Financial liabilities at fair value through profit or loss – Derivative component in convertible note	**按公平值透過損益列賬之財務負債** –可換股票據之衍生部分	–	–	(9)	(9)

There were no transfers between levels during the year.

年內各層級之間並無發生任何轉撥。

50. FAIR VALUE MEASUREMENT (Continued)

(b) Financial instruments measured at fair value (Continued)

(iv) Reconciliation for financial instruments carried at fair value based on significant unobservable inputs (Level 3) are as follows:

50. 公平值計量(續)

(b) 按公平值計量之財務工具(續)

(iv) 根據重大不可觀察輸入數據(第3層)按公平值列賬之財務工具對賬如下：

		2021 HK$'000 千港元	2020 HK$'000 千港元
Financial assets at fair value through profit or loss	**按公平值透過損益列賬之財務資產**		
At 1 January	於1月1日	**33,306**	32,193
Additions	添置	**12,972**	–
Change in fair value (note 8)	公平值變動(附註8)	**6,426**	15,853
Receivables (note 27(c))	應收款項(附註27(c))	**(8,681)**	(17,333)
Settled during the year (note 23)	年內結算(附註23)	**(24,438)**	(16,677)
Exchange adjustments	匯兑調整	**9,733**	19,270
At 31 December	於12月31日	**29,318**	33,306
Financial liabilities at fair value through profit or loss	**按公平值透過損益列賬之財務負債**		
At 1 January	於1月1日	**9**	46
Change in fair value (note 8)	公平值變動(附註8)	**–**	(37)
At 31 December	於12月31日	**9**	9

51. APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 27 April 2022.

51. 綜合財務報表之審批

綜合財務報表已由董事會於2022年4月27日審批及授權刊發。

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